

City of Chicago



O2015-2624

Office of the City Clerk **Document Tracking Sheet**

Meeting Date: 4/15/2015

Sponsor(s): City Clerk (transmitted by)

Type: Ordinance

Title: Zoning Reclassification Map No. 13-G at 4813-4815 N Kenmore Ave - App No. 18356T1

Committee(s) Assignment: Committee on Zoning, Landmarks and Building Standards

18356 TI IN+20 DATE: 04-15-2016

ORDINANCE

BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF CHICAGO:

SECTION 1: Title 17 of the Municipal Code of Chicago, Chicago Zoning Ordinance, is amended by changing all the RT4 Residential Two-Flat, Townhouse and Multi-Unit District symbols and indications as shown on Map No. 13-G in the area bounded by:

A line 160 feet north of and parallel to the north right-of-way line of West Lawrence Avenue; The alley next east of and parallel to North Kenmore Avenue;

A line 110 feet north of and parallel to the north right-of-way line of West Lawrence Avenue;

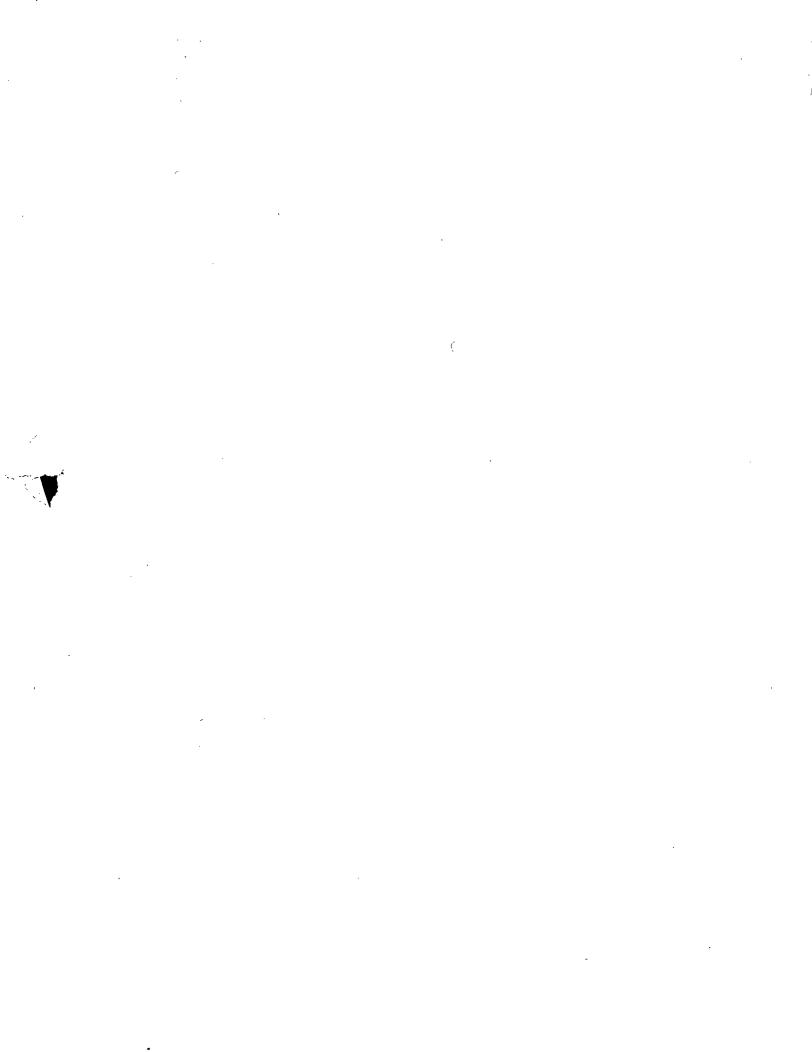
North Kenmore Avenue

to those of a B3-5 Community Shopping District.

SECTION 2: This ordinance shall take effect upon its passage and due publication.



Addresses: 4813-4815 N. Kenmore Ave.



NARRATIVE – ZONING (TYPE 1 REZONING)

Re: 4813-4815 N. Kenmore Ave. (46th Ward)

The Applicant, Lawrence House Commons LLC, seeks a change in zoning from RT4 Residential Two-Flat, Townhouse and Multi-Unit District to a B3-5 Community Shopping District.

<u>Use</u>: The subject property is is adjacent to, and under common ownership with, an existing mixed use (primarily residential) building at 1020 W. Lawrence Ave. The existing building at 1020 W. Lawrence Ave. is already zoned B3-5. The subject property is part of a combined lot with 1020 W. Lawrence Ave., and unified zoning is being sought to conform the zoning of the subject property to the existing B3-5 zoning of 1020 W. Lawrence Ave.

The subject property will serve as rear yard open space for 1020 W. Lawrence Ave.

Maximum Floor Area Ratio:	0.0; the subject property will be used as rear yard open space for the adjacent building at 1020 W. Lawrence Ave.
Minimum Lot Area Per Dwelling Unit:	Not applicable; the subject property will be used as rear yard open space for the adjacent building at 1020 W. Lawrence Ave.
Off-Street Parking:	None; the subject property will be used as rear yard open space for the adjacent building at 1020 W. Lawrence Ave.
Front Setback:	Not applicable; the subject property will be used as rear yard open space for the adjacent building at 1020 W. Lawrence Ave.

Side Setback (SE):	Not applicable; the subject property will be used as rear yard open space for the adjacent building at 1020 W. Lawrence Ave.
Rear Setback:	Not applicable; the subject property will be used as rear yard open space for the adjacent building at 1020 W. Lawrence Ave.
Building Height (per § 17-17-0311-A):	Not applicable; the subject property will be used as rear yard open space for the adjacent building at 1020 W. Lawrence Ave.

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LAW OFFICES

DALEY AND GEORGES, LTD.

MICHAEL DALEY
MARA S. GEORGES
WILLIAM D. O'DONAGHUE
RICHARD A. TOTH
MICHAEL J. SYNOWIECKI

20 South Clark Street
Suite 400
Chicago, Illinois 60603-1835

Telephone (312) 726-8797

FACSIMILE (312) 726-8819

April 10, 2015

Chairman, Committee on Zoning City Hall – Room 304 121 N. LaSalle St. Chicago, Illinois 60602

Re:

4813-4815 N. Kenmore Ave.

Application for Zoning Map Amendment

The undersigned, Richard A. Toth, being first duly sworn on oath, deposes and states the following:

The undersigned certifies that he has complied with the requirements of § 17-13-0107 of the Chicago Zoning Ordinance by sending the attached letter to such property owners who appear to be the owners of the property within the subject area not solely owned by the applicant, and to the owners of all property within 250 feet in each direction of the lot lines of the subject property, exclusive of public roads, streets, alleys and other public ways. The attached letter was sent by USPS first class mail, no more than 30 days before filing the application.

The undersigned certifies that the notice contained: the addresses and boundaries of the property that is the subject of the application; a statement of the intended use of the property; the name and address of the applicant; the name and address of the owner; and a statement that the applicant intends to file an application for a change in zoning on approximately April 15, 2015.

The undersigned certifies that he has made a *bona fide* effort to determine the names and last known addresses of the persons to be notified under § 17-13-0107 of the Chicago Zoning Ordinance by obtaining ownership information from the most recent authentic tax records of Cook County, and that the accompanying list of names and addresses of surrounding property owners within 250 feet of the subject site is a complete list containing the names and addresses of the people required to be served.

Marnee Pauley

OFFICIAL SEAL
RICHARD A. TOTH
NOTARY PUBLIC, STATE OF ILLINOIS
My Commission Expires 01/14/2019

Subscribed and sworn to before me this April 10, 2015.

7/1000

OFFICIAL SEAL
RICHARD A. TOTH
NOTARY PUBLIC STATE OF ILLINOIS
My Commission Express 01/10/2019

LAW OFFICES

DALEY AND GEORGES, LTD.

MICHAEL DALEY
MARA S. GEORGES
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MICHAEL I. SYNOWIECKI

20 SOUTH CLARK STREET
SUITE 400
CHICAGO, ILLINOIS 60603-1835

TELEPHONE (312) 726-8797

FACSIMILE (312) 726-8819

April 10, 2015

Re: 4813-4815 N. Kenmore Ave.

Dear Property Owner:

In accordance with the requirements of the Chicago Zoning Ordinance for a Zoning Map Amendment, specifically Section 17-13-0107, please be informed that on or about April 15, 2015, I, the undersigned attorney, will file an application on behalf of the Applicant, Lawrence House Commons LLC, for a change in zoning from RT4 Residential Two-Flat, Townhouse and Multi-Unit District to B3-5 Community Shopping District, for the property generally located at 4813-4815 N. Kenmore Ave., and generally bounded by:

A line 160 feet north of and parallel to the north right-of-way line of West Lawrence Avenue; the alley next east of and parallel to North Kenmore Avenue; A line 110 feet north of and parallel to the north right-of-way line of West Lawrence Avenue; North Kenmore Avenue.

The subject property will continue to be used as a rear yard open space area for the adjacent mixed use (primarily residential) building at 1020 W. Lawrence Ave. The Applicant seeks the amendment to conform to the existing B3-5 zoning at 1020 W. Lawrence Ave. and create unified zoning for the combined lot.

The Applicant and Owner of the property is Lawrence House Commons LLC, 1025 W. Sunnyside Ave., Ste. 300, Chicago, IL 60640.

I am the attorney for the Applicant and can provide additional information on the application. My address is 20 S. Clark St., Suite 400, Chicago, Illinois 60603.

Please note that the Applicant is not seeking to purchase or rezone your property. The Applicant is required by law to send you this notice because you own property located within 250 feet of the subject property.

Sincerely,

Richard A. Toth

Rules Regarding Economic Disclosure Statement and Affidavit

These Rules are promulgated pursuant to Section 2-154-050 of the Municipal Code.

These rules are intended solely to provide guidance on interpretation of Chapter 2-154 of the Municipal Code ("Code") and are not intended to abrogate any disclosure requirements contained in 65 ILCS 5/8-10-8.5 ("Disclosure"), as applicable.

- 1. An entity that is any unit of the United States federal, state or local government or any agency or instrumentality thereof shall not be required to file an EDS.
- 2. An entity that holds an ownership interest in an Applicant of greater than 7.5%, but less than 100%, shall not be required to file an EDS if it is one of the following and, in lieu of an EDS, provides the disclosure information required in certain instances below:
 - (a) a foundation having a current tax exemption under Section 501(c) of the Internal Revenue Code, so long as such foundation provides a copy of its most recent IRS Form 990; or
 - (b) (i) a government entity, agency, department or instrumentality or (ii) a pension fund maintained by such a government body, or (iii) an enterprise created by Federal or state statute, but not formed as a business corporation or a not-forprofit (e.g., Fannie Mae, Federal Home Loan Corporation, SLM Corporation) or (iv) a government-owned corporation (e.g., Government National Mortgage Association); or
 - (c) a registered investment adviser that holds an ownership interest of greater than 7.5%, but less than 22.5%, beneficially for its third party investors, so long as such registered investment adviser provides a copy of its most recent Form ADV and its most recent amendment thereto; or
 - (d) a mutual fund that holds an ownership interest of greater than 7.5%, but less than 22.5%, beneficially for its third party investors, so long as such mutual fund provides a copy of its form N-1A and the most recent amendment thereto; or
 - (e) such other entity that holds an ownership interest of greater than 7.5%, but less than 22.5%, as a beneficial owner for a class of other third party investors and is regulated by and required to make periodic filings with the federal Securities and Exchange Commission under the Securities Act, the Securities and Exchange Act, the Williams Act the Public Utility Holding Company Act, or the Investment Company Act or pursuant to comparable foreign securities regulatory and filing requirements, provided that (i) such entity provides a copy of such most recent filing or report, and (ii) the Corporation Counsel determines that such filing or report and the entity's disclosures therein reasonably satisfy the purposes and intent of the EDS Form.

- 3. Section 2-154-010 of the Municipal Code requires disclosures to be made when a person or entity "makes application to the City of Chicago for action." This phrase shall be construed not to apply to a transaction, and thus not to require submission of an EDS in conjunction with that transaction, if either 3A, 3B, 3C or 3D applies:
- A. If the contracting party is providing money or other in-kind goods or services to the City in exchange solely for advertising or promotional rights relating to a City-produced festival, fair, event or seasonal program (an example of a seasonal program is Riverwalk).
 - B. If all of the following circumstances (i) through (iv) are present:
 - (i) The action is being undertaken at the request of the City.
 - (ii) The action is being undertaken for the primary benefit of the City.
 - (iii) The affected party is not seeking the action and would not participate in the action if not for the City's request.
 - (iv) The affected party is uniquely situated, such that the City would be unable to seek the benefit at issue from a different party. Examples include an easement granted for the City's benefit, or site access granted by a railroad or airline for the City's benefit.
- C. If the City is legally obligated, pursuant to an ordinance or an existing contract, to execute an agreement with a party for a transaction and the City is not permitted, under its existing legal obligation, to exercise discretion in the selection of such party (e.g., a lender to an Applicant with whom the City is executing a subordination or intercreditor agreement, a third-party depositary or escrow agent or the Applicant's landlord or tenant, or a similar co-participant in a deal involving an Applicant).
- D. If the City enters into a subordination agreement or other form of intercreditor agreement with a private lender to an Applicant, which agreement is required by a governmental entity, instrumentality or agency (e.g., the United States Department of Housing and Urban Development) in connection with the provision of financing for affordable housing from the City to such Applicant, such private lender shall not be required to submit an EDS solely by virtue of such agreement.
- 4. The participation in a transaction by a party solely in that party's capacity as an escrowee or similar administrative capacity, where that party otherwise has no contracting relationship with the City in that transaction, shall not obligate that party to submit an EDS.
 - 5. An entity that is the international olympic committee, the international paralympic

committee, a national olympic committee, a national paralympic committee, an organizing committee formed pursuant to the requirements of any international olympic committee or international paralympic committee, an international sports federation or association, a national sports federation or association, or any similar committee, federation, association or entity formed for the purpose of sponsoring, organizing, overseeing or participating in international or national athletic competitions, shall not be required to file an EDS.

6. If a Disclosing Party is required to supplement an EDS filing to comply with the requirements of Chapter 1-23, as incorporated into Section 2-154-020, of the Code, regarding that party's status as eligible to do business with the City, such supplemental disclosure shall be provided in writing to the Office of the Corporation Counsel.

NOTE: The exceptions in these Rules are set forth as a general matter, and depending on the facts and circumstances of a particular transaction, the City reserves the right to require an EDS from any one or more of the types of entities listed herein.

Ver. 04-10-13



FORM ADV

OMB: 3235-0049

UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION Primary Business Name: ABRAMS CAPITAL MANAGEMENT, L.P.

Rev. 10/2012 IARD/CRD Number: 155729

WARNING: Complete this form truthfully. False statements or omissions may result in denial of your application, revocation of your registration, or criminal prosecution. You must keep this form updated by filling periodic amendments. See Form ADV General Instruction 4.

Item 1 Identifying Information

Responses to this Item tell us who you are, where you are doing business, and how we can contact you.

Your full legal name (if you are a sole proprietor, your last, first, and middle names): ABRAMS CAPITAL MANAGEMENT, I.P.

Name under which you primarily conduct your advisory business, if different from Item 1.A.: ABRAMS CAPITAL MANAGEMENT, LP. œ.

List on Section 1.B. of Schedule D any additional names under which you conduct your advisory business.

If this filing is reporting a change in your legal name (Item 1.A.) or primary business name (Item 1.B.), enter the new name and specify whether the name change is of a your legal name or \square your primary business name:

(1) If you are registered with the SEC as an investment adviser, your SEC file number: **801-**73167 ۵

If you report to the SEC as an exempt reporting adviser, your SEC file number:

If you have a number ("CRD Number") assigned by the FINRA's CRD system or by the IARD system, your CRD number: 155729 ш

If your firm does not have a CRD number, skip this Item 1.E. Do not provide the CRD number of one of your officers, employees, or affiliates.

Principal Office and Place of Business 'n.

(1)Address (do not use a P.O. Box): Number and Street 1:

Number and Street 2:

21ST FLOOR

222 BERKELEY STREET BOSTON

UNITED STATES Massachusetts

ZIP+4/Postal Code: 02116

If this address is a private residence, check this box: \Box

registration, or are registered, with one or more state securities authorities, you must list all of your offices in the state or states to which you are applying for registration or with whom List on Section 1.F. of Schedule D any office, other than your principal office and place of business, at which you conduct investment advisory business. If you are applying for

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IAPD - Identifying Information Section

you are registered. If you are applying for SEC registration, if you are registered only with the SEC, or if you are reporting to the SEC as an exempt reporting adviser, list the largest five offices in terms of numbers of employees.

(2)Days of week that you normally conduct business at your principal office and place of

o Monday - Friday

Normal business hours at this location:

(3)Telephone number at this location: 617-646-6100

(4) Facsimile number at this location: 617-646-6187 Mailing address, if different from your principal office and place of business address: Number and Street 2: Number and Street 1:

G

State: City:

ZIP+4/Postal Code: Country:

If this address is a private residence, check this box: 🗔

If you are a sole proprietor, state your full residence address, if different from your *principal office and place of business* address in Item 1.F.: i

Number and Street 1:

State:

Number and Street 2: Country:

ZIP+4/Postal Code:

Do you have one or more websites?

Yes No O Ō If "yes," list all website addresses on Section 1.1. of Schedule D. If a website address serves as a portal through which to access other information you have published on the web, you may list the portal without listing addresses for all of the other information. Some advisers may need to list more than one portal address. Do not provide individual electronic mail (e-mail) addresses in response to this Item.

Provide the name and contact information of your Chief Compliance Officer: If you are an exempt reporting adviser, you must provide the contact information for your Chief Compliance Officer, if you have one. If not, you must complete Item 1.K. below. ٦.

Telephone number:

Number and Street 1:

Other titles, if any:

Number and Street 2:

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N-ru - Identifying Information Section

ZIP+4/Postal Code: Country:

State:

CITY:

Electronic mail (e-mail) address, if Chief Compliance Officer has one

Additional Regulatory Contact Person: If a person other than the Chief Compliance Officer is authorized to receive information and respond to questions about this Form ADV, you may provide that information here.

Facsimile number: Telephone number: Name:

Number and Street 1;

State:

City:

ZIP+4/Postal Code: Number and Street 2: Country:

Electronic mail (e-mail) address, If contact person has one:

Do you maintain some or all of the books and records you are required to keep under Section 204 of the Advisers Act, or simllar state law, somewhere other than your principal office and place of business?

If "yes," complete Section 1.L. of Schedule D.

Are you registered with a foreign financial regulatory authority? Ξ

Answer "no" if you are not registered with a foreign financial regulatory authority, even if you have an affiliate that is registered with a foreign financial regulatory authority. If "yes," complete Section 1.M. of Schedule D.

Are you a public reporting company under Sections 12 or 15(d) of the Securities Exchange Act of 1934? ż

Yes No

If "yes," provide your CIK number (Central Index Key number that the SEC assigns to each public reporting company)

Did you have \$1 billion or more in assets on the last day of your most recent fiscal year? ö

Provide your Legal Entity Identifier if you have one:

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A legal entity identifier is a unique number that companies use to identify each other in the financial marketplace. In the first half of 2011, the legal entity identifier standard was still in development. You may not have a legal entity identifier.

Next

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APO - from 2 SEC Registration/Reporting

STUDIOS

FORM ADV

OMB: 3235-0049

Rev. 10/201

Primary Business Name: ABRAMS CAPITAL MANAGEMENT, L.P. ILARD/CRD Number: 155729 UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Item 2 SEC Registration/Reporting

Complete this Item 2.A. only if you are applying for SEC registration or submitting an annual Responses to this Item help us (and you) determine whether you are eligible to register with the updating amendment to your SEC registration. To register (or remain registered) with the SEC, you must check at least one of the Items 2.A. (1) through 2.A.(12), below. If you are submitting an annual updating amendment to your SEC registration and you are no longer eligible to register with the SEC, check Item 2.A.(13). Part 1A Instruction 2 provides information to help you determine whether you may affirmatively respond to each of these items.

You (the adviser):

Yes No Ü

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are a large advisory firm that either: $\widehat{\Xi}$ Σ

has regulatory assets under management of \$100 million (in U.S. dollars) or æ

more at the time of filing its most recent annual updating amendment and is has regulatory assets under management of \$90 million (In U.S. dollars) or registered with the SEC; 9

are a mid-sized advisory firm that has regulatory assets under management of \$25 million (in U.S. dollars) or more but less than \$100 million (in U.S. dollars) and you are either: 3

Yes No Ō

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of the state where you maintain your principal office and place of business, or not required to be registered as an adviser with the state securities authority <u>e</u>

not subject to examination by the state securities authority of the state where you maintain your principal office and place of business; Ð

Click **HERE** for a list of states in which an investment adviser, if registered, would not be subject to examination by the state securities authority

have your principal office and place of business in Wyoming (which does not regulate advisers); <u>@</u>

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Yes No Ó

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have your principal office and place of business outside the United States; ₹

are an investment adviser (or sub-adviser) to an investment company registered under the Investment Company Act of 1940; 2

development company pursuant to section 54 of the Investment Company Act of are an investment adviser to a company which has elected to be a business 1940 and has not withdrawn the election, and you have at least \$25 million of regulatory assets under management; 9

value of at least \$200,000,000 that qualifies for the exemption in rule 203A-2(a); are a **pension consultant** with respect to assets of plans having an aggregate 3

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are a **related adviser** under rule 203A-2(b) that controls, is controlled by, or is under common control with, an investment adviser that is registered with the SEC, and your principal office and place of business is the same as the registered 8

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If you check this box, complete Section 2.A.(8) of Schedule D.

are a newly formed adviser relying on rule 203A-2(c) because you expect to be eligible for SEC registration within 120 days 6

If you check this box, complete Section 2.A.(9) of Schedule D.

are a multi-state adviser that is required to register in 15 or more states and is relying on rule 203A-2(d); 9 Ľ

If you check this box, complete Section 2.A.(10) of Schedule D.

are an Internet adviser relying on rule 203A-2(e); $\widehat{\Xi}$

have received an SEC order exempting you from the prohibition against registration with the SEC; (12)

If you check this box, complete Section 2.A.(12) of Schedule D.

are no longer eligible to remain registered with the SEC. (13) \Box

State Securties Authority Notice Filings and State Reporting by Exempt Reporting Advisers

authorities a copy of the Form ADV and any amendments they file with the SEC. These are called notice filings. In addition, exempt reporting advisers may be required to provide state securities authorities with a copy of reports and any amendments they file with the SEC. If this is an initial application or report, check the box(es) next to the state(s) that you would like to receive notice of this and all subsequent filings or reports you submit to the SEC. If this is an amendment to direct your notice filings or reports to additional state(s), check the box(es) next to the state(s) that you would like to receive notice of this and all subsequent filings or reports you submit to the SEC. If this is an amendment to your registration to stop your notice filings or reports from going to state(s) that currently receive them, uncheck the box(es) next to Under state laws, SEC-registered advisers may be required to provide to state securities those state(s) ပ

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IAPD - Item 2 SEC Registration/Reporting

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If you are amending your registration to stop your notice filings or reports from going to a state that currently receives them and you do not want to pay that state's notice filing or report filing fee for the coming year, your amendment must be filed before the end of the year (December 31).

Next Previous

GLUDIOS

3/20/2015

OMB: 3235-0049 UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION **FORM ADV**

Primary Business Name: ABRAMS CAPITAL MANAGEMENT, L.P. JARD/CRD Number: 155720

Item 3 Form of Organization

- A. How are you organized?
 - Sole Proprietorship O Corporation
- C Limited Liability Partnership (LLP)
 - C Partnership
- C Limited Liability Company (LLC)
 - o Limited Partnership (LP)
 - C Other (specify):

If you are changing your response to this Item, see Part 1A Instruction 4.

- In what month does your fiscal year end each year? ωí
- DECEMBER
- Under the laws of what state or country are you organized? Country State ن
- Delaware UNITED STATES

If you are a partnership, provide the name of the state or country under whose laws your partnership was formed. If you are a sole proprietor, provide the name of the state or country where you reside.

If you are changing your response to this Item, see Part 1A Instruction 4.

Next Previous

FORM ADV

IAPD - Successions Section

OMB: 3235-0049

Primary Business Name: ABRAMS CAPITAL MANAGEMENT, L.P. IARD/CRD Number: 1557. UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Rev. 10/201;

Item 4 Successions

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Yes No Are you, at the time of this filing, succeeding to the business of a registered investment $\, {\bf C} \, \,$ adviser?

If "yes", complete Item 4.B. and Section 4 of Schedule D.

Date of Succession: (MM/DD/YYYY) œ. If you have already reported this succession on a previous Form ADV filing, do not report the succession again. Instead, check "No." See Part 1A Instruction 4.

Next Previous

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FORM ADV

OMB: 3235-0049 UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

IARD/CRD Number: 155729 Primary Business Name: ABRAMS CAPITAL MANAGEMENT, L.P.

Rev. 10/2012

Item 5 Information About Your Advisory Business - Employees, Clients, and Compensation

examinations, and provide us with data we use when making regulatory policy. Part 1A Instruction 5.a. provides additional guidance to newly formed advisers for completing this Item 5. Responses to this Item help us understand your business, assist us in preparing for on-site

Employees

in your responses to If you are organized as a sole proprietorship, include yourself as an *employee* in your responses t Item 5.A. and Items 5.B.(1), (2), (3), (4), and (5). If an *employe*e performs more than one function, you should count that *employee* in each of your responses to Items 5.B.(1), (2), (3), (4), and (5)

- Approximately how many employees do you have? Include full- and part-time employees but do not include any clerical workers. Ä
- Approximately how many of the *employees* reported in 5.A. perform investment advisory functions (including research)? Ξ œ.

- Approximately how many of the *employees* reported in 5.A. are registered representatives of a broker-dealer? 2
- Approximately how many of the employees reported in 5.A. are registered with one or more state securities authorities as investment adviser representatives? ල
- Approximately how many of the employees reported in 5.A. are registered with one or more state securities authorities as Investment adviser representatives for an investment adviser other than you? €
- employees reported in 5.A. are licensed agents of an many of the Approximately how many of th Insurance company or agency? (5)
- Approximately how many firms or other persons solicit advisory clients on your behalf? 9

count a firm only In your response to Item 5.B.(6), do not count any of your employees and co once – do not count each of the firm's employees that solicit on your behalf.

Clients

In your responses to Items 5.C. and 5.D. do not include as *"clients"* the investors in a *private fund* you advise, unless you have a separate advisory relationship with those investors.

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To approximately how many *cilents* did you provide investment advisory services during your most recently completed fiscal year? $\widehat{\Xi}$ ن

IAPD - Information About Your Advisory Business Section

3/20/2015

C 11-25 how many? If more than 100, C More than 100 o 1-10 C 26-100 0 O

Approximately what percentage of your clients are non-United States persons? 14%

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(round to the nearest 100)

- companies that have made an election pursuant to section 54 of the Investment Company Act of organized as sole proprietorships. The category "business development companies" consists of 1940. Unless you provide advisory services pursuant to an investment advisory contract to an investment company registered under the Investment Company Act of 1940, check "None" in response to Item 5.D.(1)(d) and do not check any of the boxes in response to Item 5.D.(2)(d). purposes of this Item 5.D., the category "individuals" includes trusts, estates, and 401(k) For purposes of this Item 5.D., the category "Individuals" includes trusts, estates, and 40 plans and IRAs of Individuals and their family members, but does not include businesses ۵
- What types of *clients* do you have? Indicate the approximate percentage that each type of client comprises of your total number of *clients*. If a *client* fits into more than one category, check all that apply. $\widehat{\Xi}$

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		70.70	2	2	2	27.70		
(a) Individuals (other than high net worth individuals)	Ģ	Ö	O	Ü	O	C	C	
(b) High net worth individuals	.Ģ	C	O	C	o	C	c	
(c) Banking or thrift institutions	.0	o	O	O	Č	Ö	C	
(d) Investment companies	Ģ	C	c	C	0	O	0	
(e) Business development companies	O	O	Q	O	o	O	O	
(f) Pooled investment vehicles (other than investment companies)	o	Ö	o	o	c	O	Ö	
(g) Pension and profit sharing plans (but not the plan participants)	Ō	o	0	o	o	o	O	
(h) Charitable organizations	.Q	O	O	o	O	O	O	
(i) Corporations or other businesses not listed above	·Ģ	o	Ö	O	¢	O	O	
(j) State or municipal government entities	Ó	Ó	Ü	O	0	o	O	
(k) Other investment advisers	0	Ç	O	O	Ç	O	c	
(I) Insurance companies	Ģ	c	Ü	c	Ö	O	c	
(m) Other:	Ò.	o	C	C	O	c	Ö	

Indicate the approximate amount of your regulatory assets under management (reported in Item 5.F. below) attributable to each of the following type of *cilent*. If a *cilent* fits into more than one category, check all that apply. 2

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ole forther than high and made	None	Up to 25%	Up to 50%	4p to 27
ials (curer urall <i>riight tiet Worth</i> ials)	0.	O	O	O

Compensation Arrangements

- You are compensated for your investment advisory services by (check all that apply): A percentage of assets under your management
 - Hourly charges
 - Subscription fees (for a newsletter or periodical)
 - Fixed fees (other than subscription fees)
 - Commissions
 - Performance-based fees 3664666
- Other (specify): POTENTIAL TRANSACTION FEES SEE ITEM 5 OF BROCHURE

Item 5 Information About Your Advisory Business - Regulatory Assets Under Manage

			~					
Jeilleile		Yes No	ပ ၀	number of	ccounts			
toly Assers Oline India			management services to	ider management and total	Total Number of Accounts	(d) 7	(e) 0	(f) 7
Section of the sectio	nagement		(1) Do you provide continuous and regular supervisory or management services to securities portfolios?	(2) If yes, what is the amount of your regulatory assets under management and total number of accounts?	U.S. Dollar Amount	(a) \$ 7,619,634,412	0 \$ (q)	(c) \$ 7,619,634,412
	Regulatory Assets Under Management		: (1) Do you provide continue securities portfolios?	(2) If yes, what is the amore accounts?		Discretionary:	Non-Discretionary:	Total:

Part 1A Instruction 5.b. explains how to calculate your regulatory assets under

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management. You must follow these instructions carefully when completing this Item. IAPD - Information About Your Advisory Business Section

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	em 5 Information About Your Advisory Business - Advisory Activities	
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Advisory Activities

- What type(s) of advisory services do you provide? Check all that apply.
 - Financial planning services
- Portfolio management for individuals and/or small businesses Portfolio management for investment companies (as well as "business development වලල
 - companies" that have made an election pursuant to section 54 of the Investment Portfolio management for pooled investment vehicles (other than investment Company Act of 1940)

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D

- Portfolio management for businesses (other than small businesses) or institutional clients (other than registered investment companies and other pooled investment companies) (S)
- vehicles)
- Selection of other advisers (including private fund managers) Publication of periodicals or newsletters <u>@6</u>@
- Pension consulting services
- Security ratings or pricing services Market timing services
 - Educational seminars/workshops
- Other(specify):

Do not check Item 5.G.(3) unless you provide advisory services pursuant to an investment advisory contract to an investment company registered under the Investment Company Act of 1940, including as a subadviser. If you check Item 5.G.(3), report the 811 or 814 number of th investment company or investment companies to which you provide advice in Section 5.G.(3) of Schedule D.

- If you provide financial planning services, to how many *clients* did you provide these services during your last fiscal year? Ė
 - ် ပ
- C 1 10
- C 11 25
- C 26 50
- Ç 51 100
- C 101 250
- C 251 500
- C More than 500
- how many? (round to the nearest 500) If more than 500,

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In your responses to this Item 5.H., do not include as "*clients*" the investors in a *private fund* you advise, unless you have a separate advisory relationship with those investors.

If you participate in a wrap fee program, do you (check all that apply):

sponsor the wrap fee program? £8 □□

act as a portfolio manager for the wrap fee program?

If you are a portfolio manager for a wrap fee program, list the names of the programs and their sponsors in Section 5.1.(2) of Schedule D.

If your involvement in a wrap fee program is limited to recommending wrap fee programs to your *clients*, or you advise a mutual fund that is offered through a wrap fee program, do not check either Item 5.1.(1) or 5.1.(2).

Yes No

In response to Item 4.B. of Part 2A of Form ADV, do you indicate that you provide investment advice only with respect to limited types of investments?

Next Previous

3/20/2015

APD - Other Business Section

FORM ADV

OMB: 3235-0049

UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Yes No Are you actively engaged in any other business not listed in Item 6.A. (other than giving investment advice)? Œ

æ.

If you engage in other business using a name that is different from the names reported in Items 1.8, or 1.8, complete Section 6.A. of Schedule D.

O c If yes, is this other business your primary business? 2

Yes No If "yes," describe this other business on Section 6.B.(2) of Schedule D, and if you engage. In this business under a different name, provide that name. Do you sell products or provide services other than investment advice to your ල

advisory clients?

If "yes," describe this other business on Section 6.B.(3) of Schedule D, and if you engage in this business under a different name, provide that name.

Next Previous

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FORM ADV

OMB: 3235-0049

IANAGEMENT, L.P. | IARD/CRD Number: 1557 Prim

Rev. 10/20

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UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION	iary Business Name: ABRAMS CAPITAL MANAGEMENT, L.P. IIARD/CRD Number: 155	ı	
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Item 7 Financial Industry Affiliations	In this Item, we request information about your financial industry affiliations and activiti	information identifies areas in which conflicts of interest may occur between you and yo
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part of Item 7 requires you to provide information about you and your related persons, including foreign affiliates. Your related persons are all of your advisory affiliates and any person that is under common control with you

You have a related person that is a (check all that apply):

- broker-dealer, municipal securities dealer, or government securities broker or dealer (registered or unregistered) 3
 - other investment adviser (including financial planners)
 - registered security-based swap dealer registered municipal advisor
- major security-based swap participant
- commodity pool operator or commodity trading advisor (whether registered or exempt from registration) 69.99COCC
 - futures commission merchant £££633
 - banking or thrift institution
- trust company
- accountant or accounting firm lawyer or law firm
- insurance company or agency
 - pension consultant
- sponsor or syndicator of limited partnerships (or equivalent), excluding pooled real estate broker or dealer (15)
- sponsor, general partner, managing member (or equivalent) of pooled investment investment vehicles vehicles (1e)

For each *related person,* including foreign affiliates that may not be registered or required to be registered in the United States, complete Section 7.A. of Schedule D.

no business dealings with the related person in connection with advisory services you provide to You do not need to complete Section 7.A. of Schedule D for any related person if: (1) you have your clients; (2) you do not conduct shared operations with the related person; (3) you do not refer clients or business to the related person, and the related person does not refer prospective clients or business to you; (4) you do not share supervised persons or premises with the related person; and (5) you have no reason to believe that your relationship with the related person otherwise creates a conflict of interest with your clients.

mutual fund transfer agent pursuant to rule 206(4)-2(b)(1)), regardless of whether you have You must complete Section 7.A. of Schedule D for each related person acting as qualified custodian in connection with advisory services you provide to your clients (other than any determined the related person to be operationally independent under rule 206(4)-2 of the Advisers Act.

Next Previous

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FORM ADV

APD - Itam 7.8 Private Fund Reporting

OMB: 3235-0049

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JNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION	ary Business Name: ABRAMS CAPITAL MANAGEMENT, I.P. IARD/CRD Number: 1557.
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55729	Rev. 10/201
Primary Business Name; ABRAMS CAPITAL MANAGEMENT, L.P. ILARD/CRD Number: 155729	Rev. 1
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Are you an adviser to any private fund?

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ur clients.

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Yes No

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Schedule D, except in certain circumstances described in the next sentence and in Instruction 6 subadviser), do not complete Section 7.B.(1) of Schedule D with respect to that private fund. of the Instructions to Part 1A. If another adviser reports this information with respect to any If "yes," then for each *private fund* that you advise, you must complete a Section 7.B.(1) of such private fund in Section 7.B.(1) of Schedule D of its Form ADV (e.g., if you are a You must, instead, complete Section 7.B.(2) of Schedule D.

In either case, if you seek to preserve the anonymity of a private fund client by maintaining its identity in your books and records in numerical or alphabetical code, or similar designation, pursuant to rule 204-2(d), you may identify the *private fund* in Section 7.B.(1) or 7.B.(2) of Schedule D using the same code or designation in place of the fund's name.

SECTION 7.B.(1) Private Fund Reporting

	Func	Funds per Page: 100 v Total Funds: 7
₹	A. PRIVATE FUND	
	Information About the <i>Private Fund</i>	קער
<u> </u>	 (a) Name of the private fund: ABRAMS CAPITAL PARTNERS I. L.P. 	S. L.P.
	(b) Private fund identification number: (Include the "805-" prefix also)	number: Iso)
	805-36835/4/19	
7	Under the laws of what state o State:	 Under the laws of what state or country is the private fund organized: State: Country:
	Delaware	UNITED STATES

Name of General Partner, Manager, Trustee, or Director ABRAMS CAPITAL, ILC capacity)

Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar

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3720/2015

The private fund (check all that apply; you must check at least one):

4.

No Information Filed

List the name and country, in English, of each *foreign financial regulatory authority* with which the *private fund* is registered.

ហ

Yes No

(a) Is this a "master fund" in a master-feeder arrangement?

ø.

name and private fund identification number (if any) of the feeder If yes, what is the name and *privat*e funds investing in this *private fund?* Ð

No Information Filed

Yes No

(c) Is this a "feeder fund" in a master-feeder arrangement?

(d) If yes, what is the name and private fund Identification number (if any) of the master fund in which this private fund invests? Name of the Private Fund:

Private Fund Identification Number: (include the "805-" prefix also)

NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1). for the master-feeder arrangement or reporting on the funds separately If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions: 7.

No Information Filed

fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund. funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more

(a) Is this private fund a "fund of funds"?

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<u>°</u> С

Yes No

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APD - Item 7.8 Private Fund Reporting

3/20/2015

(b) If yes, does the private fund invest in funds managed by you or by a related person?

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NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, whether or not they are also private funds, or registered investment companies.

Yes No During your last fiscal year, did the *private fund* invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)? o;

What type of fund is the private fund?

hedge fund $_{\rm C}$ liquidity fund $_{\rm C}$ private equity fund $_{\rm C}$ real estate fund $_{\rm C}$ securitized asset fund $_{\rm C}$ venture capital fund $_{\rm C}$ Other private fund

NOTE: For funds of funds, refer to the funds in which the *private fund* invests. For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.

11. Current gross asset value of the private fund:

\$ 339,700,616

Ownership

12. Minimum investment commitment required of an investor in the private fund:

\$ 5,000,000

NOTE: Report the amount routinely required of investors who are not your related persons (even if different from the amount set forth in the organizational documents of the fund).

Approximate number of the private fund's beneficial owners: 13

8

What is the approximate percentage of the private fund beneficially owned by you and your related persons: 14.

24%

What is the approximate percentage of the private fund beneficially owned (in the aggregate) by funds of funds: 15.

16, What is the approximate percentage of the private fund beneficially owned by non-United

%

States persons: %0

Your Advisory Services

17. (a) Are you a subadviser to this private fund?

Yes No (b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if any, of

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the adviser of the *private fund.* If the answer to question 17(a) is "no," leave this question blank

No Information Filed

Yes No

18. (a) Do any other investment advisers advise the private fund?

o C (b) If the answer to question 18(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the private fund. If the answer to question 18(a) is "no," leave this question blank,

No Information Filed

19. Are your cilents solicited to invest in the private fund?

Yes No

Approximately what percentage of your clients has invested in the private fund?

8

Private Offering

Ō 21. Does the $\it private fund$ rely on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?

22. If yes, provide the private fund's Form D file number (if any):

Form D file number

021-129426

B. SERVICE PROVIDERS

Auditors

23. (a) (1) Are the private fund's financial statements subject to an annual audit?

\$ 0 0

(2) Are the financial statements prepared in accordance with U.S. GAAP?

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

Additional Auditor Information : 1 Record(s) Filed.

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

(b) Name of the auditing firm:

ERNST & YOUNG LLP

(c) The location of the auditing firm's office responsible for the private fund's audit (city, state and country): ₹

Yes No O O Ō ٠Ģ. If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules? (e) Is the auditing firm registered with the Public Company Accounting UNITED STATES Country: Is the auditing firm an independent public accountant? APD - Item 7.8 Private Fund Reporting Massachusetts State: City: Boston $\boldsymbol{\varepsilon}$

Ö Ö Yes No (g) Are the private fund's audited financial statements distributed to the private fund's

(h) Does the report prepared by the auditing firm contain an unqualified opinion?

A Yes C No C Report Not Yet Received

Yes No

C

If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available.

Prime Broke

24. (a) Does the private fund use one or more prime brokers?

Yes No

ن و each prime If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prin broker the *private fund* uses. If the *private fund* uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

Additional Prime Broker Information : 1 Record(s) Filed.

If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the *private fund* uses. If the *private fund* uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

J.P. MORGAN CLEARING CORP. (b) Name of the prime broker:

(c) If the prime broker is registered with the SEC, its registration number:

8 - 43724

CRD Number (if any): 28432

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(d) Location of prime broker's office used principally by the private fund (city, state and country):

State: City: BOSTON

UNITED STATES

Country:

Massachusetts

Yes No

O

(e) Does this prime broker act as custodian for some or all of the private fund's o assets?

Custodian

25. (a) Does the *private fund* use any custodians (including the prime brokers listed above) to hold some or all of its assets?

Yes No

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

Additional Custodian Information: 4 Record(s) Filed.

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the *private fund* uses. If the *private fund* uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian: BANK OF AMERICA CORPORATION

(c) Primary business name of custodian: BANK OF AMERICA CORPORATION

(d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

BOSTON

Country:

Massachusetts

UNITED STATES

Yes No

(e) Is the custodian a related person of your firm?

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

CRD Number (if any):

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APD - Itam 7.8 Private Fund Reporting

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian: J.P. MORGAN CLEARING CORP.

(c) Primary business name of custodian; J.P. MORGAN CLEARING CORP.

(d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

City: NEW YORK

Country:

UNITED STATES New York

(e) Is the custodian a related person of your firm?

Yes No

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

8 - 43724

CRD Number (if any): 28432 If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian: STATE STREET BANK & TRUST COMPANY

Primary business name of custodian: STATE STREET BANK & TRUST COMPANY

(d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

Massachusetts State: BOSTON

UNITED STATES

Country:

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(e) Is the custodian a related person of your firm?

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

CRD Number (if any)

custodian the *private fund* uses. If the *private fund* uses more than one custodian, you must complete questions (b) through (f) separately for each custodian. If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each

(b) Legal name of custodian: THE BANK OF NEW YORK MELLON CORPORATION

Primary business name of custodian: THE BANK OF NEW YORK MELLON 9

(d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

City: New York

Country:

UNITED STATES New York

(e) Is the custodian a related person of your firm?

Yes No

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

CRD Number (if any):

<u>Administrator</u>

26. (a) Does the private fund use an administrator other than your firm?

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

Additional Administrator Information : 1 Record(s) Filed.

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APD - Itam 7.8 Private Fund Reporting

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

(b) Name of the administrator:

SS&C TECHNOLOGIES, INC.

(c) Location of administrator (city, state and country):

State:

LAMBERTON

UNITED STATES Connecticut

Country:

(d) Is the administrator a related person of your firm?

Yes No

(e) Does the administrator prepare and send investor account statements to the private fund's investors?

 $_{\rm C}$ Yes (provided to all investors) $_{\rm C}$ Some (provided to some but not all investors) o No (provided to no investors) If the answer to 26(e) is "no" or "some," who sends the investor account statements to the (rest of the) *private fund's* investors? If investor account statements are not sent to the (rest of the) *private fund's* investors, respond "not applicable." THE REGISTRANT Ξ

During your last fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person? 27.

Yes No Ü

ø

established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such person. Include only those assets where (I) such person carried out the valuation procedure

Marketers

Yes No http://www.adviserinto.sec.gov/lapd/content/viewform/adv/Sections/lapd_AdvPrivateFundReportingSection.aspx?ORG_PK=155729&RGLTR_PK=50000&STA...

Yes No Ò

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3/20/2015

28. (a) Does the private fund use the services of someone other than you or your employees for marketing purposes?

You must answer "yes" whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar person. If the answer to 28(a) is "yes", respond to questions (b) through (g) below for each such marketer the private fund uses. If the private fund uses more than one marketer you must complete questions (b) through (g) separately for each marketer.

No Information Filed

A. PRIVATE FUND

Information About the *Private Fund*

ABRAMS CAPITAL PARTNERS II, L.P. (a) Name of the private fund:

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(b) Private fund Identification number: (include the "805-" prefix also)

805-9376746407

Under the laws of what state or country is the private fund organized: 7

State:

Country

Delaware

UNITED STATES

Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity): m

Name of General Partner, Manager, Trustee, or Director

ABRAMS CAPITAL, ILC

- The private fund (check all that apply; you must check at least one): 4.
- [] (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940 [4] (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940
- List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.

No Information Filed

Yes No

http://www.adviserinto.sec.gov/ispdicontent/Mewform/adv/Sections/adv/PrivateFundReportingSection.aspa/ORG_PYc=155728&RGLTR_PK=5000085T...

(a) Is this a "master fund" in a master-feeder arrangement? ø 3/20/2015

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IAPD - Item 7 B Private Fund Reporting

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(b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?

No Information Filed

(c) Is this a "feeder fund" in a master-feeder arrangement?

Yes No

(d) If yes, what is the name and private fund identification number (if any) of the master fund in which this private fund invests? Name of the Private Fund:

Private Fund Identification Number:

(include the "805-" prefix also)

NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1). for the master-feeder arrangement or reporting on the funds separately.

If you are filing a single Schedule D, Section 7.8.(1) for a master-feeder arrangement according to the instructions to this Section 7.8.(1), for each of the feeder funds answer the following questions: ۲.

No Information Filed

fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund. funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more

(a) Is this private fund a "fund of funds"?

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S O O (b) If yes, does the private fund invest in funds managed by you or by a related person?

more of its total assets in other pooled investment vehicles, whether or not they are also NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or private funds, or registered investment companies. Yes No During your last fiscal year, did the *private fund* invest in securities issued by investment company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)? 9

10. What type of fund is the private fund?

o hedge fund $_{f C}$ liquidity fund $_{f C}$ private equity fund $_{f C}$ real estate fund $_{f C}$ securitized asset fund C venture capital fund C Other private fund

₹ http://www.adviserinfosec.gov/lapd/content/viewformladv/Sectionslapd_AdvPrivateFundReportingSection.espx:70RG_PK=155728RGLTR_PK=50008ST...

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No Information Filed

NOTE: For funds of funds, refer to the funds in which the private fund invests. For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.

11. Current gross asset value of the private fund:

\$ 5,192,254,224

Ownership

12. Minimum investment commitment required of an investor in the private fund;

NOTE: Report the amount routinely required of investors who are not your related persons (even if different from the amount set forth in the organizational documents of the fund).

Approximate number of the private fund's beneficial owners: 13,

14. What is the approximate percentage of the private fund beneficially owned by you and your related persons:

11%

. What is the approximate percentage of the *private fund* beneficially owned (in the aggregate) by funds of funds: 8% 15,

What is the approximate percentage of the *private fund* beneficially owned by non-*United States persons*: % 16.

Your Advisory Services

17. (a) Are you a subadviser to this private fund?

ه ن (b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if any, of the adviser of the private fund. If the answer to question 17(a) is "no," leave this

No Information Filed

Yes No

(b) If the answer to question 18(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the private fund. If the answer to question 18(a) is "no," leave this question blank.

(a) Do any other investment advisers advise the private fund?

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Yes No Approximately what percentage of your clients has invested in the private fund? Are your clients solicited to invest in the private fund?

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Private Offering

Does the *private fund* rely on an exemption from registration of its securities under Regulation D of the Securities Act of 1933? 21.

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If yes, provide the private fund's Form D file number (If any): 22.

Form D file number 021-129322

SERVICE PROVIDERS

Auditors

23. (a) (1) Are the private fund's financial statements subject to an annual audit?

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(2) Are the financial statements prepared in accordance with U.S. GAAP?

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

Additional Auditor Information: 1 Record(s) Filed.

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

(b) Name of the auditing firm ERNST & YOUNG LLP

Yes No

The location of the auditing firm's office responsible for the private fund's audit (city, state and country): . ©

City: Boston

UNITED STATES

Massachusetts

Country:

Yes No

(d) Is the auditing firm an independent public accountant?

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Is the auditing firm registered with the Public Company Accounting Oversight Board?

If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its £

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Yes No C

(g) Are the private fund's audited financial statements distributed to the private fund's is investors?

(h) Does the report prepared by the auditing firm contain an unqualified opinion?

O Yes C No C Report Not Yet Received

If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report Is available.

Prime Broker

24. (a) Does the private fund use one or more prime brokers?

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Yes No

If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the *private fund* uses. If the *private fund* uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

Additional Prime Broker Information : 1 Record(s) Filed.

If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

(b) Name of the prime broker: J.P. MORGAN CLEARING CORP

(c) If the prime broker is registered with the SEC, its registration number:

8 - 43724

CRD Number (if any): 28432

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(d) Location of prime broker's office used principally by the private fund (city, state and country): Yes No O (e) Does this prime broker act as custodian for some or all of the private fund's lo UNITED STATES Country: Massachusetts State: City: BOSTON assets?

Custodian

25. (a) Does the private fund use any custodians (including the prime brokers listed above) to hold some or all of its assets?

Yes No

custodian the private fund uses. If the private fund uses more than one custodian, you If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each must complete questions (b) through (f) separately for each custodian.

Additional Custodian Information : 4 Record(s) Filed.

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the *private fund* uses. If the *private fund* uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

- (b) Legal name of custodian: BANK OF AMERICA CORPORATION
- (c) Primary business name of custodian: BANK OF AMERICA CORPORATION
- (d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

State: City: BOSTON

UNITED STATES Massachusetts

Country:

(e) Is the custodian a related person of your firm?

Yes No

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

Http://www.aod/serinfo.sec.gov/lapdicontent/view/formizedv/Sections/apd_Aod-PrivateFund/septing/Section.aspa/CDRG_PK=155729&RGLTR_PK=50000&ST...

CRD Number (if any):

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the *private fund* uses. If the *private fund* uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

- (b) Legal name of custodian;J.P. MORGAN CLEARING CORP.
- (c) Primary business name of custodian: J.P. MORGAN CLEARING CORP.
- (d) The location of the custodian's office responsible for custody of the private fund's Country: assets (city, state and country):

State:

NEW YORK

New York

UNITED STATES

Yes No

(e) Is the custodian a related person of your firm?

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

8 - 43724

CRD Number (if any): 28432 If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the *private fund* uses. If the *private fund* uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

- (b) Legal name of custodian: STATE STREET BANK & TRUST COMPANY
- (c) Primary business name of custodian: STATE STREET BANK & TRUST COMPANY

http://www.adviserinfo.sec.gov/iapd/content/Mewformiadv/Sections/add_AdvPrivateFundReportingSection.aspx/ORG_PK=1557288RGLTR_PK=500008ST ...

Yes No (d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country): (f) If the custodian is a broker-dealer, provide its SEC registration number (if any) UNITED STATES Country: (e) Is the custodian a related person of your firm? Massachusetts State: CRD Number (if any): City: BOSTON

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the *private fund* uses. If the *private fund* uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

- (b) Legal name of custodian: THE BANK OF NEW YORK MELLON CORPORATION
- (c) Primary business name of custodian: THE BANK OF NEW YORK MELLON
- (d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country): Country:

City: NEW YORK

UNITED STATES New York

(e) Is the custodian a related person of your firm?

Yes No

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

CRD Number (if any):

17/64 http://www.adviserinfo.sec.gov/fapd/content/viewform/advi/Sections/add_Adv/PrivateFundReportingSection.aspa/ORG_PK=155729&RGLTR_PK=50000&ST...

26. (a) Does the private fund use an administrator other than your firm?

Yes No If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

Additional Administrator Information : 1 Record(s) Filed.

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

(b) Name of the administrator;

SS&C TECHNOLOGIES, INC.

(c) Location of administrator (city, state and country):

City: LAMBERTON

Connecticut

UNITED STATES

(d) Is the administrator a related person of your firm?

(e) Does the administrator prepare and send investor account statements to the

 $_{ extsf{C}}$ Yes (provided to all investors) $_{ extsf{C}}$ Some (provided to some but not all Investors) 👩 No (provided to no investors) private fund's investors?

statements to the (rest of the) private fund's Investors? If investor account statements are not sent to the (rest of the) private fund's investors, respond "not (f) If the answer to 26(e) is "no" or "some," who sends the investor account THE REGISTRANT applicable

During your last fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person? 27.

Include only those assets where (I) such person carried out the valuation procedure established for that asset, If any, Including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such person.

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Marketers

STATAND

Yes No

28. (a) Does the private fund use the services of someone other than you or your employees for marketing purposes?

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You must answer "yes" whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or other sollcitor, or similar person. If the answer to 28(a) is "yes", respond to questions (b) through (g) below for each such marketer the private fund uses. If the private fund uses more than one marketer you must complete questions (b) through (g) separately for each marketer.

No Information Filed

A. PRIVATE FUND

Information About the Private Fund

GREAT HOLLOW INTERNATIONAL, L.P. (a) Name of the private fund: ᆏ

ر Yes No

(b) Private fund identification number: (include the "805-" prefix also)

805-7719745873

Under the laws of what state or country is the private fund organized: 7

State:

CAYMAN ISLANDS

Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity): m

Name of General Partner, Manager, Trustee, or Director

GREAT HOLLOW PARTNERS, LLC

- The private fund (check all that apply; you must check at least one) 4
- (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940 (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940

List the name and country, in English, of each foreign financial regulatory authority with 'n

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3/20/2015

which the *private fund* is registered.

Name of Country/English Name of Foreign Financial Regulatory Authority Cayman Islands - Cayman Islands Monetary Authority

(a) Is this a "master fund" in a master-feeder arrangement?

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(b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?

Private Fund Identification Number 805-2859243592 ABRAMS CAPITAL INTERNATIONAL, LTD Private Fund Name

(c) Is this a "feeder fund" in a master-feeder arrangement?

Yes No

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(d) If yes, what is the name and private fund identification number (if any) of the master fund in which this private fund invests?

Name of the Private Fund:

Private Fund Identification Number: (include the "805-" prefix also)

NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1). for the master-feeder arrangement or reporting on the funds separately.

If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions 7.

Additional Feeder Fund Information: 1 Record(s) Filed.

- 7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:
- (a) Name of the private fund:
- ABRAMS CAPITAL INTERNATIONAL, LTD
- (b) Private fund Identification number: (include the "805-" prefix also) 805-2859243592

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rinfo.sec.gov/lapd/content
/www.adviser

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IAPD - Item 7.8 Private Fund Reporting

STATAILS

(c) Under the laws of what state or country is the private fund organized: Country:

CAYMAN ISLANDS

Yes No Ç

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(d) Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a

Name of General Partner, Manager, Trustee, or Director WILLIAM P. WALL (DIRECTOR) ROGER HANSON (DIRECTOR) SCOTT DAKERS (DIRECTOR)

(e) The private fund (check all that apply; you must check at least one)

 \square (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940

(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940 Σ

(f) List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.

Name of Country/English Name of Foreign Financial Regulatory Authority Cayman Islands - Cayman Islands Monetary Authority

fund"), A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund. funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more

(a) Is this private fund a "fund of funds"?

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Yes No (b) If yes, does the *private fund* invest in funds managed by you or by a *related*

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NOIE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, whether or not they are also NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent private funds, or registered investment companies.

During your last fiscal year, did the private fund invest in securities issued by ٥.

Yes No

Http://www.adviserinfo.sec.gov/lapd/content/viewform/advi?Sections/factions/porting/Section.aspx/ORG_IN 21/64 о С

investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?

What type of fund is the private fund?

hedge fund $_{\rm C}$ liquidity fund $_{\rm C}$ private equity fund $_{\rm C}$ real estate fund $_{\rm C}$ securitized asset fund $_{\rm C}$ venture capital fund $_{\rm C}$ Other private fund

NOTE: For funds of funds, refer to the funds in which the private fund invests. For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.

11. Current gross asset value of the private fund:

\$ 359,248,296

Ownership

12. Minimum investment commitment required of an investor in the private fund:

\$ 5,000,000

NOTE: Report the amount routinely required of investors who are not your related persons (even if different from the amount set forth in the organizational documents of the fund).

13. Approximate number of the private fund's beneficial owners: 14

14. What is the approximate percentage of the private fund beneficially owned by you and your related persons:

23%

What is the approximate percentage of the private fund beneficially owned (in the aggregate) by funds of funds: 15.

16. What is the approximate percentage of the private fund beneficially owned by non-United States persons http://www.aphisarinfa.sec.gov/lapdicontant/viewform/abh/Sections/lapd_Abh-PrivateFundReportingSection.aspx/ORG_PK=155729&RGLTR_PK=50000&ST...

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Your Advisory Services

17. (a) Are you a subadviser to this private fund?

question blank.

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3/20/2015

Yes No

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(b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if any, of the adviser of the private fund. If the answer to question 17(a) is "no," leave this

No Information Filed

18. (a) Do any other investment advisers advise the private fund?

Yes No

(b) If the answer to question 18(a) is "yes," provide the name and SEC file number, If any, of the other advisers to the private fund. If the answer to question 18(a) is "no," leave this question blank.

No Information Filed

19. Are your cllents solicited to invest in the private fund?

Yes No

20. Approximately what percentage of your clients has invested in the private fund?

Private Offering

21. Does the *private fund* rely on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?

Yes No

22. If yes, provide the private fund's Form D file number (if any):

Form D file number

021-172406

B. SERVICE PROVIDERS

Auditors

23. (a) (1) Are the private fund's financial statements subject to an annual audit?

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(2) Are the financial statements prepared in accordance with U.S. GAAP?

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

Additional Auditor Information : 1 Record(s) Filed.

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b)

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Yes No C Ü Ŏ, Ò The location of the auditing firm's office responsible for the private fund's audit If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its (e) Is the auditing firm registered with the Public Company Accounting Oversight Board? CAYMAN ISLANDS (d) Is the auditing firm an independent public accountant? through (f) separately for each auditing firm. State: (b) Name of the auditing firm (city, state and country): ERNST & YOUNG, LTD. City: GRAND CAYMAN ΰ $\boldsymbol{arepsilon}$

Yes No Ç

(g) Are the private fund's audited financial statements distributed to the private fund's lo

(h) Does the report prepared by the auditing firm contain an unqualified opinion?

O Yes C No C Report Not Yet Received

investors?

If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available.

Prime Broker

24. (a) Does the private fund use one or more prime brokers?

If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the *private fund* uses. If the *private fund* uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

Additional Prime Broker Information : 1 Record(s) Filed

If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the *private fund* uses. If the *private fund* uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

(b) Name of the prime broker:

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Yes No (d) Location of prime broker's office used principally by the private fund (city, state and Ŭ Ó (e) Does this prime broker act as custodian for some or all of the *private fund'*s | (c) If the prime broker is registered with the SEC, its registration number: UNITED STATES Massachusetts J.P. MORGAN CLEARING CORP. State: CRD Number (if any): 8 - 43724 country): City: Boston assets?

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Custodian

25. (a) Does the private fund use any custodians (including the prime brokers listed above) to hold some or all of its assets?

Yes No O

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If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the *private fund* uses. If the *private fund* uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

Additional Custodian Information : 3 Record(s) Filed.

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian:J.P. MORGAN CLEARING CORP.

© ©

Yes No

(c) Primary business name of custodian: J.P. MORGAN CLEARING CORP.

hatvi Sediora lapo _AdvPrivateFundReportingSedion.aspx70RG_PK=1557284RGLTR_PK=500004ST... (d) The location of the custodian's office responsible for custody of the private fund's

JAPD - Item 7.8 Private Fund Reporting

assets (city, state and country):

State: City: NEW YORK

Country:

UNITED STATES New York

(e) Is the custodian a related person of your firm?

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

8 - 43724

CRD Number (if any): 28432 If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian: STATE STREET BANK & TRUST COMPANY

Primary business name of custodian: STATE STREET BANK & TRUST COMPANY Θ

(d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

State: City: BOSTON

Massachusetts

UNITED STATES

Country:

Yes No

(e) Is the custodian a related person of your firm?

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

CRD Number (if any):

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the *private fund* uses. If the *private fund* uses more than one custodian, you

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must complete questions (b) through (f) separately for each custodian.

weru - nam 7.8 Private Fund Reporting

(b) Legal name of custodian: THE BANK OF NEW YORK MELLON CORPORATION

Primary business name of custodian: THE BANK OF NEW YORK MELLON ভ

Yes No

(d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

State:

City: NEW YORK

Country:

UNITED STATES New York

(e) Is the custodian a related person of your firm?

Yes No

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

CRD Number (if any):

Administrator

26. (a) Does the private fund use an administrator other than your firm?

Yes No If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

Additional Administrator Information : 1 Record(s) Filed.

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

(b) Name of the administrator: SS&C TECHNOLOGIES, INC.

(c) Location of administrator (city, state and country):

State: LAMBERTON

UNITED STATES Connecticut

Country:

.adviserintusec.govispolicontent/Newformladv/Sections/lapd_AdviPhivataFundReportingSection.espx70RG_PK=1557293RGLTR_PK=500008ST...

Yes No

(d) Is the administrator a related person of your firm?

Does the administrator prepare and send investor account statements to the private fund's investors? e

 $_{\mathcal{O}}$ Yes (provided to all investors) $_{\mathcal{O}}$ Some (provided to some but not all investors) o No (provided to no investors) If the answer to 26(e) is "no" or "some," who sends the Investor account statements to the (rest of the) private fund's Investors? If investor account statements are not sent to the (rest of the) private fund's investors, respond "not applicable. ε

THE REGISTRANT PREPARES ACCOUNT STATEMENTS, WHICH THE ADMINISTRATOR DISTRIBUTES TO INVESTORS.

During your last fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person? 27.

Include only those assets where (I) such person carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such person.

Marketers

28. (a) Does the private fund use the services of someone other than you or your

Introducer, municipal advisor or other solicitor, or similar person. If the answer to 28(a) is "yes", respond to questions (b) through (g) below for each such marketer the *private fund* uses. If the *private fund* uses more than one marketer you must complete questions You must answer "yes" whether the person acts as a placement agent, consultant, finder, (b) through (g) separately for each marketer.

No Information Filed

A. PRIVATE FUND

Information About the *Private Fund*

ttp://www.adviserintosec.gov/lapdicontent/Mewfurmipdv/Sectiona/lapd_Adv/PrivateFund/Reporting/Section.sstp://ORG_PK=155729&RGLTR_PK=50000&ST...

(a) Name of the private fund: 3/20/2015

IAPD - Item 7.8 Private Fund Reporting

RIVA CAPITAL PARTNERS II, L.P.

(b) Private fund identification number: (include the "805-" prefix also) 805-2601324708 Under the laws of what state or country is the private fund organized: State:

UNITED STATES Delaware Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity): က်

Name of General Partner, Manager, Trustee, or Director

RIVA CAPITAL MANAGEMENT II, LLC

The private fund (check all that apply; you must check at least one):

4.

 \Box (1) qualifies for the exclusion from the definition of investment company under section

(2) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940 [4] (2) qualifies for the exclusion from the defir 3(c)(7) of the Investment Company Act of 1940

List the name and country, in English, of each *foreign financial regulatory authority* with which the private fund is registered. 'n

Vo Information Filed

(a) Is this a "master fund" in a master-feeder arrangement?

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Yes No

Yes No

(b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?

No Information Filed

(c) Is this a "feeder fund" in a master-feeder arrangement?

Yes No

(d) If yes, what is the name and private fund identification number (if any) of the master

Name of the Private Fund:

Private Fund Identification Number: (Include the "805-" prefix also)

NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1). for the master-feeder arrangement or reporting on the funds separately. Http://www.adviserinto.sec.gov/lapd/context/viser/torm/advi?sections/lapd_AdvPrivateFundReportingSection.aspx/ORG_PK=1567284RGLTR_PK=50000457...

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If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions 7

No Information Filed

funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund. questions 6 and 7, in a master-feeder arrangement, one or more NOTE: For purposes of

(a) Is this private fund a "fund of funds"?

ø

Yes No

C o

(b) If yes, does the private fund invest in funds managed by you or by a related person? NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, whether or not they are also private funds, or registered investment companies.

Yes No

During your last fiscal year, did the private fund invest in securities Issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?

6

What type of fund is the private fund?

 $oldsymbol{\circ}$ hedge fund $oldsymbol{\circ}$ liquidity fund $oldsymbol{\circ}$ real estate fund $oldsymbol{\circ}$ securitized asset fund C venture capital fund C Other private fund NOTE: For funds of funds, refer to the funds in which the private fund invests. For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.

- 11. Current gross asset value of the private fund:
- \$ 116,902,719

Ownership

Minimum investment commitment required of an investor in the private fund: \$ 5,000,000 12.

"/Sections/lapd_AdvPrivateFundReportingSection.aspx?ORG_PK=155729&RGLTR_PK=50000&ST...

APD - Item 7.8 Private Fund Reporting

NOTE: Report the amount routinely required of investors who are not your related persons (even if different from the amount set forth in the organizational documents of the fund).

13. Approximate number of the *private fund'*s beneficial owners:

What is the approximate percentage of the private fund beneficially owned by you and your related persons: 14.

%

15. What is the approximate percentage of the private fund beneficially owned (in the aggregate) by funds of funds:

What is the approximate percentage of the *private fund* beneficially owned by non-*United States persons*: 3% 16.

Your Advisory Services

17. (a) Are you a subadviser to this private fund?

(b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if any, of the adviser of the private fund. If the answer to question 17(a) is "no," leave this question blank.

No Information Filed

(a) Do any other investment advisers advise the private fund?

18.

Yes No

(b) If the answer to question 18(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the private fund. If the answer to question 18(a) is "no," leave this

No Information Filed

19. Are your clients solicited to invest in the private fund?

Yes No

20. Approximately what percentage of your clients has invested in the private fund?

Private Offering

Yes No . Does the $\rho rivate \mathit{fund}$ rely on an exemption from registration of its securities under Regulation D of the Securities Act of 1933? 21.

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22. If y	22. If yes, provide the <i>private fund's</i> Form D file number (if any): Form D file number 021-120573			
B. SER	B. SERVICE PROVIDERS			
Auditors	21			
23. (a)	23. (a) (1) Are the private fund's financial statements subject to an annual audit?	٥٩	Ves No	
	(4) Are the financial statements prepared in accordance with U.S. GAAP? State of the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.	through	ပန္က	
	Additional Auditor Information: 1 Record(s) Filed.			
	If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.	흎		
	(b) Name of the audithor firm:			
	ERNST & YOUNG ILP			
	(c) The location of the auditing firm's office responsible for the <i>private fund</i> 's audit (city, state and country):	ij.		
	City: State: Country:	•		
	Massachusetts UNITED STATES			
		Yes No	<u> </u>	
	(d) Is the auditing firm an independent public accountant?	ø	ن	
	(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?	Ø	o	
	(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules?	o	Ü	
		l	7	_

Yes No (g) Are the private fund's audited financial statements distributed to the private fund's G investors?

IAPD - Item 7 B Private Fund Reporting

(h) Does the report prepared by the auditing firm contain an unqualified opinion? o Yes o No o Report Not Yet Received

If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available.

Prime Broker

24. (a) Does the private fund use one or more prime brokers?

Yes No
If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

Additional Prime Broker Information: 1 Bernalian.

If the answer to 24(a) is "yes," respond to guestions (b) through (e) below for each. prime broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

- (b) Name of the prime broker: J.P. MORGAN CLEARING CORP.
- (c) If the prime broker is registered with the SEC, its registration number:

8 - 43724

CRD Number (if any): 28432

(d) Location of prime broker's office used principally by the private fund (city, state and country):

State: City: BOSTON

Massachusetts

UNITED STATES

Country:

Yes No (e) Does this prime broker act as custodian for some or all of the *private fund*'s o sasets?

Custodian

25. (a) Does the private fund use any custodians (including the prime brokers listed

Yes No

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LAL-13 - Item 7.8 Private Fund Reporting

J.P. MORGAN CLEARING CORP,

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

Additional Custodian Information : 4 Record(s) Filed.

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the *private fund* uses. If the *private fund* uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

- (b) Legal name of custodian: BANK OF AMERICA CORPORATION
- (c) Primary business name of custodian: BANK OF AMERICA CORPORATION
- (d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

State:

BOSTON

Massachusetts

Country:

UNITED STATES

Yes No

(e) Is the custodian a related person of your firm?

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

CRD Number (if any):

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

- (b) Legal name of custodian: J.P. MORGAN CLEARING CORP.
- (c) Primary business name of custodian:

388 er into sec govingoticontent/viewform/adv/Sections/agod_Adv/PrivatsFundReportingSection.espx/ORG_PK=1557284RGLTR_PK=5000085T.

Yes No Ō (d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country): C (f) If the custodian is a broker-dealer, provide its SEC registration number (if any) UNITED STATES Country: (e) Is the custodian a related person of your firm? New York CRD Number (if any): City: NEW YORK 8 - 43724 28432

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the *private fund* uses. If the *private fund* uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian: STATE STREET BANK & TRUST COMPANY

(c) Primary business name of custodian: STATE STREET BANK & TRUST COMPANY

(d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

City: BOSTON

Massachusetts

UNITED STATES

Country:

Yes No

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(e) Is the custodian a related person of your firm?

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IAPD - Item 7.8 Private Fund Reporting

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

CRD Number (if any):

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian: THE BANK OF NEW YORK MELLON CORPORATION

(c) Primary business name of custodian: THE BANK OF NEW YORK

(d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

City: NEW YORK

New York

UNITED STATES

O

Yes No Ó

(e) Is the custodian a related person of your firm?

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

CRD Number (if any):

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Administrator

Yes No

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

26. (a) Does the private fund use an administrator other than your firm?

No Information Filed

27. During your last fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person?

established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such person. Include only those assets where (i) such person carried out the valuation procedure

Marketers

28. (a) Does the private fund use the services of someone other than you or your employees for marketing purposes?

Yes No

introducer, municipal advisor or other solicitor, or similar person. If the answer to 28(a) is "yes", respond to questions (b) through (g) below for each such marketer the *private fund* uses. If the *private fund* uses more than one marketer you must complete questions (b) through (g) separately for each marketer. You must answer "yes" whether the person acts as a placement agent, consultant, finder,

No Information Filed

A. PRIVATE FUND

Information About the Private Fund

- RIVA CAPITAL PARTNERS III, L.P. (a) Name of the private fund: ,i
- (b) Private fund identification number: (include the "805-" prefix also)

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Under the laws of what state or country is the private fund organized:

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Delaware

UNITED STATES

Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar Name of General Partner, Manager, Trustee, or Director capacity): mi

RIVA CAPITAL MANAGEMENT III, LLC

- The private fund (check all that apply; you must check at least one): 4.
- (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940
 (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940
- List the name and country, in English, of each *foreign financial regulatory authority* with which the *private fund* is registered.

No Information Filed

(a) Is this a "master fund" in a master-feeder arrangement?

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Yes No (b) If yes, what is the name and private fund identification number (if any) of the feeder funds Investing in this private fund?

No Information Filed

Yes No O

(d) If yes, what is the name and private fund identification number (if any) of the master fund in which this *private fund* invests?

(c) Is this a "feeder fund" in a master-feeder arrangement?

Name of the Private Fund

Private Fund Identification Number: (include the "805-" prefix also) NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1). for the master-feeder arrangement or reporting on the funds separately.

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3/20/2015

APD - Item 7.8 Private Fund Reporting

If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

No Information Filed

und"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this unds ("feeder funds") invest all or substantially all of their assets in a single fund ("master question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund. questions 6 and 7, in a master-feeder arrangement, one or more NOTE: For purposes of

(a) Is this private fund a "fund of funds"? œ

person?

(b) If yes, does the *private fund* invest in funds managed by you or by a *related*

S S S

NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, whether or not they are also private funds, or registered investment companies. Yes No

During your last fiscal year, did the private fund invest in securities issued by investment company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)? o;

What type of fund is the private fund?

o hedge fund $_{
m O}$ liquidity fund $_{
m O}$ private equity fund $_{
m O}$ real estate fund $_{
m O}$ securitized asset fund C venture capital fund C Other private fund NOTE: For funds of funds, refer to the funds in which the *private fund* invests. For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.

11. Current gross asset value of the private fund:

\$ 862,225,083

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Ownership

Minimum investment commitment required of an investor in the private fund: 12.

NOTE: Report the amount routinely required of investors who are not your related persons (even if different from the amount set forth in the organizational documents of the fund).

Approximate number of the private fund's beneficial owners: 13,

14. What is the approximate percentage of the private fund beneficially owned by you and your related persons: 9%

What is the approximate percentage of the *private fund* beneficially owned (in the aggregate) by funds of funds: 4% 15.

What is the approximate percentage of the *private fund* beneficially owned by non-*United States persons*: 0% 16.

Your Advisory Services

17. (a) Are you a subadviser to this private fund?

Yes No (b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if any, of the adviser of the private fund. If the answer to question 17(a) is "no," leave this

No Information Filed

18. (a) Do any other investment advisers advise the private fund?

(b) If the answer to question 18(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the private fund. If the answer to question 18(a) is "no," leave this question blank.

No Information Filed

19. Are your clients solicited to invest in the private fund?

Yes No

408 408 thylwww.advisetinto.sec.gov/rapdicartest/viewfarm/adv/Sectiona/apd_AdvPrivateFundReportingSection.aspx/ORG_PK=155728&RGLTR_PK=5500085T...

20. Approximately what percentage of your clients has invested in the private fund? JAPO - from 7.8 Private Fund Reporting

Private Offering

21.

Does the *private fund* rely on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?

Yes No

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If yes, provide the private fund's Form D file number (if any):

Form D file number

25

021-163002

SERVICE PROVIDERS

Auditors

23. (a) (1) Are the private fund's financial statements subject to an annual audit?

Yes No Ç

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(2) Are the financial statements prepared in accordance with U.S. GAAP?

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

Additional Auditor Information: 1 Record(s) Filed.

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

(b) Name of the auditing firm: ERNST & YOUNG LLP

The location of the auditing firm's office responsible for the private fund's audit (city, state and country): Û

State: City: Boston

Yes No

Massachusetts

UNITED STATES

Country:

Yes No

(d) Is the auditing firm an *independent public accountant*?

(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?

(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its

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Yes No (g) Are the private fund's audited financial statements distributed to the private fund's investors?

(h) Does the report prepared by the auditing firm contain an unqualified opinion?

Yes C No C Report Not Yet Received Ģ If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available.

Prime Broker

24. (a) Does the private fund use one or more prime brokers?

© 0

Yes No

If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

Additional Prime Broker Information : 1 Record(s) Filed.

If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

(b) Name of the prime broker:J.P. MORGAN CLEARING CORP.

(c) If the prime broker is registered with the SEC, its registration number:

8 - 43724

CRD Number (if any): 28432

(d) Location of prime broker's office used principally by the private fund (city, state and country)

State: City: Boston

UNITED STATES Massachusetts

Country:

Yes No O Ō (e) Does this prime broker act as custodian for some or all of the private fund's assets?

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Custodian

Yes No

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25. (a) Does the *private fund* use any custodians (including the prime brokers listed above) to hold some or all of its assets?

IAPD - Item 7.8 Private Fund Reporting

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If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

Additional Custodian Information : 4 Record(s) Filed.

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian: BANK OF AMERICA CORPORATION

(c) Primary business name of custodian: BANK OF AMERICA CORPORATION

(d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

State: City: BOSTON

UNITED STATES Massachusetts

Country:

(e) Is the custodian a related person of your firm?

Yes No

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

CRD Number (if any):

8 ttp://www.adviserinfo.sec.gov/lapd/cartertMewform/adviSections/lapd_AdvPrivateFundReportIngSection.espx70RG_PK=155726&RGLTR_PK=50000&ST... If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the *private fund* uses. If the *private fund* uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian: CITIBANK, N.A.

Primary business name of custodian: CITIBANK, N.A. Θ

(d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

City: NEW YORK

State:

Country:

UNITED STATES **New York**

(e) Is the custodian a related person of your firm?

Yes No

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

CRD Number (if any):

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the *private fund* uses. If the *private fund* uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian: J.P. MORGAN CLEARING CORP.

(c) Primary business name of custodian:

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J.P. MORGAN CLEARING CORP.

vrv - Jistii / D Milyate Hund Keporting

(d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country): City: NEW YORK

UNITED STATES Country: New York State:

(e) Is the custodian a related person of your firm?

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

8 - 43724

CRD Number (if any): 28432 If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the *private fund* uses. If the *private fund* uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian: STATE STREET BANK & TRUST COMPANY

(c) Primary business name of custodian: STATE STREET BANK & TRUST COMPANY

(d) The location of the custodian's office responsible for *custody* of the *private fund*'s assets (city, state and country):

Clty: BOSTON

Country:

Massachusetts

UNITED STATES

(e) Is the custodian a related person of your firm?

Yes No

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

CRD Number (if any):

4564 http://www.atvisefrtb.sec.gov/iapd/cortextVriewform/adv/Sections/lapd_AdvPrivateFundReportingSection.sspx70RG_PK=1557298RG.TR_PK=5000085T...

Yes No

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3/20/2015

Administrator

26. (a) Does the private fund use an administrator other than your firm?

о 0 If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

Additional Administrator Information : 1 Record(s) Filed.

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b), through (f) separately for each administrator.

(b) Name of the administrator: SS&C TECHNOLOGIES, INC.

Country: (c) Location of administrator (city, state and country):

LAMBERTON

UNITED STATES

Connecticut

(d) Is the administrator a related person of your firm?

(e) Does the administrator prepare and send investor account statements to the private fund's investors?

C Some (provided to some but not all investors) o No (provided to no investors) C. Yes (provided to all investors)

statements to the (rest of the) private fund's investors? If investor account statements are not sent to the (rest of the) private fund's investors, respond "not If the answer to 26(e) is "no" or "some," who sends the investor account applicable." REGISTRANT $\mathbf{\epsilon}$

During your last fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person? 27.

BIDINGS LAW RESIDEN

Yes No

established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such person. Include only those assets where (I) such person carried out the valuation procedure

Marketers

28. (a) Does the *private fund* use the services of someone other than you or your employees for marketing purposes?

o C Yes No

is "yes", respond to questions (b) through (g) below for each such marketer the *private* fund uses. If the *private fund* uses more than one marketer you must complete questions (b) through (g) separately for each marketer. You must answer "yes" whether the person acts as a placement agent, consultant, finder introducer, municipal advisor or other solicitor, or similar person. If the answer to 28(a)

No Information Filed

A. PRIVATE FUND

Information About the *Private Fund*

(a) Name of the private fund:

Yes No

RIVA CAPITAL PARTNERS, L.P.

(b) Private fund identification number: (include the "805-" prefix also)

805-4246991595

Under the laws of what state or country is the private fund organized: 7

State:

Delaware

UNITED STATES

http://www.adviserinfo.sec.gov/lapd/content/iv/ewform/ladvi/Sectionslapd_AdvPhyateFundReportIngSection.aspa/ADRG_PK=155729&RGLTR_PK=50000&ST...

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Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar m

Name of General Partner, Manager, Trustee, or Director

RIVA CAPITAL MANAGEMENT, LLC

(1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940 The private fund (check all that apply; you must check at least one): 4

(2) qualifies for the exclusion from the definition of investment company under section (2) qualifies for the exclusion from the defit 3(c)(7) of the Investment Company Act of 1940

List the name and country, in English, of each foreign financial regulatory authority with which the $private\ fund$ is registered. 'n

No Information Filed

(a) Is this a "master fund" in a master-feeder arrangement?

ø.

Yes No

(b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?

No Information Filed

Yes No

о О

(d) If yes, what is the name and private fund identification number (if any) of the master fund in which this private fund invests?

(c) Is this a "feeder fund" In a master-feeder arrangement?

Name of the Private Fund:

Private Fund Identification Number: (include the "805-" prefix also)

NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1). for the master-feeder arrangement or reporting on the funds separately.

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APD - from 7.8 Private Fund Reporting

3/20/2015

If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions: ۲.

No Information Filed

funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund. NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more

(a) Is this private fund a "fund of funds"? œ

(b) If yes, does the private fund invest in funds managed by you or by a related person?

S C C

NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, whether or not they are also private funds, or registered investment companies.

Yes No During your last fiscal year, did the *private fund* invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)? 9.

What type of fund is the private fund?

 $oldsymbol{\circ}$ hedge fund $oldsymbol{\circ}$ liquidity fund $oldsymbol{\circ}$ real estate fund $oldsymbol{\circ}$ securitized asset fund C venture capital fund C Other private fund NOTE: For funds of funds, refer to the funds in which the private fund invests. For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.

Current gross asset value of the private fund:

\$ 181,070,741

Ownership

<u>\$</u> http://www.adviserinto.sec.gov/apd/content/viewform/advi?secilons/adv/PrivateFund/eporting/Secilon.aspx/ORG_PK=1557298RGLTR_PK=500008ST...

NOTE: Report the amount routinely required of investors who are not your related persons (even if different from the amount set forth in the organizational documents of the fund). 12. Minimum investment commitment required of an investor in the private fund:

Approximate number of the private fund's beneficial owners:

What is the approximate percentage of the private fund beneficially owned by you and your related persons:

14.

What is the approximate percentage of the private fund beneficially owned (in the aggregate) by funds of funds:

What is the approximate percentage of the *private fund* beneficially owned by non-*United States persons*: 16.

Your Advisory Services

17. (a) Are you a subadviser to this private fund?

Yes No (b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if any, of the adviser of the private fund. If the answer to question 17(a) is "no," leave this question blank.

No Information Filed

18. (a) Do any other investment advisers advise the private fund?

Yes No

(b) If the answer to question 18(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the private fund. If the answer to question 18(a) is "no," leave this

No Information Filed

19. Are your clients solicited to invest in the private fund?

20. Approximately what percentage of your clients has invested in the private fund?

14%

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21. Does the <i>private fund</i> rely on an exemption from registration of its securities under	Regulation D of the Securities Act of 1933?
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ĕ	Re
21.	

Yes No

22. If yes, provide the private fund's Form D file number (if any):

Form D file number 021-74893

B. SERVICE PROVIDERS

Auditors

(a) (1) Are the private fund's financial statements subject to an annual audit?

2 0 0

(2) Are the financial statements prepared in accordance with U.S. GAAP?

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

Additional Auditor Information : 1 Record(s) Filed.

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

(b) Name of the auditing firm:

ERNST & YOUNG LLP

The location of the auditing firm's office responsible for the private fund's audit (city, state and country):

State: City: BOSTON

Massachusetts

JNITED STATES

Country:

(d) Is the auditing firm an independent public accountant?

Yes No

Is the auditing firm registered with the Public Company Accounting Oversight Board? <u>e</u>

Yes No

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,O, (f) If "yes" to (e) above, is the auditing firm subject to regular inspection by

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IAPD - Item 7.8 Private Fund Reporting

3/20/2015

the Public Company Accounting Oversight Board in accordance with its rules?

Yes No

(g) Are the private fund's audited financial statements distributed to the private fund's 🙆 🐧

(h) Does the report prepared by the auditing firm contain an unqualified opinion? Ves C No C Report Not Yet Received

If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report Is available.

Prime Broker

24. (a) Does the private fund use one or more prime brokers?

Yes No o C If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

No Information Filed

Custodian

Ç. Yes No

(a) Does the private fund use any custodians (including the prime brokers listed above) to hold some or all of its assets?

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the *private fund* uses. If the *private fund* uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

Additional Custodian Information: 2 Record(s) Filed.

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

- (b) Legal name of custodian: BANK OF AMERICA CORPORATION
- (c) Primary business name of custodian: BANK OF AMERICA CORPORATION

Yes No (d) The location of the custodian's office responsible for custody of the private fund's (f) If the custodian is a broker-dealer, provide its SEC registration number (if any) UNITED STATES Country: (e) Is the custodian a related person of your firm? assets (city, state and country) Massachusetts CRD Number (if any) City: BOSTON

American resource comme

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the *private fund* uses. If the *private fund* uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

- (b) Legal name of custodian: STATE STREET BANK & TRUST COMPANY
- (c) Primary business name of custodian: STATE STREET BANK & TRUST COMPANY
- (d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

Massachusetts State: City: BOSTON

UNITED STATES

Country:

Yes No

(e) Is the custodian a related person of your firm?

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

CRD Number (if any):

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3/20/2015

Administrator

26. (a) Does the private fund use an administrator other than your firm?

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

No Information Filed

During your last fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person? 27.

%

valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such person. Include only those assets where (i) such person carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the

Marketers

28. (a) Does the private fund use the services of someone other than you or your employees for marketing purposes?

Yes No

introducer, municipal advisor or other solicitor, or similar person. If the answer to \$28(a) is "yes", respond to questions (b) through (g) below for each such marketer the *private fund* uses. If the *private fund* uses more than one marketer you must complete questions (b) through (g) separately for each marketer. You must answer "yes" whether the person acts as a placement agent, consultant, finder,

No Information Filed

A. PRIVATE FUND

Information About the Private Fund

- WHITECREST PARTNERS, LP (a) Name of the private fund: ٠÷
- (b) Private fund identification number: (include the "805-" prefix also)

805-9149948557

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Yes No

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Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):

UNITED STATES

Delaware

Under the laws of what state or country is the private fund organized:

7

Country:

o O

Name of General Partner, Manager, Trustee, or Director ABRAMS CAPITAL, LLC The private fund (check all that apply; you must check at least one): 4.

13 (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940

1 (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940

List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered. 'n

No Information Filed

(a) Is this a "master fund" in a master-feeder arrangement? ø.

Yes No

(b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?

No Information Filed

(c) Is this a "feeder fund" in a master-feeder arrangement?

Yes No (d) If yes, what is the name and private fund identification number (if any) of the master fund in which this private fund invests?

Name of the Private Fund:

Identification Number: Private Fund Identification Num (include the "805-" prefix also) NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1). for the master-feeder arrangement or reporting on the funds separately.

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3/20/2015

If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

No Information Filed

fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund. unds ("feeder funds") invest all or substantially all of their assets in a single fund ("master For purposes of questions 6 and 7, in a master-feeder arrangement, one or more

Yes No

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(a) Is this private fund a "fund of funds"?

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(b) If yes, does the private fund invest in funds managed by you or by a related

NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, whether or not they are also private funds, or registered investment companies.

Ó Yes No

- O During your last fiscal year, did the *private fund* invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?
- What type of fund is the private fund? 10.
- real estate fund C securitized • hedge fund $_{\mathbb{C}}$ liquidity fund $_{\mathbb{C}}$ private equity fund $_{\mathbb{C}}$ private fund asset fund $_{f C}$ venture capital fund $_{f C}$ Other

NOTE: For funds of funds, refer to the funds in which the private fund lavests. For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.

- Current gross asset value of the private fund:
 - \$ 568,232,733

Ownership

- Minimum investment commitment required of an investor in the private fund: 12.
- 0

http://www.advisor.gov/lagd/content/Newform/ladv/Sectional.god_AdvPrivateFundReportingSection.aspx?ORG_PK=155729&RGLTR_PK=50000&ST... NOTE: Report the amount routinely required of investors who are not your related persons

(even if different from the amount set forth in the organizational documents of the fund).

- 13. Approximate number of the private fund's beneficial owners.
- 14. What is the approximate percentage of the private fund beneficially owned by you and your persons
- What is the approximate percentage of the private fund beneficially owned (in the aggregate) by funds of funds: 15.
- What is the approximate percentage of the private fund beneficially owned by non-United States persons: 16.

Your Advisory Services

Yes No

- 17. (a) Are you a subadviser to this private fund?
- (b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if any, of the adviser of the *private fund*. If the answer to question 17(a) is "no," leave this question blank.

No Information Filed

- 18. (a) Do any other investment advisers advise the private fund?
- Yes No

 (a) Do any other investment advisers advise the private fund?

 (b) If the answer to question 18(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the private fund. If the answer to question 18(a) is "no," leave this

No Information Filed

19. Are your clients solicited to invest in the private fund?

Yes No

20. Approximately what percentage of your clients has invested in the private fund?

Private Offering

Yes No Does the private fund rely on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?

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22. If yes, provide the private fund's Form D file number (if any):

No Information Filed

B. SERVICE PROVIDERS

Auditors

23. (a) (1) Are the private fund's financial statements subject to an annual audit?

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(2) Are the financial statements prepared in accordance with U.S. GAAP?

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

Additional Auditor Information : 1 Record(s) Filed.

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

(b) Name of the auditing firm:

ERNST & YOUNG LLP

(c) The location of the auditing firm's office responsible for the private fund's audit (city, state and country):

State: City: Boston

Massachusetts

UNITED STATES

Country:

Yes No O

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(d) Is the auditing firm an *Independent public accountant*?

(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?

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If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules? \in

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APD - from 7.8 Private Fund Reporting

Yes No

(g) Are the private fund's audited financial statements distributed to the private fund's 👩 🕜

(h) Does the report prepared by the auditing firm contain an unqualified opinion?

Yes C No C Report Not Yet Received

If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available.

Prime Broker

24. (a) Does the private fund use one or more prime brokers?

Yes No

C) If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

Additional Prime Broker Information: 1 Record(s) Filed.

If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

(b) Name of the prime broker: J.P. MORGAN CLEARING CORP.

(c) If the prime broker is registered with the SEC, its registration number:

8 - 43724

CRD Number (if any): 28432

(d) Location of prime broker's office used principally by the private fund (city, state and country);

State: City: Boston

Country:

98 http://www.adviserinfo.sec.gov/impd/content/wiewform/advi/Sectionsite/LundReportingSection.aspa/ORG_PK=155728&RGLTR_PK=500008ST...

Yes No O (e) Does this prime broker act as custodian for some or all of the *private fund's* oassets? UNITED STATES Massachusetts

Custodian

25. (a) Does the private fund use any custodians (including the prime brokers listed above) to hold some or all of its assets?

Yes No

custodian the private fund uses. If the private fund uses more than one custodian, you If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each must complete questions (b) through (f) separately for each custodian.

Additional Custodian Information: 4 Record(s) Filed.

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian: BANK OF AMERICA CORPORATION

(c) Primary business name of custodian: BANK OF AMERICA CORPORATION

(d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

City: BOSTON

Country:

UNITED STATES

Massachusetts

Yes No

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

(e) Is the custodian a related person of your firm?

CRD Number (if any)

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the *private fund* uses. If the *private fund* uses more than one custodian, you

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IAPD - Item 7.B Private Fund Reporting

must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian: J.P. MORGAN CLEARING CORP.

(c) Primary business name of custodian: J.P. MORGAN CLEARING CORP.

(d) The location of the custodian's office responsible for custody of the private fund's Country: assets (city, state and country):

CIty: NEW YORK

UNITED STATES

New York

(e) Is the custodian a related person of your firm?

Yes No

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

8 - 43724

CRD Number (if any): 28432 If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(c) Primary business name of custodian: STATE STREET BANK & TRUST COMPANY

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(d) The !	assets (ci
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City: Boston

State:

Massachusetts

UNITED STATES

Country:

(e) Is the custodian a related person of your firm?

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

CRD Number (if any)

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the *private fund* uses. If the *private fund* uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian: THE BANK OF NEW YORK MELLON CORPORATION

Primary business name of custodian: THE BANK OF NEW YORK MELLON 0

(d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

New York City: NEW YORK

Country:

UNITED STATES

(e) Is the custodian a related person of your firm?

Yes No

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

CRD Number (if any):

Administrator

Yes No

26. (a) Does the private fund use an administrator other than your firm?

Yes No

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

Additional Administrator Information: 1 Record(s) Filed.

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

(b) Name of the administrator:

SS&C TECHNOLOGIES, INC.

(c) Location of administrator (city, state and country):

State: City: LAMBERTON

Country:

Connecticut

UNITED STATES

Yes No

(d) Is the administrator a related person of your firm?

(e) Does the administrator prepare and send investor account statements to the private fund's investors?

 $_{\rm O}{\mbox{\scriptsize Yes}}$ (provided to all investors) $_{\rm O}{\mbox{\scriptsize Some}}$ (provided to some but not all

Investors) o No (provided to no investors)

(f) If the answer to 26(e) is "no" or "some," who sends the investor account statements to the (rest of the) private fund's investors? If investor account statements are not sent to the (rest of the) private fund's investors, respond "not applicable." THE REGISTRANT

info.sec.gov/lepd/content/viewform/set/Sections/lepd_AdvPrivateFundReportIngSection.sepx/ORG_PK=1557288RGLTR_PK=500008ST... 63/64

8 http://www.adviserinfo.sec.gov/lapdicantent/Mewforminals/Sections/lapd_AdvPhivateFundReportIngSection.espx70RG_PK=155729&RGLTR_PK=50000&ST...

27. During your last fiscal year, what percentage of the *private fund*'s assets (by value) was valued by a *person*, such as an administrator, that is not your *related person*?

Include only those assets where (i) such person carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such person.

Marketers

28. (a) Does the private fund use the services of someone other than you or your employees for marketing purposes?

Yes No

You must answer "yes" whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar person. If the answer to 28(a) is "yes", respond to questions (b) through (g) below for each such marketer the private fund uses. If the private fund uses more than one marketer you must complete questions (b) through (g) separately for each marketer.

No Information Filed

Funds per Page: 100 Total Funds: 7

SECTION 7.B.(2) Private Fund Reporting

No Information Filed

Next Previous

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3720/2015

FORM ADV

OMB: 3235-0049

Rev. 10/2012 IARD/CRD Number: 155729 UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION Primary Business Name: ABRAMS CAPITAL MANAGEMENT, L.P.

tem 8 Participation or Interest In *Cilent* Transactions

In this Item, we request information about your participation and interest in your *clients*' transactions. This information identifies additional areas in which conflicts of interest may occur between you and your clients.

Like Item 7, Item 8 requires you to provide information about you and your related persons, including foreign affiliates.

Proprietary Interest in *Client* Transactions

- Do you or any related person
- buy securities for yourself from advisory clients, or sell securities you own to Ξ

Yes No

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- advisory clients (principal transactions)
- or sell for yourself securities (other than shares of mutual funds) that you also recommend to advisory clients? 2
- recommend securities (or other investment products) to advisory *clients* in which you or any *related person* has some other proprietary (ownership) interest (other than those mentioned in Items 8.A.(1) or (2))? $\widehat{\mathbb{C}}$

Sales Interest in Client Transactions

- Do you or any related person: 8
- Yes No securities trades for brokerage customers in which advisory client securities are sold to or bought from the brokerage customer (agency cross transactions)? as a broker-dealer or registered representative of a broker-dealer, execute Ξ
- recommend purchase of securities to advisory clients for which you or any related person serves as underwriter, general or managing partner, or purchaser 2
- recommend purchase or sale of securities to advisory clients for which you or any related person has any other sales interest (other than the receipt of sales commissions as a broker or registered representative of a broker-dealer)? $\widehat{\mathbb{C}}$

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Investment or Brokerage Discretion

- Do you or any related person have discretionary authority to determine the
- securities to be bought or sold for a client's account?
- amount of securities to be bought or sold for a client's account? 2

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Yes No O

- broker or dealer to be used for a purchase or sale of securities for a client's ල
- commission rates to be paid to a broker or dealer for a *client's* securities transactions? 3
- If you answer "yes" to C.(3) above, are any of the brokers or dealers related persons?

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Do you or any related person recommend brokers or dealers to clients?

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titip/Iwww.addiserinfo.ee.gov/lapdicontent/Mewform/adv/Sections/lapd_AdvCitentTransSection.espx/ORG_PK=1557296RGLTR_PK=500006STATE_CD=8.

If you answer "yes" to E above, are any of the brokers or dealers related persons? IAPD - Client Transactions Section

Do you or any related person receive research or other products or services other than execution from a broker-dealer or a third party ("soft dollar benefits") in $\widehat{\Xi}$ ڧ

connection with cilent securities transactions?

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- ø If "yes" to G.(1) above, are all the "soft dollar benefits" you or any related persons receive eligible "research or brokerage services" under section 28(e) of the Securities Exchange Act of 1934? 3
- O Do you or any *related person*, directly or indirectly, compensate any *person* for *client* referrals?

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- O Do you or any *related person*, directly or indirectly, receive compensation from any person for *client* referrals?
- In responding to Items 8.H and 8.L., consider all cash and non-cash compensation that you or a related person gave to (in answering Item 8.H) or received from (in answering Item 8.I) any person in exchange for client referrals, including any bonus that is based, at least in part, on the number or amount of client referrals.

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FORM ADV

OMB: 3235-0049

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ō	Primary Business Name: ABRAMS CAPITAL MANAGEMENT, L.P. IARD/CRD Number: 1557
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UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION	5
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Rev. 10/2012 DAKD/CKD Number: DUSINESS NAME: ABKAMS CAPTIAL MANAGEMENI, L.P.

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In this Item, we ask you whether you or a *related person* has *custody* of *client* (other than *clients* that are investment companies registered under the Investment Company Act of 1940) assets and about your custodial practices,

Do you have custody of any advisory clients' (a) Ξ

cash or bank accounts?

securities?

9

Yes No o o

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If you are registering or registered with the SEC, answer "No" to Item 9.A.(1)(a) and (b) if you operationally independent (pursuant to Advisers Act rule 206(4)-(2)(d)(5)) from the related have custody solely because (i) you deduct your advisory fees directly from your clients' accounts, or (ii) a related person has custody of client assets in connection with advisory services you provide to *clients*, but you have overcome the presumption that you are not

If you checked "yes" to Item 9.A.(1)(a) or (b), what is the approximate amount of client funds and securities and total number of clients for which you have custody 3

Total Number of Clients U.S. Dollar Amount

(a) \$ 7,619,634,412

(b) 7

person has custody of *client* assets in connection with advisory services you provide to *clients*, do not include the amount of those assets and number of those *clients* in your response to 9.A. those assets and the number of those *clients* in your response to Item 9.A.(2). If your related deduct your advisory fees directly from your clients' accounts, do not include the amount of If you are registering or registered with the SEC and you have custody solely because you (2). Instead, include that information in your response to Item 9.B.(2)

Yes No In connection with advisory services you provide to *clients*, do any of your related persons have custody of any of your advisory *clients*!: $\widehat{\Xi}$ щ

cash or bank accounts? (a) 9

O C φ.

You are required to answer this item regardless of how you answered Item 9.A.(1)(a) or (b)

If you checked "yes" to Item 9.B.(1)(a) or (b), what is the approximate amount of client funds and securities and total number of clients for which your related persons have 3

(b) 7 U.S. Dollar Amount

Total Number of Clients

(a) \$ 7,619,634,412

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C. If you or your related persons have custody of client funds or securities in connection with advisory services you provide to clients, check all the following that apply:

APD - Custody Section

3/20/2015

A qualified custodian(s) sends account statements at least quarterly to the investors in the pooled investment vehicle(s) you manage. Ξ

> An independent public accountant audits annually the pooled investment vehicle(s) that you manage and the audited financial statements are distributed to the investors in the pools. 3

An independent public accountant conducts an annual surprise examination of client L funds and securities. $\widehat{\mathbb{C}}$

to custodial services when you or your related persons are qualified custodians for An independent public accountant prepares an internal control report with respect client funds and securities. **€**

If you checked Item 9.C.(2), C.(3) or C.(4), list in Section 9.C. of Schedule D the accountants that are engaged to perform the audit or examination or prepare an internal control report. (If you checked Item 9.C.(2), you do not have to list auditor information in Section 9.C. of Schedule D if you already provided this information with respect to the *private funds* you advise. in Section 7.B.(1) of Schedule D).

Do you or your related person(s) act as qualified custodians for your clients in connection with advisory services you provide to clients? Ġ.

Yes No

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C

(1) you act as a qualified custodian

(2) your related person(s) act as qualified custodian(s)

If you checked "yes" to Item 9.D.(2), all related persons that act as qualified custodians (other than any mutual fund transfer agent pursuant to rule 206(4)-2(b)(1)) must be identified in Section 7.A. of Schedule D, regardless of whether you have determined the related person to be operationally independent under rule 206(4)-2 of the Advisers Act. If you are filing your *annual updating amendment* and you were subject to a surprise examination by an *independent public accountant* during your last fiscal year, provide the date (MM/YYYY) the examination commenced: ш

including, but not limited to, you and your related persons, act as qualified custodians for your clients in connection with advisory services you provide to clients? If you or your related persons have custody of client funds or securities, how many persons, Ľ.

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3/20/2015

OMB: 3235-0049 UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION **FORM ADV**

Primary Business Name: ABRAMS CAPITAL MANAGEMENT, L.P. IARD/CRD Number: 155729

Item 10 Control Persons

In this Item, we ask you to identify every person that, directly or indirectly, controls you.

If you are submitting an initial application or report, you must complete Schedule A and Schedule B. Schedule A asks for information about your direct owners and executive officers. Schedule B asks for information about your indirect owners. If this is an amendment and you are updating information you reported on either Schedule A or Schedule B (or both) that you filed with your initial application or report, you must complete Schedule C.

Yes No

Does any person not named in Item 1.A. or Schedules A, B, or C, directly or indirectly, control your management or policies?

If yes, complete Section 10.A. of Schedule D.

If any person named in Schedules A, B, or C or in Section 10.A. of Schedule D is a public reporting company under Sections 12 or 15(d) of the Securities Exchange Act of 1934, please complete Section 10.B. of Schedule D. œ

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٥ http://www.adviserinto.sec.gov/lapdicontent/Newform/adv/Sections/lapd_AdvControlPersonsSection.aspx/ORG_PK=1557298RGLTR_PK=500008STATE_C...

OMB: 3235-0049

Primary Business Name: ABRAMS CAPITAL MANAGEMENT, L.P. ITARD/CRD Number: 155729 UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Rev. 10/201

Item 11 Disclosure Information

your advisory affiliates. We use this information to determine whether to grant your application all your advisory affiliates. We use this information to determine whether to grant your application for registration, to decide whether to revoke your registration or to place limitations on your activities as an investment adviser, and to identify potential problem areas to focus on during our on-site examinations. One event may result in "yes" answers to more than one of the questions below. In this Item, we ask for information about your disciplinary history and the disciplinary history of

Your advisory affiliates are: (1) all of your current employees (other than employees performing only clerical, administrative, support or similar functions); (2) all of your officers, partners, or controlling you or controlled by you. If you are a "separately identifiable department or division" (SID) of a bank, see the Glossary of Terms to determine who your advisory affiliates are. directors (or any person performing similar functions); and (3) all persons directly or indirectly

posed; you may, therefore, limit your disclosure to ten years following the date of an event only in responding to Items 11.A.(1), 11.A.(2), 11.B.(1), 11.B.(2), 11.D.(4), and 11.H.(1)(a). For purposes of calculating this ten-year period, the date of an event is the date the final *order*, judgment, or decree was entered, or the date any rights of appeal from preliminary *orders*, judgments, or If you are registered or registering with the SEC or if you are an exempt reporting adviser, you may limit your disclosure of any event listed in Item 11 to ten years following the date of the event. If you are registered or registering with a state, you must respond to the questions as

You must complete the appropriate Disclosure Reporting Page ("DRP") for "yes" answers to the questions in this Item 11, o I

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Yes No Yes No If you are registered or registering with the SEC, or if you are reporting as an exempt reporting adviser, you may limit your response to Item 11.A.(2) to charges that are currently pending Ċ Ċ ø O Investment-related business, or any fraud, false statements, or omissions, wrongful been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign, or military court to any felony? (1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, taking of property, bribery, perjury, forgery, counterfeiting, extortion, or a foreign, or military court to a misdemeanor involving: investments or an For "yes" answers to the following questions, complete a Criminal Action DRP Do any of the events below involve you or any of your supervised persons? In the past ten years, have you or any advisory affillate: In the past ten years, have you or any advisory affiliate: conspiracy to commit any of these offenses? been charged with any felony? 2

tuliwww.adviserinto.sec.govingdicartentwiewfarmiadviSections/lapd_AdvDisciplinarySection.aspx/ORG_PK=157728RRGLTR_PK=50008STATE_CD=8...

been charged with a misdemeanor listed in Item 11.B.(1)?

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ttp://www.adviserinfo.sec.gov/lapid/content/view/orm/adv/Sections/apd/Sections/adv/

Ò Ò ٥ Ö Ģ If you are registered or registering with the SEC, or if you are reporting as an exempt reporting adviser, you may limit your response to Item 11.B.(2) to charges that are currently pending. 0 0 o. 0 ٥ 0 Ò Q Yes O C O O C Q C O O O Ü O O Ó O related business having its authorization to do business denied, suspended, revoked, found you or any advisory affiliate to have been the cause of an investment-related business having its authorization to do business denied, suspended, revoked, or Has an authorization to act as an attorney, accountant, or federal contractor granted to you or any advisory affiliate ever been revoked or suspended? (other than a violation designated as a "minor rule violation" under a plan approved (5) ever denied, suspended, or revoked your or any advisory affiliate's registration or (2) found you or any advisory affiliate to have been involved in a violation of its rules affiliate from association with other members, or otherwise restricting your or the associating with an *investment-related* business or restricted your or any advisory (3) found you or any advisory affiliate to have been a cause of an investment-related (5) Imposed a civil money penalty on you or any advisory affiliate, or ordered you or any advisory affiliate to cease and desist from any activity? Has any other federal regulatory agency, any state regulatory agency, or any foreign (1) found you or any advisory affiliate to have made a false statement or omission? (2) found you or any advisory affiliate to have been involved in a violation of SEC or (1) found you or any advisory affiliate to have made a false statement or omission? (3) ever found you or any advisory affiliate to have been a cause of an investmentbusiness having its authorization to do business denied, suspended, revoked, or (2) ever found you or any advisory affiliate to have been involved in a violation of (4) in the past ten years, entered an order against you or any advisory affiliate in advisory affiliate from membership, barring or suspending you or the advisory (4) disciplined you or any *advisory affilia*te by expelling or suspending you or the license, or otherwise prevented you or any advisory affiliate, by order, from (1) ever found you or any advisory affiliate to have made a false statement (4) entered an order against you or any advisory affiliate In connection with For "yes" answers to the following questions, complete a Regulatory Action DRP: Has the SEC or the Commodity Futures Trading Commission (CFTC) ever: Has any self-regulatory organization or commodities exchange ever: omission, or been dishonest, unfair, or unethical? connection with an investment-related activity? investment-related rėgulations or statutes? CFTC regulations or statutes? investment-related activity? financial regulatory authority: affiliate's activity? restricted? ۵ шì 止

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G. Are you or any advisory affiliate now the subject of any regulatory proceeding that could result in a "yes" answer to any part of Item 11.C., 11.D., or 11.E.?	For "yes" answers to the following questions, complete a Civil Judicial Action DRP.	H. (1) Has any domestic or foreign court:	(a) in the past ten years, enjoined you or any advisory affiliate in connection with any investment-related activity?	(b) ever found that you or any advisory affiliate were involved in a violation of investment-related statutes or regulations?	(c) ever dismissed, pursuant to a settlement agreement, an <i>investment-related</i> civil _C action brought against you or any <i>advisory affiliate</i> by a state or <i>foreign</i> financial regulatory authority?	(2) Are you or any advisory affiliate now the subject of any civil proceeding that could result in a "yes" answer to any part of Item 11.H.(1)?

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FORM ADV

OMB: 3235-0049

UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Primary Business Name: ABRAMS CAPITAL MANAGEMENT, L.P. IJARD/CRD Number: 155729 Rev. 10/2017

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The SEC is required by the Regulatory Flexibility Act to consider the effect of its regulations on small entities. In order to do this, we need to determine whether you meet the definition of "small business" or "small organization" under rule 0-7.

response to Item 5.F.(2)(c) that you have regulatory assets under management of less than \$25 million. You are not required to answer this Item 12 if you are filing for initial registration as a state adviser, amending a current state registration, or switching from SEC to state registration. Answer this Item 12 only if you are registered or registering with the SEC and you indicated in

For purposes of this Item 12 only:

- Total Assets refers to the total assets of a firm, rather than the assets managed on behalf of clients. In determining your or another person's total assets, you may use the total assets shown on a current balance sheet (but use total assets reported on a consolidated balance sheet with subsidiaries included, if that amount is larger)
 - person, whether through ownership of securities, by contract, or otherwise. Any person that directly or indirectly has the right to vote 25 percent or more of the voting securities, or is entitled to 25 percent or more of the profits, of another person is presumed to control the Control means the power to direct or cause the direction of the management or policies of a other person.

O Yes No O Did you have total assets of \$5 million or more on the last day of your most recent If "yes," you do not need to answer Items 12.B. and 12.C. fiscal year?

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- Do you: œ.
- O (1) control another investment adviser that had regulatory assets under management (calculated in response to Item 5.F.(2)(c) of Form ADV) of \$25 million or more on the last day of its most recent fiscal year?

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- O (2) control another person (other than a natural person) that had total assets of \$5 million or more on the last day of its most recent fiscal year?
- Are you: ن
- C regulatory assets under management (calculated in response to Item 5.F.(2)(c) of (1) controlled by or under common control with another investment adviser that had Form ADV) of \$25 million or more on the last day of its most recent fiscal year?
- Ç person) that had total assets of \$5 million or more on the last day of its most recent (2) controlled by or under common control with another person (other than a natural fiscal year?

Next Previous

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OMB: 3235-0049

PART 2

Primary Business Name: ABRAMS CAPITAL MANAGEMENT, L.P. JARD/CRD Number: 155729

Part 2 Brochures

Exemption from brochure delivery requirements for SEC-registered advisers

SEC rules exempt SEC-registered advisers from delivering a firm brochure to some kinds of clients. If these exemptions excuse you from delivering a brochure to all of your advisory clients, you do not have to prepare a brochure.

Are you exempt from delivering a brochure to all of your clients under these rules?

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If no, complete the ADV Part 2 filing below.

Yes No ن

BrochuresNote: These documents are available as Portable Document Format (PDF) files. If you do not have the Adobe Acrobat Reader to view PDF files, please click <u>here</u> to download.

Date Last Confirmed	
Date Submitted	03/28/2014
Brochure Name	ABRAMS CAPITAL MANAGMENT, L.P. BROCHURE

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OMB: 3235-0049

UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Primary Business Name: ABRAMS CAPITAL MANAGEMENT, L.P. IARD/CRD Number: 155729

Schedule A

Direct Owners and Executive Officers

- I. Complete Schedule A only if you are submitting an initial application or report. Schedule A asks for information about your direct owners and executive officers. Use Schedule C to amend this Information.
 - Direct Owners and Executive Officers. List below the names of:
- (a)each Chief Executive Officer, Chief Financial Officer, Chief Operations Officer, Chief Legal Officer, Chief Compliance Officer is required if you are registered or applying for registration and cannot be more than one individual), director, and any other individuals with similar status or functions;
- (b)if you are organized as a corporation, each shareholder that is a direct owner of 5% or more of a class of your voting securities, unless you are a public reporting company (a company
 - Direct owners include any *person* that owns, beneficially owns, has the right to vote, or has the father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law, sharing the same residence; or (ii) that he/she has the right to acquire, within 60 days, through the exercise of child, stepchild, grandchild, parent, stepparent, grandparent, spouse, sibling, mother-in-law, purposes of this Schedule, a person beneficially owns any securities: (i) owned by his/her power to sell or direct the sale of, 5% or more of a class of your voting securities. For any option, warrant, or right to purchase the security subject to Section 12 or 15(d) of the Exchange Act);
 - partners that have the right to receive upon dissolution, or have contributed, 5% or more of (c) if you are organized as a partnership, all general partners and those limited and special your capital
- (d)in the case of a trust that directly owns 5% or more of a class of your voting securities, or that has the right to receive upon dissolution, or has contributed, 5% or more of your capital, the trust and each trustee; and
 - right to receive upon dissolution, or have contributed, 5% or more of your capital, and (ii) if (e)If you are organized as a limited liability company ("LLC"), (i) those members that have the managed by elected managers, all elected managers.
 - S_O 3.Do you have any indirect owners to be reported on Schedule B? 6 Yes
- 4.In the DE/FE/I column below, enter "DE" If the owner is a domestic entity, "FE" if the owner is an entity incorporated or domiciled in a foreign country, or "I" if the owner or executive officer is an
- 5.Complete the Title or Status column by entering board/management titles; status as partner trustee, sole proprietor, elected manager, shareholder, or member; and for shareholders or members, the class of securities owned (if more than one is issued).
- D 50% but less than E - 75% or more B - 10% but less than C - 25% but less than A - 5% but less than NA - less than 5% Ownership codes
- of Terms to Form ADV, and enter "No" if the person does not have control. Note that under this 7.(a)In the Control Person column, enter "Yes" if the person has control as defined in the Glossary definition, most executive officers and all 25% owners, general partners, elected managers,
- (b)In the PR column, enter "PR" if the owner is a public reporting company under Sections 12 or and trustees are control persons. 15(d) of the Exchange Act.

(c)Complete each column.

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(Individuals: Last			Status	Code	Person		None: S.S.
Middle Name)			MM/YYYYY				Date of Birth, IRS
	, .					<u> </u>	Tax No. or Employer ID No.
ABRAMS, DAVID, CHARLES	П	MANAGING PARTNER	12/2005	ш	>_	z	1331092
LEIF, FREDERIC, IRA	ı	CHIEF FINANCIAL 02/2010 OFFICER		NA	>	z	4396583
JOSEPHSON, MICHAEL, STEVEN	I	CHIEF OPERATING 09/2008 OFFICER	-	NA	>	z	1065025
WALL, WILLIAM, PATRICK	ы	GENERAL	02/2006	NA	>	z	4728130
LARGESS, KENNETH, CHARLES	□	CHIEF COMPLIANCE OFFICER AND DEPUTY GENERAL COUNSEL	08/2010	NA	>	z	5215465
ABRAMS CAPITAL MANAGEMENT, LLC	DE	GENERAL PARTNER	12/2005	NA	<u></u>	z	04-3565803

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OMB: 3235-0049

Primary Business Name: ABRAMS CAPITAL MANAGEMENT, L.P. ILARD/CRD Number: 155729 Rev. 10/201

UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Schedule B

Indirect Owners

- Complete Schedule B only if you are submitting an initial application. Schedule B asks for information about your indirect owners; you must first complete Schedule A, which asks for information about your direct owners. Use Schedule C to amend this information.
- Indirect Owners. With respect to each owner listed on Schedule A (except individual owners), list
- (a) in the case of an owner that is a corporation, each of its shareholders that beneficially owns, has the right to vote, or has the power to sell or direct the sale of, 25% or more of a class of a voting security of that corporation;

For purposes of this Schedule, a *person* beneficially owns any securities: (I) owned by his/her child, stepchild, grandchild, parent, stepparent, grandparent, spouse, sibling, motherthe same residence; or (ii) that he/she has the right to acquire, within 60 days, through the in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law, sharing exercise of any option, warrant, or right to purchase the security.

- special partners that have the right to receive upon dissolution, or have contributed, 25% or (b) in the case of an owner that is a partnership, all general partners and those limited and more of the partnership's capital;
- (c) in the case of an owner that is a trust, the trust and each trustee; and
- (d) in the case of an owner that is a limited liability company ("LLC"), (i) those members that have the right to receive upon dissolution, or have contributed, 25% or more of the LLC's capital, and (ii) if managed by elected managers, all elected managers.
- company (a company subject to Sections 12 or 15(d) of the Exchange Act) is reached, no further Continue up the chain of ownership listing all 25% owners at each level. Once a public reporting ownership information need be given. m
- 4. In the DE/FE/I column below, enter "DE" if the owner is a domestic entity, "FE" if the owner is an entity incorporated or domiciled in a foreign country, or "I" if the owner is an individual
- manager, shareholder, or member; and for shareholders or members, the class of securities Complete the Status column by entering the owner's status as partner, trustee, elected owned (if more than one is issued)
- E 75% or more C - 25% but less than Ownership codes
- F Other (general partner, trustee, or elected manager) D - 50% but less than 75%
- 7. (a) In the *Control Person* column, enter "Yes" if the *person* has *control* as defined in the Glossary of Terms to Form ADV, and enter "No" if the *person* does not have control. Note that under this definition, most executive officers and all 25% owners, general partners, elected managers, and trustees are control persons.
 - (b) In the PR column, enter "PR" If the owner is a public reporting company under Sections 12 or 15(d) of the Exchange Act.
 - (c) Complete each column.

FULL LEGAL DE/FE/I Entity in Status Date Ownership Control PR/CRD No.		CRD No.	If None:	
FULL LEGAL DE/FE/I Entity in Status Date Ownership Contro	I	IPR	_	
FULL LEGAL DE/FE/I Entity in Status Date Ownership		Contro	Person	
FULL LEGAL DE/FE/I Entity in Status Date NAME Status		Ownership	Code	
FULL LEGAL DE/FE/I Entity in Status NAME Which		Date	Status	
FULL LEGAL DE/FE/I Entity in NAME		Status		
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S.S. No. and Date of Birth, IRS Tax No. or	ID No. N 1331092
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	ш
Acquired MM/YYYY	06/2001
	MANAGING 06/2001
Interest is Owned	ABRAMS CAPITAL MANAGEMENT, LLC
	I
(Individuals: Last Name, First Name, Middle Name)	ABRAMS, DAVID, CHARLES

Next Previous

20000000

OMB: 3235-0049

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Name of entity where books and records are kept: IRON MOUNTAIN INCORPORATED

UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Rev. 10/2012 IARD/CRD Number: 155729 Primary Business Name: ABRAMS CAPITAL MANAGEMENT, L.P.

SECTION 1.B. Other Business Names

Schedule D

No Information Filed

SECTION 1.F. Other Offices

No Information Filed

SECTION 1.1. Website Addresses

List your website addresses. You must complete a separate Schedule D Section 1.1. for each website address.

HTTPS://ABRAMSCAPITAL,COM/ Website Address:

SECTION 1.L. Location of Books and Records

Complete the following information for each location at which you keep your books and records, other than your principal office and place of business. You must complete a separate Schedule D Section 1.L. for each location.

Name of entity where books and records are kept: SS&C TECHNOLOGIES, INC.

Number and Street 1: 1441 ROUTE 22

Number and Street 2:

City: Brewster

Country: State:

ZIP+4/Postal Code: 10509

UNITED STATES **New York**

If this address is a private residence, check this box:

Facsimile number: 845-612-0059 Telephone Number:

845-612-0010

This is (check one):

O one of your branch offices or affiliates.

o a third-party unaffiliated recordkeeper.

Other.

Briefly describe the books and records kept at this location: OFFICIAL BOOKS AND RECORDS OF CERTAIN FUNDS UNDER MANAGEMENT.

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Briefly describe the books and records kept at this location: ARCHIVED BOOKS AND RECORDS AND ADDITIONAL FILES OF REGISTRANT AND ITS FUNDS UNDER MANAGEMENT ZIP+4/Postal Code: 01532 ZIP+4/Postal Code: 06095 Briefly describe the books and records kept at this location: OFFICAL BOOKS AND RECORDS OF CERTAIN FUNDS UNDER MANAGEMENT. Number and Street 2: Number and Street 2: UNITED STATES UNITED STATES Country: Country: If this address is a private residence, check this box: If this address is a private residence, check this box: Name of entity where books and records are kept: SS&C TECHNOLOGIES, INC. Facsimile number: Facsimile number: (508) 597-8384 Massachusetts ত a third-party unaffiliated recordkeeper. Connecticut a third-party unaffiliated recordkeeper. O one of your branch offices or affiliates. This is (check one): $_{\mbox{\scriptsize C}}$ one of your branch offices or affiliates. State: State: Number and Street 1: 175 BEARFOOT ROAD Number and Street 1: 80 LAMBERTON ROAD Telephone Number: This is (check one): Telephone Number: 860-298-4500 NORTHBOROUGH 508) 393-4291 City: WINDSOR C other. C other.

Name of entity where books and records are kept:	IKON MOUNIAIN INCORPORATED	Number and Street 1: Number and Street 2: 17 HYDRO PLANT ROAD	City: State: Country: ZIP+4/Postal Code:	TED STATES —	If this address is a private residence, check this box: 1.	Telephone Number: Facsimile number: 1-800-899-4766	This is (check one):	o a third-party unaffiliated recordkeeper.	Briefly describe the books and records kept at this location: ARCHIVED BOOKS AND RECORDS AND ADDITIONAL FILES OF REGISTRANT AND ITS FUNDS UNDER MANAGEMENT
et 2:	ZIP+4/Postal Code:	0,2451							
Number and Street 2:	Country:	setts UNITED STATES	eck this box:	number:		er.		ept at this location: NS.	s are kept:
Number and Street 1: 115 2ND AVE, FLOOR 1	City: State:	WALITAM Massachusetts	If this address is a private residence, check this box:	Telephone Number: Facsimile number:		This is (check one): C one of your branch offices or affiliates. a third-party unaffillated recordkeeper.	o other.	Briefly describe the books and records kept at this location: ARCHIVED ELECTRONIC COMMUNICATIONS.	Name of entity where books and records are kept: IRON MOUNTAIN INCORPORATED

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MANAGEMENT

Name of entity where books and records are kept: SAVVIS COMMUNICATIONS CORPORATION

SECTION 1.M. Registration with Foreign Financial Regulatory Authorities No Information Filed

ZIP+4/Postal Code: 02184

UNITED STATES

Massachusetts

If this address is a private residence, check this box:

Facsimile number:

Telephone Number: 1-800-899-4766

one of your branch offices or affiliates.

a third-party unaffiliated recordkeeper.

C other.

This is (check one):

Country:

State:

City: BRAINTREE

Number and Street 1: 1515 WASHINGTON STREET

Number and Street 2:

SECTION 2.A.(8) Related Adviser
If you are relying on the exemption in rule 203A-2(b) from the prohibition on registration because you control, are controlled by, or are under common control with an investment adviser that is registered with the SEC and your principal office and place of business is the same as that of the
registered adviser, provide the following information:
Name of Registered Investment Adviser
CRD Number of Registered Investment Adviser
SEC Number of Registered Investment Adviser
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Briefly describe the books and records kept at this location:

ARCHIVED BOOKS AND RECORDS AND ADDITIONAL FILES OF REGISTRANT AND ITS FUNDS UNDER http://www.addserinfo.sec.gov/lapdicartent/view/ron/lab/socdomalapd_AdvSchedueDSection.sepx/ORG_PK=155728&RGLTR_PK=50000&STATE_CD=&... 3779

SECTION 2.A.(9) Newly Formed Advise

If you are relying on rule 203A-2(c), the newly formed adviser exemption from the prohibition on registration, you are required to make certain representations about your eligibility for SEC registration. By checking the appropriate boxes, you will be deemed to have made the required representations. You must make both of these representations:

-	I am not renistered or renuited to be renistered with the SEC or a state securities authority and	The facilities and the same
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epresentations. You must make both of these representations:	onired to	3
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have a reasonable expectation that I will be eligible to register with the SEC within 120 days after the date my registration with the SEC becomes effective.

I undertake to withdraw from SEC registration if, on the 120th day after my registration with the SEC becomes effective, I would be prohibited by Section 203A(a) of the Advisers Act from

SECTION 2.A.(10) Multi-State Adviser

registering with the SEC

If you are relying on rule 2034-2(d), the multi-state adviser exemption from the prohibition on registration, you are required to make certain representations about your eligibility for SEC registration. By checking the appropriate boxes, you will be deemed to have made the required representations.

If you are applying for registration as an investment adviser with the SEC, you must make both of these representations:

- In I have reviewed the applicable state and federal laws and have concluded that I am required by the laws of 15 or more states to register as an investment adviser with the state securities authorities in those states.
- I undertake to withdraw from SEC registration if I file an amendment to this registration indicating that I would be required by the laws of fewer than 15 states to register as an investment adviser with the state securities authorities of those states.

If you are submitting your *annual updating amendment*, you must make this representation:

Within 90 days prior to the date of filing this amendment, I have reviewed the applicable state and federal laws and have concluded that I am required by the laws of at least 15 states to register as an investment adviser with the state securities authorities in those states.

SECTION 2.A.(12) SEC Exemptive Order

If you are relying upon an SEC order exempting you from the prohibition on registration, provide the following information:

Application Number:

Date of order:

SECTION 4 Successions

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No Information Filed

SECTION 5.G.(3) Advisers to Registered Investment Companies and Business Development Companies

No Information Filed

SECTION 5.1.(2) Wrap Fee Programs

No Information Filed

SECTION 6.A. Names of Your Other Businesses

No Information Filed

SECTION 6.B.(2) Description of Primary Business

Describe your primary business (not your investment advisory business):

If you engage in that business under a different name, provide that name:

SECTION 6.B.(3) Description of Other Products and Services

Describe other products or services you sell to your client, You may omit products and services that you listed in Section 6.B.(2) above.

If you engage in that business under a different name, provide that name.

SECTION 7.A. Financial Industry Affiliations

Complete a separate Schedule D Section 7.A. for each related person listed in Item 7.A.

- Legal Name of Related Person: ABRAMS CAPITAL, LLC
- 2. Primary Business Name of Related Person: ABRAMS CAPITAL, LLC
- 3. Related Person's SEC File Number (if any) (e.g., 801₇, 8-, 866-, 802-)
- 4. Related Person's CRD Number (if any):

or Other

- Related Person is: (check all that apply)
 (a) C broker-dealer, municipal securities dealer, or government securities broker or dealer
 - (a) [3] broker-dealer, municipal sécurities dealer, or government s (b) [5] other investment adviser (including financial planners)

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	1. Legal Name of <i>Related Person</i> :	GREAT HOLLOW PARTIMERS, LLC			2. Primary Business Name of Related Person:	GREAT HOLLOW PARTNERS, LLC		3. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-) -	or Other	4. Related Person's CRD Number (if any):	5. Related Person is: (check all that apply)	L 1	(b) L_i other investment adviser (including financial planners) (c) L_i registered municipal advisor		2 § C	(g) Lintures commission merchant (h) Li banking or thrift institution	(i) 📑 trust company	_	(k) 🗖 lawyer or law firm (i) 🗖 insurance company or agency	<u> </u>	(n) I ! real estate broker or dealer (o) 🗖 sponsor or syndicator of limited partnerships (or equivalent), excluding pooled	investment vehicles (p) 🗹 sponsor, general partner, managing member (or equivalent) of pooled investment vehicles		6. Do you control or are you controlled by the related person?
 (e) I.i major security-based swap participant (f)	exempt from registration) (a) [7] futures commission merchant			📋 lawyer or law firm	(I) [.] insurance company or agency	(m) 🗀 pension consultant	(n) 🖵 real estate broker or dealer	(o) [7] sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles	(p) 区 sponsor, general partner, managing member (or equivalent) of pooled investment vehicles	6. Do you control or are you controlled by the related person?			8. (a) Does the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection <u>c</u> o with advisory services you provide to <i>clients</i> ?	(b) If you are registering or registered with the SEC and you have answered "yes," to C question 8(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-(2)(d)(5)) from the <i>related</i>	person and thus are not required to obtain a surprise examination for your <i>clients'</i> funds or securities that are maintained at the related person?	(c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:	Number and Street 1: Number and Street 2: City: State: Country: 7TP+4/Postal Code:	ate residence, check this box:	res No 9. (a) If the <i>related person</i> is an investment adviser, is it exempt from registration? C. C.		10. (a) Is the <i>related person</i> registered with a <i>foreign financial regulatory authority</i> ?	If the answer is yes, list the name and country, in English, of each foreign financial regulatory authority with which the related person is registered. No Information Filed	, o	

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12. Do you and the related person share the same physical location?

registered municipal advisor

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	(a) [] broker	broker-dealer, municipal securities dealer, or government securities broker or dealer other investment adviser (including financial planners)	ler
Are you and the related person under common control?	0 0 0 0 0 0	registered municipal advisor registered security-based swap dealer	
(a) Does the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection comits advisory services you provide to <i>clients?</i>	ו נו	major security-based swap participant	
(b) If you are registering or registered with the SEC and you have answered "yes," to	(t) (t) exen	l i commodity pool operator or commodity trading advisor (whether registered or exempt from registration)	
question 8(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-(2)(d)(5)) from the related	(9) [7] future	futures commission merchant	
person and thus are not required to obtain a surprise examination for your clients' finds or contribute that are maintained at the related narrors		banking or thrift institution	
inities of securities user are infaminanted at the relation personning (r). If you have answered "yes" to question 8 (a) above provide the incation of the related	0 C	r ust company accountant or accounting firm	
properties of the second of the second of the second of the second of the person's office responsible for custody of your clients' assets:	:E	awyer or law firm	
1		insurance company or agency	
Number and Street 1:	(m) ensid	pension consultant	
City: State: Country:ZIP+4/Postal Code:	(n) [] reale	real estate broker or dealer	
If this address is a private residence, check this box: \Box		sponsor or syndicator of limited partnerships (or equivalent), excluding pooled	
(a) If the related person is an investment adviser, is it exempt from registration?	(a)	sponsor, general partner, managing member (or equivalent) of pooled investment	
(b) If the answer is yes, under what exemption?	vehic		i
		Yes	2 K
(a) Is the related person registered with a foreign financial regulatory authority?	Ġ.	Do you <i>control</i> or are you <i>controlled</i> by the <i>related person?</i>	o.
 (b) If the answer is yes, list the name and country, in English, of each foreign financial regulatory authority with which the related person is registered. No Information Filed 	7. Are you and the	Are you and the <i>related person</i> under common <i>control?</i>	· <u>o</u>
Do you and the <i>related person</i> share any <i>supervised persons?</i>	O 8. (a)	Does the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection $ $	٥
Do you and the <i>related person</i> share the same physical location?	(a)	EC and you have answered "yes," to Cresumption that you are not 16(4)(2)(3) from the related in	C)
	funds or se	<i>beson</i> and thus are not required to obtain a surprise examination for your <i>crems</i> funds or securities that are maintained at the <i>related person?</i>	
Legal Name of <i>Related Person</i> : RIVA CAPITAL MANAGEMENT, LLC	(c) If you have	"yes" to questlon sible for <i>custody</i> c	
Primary Business Name of <i>Related Person</i> : RIVA CAPITAL MANAGEMENT, LLC	Number an City: If this addr	Number and Street 1: City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box: □	
		Yes No	S No
Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)	9. (a) If the <i>relat</i>	If the <i>related person</i> is an investment adviser, is it exempt from registration? $_{ m C}$	o
	(b) If the answ	If the answer is yes, under what exemption?	

10. (a) Is the related person registered with a foreign financial

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Do you and the related person share any supervised persons

Do you and the related person share the same physical locat

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Related Person is: (check all that apply)

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If the answer is yes, list the name and country, in English, of each foreign financial

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Related Person's CRD Number (if any):

or Other

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regulatory authority with which the related person is registered.

10. (a) Is the related person registered with a foreign financial regulatory authority?

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11. Do you and the related person share any supervised persons?

Do you control or are you controlled by the related person?

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Are you and the related person under common control?

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o. (a) Does the related person act as with advisory services you proved by If you are registering or register question 8(a) above, have you operationally independent (pursperson and thus are not require funds or securities that are main (c) If you have answered "yes" to operson's office responsible for on the conformation of
(b) If the diswer is yes, list the half regulatory authority with which 11. Do you and the related person share 12. Do you and the related person share
Legal Name of <i>Related Person:</i> RIVA CAPITAL MANAGEMENT III, LLC
Primary Business Name of <i>Related P.</i> RIVA CAPITAL MANAGEMENT III, LLC
Related Person's SEC File Number (if " or Other
Related Person's CRD Number (if any

o O o O O Yes No C C O Ċ O Ģ φ. answered "yes" to question 8.(a) above, provide the location of the *related* ice responsible for *custody* of your *clients*' assets: ir is yes, list the name and country, in English, of each foreign financial inthority with which the related person is registered.

No Information Filed egistering or registered with the SEC and you have answered "yes," to a) above, have you overcome the presumption that you are not ly independent (pursuant to rule 206(4)-(2)(d)(5)) from the related thus are not required to obtain a surprise examination for your clients curitles that are maintained at the related person? ated person act as a qualified custodian for your clients in connection id person is an investment adviser, is it exempt from registration? ed person registered with a foreign financial regulatory authority? State: Country: ZIP+4/Postal Code: Number and Street 2: elated person share the same physical location? elated person share any supervised persons? y services you provide to cilents? er is yes, under what exemption? Street 1:

SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-) Name of Related Person: NAGEMENT III, LLC

)

CRD Number (if any):

Yes No

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	ପ ପ ଡ ଡ	registered municipal advisor registered security-based swap dealer	
	(e)	major security-based swap participant	12. Do you and the <i>related person</i> share the same physical location?
	(.) exer	 commodity pool operator or commodity trading advisor (whether registered or exempt from registration) 	
	<u>□</u> (6)	futures commission merchant	
	<u>п</u> (banking or thrift institution	SECTION 7.5.(1) Private Fund Reporting
	⊑ I € '	trust company	
	□ (6 :	accountant or accounting firm	A. PRIVATE FUND
	= E € €	lawyer or law firm incurance rombany or agency	
	: [neurance company or agency	Information About the Private Fund
	(E)	real estate broker or dealer	
	(o)	 sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment values. 	1. (a) Name of the private fund: ABRAMS CAPITAL PARTNERS I. L.P.
	ا کا (ق	sponsor, general partner, managing member (or equivalent) of pooled investment	(b) Private fund identification number:
	Ven	Yenicles Yes No	805-3683574719
6.	Do you a	Do you control or are you controlled by the related person?	
7.	Are you a	Are you and the <i>related person</i> under common <i>control?</i>	2. Under the laws of what state or country is the <i>private fund</i> organized: State: Country:
ထ	(a) Does	Does the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection	Delaware UNITED STATES
		C	3. Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving In a similar capacity):
	que opei pers	question 6(a) above, nave you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-(2)(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients</i> '	Name of General Partner, Manager, Trustee, or Director ABRAMS CAPITAL, LLC
	fund (c) If yo	funds or securitles that are maintained at the <i>related person!</i> If you have answered "yes" to question 8.(a) above, provide the location of the <i>related</i> one-son's office responsible for custody of your <i>clients</i> ' assets:	4. The private fund (check all that apply; you must check at least one):
	N N	Number and Street 1: Number and Street 2: Country: State: Country: ZiP+4/Postal Code:	区 (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940
	1 1	ate residence, check this box: 「	[3] (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940
6,		If the <i>related person</i> is an investment adviser, is it exempt from registration? $ $	5. Ust the name and country, in English, of each foreign financial regulatory authority with
	(b) If th	If the answer is yes, under what exemption?	which the private fund is registered.
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If the answer is yes, list the name and country, in English, of each foreign financial regulatory authority with which the related person is registered.

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<u>a</u> 10. (a)

11. Do you and the related person share any supervised persons?

broker-dealer, municipal securities dealer, or government securities broker or dealer

other investment adviser (including financial planners)

Related Person is: (check all that apply)

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registered municipal advisor

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Is the related person registered with a foreign financial regulatory authority?

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(a) Is this a "master fund" in a master-feeder arrangement?

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is the name and private fund identification number (if any) of the feeder funds investing In this private fund? (b) If yes, what

No Information Filed

Yes No

(c) Is this a "feeder fund" in a master-feeder arrangement?

(d) If yes, what is the name and private fund identification number (if any) of the master fund in which this *private fund* invests?

Name of the Private Fund

Private Fund Identification Number: (include the "805-" prefix also)

NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1). for the master-feeder arrangement or reporting on the funds separately If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions: ζ.

No Information Filed

fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund. funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more

Yes No Ü O

(b) If yes, does the private fund invest in funds managed by you or by a related person?

(a) Is this *private fund* a "fund of funds"?

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NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, whether or not they are also private funds, or registered investment companies.

Yes No

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Yes No

 $oldsymbol{\circ}$ hedge fund $_{oldsymbol{\circ}}$ liquidity fund $_{oldsymbol{\circ}}$ convitized asset fund o venture capital fund o Other private fund

What type of fund is the private fund? 10.

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C

During your last fiscal year, did the private fund invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?

o;

W-D - Schedule D

NOTE: For funds of funds, refer to the funds in which the private fund invests. For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.

11. Current gross asset value of the private fund:

\$ 339,700,616

Ownership

12. Minimum investment commitment required of an investor in the private fund:

\$ 5,000,000

NOTE: Report the amount routinely required of investors who are not your related persons (even if different from the amount set forth in the organizational documents of the fund).

13. Approximate number of the private fund's beneficial owners:

What is the approximate percentage of the private fund beneficially owned by you and your related persons: 24% 14.

15. What is the approximate percentage of the private fund beneficially owned (in the aggregate) by funds of funds:

What is the approximate percentage of the private fund beneficially owned by non-United States persons: 16.

Your Advisory Services

Yes No

http://www.advisarinfo.sec.gov/lapd/content/viewform/adv/Sections/lapd_AdvScheduleDSection.aspx/ORG_PK=1557298RGLTR_PK=500008STATE_CD=...

(c) The location of the auditing firm's office responsible for the private fund's audit (city, state and country): City: State: City:	BOSTON Massachusetts UNITED STATES	Yes No (d) Is the auditing firm an <i>Independent public accountant?</i> (e) Is the auditing firm registered with the Public Company Accounting Oversight Board?	(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules?	(g) Are the <i>private fund</i> 's audited financial statements distributed to the <i>private fund</i> 's or investors? (h) Does the report prepared by the auditing firm contain an unqualified opinion? Yes C No C Report Not Yet Received If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available.	Yes No 24. (a) Does the <i>private fund</i> use one or more prime brokers? If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the <i>private fund</i> uses. If the <i>private fund</i> uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker. Additional Prime Broker Information: 1 Record(s) Filed.	If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the <i>private fund</i> uses. If the <i>private fund</i> uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.	(b) Name of the prime broker: J.P. MORGAN CLEARING CORP. The management of the prime broker: Anstronge of the prime broker: The prime of the prime of the prime broker: The prime of t
(b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if any, of the adviser of the private fund. If the answer to question 17(a) is "no," leave this question blank.	No Information Flied	18. (a) Do any other investment advisers advise the <i>priva</i> te <i>fund?</i> (b) If the answer to question 18(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>priva</i> te <i>fund</i> . If the answer to question 18(a) is "no," leave this question blank. No Information Filed	19. Are your <i>clients</i> solicited to invest in the <i>private fund?</i> 20. Approximately what percentage of your <i>clients</i> has invested in the <i>private fund?</i> 0%	Private Offering Yes No 21. Does the private fund rely on an exemption from registration of its securities under Regulation D of the Securities Act of 1933? 22. If yes, provide the private fund's Form D file number (if any): Form D file number 0.0.1129426	B. SERVICE PROVIDERS Auditors Yes No 23. (a) (1) Are the <i>private fund's</i> financial statements subject to an annual audit?	(2) Are the financial statements prepared in accordance with U.S. GAAP? If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm. Additional Auditor Information: 1 Record(s) Filed.	If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm. (b) Name of the auditing firm: ERNST & YOUNG LLP Www.advisatio.sec.gov/advicator/www.madvisation.advicator/adv

w-v - oanstale u

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17. (a) Are you a subadviser to this private fund?

Yes No (d) Location of prime broker's office used principally by the private fund (city, state and O (e) Does this prime broker act as custodian for some or all of the private fund's io (c) If the prime broker is registered with the SEC, its registration number: UNITED STATES Massachusetts CRD Number (if any): 28432 8 - 43724 City: BOSTON country);

Yes No Ò

UNITED STATES

Massachusetts

Country:

PELL - SUBMEU

assets (city, state and country):

City: Boston

c

(e) Is the custodian a related person of your firm?

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

CRD Number (if any):

Custodian

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the *private fund* uses. If the *private fund* uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

25. (a) Does the private fund use any custodians (including the prime brokers listed above) to hold some or all of its assets?

(b) Legal name of custodian:J.P. MORGAN CLEARING CORP.

Yes No

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

Additional Custodian Information: 4 Record(s) Filed.

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the *private fund* uses. If the *private fund* uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

- (b) Legal name of custodian: BANK OF AMERICA CORPORATION

(c) Primary business name of custodian: BANK OF AMERICA CORPORATION

(d) The location of the custodian's office responsible for custody of the private fund's

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Yes No (d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country): o UNITED STATES Country: (e) Is the custodian a related person of your firm? (c) Primary business name of custodian: J.P. MORGAN CLEARING CORP. New York State: City: NEW YORK

ntp://www.adviserinfo.sec.gov/lapdicontent/Mewform/ladv/Sectionandapd_Adv/SchaduleDSection.aspx/RORG_PI/s=1557284RGLTR_PK=500008.STATE_CD=...

Yes No If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the *private fund* uses. If the *private fund* uses more than one custodian, you must complete questions (b) through (f) separately for each custodian. (d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country): (f) If the custodian is a broker-dealer, provide its SEC registration number (if any) (f) If the custodian is a broker-dealer, provide its SEC registration number (if any) UNITED STATES Country: (e) Is the custodian a related person of your firm? (b) Legal name of custodian: STATE STREET BANK & TRUST COMPANY (c) Primary business name of custodian: STATE STREET BANK & TRUST COMPANY Massachusetts State: CRD Number (if any): 28432 CRD Number (if any): 8 - 43724 City: BOSTON

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the *private fund* uses. If the *private fund* uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian:

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THE BANK OF NEW YORK MELLON CORPORATION IAPD - Schedule D

Primary business name of custodian: THE BANK OF NEW YORK MELLON

(d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

City: NEW YORK

Country:

UNITED STATES

Yes No

New York

(e) Is the custodian a related person of your firm?

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

CRD Number (If any):

Administrator

26. (a) Does the private fund use an administrator other than your firm?

Yes No

© o If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

Additional Administrator Information : 1 Record(s) Filed.

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

(b) Name of the administrator: SS&C TECHNOLOGIES, INC.

(c) Location of administrator (city, state and country):

State: City: LAMBERTON

UNITED STATES

Country:

(d) Is the administrator a related person of your firm?

Yes No

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- (e) Does the administrator prepare and send investor account statements to the Some (provided to some but not all Investors) o No (provided to no investors) CYes (provided to all investors)
- If the answer to 26(e) is "no" or "some," who sends the investor account statements to the (rest of the) *private fund*'s investors? If investor account statements are not sent to the (rest of the) *private fund*'s investors, respond "not applicable." THE REGISTRANT $\boldsymbol{\varepsilon}$

27. During your last fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person?

established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such person. Include only those assets where (i) such person carried out the valuation procedure

Marketers

28. (a) Does the private fund use the services of someone other than you or your employees for marketing purposes?

Yes No

fund uses. If the private fund uses more than one marketer you must complete questions (b) through (g) separately for each marketer. You must answer "yes" whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar person. If the answer to 28(a) is "yes", respond to questions (b) through (g) below for each such marketer the private

No Information Filed

A. PRIVATE FUND

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Information About the *Private Fund*

MPD - Schedule D

- ABRAMS CAPITAL PARTNERS II, L.P. (a) Name of the private fund:
- (b) Private fund identification number: (include the "805-" prefix also) 805-9376746407

Under the laws of what state or country is the private fund organized: UNITED STATES Delaware 7

Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):

Name of General Partner, Manager, Trustee, or Director ABRAMS CAPITAL, ILC The private fund (check all that apply; you must check at least one); 4

(1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940
 (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940

List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered. 'n

No Information Filed

(a) Is this a "master fund" In a master-feeder arrangement? ø.

Yes No

(b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?

No Information Filed

(c) Is this a "feeder fund" in a master-feeder arrangement?

Yes No

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er (if any) of the master	
name and <i>private fund</i> identification numb private fund invests?	

Name of the Private Fund:

Private Fund Identification Number: (include the "805-" prefix also)

NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1). for the master-feeder arrangement or reporting on the funds separately. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions: ۲.

No Information Filed

fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund. funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master questions 6 and 7, in a master-feeder arrangement, one or more NOTE: For purposes of

Yes No

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NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, whether or not they are also private funds, or registered investment companies.

(b) If yes, does the private fund invest in funds managed by you or by a related

(a) Is this private fund a "fund of funds"?

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Yes No

During your last fiscal year, did the *private fund* invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?

9.

What type of fund is the private fund? . 0

o hedge fund $_{f C}$ liquidity fund $_{f C}$ private equity fund $_{f C}$ real estate fund $_{f C}$ securitized asset fund C venture capital fund C Other private fund http//www.achiserinfo.sec.gov/rapd/content/viewform/ach/Sections/lapd_AdvScheduleDSectionaspa/ORG_PK=1557298RGLTR_PK=500008STATE_CD=...

NOTE: For funds of funds, refer to the funds in which the private fund invests. For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.

Current gross asset value of the private fund: 11.

\$ 5,192,254,224

Ownership

12. Minimum investment commitment required of an investor in the private fund:

\$ 5,000,000

NOTE: Report the amount routinely required of investors who are not your related persons (even if different from the amount set forth in the organizational documents of the fund).

13. Approximate number of the private fund's beneficial owners:

What is the approximate percentage of the private fund beneficially owned by you and your related persons: 4.

What is the approximate percentage of the private fund beneficially owned (in the aggregate) by funds of funds: 15,

What is the approximate percentage of the private fund beneficially owned by non-United States persons: 16.

%

Your Advisory Services

17. (a) Are you a subadviser to this private fund?

Yes No

- (a) Do any other investment advisers advise the private fund?
- (b) If the answer to question 18(a) is "yes," provide the name and SEC file number, if any, of o

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http://www.ach/serinfo.sec.gov/ispd/content/Mewform/ach	www.anhsettho.sec.gov/inpub/contant/Mow/tamidatv/Sociana/apd_AdvScheduleDSocianaspar/ORG_PK=1557204RGLTR_PK=5000065TATE_CD= 27779
(b) Name of the prime J.P. MORGAN CLEAR	
If the answer to 24(a) is prime broker the <i>privat</i> broker, you must comp	through (f) separately for each auditing firm.
Additional Prime Broke	If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b)
If the answer to 24(a) is broker the <i>private fund</i> umust complete questions	ر Additional Auditor Information : 1 Record(s) Filed.
24. (a) Does the private fund us	private fair uses more than one against an index complete questions (b) an ough
Prime Broker	If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private find uses more than one auditing firm, you must complete questions (b) through
If you check "Report Not Form ADV to update you	23. (a) (1) Are the <i>private fund's</i> financial statements subject to an annual audit? O C (2) Are the financial statements prepared in accordance with U.S. GAAP? O C
(h) Does the report prepared O Yes O No O Report	Auditors
(a) Are the <i>private fund's</i> au	B. SERVICE PROVIDERS
	701-129322
	22. If yes, provide the <i>private fund</i> 's Form D file number (if any): Form D file number
(f) If "yes" to (e) above the Public Company rules?	
(e) Is the auditing firm Oversight Board?	21. Does the private fund rely on an exemption from registration of its securities under OC
(d) Is the auditing firm	Private Offering
City: Sta BOSTON Ma	20. Approximately what percentage of your <i>clients</i> has invested in the <i>private fund?</i> 0%
(c) The location of the (city, state and cou	Yes No 19. Are your <i>clients</i> solicited to invest in the <i>private fund?</i>
ERNST & YOUNG LLI	question blank. No Information Filed
	the other advisers to the private ruliu. It the answer to question total is not, leave this direction hank.

auditing firm's office responsible for the *private fund*'s audit ntry):

ssachusetts

UNITED STATES

an independent public accountant?

Yes No

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registered with the Public Company Accounting

e, is the auditing firm subject to regular inspection by Accounting Oversight Board in accordance with its

Yes No dited financial statements distributed to the private fund's ${\bf C}$

by the auditing firm contain an unqualified opinion? Not Yet Received Yet Received," you must promptly file an amendment to your r response when the report is available.

s "yes," respond to questions (b) through (e) below for each prime uses. If the private fund uses more than one prime broker, you (b) through (e) separately for each prime broker.

er Information : 1 Record(s) Filed.

is "yes," respond to questions (b) through (e) below for each te fund uses. If the private fund uses more than one prime olete questions (b) through (e) separately for each prime broker.

ING CORP. oroker:

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APD - Schedule D

(c) If the prime broker is registered with the SEC, its registration number:

8 - 43724

CRD Number (if any): 28432

(d) Location of prime broker's office used principally by the private fund (city, state and country):

State: City: Boston

Massachusetts

UNITED STATES

Yes No Ü (e) Does this prime broker act as custodian for some or all of the private fund's to

assets?

Custodian

Yes No

25. (a) Does the private fund use any custodians (including the prime brokers listed above) to hold some or all of its assets?

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

Additional Custodian Information: 4 Record(s) Filed.

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the *private fund* uses. If the *private fund* uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

- (b) Legal name of custodian: BANK OF AMERICA CORPORATION
- Primary business name of custodian: BANK OF AMERICA CORPORATION 9
- (d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

State: CITY:

BOSTON

Country:

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UNITED STATES Massachusetts

MPD - Schedule D

(e) Is the custodian a related person of your firm?

Yes No

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

CRD Number (if any):

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian:J.P. MORGAN CLEARING CORP.

(c) Primary business name of custodian: J.P. MORGAN CLEARING CORP.

(d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

New York State: City: NEW YORK

UNITED STATES

Country:

Yes No

(e) Is the custodian a related person of your firm?

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

8 - 43724

CRD Number (if any): 28432

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

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APD - Schedule D

(b) Legal name of custodian: STATE STREET BANK & TRUST COMPANY

(c) Primary business name of custodian: STATE STREET BANK & TRUST COMPANY

(d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

State: City: Boston

Country:

Massachusetts

UNITED STATES

(e) Is the custodian a related person of your firm?

Yes No

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

CRD Number (if any):

custodian the private fund uses. If the private fund uses more than one custodian, you If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian: THE BANK OF NEW YORK MELLON CORPORATION

(c) Primary business name of custodian: THE BANK OF NEW YORK MELLON

(d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

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(f) If the custodian is a broker-dealer, provide its SEC registration number (if any) UNITED STATES Country: (e) Is the custodian a related person of your firm? New York State: CRD Number (If any): City: NEW YORK

Yes No

Administrator

26. (a) Does the private fund use an administrator other than your firm?

Yes No If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

Additional Administrator Information: 1 Record(s) Filed.

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

(b) Name of the administrator: SS&C TECHNOLOGIES, INC. (c) Location of administrator (city, state and country):

City: LAMBERTON

UNITED STATES Connecticut

(d) Is the administrator a related person of your firm?

Yes No

(e) Does the administrator prepare and send investor account statements to the private fund's investors? ec.gov/fapd/content/viewform/ab//Sections/apd_Adv/ScheckleDSection.es.px/ORG_PK<155729&RGLTR_PK<500008STATE_CD=...

MPD - Schedule D

Some (provided to some but not all investors) o No (provided to no investors) C Yes (provided to all investors)

If the answer to 26(e) is "no" or "some," who sends the investor account statements to the (rest of the) private fund's investors? If investor account statements are not sent to the (rest of the) private fund's investors, respond "not THE REGISTRANT applicable." ε

During your last fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person? 27.

Include only those assets where (i) such person carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such person.

Marketers

28. (a) Does the private fund use the services of someone other than you or your employees for marketing purposes?

is "yes", respond to questions (b) through (g) below for each such marketer the private fund uses. If the private fund uses more than one marketer you must complete questions (b) through (g) separately for each marketer. You must answer "yes" whether the person acts as a placement agent, consultant, finder, Introducer, municipal advisor or other solicitor, or similar person. If the answer to 28(a)

No Information Filed

A. PRIVATE FUND

Information About the Private Fund

GREAT HOLLOW INTERNATIONAL, L.P. (a) Name of the private fund:

H

(b) Private fund identification number: (include the "805-" prefix also) p://www.advisetinfo.sec.gov/iapd/corbent/Mew/torm/adv/Sectors/fapd_Adv/ScheduleD/Sector.aspa/70RG_PK=1557294RGLTR_PK=50000&STATE_CD=...

4.

The private fund (check all that apply; you must check at least one):

List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.

'n

Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar

m

Name of General Partner, Manager, Trustee, or Director

GREAT HOLLOW PARTNERS, LLC

Under the laws of what state or country is the private fund organized:

'n

Country:

CAYMAN ISLANDS

IAPO - Schoolle D

805-7719745873

Name of Country/English Name of Foreign Financial Regulatory Authority

Cayman Islands - Cayman Islands Monetary Authority

(a) Is this a "master fund" in a master-feeder arrangement?

ø.

Yes No

(c) Is this a "feeder fund" In a master-feeder arrangement?

(d) If yes, what is the name and private fund identification number (if any) of the master fund in which this private fund invests?

Name of the Private Fund:

Private Fund Identification Number: (include the "805-" prefix also)

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Yes No

O Ō (b) If yes, what is the name and private fund identification number (if any) of the feeder

Private Fund Identification Number

805-2859243592

ABRAMS CAPITAL INTERNATIONAL, LTD.

Private Fund Name

funds investing in this private fund?

Yes No

NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1), for the master-feeder arrangement or reporting on the funds separately.

If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

ζ.

Additional Feeder Fund Information : 1 Record(s) Filed.

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

(a) Name of the private fund:

ABRAMS CAPITAL INTERNATIONAL, LTD.

(b) Private fund identification number: (include the "805-" prefix also)

805-2859243592

(

(c) Under the laws of what state or country is the private fund organized:

CAYMAN ISLANDS

(d) Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):

Name of General Partner, Manager, Trustee, or Director SCOTT DAKERS (DIRECTOR) WILLIAM P. WALL (DIRECTOR) ROGER HANSON (DIRECTOR)

(e) The private fund (check all that apply; you must check at least one):

(1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940

(2) qualifies for the exclusion from the definition of investment company under 区 (2) qualifies for the exclusion from the definition or section 3(c)(7) of the Investment Company Act of 1940

List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered. $\mathbf{\epsilon}$

Name of Country/English Name of Foreign Financial Regulatory Authority Cayman Islands - Cayman Islands Monetary Authority ttp://www.ab/iserinto.sec.gov/lapd/content/viewform/ab//Sections/lapd_Ab/ScheduleDSection.aspx/ORG_PK=1557288RGLTR_PK=5000045TATE_CD=...

WIV - SCHOOLBU

funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund. one or more questions 6 and 7, in a master-feeder arrangement, NOTE: For purposes of

(a) Is this private fund a "fund of funds"?

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person?

(b) If yes, does the private fund invest in funds managed by you or by a related

Yes No

NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, whether or not they are also private funds, or registered investment companies.

Ç investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)? During your last fiscal year, did the private fund invest in securities issued by 6

Ō Yes No

What type of fund is the private fund?

inedge fund $_{\mathbb{C}}$ liquidity fund $_{\mathbb{C}}$ private equity fund $_{\mathbb{C}}$ real estate fund $_{\mathbb{C}}$ securitized asset fund C venture capital fund C Other private fund NOTE: For funds of funds, refer to the funds in which the private fund invests. For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.

11. Current gross asset value of the private fund:

\$ 359,248,296

Ownership

12. Minimum investment commitment required of an investor in the private fund:

\$ 5,000,000

NOTE: Report the amount routinely required of investors who are not your related persons (even if different from the amount set forth in the organizational documents of the fund).

13. Approximate number of the private fund's beneficial owners:

4

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ivate fund beneficially owned by you and your		
14. What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your	related persons:	23%

What is the approximate percentage of the private fund beneficially owned (in the aggregate) by funds of funds: 15.

What is the approximate percentage of the private fund beneficially owned by non-United States persons: 16.

Your Advisory Services

70%

17. (a) Are you a subadviser to this private fund?

Yes No

(b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if any, of the adviser of the private fund. If the answer to question 17(a) is "no," leave this question blank.

Yes No

18. (a) Do any other investment advisers advise the private fund?

(b) If the answer to question 18(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the private fund. If the answer to question 18(a) is "no," leave this question blank.

No Information Filed

Yes No

o O

Approximately what percentage of your clients has invested in the private fund?

Are your clients solicited to invest in the private fund?

20.

Private Offering

Does the private fund rely on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?

Yes No

22. If yes, provide the private fund's Form D file number (if any):

Form D file number 021-172406

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nttp://www.ach/serfnfo.sec.gov/lapd

Auditors

23. (a) (1) Are the private fund's financial statements subject to an annual audit?

-

Yes No O 0

0 0

(2) Are the financial statements prepared in accordance with U.S. GAAP?

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

Additional Auditor Information : 1 Record(s) Filed.

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

(b) Name of the auditing firm: ERNST & YOUNG, LTD.

The location of the auditing firm's office responsible for the *private fund*'s audit (city, state and country): છ

City: GRAND CAYMAN

Country: State: CAYMAN ISLANDS

(d) Is the auditing firm an independent public accountant?

Yes No

(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?

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If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules? ε

Yes No O (g) Are the private fund's audited financial statements distributed to the private fund's .6 investors?

(h) Does the report prepared by the auditing firm contain an unqualifled opinion?

o Yes C No C Report Not Yet Received

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Prime Broker

24. (a) Does the private fund use one or more prime brokers?

0 Yes No

If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

Additional Prime Broker Information: 1 Record(s) Filed.

broker, you must complete questions (b) through (e) separately for each prime broker. If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime

(b) Name of the prime broker: J.P. MORGAN CLEARING CORP.

(c) If the prime broker is registered with the SEC, its registration number:

8 - 43724

CRD Number (if any): 28432

(d) Location of prime broker's office used principally by the private fund (city, state and country);

State: City: BOSTON

Massachusetts

UNITED STATES

Country:

(e) Does this prime broker act as custodian for some or all of the private fund's .

Yes No

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assets?

APD - Schedule D

Custodlan

25. (a) Does the private fund use any custodians (including the prime brokers listed above) to hold some or all of its assets?

Yes No О •

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the *private fund* uses. If the *private fund* uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

Additional Custodian Information : 3 Record(s) Filed.

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the *private fund* uses. If the *private fund* uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian: J.P. MORGAN CLEARING CORP.

(c) Primary business name of custodian: J.P. MORGAN CLEARING CORP.

(d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

UNITED STATES Country: **Vew York** City: NEW YORK

Yes No

(e) Is the custodian a related person of your firm?

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

CRD Number (if any): 28432 8 - 43724

ĝ ttp://www.adviserinto.sec.gov/lapid/contant/Mewform/adv/Sections/lapid_Adv/ScheduleDSection.aspx/DRG_PK=1557284RGLTR_PK=500008STATE_CD=...

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If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian: STATE STREET BANK & TRUST COMPANY

(c) Primary business name of custodian: STATE STREET BANK & TRUST COMPANY

(d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

State: City: BOSTON

Country:

Massachusetts

UNITED STATES

Yes No

(e) Is the custodian a related person of your firm?

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

CRD Number (if any):

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian: THE BANK OF NEW YORK MELLON CORPORATION

Primary business name of custodian:

THE BANK OF NEW YORK MELLON ©

(d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

City: NEW YORK

Country:

State:

UNITED STATES New York

(e) Is the custodian a related person of your firm?

£ ttp://www.adviserinfo.sec.gov/lapd/content/Mewform/adv/Sections/lapd_AdvScheduleDSection.aspx/ORG_PK=1557294RGLTR_PK=500008STATE_CD=...

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any) CRD Number (if any):

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APD - Schedule D

3/20/2015

Administrator

26. (a) Does the private fund use an administrator other than your firm?

Yes No Q

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the *private fund* uses more than one administrator, you must complete questions (b) through (f) .0 separately for each administrator.

Additional Administrator Information: 1 Record(s) Filed.

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

(b) Name of the administrator: SS&C TECHNOLOGIES, INC.

(c) Location of administrator (city, state and country):

LAMBERTON

UNITED STATES Connecticut

(d) Is the administrator a related person of your firm?

Yes No

(e) Does the administrator prepare and send investor account statements to the private fund's Investors?

 $_{\tilde{G}}$ Yes (provided to all investors) $_{\tilde{G}}$ Some (provided to some but not all investors) o No (provided to no investors) If the answer to 26(e) is "no" or "some," who sends the investor account statements to the (rest of the) *private fund's* investors? If investor account statements are not sent to the (rest of the) *private fund's* investors, respond "not applicable." €

THE REGISTRANT PREPARES ACCOUNT STATEMENTS, WHICH THE ADMINISTRATOR DISTRIBUTES TO INVESTORS.

Yes No

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5

27. During your last fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person?

valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such person. established for that asset, if any, including obtaining any relevant quotes, and (ii) the Include only those assets where (i) such person carried out the valuation procedure

Marketers

28. (a) Does the private fund use the services of someone other than you or your employees for marketing purposes?

is "yes", respond to questions (b) through (g) below for each such marketer the *private fund* uses. If the *private fund* uses more than one marketer you must complete questions You must answer "yes" whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar person. If the answer to 28(a) fund uses. If the private fund uses more than (b) through (g) separately for each marketer.

No Information Filed

Information About the Private Fund

A. PRIVATE FUND

RIVA CAPITAL PARTNERS II, L.P. (a) Name of the private fund:

(b) Private fund Identification number: (include the "805-" prefix also)

805-2601324708

Under the laws of what state or country is the private fund organized: State:

'n

UNITED STATES

Delaware

43/78 Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar Whewformbath/Sections/apd_AdvScheduleDSection.aspx7ORG_PK=1557298RGLTR_PK=500008STATE_CD=... http://www.adviserInfo.sec.gov/lapd/co

capacity): 3/20/2015

APD - Schedule D

Name of General Partner, Manager, Trustee, or Director

RIVA CAPITAL MANAGEMENT II, LLC

The private fund (check all that apply; you must check at least one):

4.

(1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940 (2) qualifies for the exclusion from the defined

(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940

List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.

'n

Yes No

No Information Filed

(a) Is this a "master fund" in a master-feeder arrangement?

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Yes No

(b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?

No Information Filed

(c) Is this a "feeder fund" in a master-feeder arrangement?

Yes No (d) If yes, what is the name and private fund identification number (if any) of the master fund in which this private fund invests?

Name of the Private Fund:

Private Fund Identification Number:

(include the "805-" prefix also)

NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1). for the master-feeder arrangement or reporting on the funds separately.

If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions: ۲.

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MPD - Schedule D

No Information Filed

fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

(a) Is this private fund a "fund of funds"?

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(b) If yes, does the private fund invest in funds managed by you or by a related person? NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, whether or not they are also private funds, or registered investment companies.

Yes No

During your last fiscal year, did the *private fund* invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?

9

What type of fund is the private fund? 9

real estate fund c securitized \circ hedge fund $_{\rm C}$ liquidity fund $_{\rm C}$ private equity fund $_{\rm C}$ asset fund O venture capital fund O Other private fund NOTE: For funds of funds, refer to the funds in which the private fund invests. For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.

Current gross asset value of the private fund:

\$ 116,902,719

Ownership

12. Minimum investment commitment required of an investor in the private fund:

\$ 5,000,000

NOTE: Report the amount routinely required of investors who are not your related persons (even if different from the amount set forth in the organizational documents of the fund).

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13. Approximate number of the private fund's beneficial owners: 3/20/2015

APD - Schedule D

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14. What is the approximate percentage of the private fund beneficially owned by you and your

related persons:

What is the approximate percentage of the private fund beneficially owned (in the aggregate) by funds of funds: 15.

What is the approximate percentage of the private fund beneficially owned by non-United States persons: 16.

Yes No

Your Advisory Services

17. (a) Are you a subadviser to this private fund?

Yes No (b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if any, of the adviser of the private fund. If the answer to question 17(a) is "no," leave this question blank.

No Information Filed

Yes No

18. (a) Do any other investment advisers advise the private fund?

(b) If the answer to question 18(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the *private fund*. If the answer to question 18(a) is "no," leave this question blank.

No Information Filed

Yes No

19. Are your clients solicited to invest in the private fund?

Approximately what percentage of your clients has invested in the private fund?

20.

Private Offering

Does the *private fund* rely on an exemption from registration of its securities under Regulation D of the Securities Act of 1933? 21.

Yes No

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22. If yes, provide the private fund's Form D file number (if any):

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	RS			(2) Are the financial statements prepared in accordance with U.S. GAAP?	If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm. Additional Auditor Information: 1 Record(s) Filed.	If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.	(b) Name of the auditing firm: ERNST & YOUNG LLP	(c) The location of the auditing firm's office responsible for the <i>private fund</i> 's audit (city, state and country):	State: Country:	Massachusetts UNITED STATES	Yes No	(d) Is the auditing firm an <i>independent public accountant?</i>	(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?	At the live of the second state of the second state of the second
021-120573	B. SERVICE PROVIDERS	Auditors	(a) (1) Are the	(2) Are the	If the answer funct (f) separate	If the ansv private fur through (f	(b) Name	(c) The loc (city, s	Clty:	NO 1000		(d) Is the	(e) Is the Oversi	• • •

Yes No (g) Are the private fund's audited financial statements distributed to the private fund's o (investors?

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Form D file number

(h) Does the report prepared by the auditing firm contain an unqualified opinion?

o Yes O No C Report Not Yet Received

If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available.

Prime Broker

24. (a) Does the private fund use one or more prime brokers?

Yes No If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

Additional Prime Broker Information: 1 Record(s) Filed.

If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

(b) Name of the prime broker: J.P. MORGAN CLEARING CORP.

(c) If the prime broker is registered with the SEC, its registration number:

8 - 43724

CRD Number (if any): 28432

(d) Location of prime broker's office used principally by the private fund (city, state and country):

State: City: BOSTON

UNITED STATES

Country:

Massachusetts

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sec.gov/lapd/content/viewform/adv/Sections/lapd_AdvScheduleDSection.aspc/ORG_PK=155729&RGLTR_PK=50000&STATE_CD=...

Custodian

25. (a) Does the private fund use any custodians (including the prime brokers listed above) to hold some or all of its assets?

custodian the private fund uses. If the private fund uses more than one custodian, you If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each must complete questions (b) through (f) separately for each custodian.

Additional Custodian Information: 4 Record(s) Filed.

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian: BANK OF AMERICA CORPORATION

(c) Primary business name of custodian: BANK OF AMERICA CORPORATION

(d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

City: Boston

Massachusetts

UNITED STATES

Country:

(e) Is the custodian a related person of your firm?

Yes No

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

CRD Number (if any):

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APD - Schedule D

3/20/2015

Yes No C

custodian the *private fund* uses. If the *private fund* uses more than one custodian, you must complete questions (b) through (f) separately for each custodian. the answer to 25(a) is "yes," respond to questions (b) through (f) below for each

(b) Legal name of custodian: J.P. MORGAN CLEARING CORP.

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Primary business name of custodian: J.P. MORGAN CLEARING CORP.

Yes No

(d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

State: City: NEW YORK

Country:

UNITED STATES New York

(e) Is the custodian a related person of your firm?

Yes No

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

8 - 43724

CRD⁻Num̃ber (if any): 28432

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If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the *private fund* uses. If the *private fund* uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian: STATE STREET BANK & TRUST COMPANY

(c) Primary business name of custodian: STATE STREET BANK & TRUST COMPANY

(d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

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UNITED STATES Country: Massachusetts State: City: BOSTON

(e) Is the custodian a related person of your firm?

Yes No

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

CRD Number (if any):

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

THE BANK OF NEW YORK MELLON CORPORATION (b) Legal name of custodian:

(c) Primary business name of custodian: THE BANK OF NEW YORK

(d) The location of the custodian's office responsible for *custody* of the *private fund's* assets (city, state and country):

State: City: NEW YORK

UNITED STATES New York

Country:

Yes No .o

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(e) Is the custodian a related person of your firm?

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

CRD Number (if any):

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Administrator

APD - Schedule D

720/2015

Yes No

26. (a) Does the private fund use an administrator other than your firm?

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

No Information Filed

During your last fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person? 27.

established for that asset, If any, including obtaining any relevant quotes, and (II) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee Include only those assets where (i) such person carried out the valuation procedure calculations (including allocations) was the valuation determined by such person.

Marketers

28. (a) Does the private fund use the services of someone other than you or your employees for marketing purposes?

Yes No

introducer, municipal advisor or other solicitor, or similar person. If the answer to 28(a) is "yes", respond to questions (b) through (g) below for each such marketer the *private fund* uses. If the *private fund* uses more than one marketer you must complete questions You must answer "yes" whether the person acts as a placement agent, consultant, finder, (b) through (g) separately for each marketer.

No Information Filed

A. PRIVATE FUND

Information About the Private Fund

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IAPD - Schodule D	
	private fund;
	ne of the
	(a) Nar

(b) Private fund identification number:

RIVA CAPITAL PARTNERS III, L.P. (include the "805-" prefix also) No Information Filed

(c) Is this a "feeder fund" in a master-feeder arrangement?

 \Box (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940

The private fund (check all that apply; you must check at least one):

4.

[四] (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940

List the name and country, in English, of each *foreign financial regulatory authority* with which the *private fund* is registered.

'n

(b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund? (a) Is this a "master fund" in a master-feeder arrangement?

ø

Yes No

No Information Filed

8 diontent/Mewform/adv/Sedions/lapd_AdvScheduleDSedionaspa/ORG_PR=1557296RGLTR_PK=500004STATE_CD=...

Yes No

3720/2015

MPD - Schedule D

(d) If yes, what is the name and private fund identification number (if any) of the master fund in which this private fund invests? Name of the Private Fund:

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Private Fund Identification Number: (include the "805-" prefix also)

NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1). for the master-feeder arrangement or reporting on the funds separately. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the Instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions: ۲.

Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar

UNITED STATES

Defaware State:

Name of General Partner, Manager, Trustee, or Director

capacity):

က်

RIVA CAPITAL MANAGEMENT III, LLC

Under the laws of what state or country is the private fund organized:

7

805-1865158975

No Information Filed

NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

(a) Is this private fund a "fund of funds"?

œ

O (b) If yes, does the private fund invest in funds managed by you or by a related

·O

res No O

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NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, whether or not they are also private funds, or registered investment companies.

Yes No During your last fiscal year, did the *private fund* invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)? œ.

10. What type of fund is the private fund?

o hedge fund O liquidity fund C private equity fund C real estate fund C securitized private fund asset fund $_{m{C}}$ venture capital fund $_{m{C}}$ Other , http://www.adviserintusec.gov/iapd/content/viewform/adv/Sections/lapd_AdvSchedueDSection.aspx70RG_PK=15728&RGLTR_PK=50008STATE_CD=...

NOTE: For funds of funds, refer to the funds in which the *private fund* invests. For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.

Happann . a u

Current gross asset value of the private fund:

\$ 862,225,083

Ownership

12. Minimum investment commitment required of an investor in the private fund:

NOTE: Report the amount routinely required of investors who are not your related persons (even if different from the amount set forth in the organizational documents of the fund).

13. Approximate number of the private fund's beneficial owners:

14. What is the approximate percentage of the private fund beneficially owned by you and your

related persons: 9%

15. What is the approximate percentage of the private fund beneficially owned (in the aggregate) by funds of funds:

What is the approximate percentage of the *private fund* beneficially owned by non-*United* States persons: 16.

%

Your Advisory Services

17. (a) Are you a subadviser to this private fund?

Yes No

(b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if any, of the adviser of the private fund. If the answer to question 17(a) is "no," leave this question blank.

Yes No

http://www.adviserinfo.sec.gov/ispot/content/Mewform/Sections/lagd_AdvSchedueOSection.aspx/ORG_PK=1557204RGLTR_PK=50000457ATE_CD=...

Massachusetts

UNITED STATES

The location of the auditing firm's office responsible for the private fund's audit

(city, state and country):

ত্র

City: Boston

8 //www.adv/setitto.sec.gov/apd/content/viewform/adv/Sections/lapd_Adv/Section.aspx/ORG_PK=1557298RGLTR_PK=500004STATE_CD=...

8 0 0 8 0 0 (b) If the answer to question 18(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the private fund. If the answer to question 18(a) is "no," leave this question blank. Yes No Yes No If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) 21. Does the private fund rely on an exemption from registration of Its securities under Regulation D of the Securities Act of 1933? 20. Approximately what percentage of your cllents has invested in the private fund? 23. (a) (1) Are the private fund's financial statements subject to an annual audit? (2) Are the financial statements prepared in accordance with U.S. GAAP? 18. (a) Do any other investment advisers advise the private fund? 22. If yes, provide the private fund's Form D file number (if any): No Information Filed Addklonal Auditor Information : 1 Record(s) Filed. Are your clients solicited to invest in the private fund? through (f) separately for each auditing firm. (f) separately for each auditing firm. (b) Name of the auditing firm: ERNST & YOUNG LLP Form D file number B. SERVICE PROVIDERS Private Offering 021-163002 Auditors

APD - Schedule D

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Yes No (g) Are the private fund's audited financial statements distributed to the private fund's o investors?

(h) Does the report prepared by the auditing firm contain an unqualified opinion?

Yes C No C Report Not Yet Received

If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available.

Prime Broker

24. (a) Does the private fund use one or more prime brokers?

ō If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

Additional Prime Broker Information : 1 Record(s) Filed.

If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

(b) Name of the prime broker: 3.P. MORGAN CLEARING CORP.

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Yes No (d) Location of prime broker's office used principally by the private fund (city, state and (e) Does this prime broker act as custodian for some or all of the private fund's o assets? (c) If the prime broker is registered with the SEC, its registration number: UNITED STATES Country: Massachusetts State: (if any): CRD Number (28432 country): City: BOSTON

C

Custodian

Yes No

(a) Does the private fund use any custodians (including the prime brokers listed above) to hold some or all of its assets?

Yes No O

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custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian. If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each

Additional Custodian Information: 4 Record(s) Filed.

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the *private fund* uses. If the *private fund* uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

- (b) Legal name of custodian: BANK OF AMERICA CORPORATION
- Primary business name of custodian: BANK OF AMERICA CORPORATION O
- (d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

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3/20/2015

BOSTON Massachusetts UNITED STATES Yea No Is the custodian is a broker-dealer, provide its SEC registration number (if any) CRD Number (if any): CRD Number (if any): Legal name of custodian: CTIBANK, N.A. The location of the custodians office responsible for custody of the private fund's assets (city, state and country): CHIBANK, N.A. The location of the custodians office responsible for custody of the private fund's assets (city, state and country): CHIBANK, N.A. The location of the custodians office responsible for custody of the private fund's assets (city, state and country): CHY: State: CHY: New YORK New Y	200	•	Councy:	_
(e) is the custodian a related person of your firm? CRD Number (if any):		Massachusetts	STATES	 ;
(f) If the custodian is a broker-dealer, provide its SEC registration number (if any): CRD Number (if any): If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian. (b) Legal name of custodian: CITIBANK, N.A. CITIBANK, N.A. (c) Primary business name of custodian: CITIBANK, N.A. (d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country): CITIBANK, N.A. (d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country): CITIBANK, N.A. (e) Is the custodian a related person of your firm? CITIBANK (f) If the custodian is a broker-dealer, provide its SEC registration number (if any): CRD Number (if any):	e custodian	a related person of your		o ves vo
CRD Number (if any): If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian. (b) Legal name of custodian: CITIBANK, N.A. CITIBANK, N.A. (c) Primary business name of custodian: CITIBANK, N.A. New York UNITED STATES Yes NO (e) Is the custodian a related person of your firm? CITIBANK (if the custodian is a broker-dealer, provide its SEC registration number (if any) CRD Number (if any):	e custodian i	s a broker-dealer, provi	de Its SEC registration number (if an	· ·
newer to 25(a) is "yes," respond to questions (b) through (f) below for each nn the private fund uses. If the private fund uses more than one custodian, you miplete questions (b) through (f) separately for each custodian. Is an ame of custodian: BANK, N.A. BANK, N.A. BANK, N.A. Iocation of the custodian's office responsible for custody of the private fund's set (city, state and country): State: Country: Yes No re custodian a related person of your firm? Country: Country:	Number (if	any):		
newer to 25(a) is "yes," respond to questions (b) through (f) below for each nn the private fund uses. If the private fund uses more than one custodian, you miplete questions (b) through (f) separately for each custodian. Bank, N.A. Bank, N.A. Bank, N.A. I country: State: State: Country: State: Country: C			\	
custodian: ss name of custodian: the custodian's office responsible for <i>custody</i> of the <i>private fuste</i> and country): State: New York UNITED STATES 1 a related person of your firm? 1 is a broker-dealer, provide its SEC registration number (if an fany):	nswer to 25(a an the <i>privat</i> e omplete ques'	a) is "yes," respond to q e <i>fund</i> uses. If the <i>priva</i> , tions (b) through (f) sep	uestions (b) through (f) below for ea te fund uses more than one custodian arately for each custodian.	ch v, you
BANK, N.A. BACAK, N.A. BOCATION of the custodian's office responsible for custody of the private fund's state and country): State: Country: VYORK New York UNITED STATES Tes No Re custodian a related person of your firm? Country: Number (if any):	Legal name of cu CTTIBANK, N.A.	ıstodlan:		·
location of the custodian's office responsible for custody of the private fund's ets (city, state and country): State: Country: VYORK New York UNITED STATES Yes No ne custodian a related person of your firm? C CO Number (if any):	nary business IBANK, N.A.	i name of custodian:		
re custodian a <i>related person</i> of your firm? c o c o ie custodian is a broker-dealer, provide its SEC registration number (if any) Number (if any):	The location of the assets (city, state) City:	ne custodian's office res e and country): State: New York	ponsible for <i>custody</i> of the <i>priva</i> te fu Country: UNITED STATES	s.pu
le custodian is a broker-dealer, provide its SEC registration number (if any)) Number (if any):	he custodian	a <i>related person</i> of your	firm?	
	ne custodian i Number (if	is a broker-dealer, prov any):	ide Its SEC registration number (if an	<u>ج</u>

MPD - Schedule D

answer to 25(a) is "yes," respond to questions (b) through (f) below for each Jian the *private fund* uses. If the *private fund* uses more than one custodian, you complete questions (b) through (f) separately for each custodian.

name of custodian: 10RGAN CLEARING CORP.

ary business name of custodian:

location of the custodian's office responsible for *custody* of the *priva*te fund's ts (city, state and country):

State:

YORK

New York

UNITED STATES

Country:

Ves No

le custodian a related person of your firm?

le custodian is a broker-dealer, provide its SEC registration number (if any)

43724

Number (if any):

answer to 25(a) is "yes," respond to questions (b) through (f) below for each lan the private fund uses. If the private fund uses more than one custodian, you complete questions (b) through (f) separately for each custodian.

gal name of custodian: ATE STREET BANK & TRUST COMPANY

mary business name of custodian: ATE STREET BANK & TRUST COMPANY

le location of the custodian's office responsible for *custody* of the *private fund's* sets (city, state and country):

State: ty: OSTON

UNITED STATES

Country:

60/39 Massachusetts

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(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

CRD Number (If any):

Administrator

26. (a) Does the private fund use an administrator other than your firm?

Ves No the private fund uses more than one administrator, you must complete questions (b) through (f) If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If separately for each administrator.

Additional Administrator Information : 1 Record(s) Filed.

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

(b) Name of the administrator:

SS&C TECHNOLOGIES, INC.

(c) Location of administrator (city, state and country):

UNITED STATES

Country:

(d) Is the administrator a related person of your firm?

(e) Does the administrator prepare and send investor account statements to the private fund's investors?

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APD - Schedule D investors) o No (provided to no investors)

If the answer to 26(e) is "no" or "some," who sends the investor account statements to the (rest of the) private fund's investors? If investor account statements are not sent to the (rest of the) private fund's investors, respond "not

applicable." REGISTRANT

27. During your last fiscal year, what percentage of the *priva*te *fund*'s assets (by value) was valued by a person, such as an administrator, that is not your related person? Include only those assets where (I) such person carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such person.

Marketers

28. (a) Does the *private fund* use the servicęs of someone other than you or your employees for marketing purposes?

Yes No

is "yes", respond to questions (b) through (g) below for each such marketer the *private fund* uses. If the *private fund* uses more than one marketer you must complete questions You must answer "yes" whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar person. If the answer to 28(a) (b) through (g) separately for each marketer.

No Information Filed

A. PRIVATE FUND

Yes No

nformation About the Private Fund

- RIVA CAPITAL PARTNERS, L.P. (a) Name of the private fund: ႕
- (b) Private fund identification number: (include the "805-" prefix also) 805-4246991595

8 ttp://www.aoviserinfo.sec.gov/lapd/content/Mewform/adv/Sectlona/lapd_Adv/ScheduleDSectlon.aspx/ORG_PK=1557298RGLTR_PK=500008STATE_CD=...

Yes No

State: City: LAMBERTON

Connecticut

 ${\mathcal O}^{\mathsf{Yes}}$ (provided to all investors) ${\mathcal O}^{\mathsf{Some}}$ (provided to some but not all

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Under the laws of what state or country is the private fund organized:	:
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state	
what	
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laws	
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Under 1	State

Delaware State:

UNITED STATES

Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity): ų.

Name of General Partner, Manager, Trustee, or Director

RIVA CAPITAL MANAGEMENT, LLC

- (1) qualifies for the exclusion from the definition of investment company under section The private fund (check all that apply; you must check at least one): (1) qualifies for the exclusion non-size 3(c)(1) of the Investment Company Act of 1940 4.
- (2) qualifies for the exclusion from the definition of investment company under section (2) qualifies for the exclusion non war 3(c)(7) of the Investment Company Act of 1940
 - List the name and country, in English, of each foreign financial regulatory authority with which the $private \ fund$ is registered. ശ്

No Information Filed

(a) Is this a "master fund" in a master-feeder arrangement?

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(b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?

No Information Filed

Yes No

(d) If yes, what is the name and private fund identification number (if any) of the master fund in which this private fund invests?

(c) Is this a "feeder fund" in a master-feeder arrangement?

Name of the Private Fund:

Private Fund Identification Number: (include the "805-" prefix also)

NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1). for the master-feeder arrangement or reporting on the funds separately, ttp://www.adviserinfo.sec.gov/lapd/content/viewform/adv/Sections/adv/Section.aspx/ORG_PK=1557298RGLTR_PK=50008STATE_CD=...

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If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

No Information Filed

fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund. NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master

(a) Is this private fund a "fund of funds"? œ. (b) If yes, does the private fund Invest in funds managed by you or by a related person?

Ũ Q Yes No

Ō c NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, whether or not they are also private funds, or registered investment companies.

Yes No During your last fiscal year, did the private fund invest in securities issued by investment company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)? o.

What type of fund is the private fund? 10.

Yes No

 \circ hedge fund $_{\rm C}$ liquidity fund $_{\rm C}$ private equity fund $_{\rm C}$ real estate fund $_{\rm C}$ securitized asset fund C venture capital fund C Other private fund NOTE: For funds of funds, refer to the funds in which the private fund invests. For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.

Current gross asset value of the private fund:

\$ 181,070,741

Ownership

Minimum investment commitment required of an investor in the private fund;

\$ 1,000,000

NOTE: Report the amount routinely required of investors who are not your related persons (even if different from the amount set forth in the organizational documents of the fund).

13. Approximate number of the private fund's beneficial owners:

82

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approximate percentage of the private fund beneficially owned by you and your	
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What is the ap	elated perso %
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What is the approximate percentage of the private fund beneficially owned (in the aggregate)

by funds of funds: 15

17%

16. What is the approximate percentage of the private fund beneficially owned by non-United States persons:

Your Adylsory Services

17. (a) Are you a subadviser to this private fund?

Yes No (b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if any, of the adviser of the private fund. If the answer to question 17(a) is "no," leave this question blank,

No Information Filed

18

(a) Do any other investment advisers advise the private fund?

(b) If the answer to question 18(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the private fund. If the answer to question 18(a) is "no," leave this question blank.

No Information Filed

19. Are your clients solicited to invest in the private fund?

Yes No

20. Approximately what percentage of your clients has invested in the private fund?

14%

Private Offering

Does the private fund rely on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?

Yes No C

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If yes, provide the private fund's Form D file number (if any): 22

Form D file number

021-74893

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B. SERVICE PROVIDERS

Auditors

23. (a) (1) Are the private fund's financial statements subject to an annual audit?

(2) Are the financial statements prepared in accordance with U.S. GAAP?

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

Additional Auditor Information: 1 Record(s) Filed.

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

(b) Name of the auditing firm:

ERNST & YOUNG LLP

(c) The location of the auditing firm's office responsible for the private fund's audit

(city, state and country): State: City: Boston

Massachusetts

UNITED STATES

(d) Is the auditing firm an independent public accountant?

Yes No

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C

(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?

ō If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its ε

Yes No

O (g) Are the private fund's audited financial statements distributed to the private fund's o

(h) Does the report prepared by the auditing firm contain an unqualified opinion?

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o Yes O No G Report Not Yet Received

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If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available.

Prime Broker

24. (a) Does the private fund use one or more prime brokers?

φ C If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

No Information Filed

Custodian

25. (a) Does the private fund use any custodians (including the prime brokers listed above) to hold some or all of its assets?

Yes No

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the *private fund* uses. If the *private fund* uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

Additional Custodian Information : 2 Record(s) Filed.

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the *private fund* uses. If the *private fund* uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

- (b) Legal name of custodian: BANK OF AMERICA CORPORATION
- (c) Primary business name of custodian: BANK OF AMERICA CORPORATION
- (d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country)

City: BOSTON

Country:

UNITED STATES Massachusetts form/abs/Sections/apd_Ads/ScheduleDSection.aspx?ORG_PK=1557288RGLTR_PK=50000&STATE_CD= .

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3/20/2015

(e) Is the custodian a related person of your firm?

Yes No

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

CRD Number (if any):

Yes No

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the *private fund* uses. If the *private fund* uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian: STATE STREET BANK & TRUST COMPANY

(c) Primary business name of custodian: STATE STREET BANK & TRUST COMPANY

(d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

State: City: Boston

ĺ Massachusetts

UNITED STATES

Country:

(e) Is the custodian a related person of your firm?

Yes No

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

CRD Number (if any):

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Administrator

26. (a) Does the private fund use an administrator other than your firm?

Yes No If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator,

No Information Filed

During your last fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person? 27.

established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such person. Include only those assets where (i) such person carried out the valuation procedure

Marketers

28. (a) Does the private fund use the services of someone other than you or your employees for marketing purposes?

is "yes", respond to questions (b) through (g) below for each such marketer the *private fund* uses. If the *private fund* uses more than one marketer you must complete questions You must answer "yes" whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar person. If the answer to 28(a) (b) through (g) separately for each marketer.

No Information Filed

A. PRIVATE FUND

- WHITECREST PARTNERS, LP
- (b) Private fund identification number: (include the "805-" prefix also)

Information About the *Private Fund*

(a) Name of the private fund: H tip//www.adviserinb.sec.gov/apd/content/Vewtorm/adv/Sectorated-Sectoraspa/ORG_PK=1557284RGLTR_PK=5000035TATE_CD=...

Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar Under the laws of what state or country is the private fund organized: JUITED STATES Delaware State:

APD - Schedule D

805-9149948557

۲,

Name of General Partner, Manager, Trustee, or Director capacity)

ABRAMS CAPITAL, LLC

m

The private fund (check all that apply; you must check at least one): 4

(2) qualifies for the exclusion from the definition of investment company under section (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940 [4] (2) qualifies for the exclusion from the defir 3(c)(7) of the Investment Company Act of 1940

List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered. 'n

to Information Filed

(a) Is this a "master fund" in a master-feeder arrangement?

ø

Yes No

Yes No (b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?

No Information Filed

(c) Is this a "feeder fund" in a master-feeder arrangement?

Yes No (d) If yes, what is the name and private fund identification number (if any) of the master fund in which this private fund invests?

Name of the Private Fund:

Private Fund Identification Number: (include the "805-" prefix also) NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1). for the master-feeder arrangement or reporting on the funds separately.

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If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the Instructions to this Section 7.B.(1), for each of the feeder funds answer the

No Information Filed

fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master question if it issued multiple classes (or series) of shares or interests, and each class (or NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more series) invests substantially all of its assets in a single master fund

(a) Is this *private fund* a "fund of funds"?

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S C C

(b) If yes, does the private fund invest in funds managed by you or by a related

NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, whether or not they are also private funds, or registered investment companies.

During your last fiscal year, did the private fund invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)? 6

e O Yes No

What type of fund is the private fund?

o hedge fund $_{
m C}$ liquidity fund $_{
m C}$ private equity fund $_{
m C}$ real estate fund $_{
m C}$ securitized asset fund C venture capital fund C Other private fund NOTE: For funds of funds, refer to the funds in which the private fund invests. For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.

Current gross asset value of the private fund:

\$ 568,232,733

Ownership

12. Minimum investment commitment required of an investor in the private fund:

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Private Offering

%

20. Approximately what percentage of your clients has invested in the private fund?

Yes No

No Information Filed

19. Are your clients solicited to invest in the private fund?

Yes No (b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if any, of the adviser of the private fund. If the answer to question 17(a) is "no," leave this o C Yes No (b) If the answer to question 18(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the private fund. If the answer to question 18(a) is "no," leave this What is the approximate percentage of the private fund beneficially owned (in the aggregate) by funds of funds: What is the approximate percentage of the private fund beneficially owned by you and your NOTE: Report the amount routinely required of investors who are not your related persons (even if different from the amount set forth in the organizational documents of the fund). What is the approximate percentage of the private fund beneficially owned by non-United States persons: 18. (a) Do any other investment advisers advise the *private fund?* Approximate number of the private fund's beneficial owners: No Information Filed (a) Are you a subadviser to this private fund? Your Advisory Services question blank. related persons: 17% \$ 16. 4. 15.

21. Does the $\it private fund$ rely on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?

о О

Yes No

22. If yes, provide the private fund's Form D file number (if any):

No Information Filed

B. SERVICE PROVIDERS

Auditors

23. (a) (1) Are the private fund's financial statements subject to an annual audit?

Ves o

(2) Are the financial statements prepared in accordance with U.S. GAAP?

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

Additional Auditor Information : 1 Record(s) Filed.

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

(b) Name of the auditing firm:

ERNST & YOUNG LLP

(c) The location of the auditing firm's office responsible for the private fund's audit (city, state and country):

UNITED STATES

Massachusetts

(d).Is the auditing firm an independent public accountant?

Yes No

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(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?

If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its ε

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(g) Are the private fund's audited financial statements distributed to the private fund's 🗿 🔿

Yes No

(h) Does the report prepared by the auditing firm contain an unqualified opinion?

Yes C No C Report Not Yet Received

If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available.

Prime Broker

24. (a) Does the private fund use one or more prime brokers?

Yes No

О Ф. If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

Additional Prime Broker Information : 1 Record(s) Filed.

If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

(b) Name of the prime broker: J.P. MORGAN CLEARING CORP.

(c) If the prime broker is registered with the SEC, its registration number:

8 - 43724

CRD Number (if any): 28432

(d) Location of prime broker's office used principally by the private fund (city, state and country):

State: City: Boston

UNITED STATES

Massachusetts

Country:

Yes No

(e) Does this prime broker act as custodian for some or all of the private fund's oassets?

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Custodian

Yes No If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the *private fund* uses. If the *private fund* uses more than one custodian, you must complete questions (b) through (f) separately for each custodian. 25. (a) Does the private fund use any custodians (including the prime brokers listed above) to hold some or all of its assets?

Additional Custodian Information: 4 Record(s) Filed.

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the *private fund* uses. If the *private fund* uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

- (b) Legal name of custodian: BANK OF AMERICA CORPORATION
- (c) Primary business name of custodian: BANK OF AMERICA CORPORATION
- (d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country): Country:

State: BOSTON

Massachusetts

UNITED STATES

Yes No

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(e) Is the custodian a related person of your firm?

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

CRD Number (if any):

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the *private fund* uses. If the *private fund* uses more than one custodian, you

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must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian: J.P. MORGAN CLEARING CORP.

(c) Primary business name of custodian: J.P. MORGAN CLEARING CORP.

(d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

City: NEW YORK

Country:

UNITED STATES

Vew York

(e) Is the custodian a related person of your firm?

Yes No

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

8 - 43724

CRD Number (if any): 28432

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the *private fund* uses. If the *private fund* uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian; STATE STREET BANK & TRUST COMPANY

 $\overline{\mathfrak{G}}$

Primary business name of custodian: STATE STREET BANK & TRUST COMPANY

(d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country): Country:

Massachusetts

UNITED STATES

(e) Is the custodian a related person of your firm?

Yes No

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

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CRD Number (if any):

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the *private fund* uses. If the *private fund* uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian:

THE BANK OF NEW YORK MELLON CORPORATION

Primary business name of custodian: THE BANK OF NEW YORK MELLON Θ

(d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

State:

NEW YORK

New York

Country:

UNITED STATES

C

Yes No

(e) Is the custodian a related person of your firm?

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

CRD Number (if any):

<u>Administrator</u>

(a) Does the private fund use an administrator other than your firm?

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Yes No O

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If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the ρ rivate fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

Additional Administrator Information : 1 Record(s) Filed.

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

(b) Name of the administrator:

SS&C TECHNOLOGIES, INC.

(c) Location of administrator (city, state and country):

LAMBERTON

State:

Connecticut

UNITED STATES

Country:

(d) Is the administrator a related person of your firm?

Yes No

(e) Does the administrator prepare and send investor account statements to the private fund's investors?

C Some (provided to some but not all investors) o No (provided to no investors) C Yes (provided to all investors)

(f) If the answer to 26(e) is "no" or "some," who sends the investor account statements to the (rest of the) private fund's investors? If investor account statements are not sent to the (rest of the) private fund's investors, respond "not applicable."

THE REGISTRANT

During your last fiscal year, what percentage of the *private fund's* assets (by value) was valued by a *person*, such as an administrator, that is not your *related person*? 27.

Include only those assets where (i) such person carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such person.

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Marketers

3/20/2015

28. (a) Does the private fund use the services of someone other than you or your employees for marketing purposes?

You must answer "yes" whether the person acts as a placement agent, consultant, finder, is "yes", respond to questions (b) through (g) below for each such marketer the *private fund* uses. If the *private fund* uses more than one marketer you must complete questions introducer, municipal advisor or other solicitor, or similar person. If the answer to 28(a) (b) through (g) separately for each marketer.

No Information Filed

SECTION 7.B.(2) Private Fund Reporting

No Information Filed

SECTION 9.C. Independent Public Accountant

No Information Filed

SECTION 10.A. Control Persons

No Information Filed

SECTION 10.B. Control Person Public Reporting Companies

No Information Filed

Schedule D - Miscellaneous

You may use the space below to explain a response to an Item or to provide any other information. Management, L.P. and Abrams Capital Management, LLC, since such entities first began providing investment advisory services to the Abrams Capital Partners I, L.P. and Abrams Capital Partners II, Abrams is the Managing Partner of Abrams Capital Management, L.P. and the Managing Member of Abrams Capital Management, LLC, the general partner of Abrams Capital Management, L.P. Mr. Item 1.P - Abrams Capital Management, L.P. does not have a Legal Entity Identifier at this time; nowever, it has the following CICI Code: 3VZDKVXEPWXFPZ736G54. Schedules A and B - David Abrams was the principal owner of the predecessor entities in interest to both Abrams Capital L.P. in March, 1999

Next Previous

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FORM ADV

OMB: 3235-0049

Rev. 10/2012

Primary Business Name: ABRAMS CAPITAL MANAGEMENT, L.P. IJARD/CRD Number: 155729 UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Schedule D

Yes No

SECTION 1.B. Other Business Names

No Information Filed

SECTION 1.F. Other Offices

No Information Filed

SECTION 1.I. Website Addresses

List your website addresses. You must complete a separate Schedule D Section 1.1. for each website address

HTTPS://ABRAMSCAPITAL.COM/ Website Address:

SECTION 1.L Location of Books and Records

Complete the following information for each location at which you keep your books and records, other than your principal office and place of business. You must complete a separate Schedule D Section 1.L. for each location.

Name of entity where books and records are kept: SS&C TECHNOLOGIES, INC.

Number and Street 2: Number and Street 1:

1441 ROUTE 22

State:

BREWSTER

ZIP+4/Postal Code: 10509

If this address is a private residence, check this box:

UNITED STATES

New York

Facsimile number: 845-612-0059 Telephone Number:

This is (check one):

845-612-0010

a third-party unaffiliated recordkeeper. O one of your branch offices or affiliates.

c other.

Briefly describe the books and records kept at this location: OFFICIAL BOOKS AND RECORDS OF CERTAIN FUNDS UNDER MANAGEMENT.

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Name of entity where books and records are kept: IRON MOUNTAIN INCORPORATED

Number and Street 1: 175 BEARFOOT ROAD

Number and Street 2:

State: City: NORTHBOROUGH

UNITED STATES Massachusetts

Country:

ZIP+4/Postal Code: 01532

If this address is a private residence, check this box:

Telephone Number: (508) 393-4291

Facsimile number: (508) 597-8384

This is (check one):

one of your branch offices or affiliates.

a third-party unaffiliated recordkeeper.

other.

Briefly describe the books and records kept at this location: ARCHIVED BOOKS AND RECORDS AND ADDITIONAL FILES OF REGISTRANT AND ITS FUNDS UNDER MANAGEMENT

Name of entity where books and records are kept: SS&C TECHNOLOGIES, INC.

Number and Street 1: 80 LAMBERTON ROAD

Number and Street 2: Country:

State:

City: WINDSOR

UNITED STATES Connecticut

ZIP+4/Postal Code: 06095

If this address is a private residence, check this box:

Facsimile number: Telephone Number: 860-298-4500

This is (check one): © one of your branch offices or affiliates. • a third-party unaffiliated recordkeeper.

C other.

Briefly describe the books and records kept at this location: OFFICAL BOOKS AND RECORDS OF CERTAIN FUNDS UNDER MANAGEMENT.

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ZIP+4/Postal Code: 02451 Number and Street 2: Number and Street 2: UNITED STATES Briefly describe the books and records kept at this location: ARCHIVED ELECTRONIC COMMUNICATIONS. Country: If this address is a private residence, check this box: Name of entity where books and records are kept: IRON MOUNTAIN INCORPORATED Name of entity where books and records are kept: SAVVIS COMMUNICATIONS CORPORATION Facsimile number; Massachusetts o a third-party unaffiliated recordkeeper. This is (check one): $_{\mbox{\scriptsize C}}$ one of your branch offices or affiliates. State: Number and Street 1: 1515 WASHINGTON STREET Number and Street 1: 115 2ND AVE, FLOOR 1 Telephone Number; (781) 839-6160 City: WALTHAM

State: BRAINTREE

UNITED STATES Massachusetts

Country:

ZIP+4/Postal Code: 02184

If this address is a private residence, check this box:

Facsimile number: Telephone Number: 1-800-899-4766

This is (check one):

one of your branch offices or affiliates.

o a third-party unaffiliated recordkeeper.

Briefly describe the books and records kept at this location: ARCHIVED BOOKS AND RECORDS AND ADDITIONAL FILES OF REGISTRANT AND ITS FUNDS UNDER

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Name of entity where books and records are kept: IRON MOUNTAIN INCORPORATED

Number and Street 1: 17 HYDRO PLANT ROAD

Number and Street 2: State: Country:

State:

City: MILTON

ZIP+4/Postal Code: 03851

New Hampshire UNITED STATES

If this address is a private residence, check this box:

Felephone Number:

1-800-899-4766

This is (check one): $_{f C}$ one of your branch offices or affiliates.

a third-party unaffiliated recordkeeper.

C other.

Briefly describe the books and records kept at this location: ARCHIVED BOOKS AND RECORDS AND ADDITIONAL FILES OF REGISTRANT AND ITS FUNDS UNDER MANAGEMENT

SECTION 1.M. Registration with Foreign Financial Regulatory Authorities

No Information Filed

SECTION 2.A.(8) Related Adviser

If you are relying on the exemption in rule 203A-2(b) from the prohibition on registration because you control, are controlled by, or are under common control with an investment adviser that is registered with the SEC and your principal office and place of business is the same as that of the registered adviser, provide the following information:

Name of Registered Investment Adviser

CRD Number of Registered Investment Adviser

SEC Number of Registered Investment Adviser

801 -

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SECTION 2.A.(9) Newly Formed Adviser

If you are relying on rule 203A-2(c), the newly formed adviser exemption from the prohibition on registration, you are required to make certain representations about your eligibility for SEC registration. By checking the appropriate boxes, you will be deemed to have made the required representations. You must make both of these representations:

LI am not registered or required to be registered with the SEC or a state securities authority and I have a reasonable expectation that I will be eligible to register with the SEC within 120 days after the date my registration with the SEC becomes effective.

CI undertake to withdraw from SEC registration if, on the 120th day after my registration with the SEC becomes effective, I would be prohibited by Section 203A(a) of the Advisers Act from registering with the SEC.

SECTION 2.A.(10) Multi-State Adviser

If you are relying on rule 203A-2(d), the multi-state adviser exemption from the prohibition on registration, you are required to make certain representations about your eligibility for SEC registration. By checking the appropriate boxes, you will be deemed to have made the required representations.

If you are applying for registration as an investment adviser with the SEC, you must make both of these representations:

UI have reviewed the applicable state and federal laws and have concluded that I am required by the laws of 15 or more states to register as an investment adviser with the state securities authorities in those states.

In undertake to withdraw from SEC registration if I file an amendment to this registration indicating that I would be required by the laws of fewer than 15 states to register as an investment adviser with the state securities authorities of those states.

If you are submitting your annual updating amendment, you must make this representation:

Within 90 days prior to the date of filing this amendment, I have reviewed the applicable state and federal laws and have concluded that I am required by the laws of at least 15 states to register as an investment adviser with the state securities authorities in those states.

SECTION 2.A.(12) SEC Exemptive Order

If you are relying upon an SEC *order* exempting you from the prohibition on registration, provide the following information:

Application Number: 803-

Date of order:

SECTION 4 Successions

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APD - Schedule D

registered municipal advisor

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5.1.(2)
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No Information Filed

SECTION 6.A. Names of Your Other Businesses

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Describe your primary business (not your investment advisory business):

If you engage in that business under a different name, provide that name:

SECTION 6.B.(3) Description of Other Products and Services

Describe other products or services you sell to your *clien*t, You may omit products and services that you listed in Section 6.B.(2) above.

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If you are registering or registered with the SEC and you have answered "yes," to

Does the related person act as a qualified custodian for your clients in connection

with advisory services you provide to clients?

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person and thus are not required to obtain a surprise examination for your clients'

unds or securities that are maintained at the related person?

operationally independent (pursuant to rule 206(4)-(2)(d)(5)) from the related

question 8(a) above, have you overcome the presumption that you are not

If you engage in that business under a different name, provide that name

SECTION 7.A. Financial Industry Affiliations

Complete a separate Schedule D Section 7.A. for each related person listed in Item 7.A.

- Legal Name of Related Person: ABRAMS CAPITAL, LLC
- Primary Business Name of *Related Person*: ABRAMS CAPITAL, LLC 'n
- Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-) m

or Other

- Related Person's CRD Number (if any): 4.
- broker-dealer, municipal securities dealer, or government securities broker or dealer Related Person is: (check all that apply) **e a**
 - other investment adviser (including financial planners)

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													¥	Yes No	o C	0
(d) 🗖 registered security-based swap dealer	(e) 🛄 major security-based swap participant	(f) 🗹 commodity pool operator or commodity trading advisor (whether registered or	exempt from registration)	(g) 🗋 futures commission merchant	(h) 🗖 banking or thrift institution	(i) 📋 trust company	(j) 🗖 accountant or accounting firm	(k) 🗖 lawyer or law firm	(m) 🗖 pension consultant	(n) 🔲 real estate broker or dealer	(o) \Box sponsor or syndicator of limited partnerships (or equivalent), excluding pooled	investment vehicles	(p)	PY STATES OF THE	6. Do you control or are you controlled by the related person?	7. Are you and the <i>related person</i> under common <i>control?</i>

O · O. c Ċ If the answer is yes, list the name and country, in English, of each foreign financial Is the related person registered with a foreign financial regulatory authority? If the related person is an investment adviser, is it exempt from registration? If the answer is yes, under what exemption? 10. (a) e) Ð 9 o;

Yes No

If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:

Number and Street 2:

Number and Street 1:

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Country: ZIP+4/Postal Code: If this address is a private residence, check this box: [7]

٠Q regulatory authority with which the related person is registered. No Information Filed

Do you and the related person share any supervised persons?

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IAPD - Schedule D	person share the same physical location?
3/20/2015	12. Do you and the related persor

Legal Name of R GREAT HOLLOW	7. Are you and the re/	elated Person: 8. (a) Does the <i>relat</i> PARTNERS, LLC with advisory
		 Legal Name of Related Person: GREAT HOLLOW PARTNERS, LLC

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802-)	
866-,	
8,	
801-,	
(e.g.,	
any)	
=	
Number	
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SEC	
Person's	
Related ,	
	

or Other

Related Person's CRD Number (if any): 4

Related Person is: (check all that apply) ĸ;

broker-dealer, municipal securities dealer, or government securities broker or dealer other investment adviser (including financial planners) @ @ O D @ C

registered municipal advisor

registered security-based swap dealer

major security-based swap participant

commodity pool operator or commodity trading advisor (whether registered or

futures commission merchant exempt from registration)

banking or thrift institution **€**

trust company Ξ

accountant or accounting firm

lawyer or law firm

insurance company or agency

real estate broker or dealer pension consultant 5£5£60

sponsor or syndicator of limited partnerships (or equivalent), excluding pooled Investment vehicles

sponsor, general partner, managing member (or equivalent) of pooled investment Spor vehicles 3

Do you control or are you controlled by the related person? Ģ.

Yes No

"Sectional and AdvScheduleDSection aspx?ORG_PK=155729&RGLTR_PK=5000&STATE_CD=8... 979

C 2	0	0	_		Yes No	O	o O	
Ģ			lated		Ϋ́	c	0	
The forming the related person dides collision conditions	8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?	(b) If you are registering or registered with the SEC and you have answered "yes," to question 8(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-(2)(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients</i> ' funds or securities that are maintained at the <i>related person</i> ?	(c) If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients</i> ' assets:	Number and Street 1: City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box: □		 (a) If the related person is an investment adviser, is it exempt from registration? (b) If the answer is yes, under what exemption? 		 (b) If the answer is yes, list the name and country, in English, of each foreign financial regulatory authority with which the related person is registered. No Information Filed
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12. Do you and the related person share the same physical location?

11. Do you and the related person share any supervised persons?

Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-) Primary Business Name of Related Person: RIVA CAPITAL MANAGEMENT, LLC Legal Name of Related Person: RIVA CAPITAL MANAGEMENT, LLC m ij ٦i

or Other

Related Person's CRD Number (if any):

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broker-dealer, municipal securities dealer, or government securities broker or dealer

other investment adviser (including financial planners)

registered municipal advisor

Related Person is: (check all that apply)

(a)

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commodity pool operator or commodity trading advisor (whether registered or

futures commission merchant

exempt from registration)

banking or thrift institution

trust company

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accountant or accounting firm

lawyer or law firm

insurance company or agency

pension consultant

major security-based swap participant registered security-based swap dealer

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11. Do you and the related person share any supervised persons?

Yes No	
Vericies	<u>ှ</u>
(p) 🔀 sponsor, general partner, managing member (or equivalent) of pooled investment	
(o) sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles	 ပ
 - -	
(k) [] lawyer or law firm (l) [] Insurance company or agency	
(i) Trust company	ted
_ []	
- [:	
ехел	
Σ	ن ن ن
(e) Li major security-based swap participant	
	o C
(b) L. Coner myesument dayiser (including mancial planners)	
	Ç
5. Related Person is: (check all that apply)	0
	Yes No
4. Related Person's GRD Number (if any):	ent
or Other	
3. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-) -	
2. Primary Business Name of Related Person: RIVA CAPITAL MANAGEMENT II, LLC	
1. Legal Name of <i>Related Person</i> : RIVA CAPITAL MANAGEMENT II, LLC	
	·
12. Do you and the <i>related person</i> share the same physical location?	

sponsor, general partner, managing member (or equivalent) of pooled investment

sponsor or syndicator of limited partnerships (or equivalent), excluding pooled

real estate broker or dealer

Ξ 3 investment vehicles

<u>e</u>

Do you control or are you controlled by the related person?

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Are you and the related person under common control?

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Does the related person act as a qualified custodian for your clients in connection If you are registering or registered with the SEC and you have answered "yes," to

with advisory services you provide to clients?

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If you have answered "yes" to question 8.(a) above, provide the location of the *related person's* office responsible for *custody* of your *clients*' assets:

ZIP+4/Postal Code:

Number and Street 2:

Country:

operationally independent (pursuant to rule 206(4)-(2)(0)(5)) from the related person and thus are not required to obtain a surprise examination for your clients'

funds or securities that are maintained at the related person?

question 8(a) above, have you overcome the presumption that you are not

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(a) If the related person is an investment adviser, is it exempt from registration?

If the answer is yes, under what exemption?

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If this address is a private residence, check this box: 🗔

Number and Street 1:

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If the answer is yes, list the name and country, in English, of each foreign financial

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regulatory authority with which the related person is registered.

10. (a) Is the related person registered with a foreign financial regulatory authority?

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IAPD - Schectule D	Related Person is: (check all that apply) (a) Devoker-dealer, municipal securities dealer, or government securities broker or dealer (b) Dether investment adviser (including financial planners) (c) Degistered municipal advisor	 registered security-based swap dealer major security-based swap participant commodity pool operator or commodity trading advisor (whether registered or exempt from registration) futures commission merchant 	banking or thrift institution trust company accounting firm accountant or accounting firm lawyer or law firm insurance company or agency pension consultant	 real estate broker or dealer sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles sponsor, general partner, managing member (or equivalent) of pooled investment vehicles 	Yes No Do you control or are you controlled by the related person?	Are you and the related person under common control?	Does the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory services you provide to <i>clients?</i> If you are registering or registered with the SEC and you have answered "yes," to question 8(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-(2)(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients'</i> funds or securities that are maintained at the <i>related person?</i> If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> assets: Number and Street 1: Number and Street 1: Otty: State: City: State: City: State: Contact this pack this box:	Yes No 9. (a) If the <i>related person</i> is an investment adviser, is it exempt from registration? (b) If the answer is yes, under what exemption? Intplined advisering sec govilaption and and adviser and advise and adviser and advise advise and advise advise and advise advise and advise advise advise and advise advise and advise and advise advise advise advise advise and ad
3/20/2015	5. Related (a) [] (b) [] (c) []	© © © © ©		□ □ ≦ ©	6. Do ye	7. Are y	8 (a) (b) (c) (c) (d)	9. (a) (b) (b) (b) (c) (c) (d) (d) (d) (d) (d) (d) (d) (d) (d) (d
Sazionis 6. Do you control or are you controlled by the related person?	you and the related person under common control?	 (a) Does the related person act as a qualified custodian for your clients in connection conversion with advisory services you provide to clients? (b) If you are registering or registered with the SEC and you have answered "yes," to connection 8(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-(2)(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person? (b) If you have answered "yes" to question 8(a) above provide the location of the related. 		 (b) If the answer is yes, under what exemption? 10. (a) Is the related person registered with a foreign financial regulatory authority? (b) If the answer is yes, list the name and country, in English, of each foreign financial 	regulatory authority with which the <i>related person</i> is registered. No Information Filed 11. Do you and the <i>related person</i> share any <i>supervised persons?</i>	12. Do you and the <i>related person</i> share the same physical location?	 Legal Name of Related Person: RIVA CAPITAL MANAGEMENT III, LLC Primary Business Name of Related Person: RIVA CAPITAL MANAGEMENT III, LLC Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-) or 	Other 4. Related Person's CRD Number (if any): http://www.schiserints.sec.gov/apd/content/viewform/schice/schice/Section.sis/xCRG_PKr-1557298RGLTR_PKr-500008STATE_CD= 1279

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(a) Is the related person registered with a foreign financial regulatory authority?	(b) If the answer is yes, list the name and country, in English, of each foreign financial
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SECTION 7.B.(1) Private Fund Reporting

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Information About the Private Fund

- ABRAMS CAPITAL PARTNERS I, L.P. (a) Name of the private fund: ≓
 - (b) Private fund identification number: (include the "805-" prefix also) 805-3683574719

Under the laws of what state or country is the private fund organized: 'n

Delaware

JNITED STATES

Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity): m

Name of General Partner, Manager, Trustee, or Director ABRAMS CAPITAL, LLC

- **区** (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940 口 (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940 The private fund (check all that apply; you must check at least one): 4.
- List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered. Š

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No Information Filed

APD - Schedule D

(a) Is this a "master fund" in a master-feeder arrangement?

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Yes No

(b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?

No Information Filed

(c) Is this a "feeder fund" in a master-feeder arrangement?

Yes

ę. O (d) If yes, what is the name and private fund Identification number (if any) of the master fund in which this private fund invests?

Name of the Private Fund:

Private Fund Identification Number: (include the "805-" prefix also)

NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1). for the master-feeder arrangement or reporting on the funds separately. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the ۲.

No Information Filed

fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund. funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more

(a) Is this private fund a "fund of funds"?

Yes No

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o (b) If yes, does the private fund invest in funds managed by you or by a related person?

NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, whether or not they are also private funds, or registered investment companies.

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Yes No

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During your last fiscal year, did the *private fund* invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?

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What type of fund is the private fund?

o hedge fund $_{\rm O}$ liquidity fund $_{\rm O}$ private equity fund $_{\rm C}$ real estate fund $_{\rm O}$ securitized asset fund C venture capital fund C Other private fund NOTE: For funds of funds, refer to the funds in which the private fund invests. For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.

11. Current gross asset value of the private fund:

\$ 339,700,616

Ownership

12. Minimum investment commitment required of an investor in the private fund;

\$ 5,000,000

NOTE: Report the amount routinely required of investors who are not your related persons (even if different from the amount set forth in the organizational documents of the fund).

25

Approximate number of the private fund's beneficial owners:

What is the approximate percentage of the private fund beneficially owned by you and your related persons: 24% 14.

What is the approximate percentage of the private fund beneficially owned (in the aggregate) by funds of funds:

What is the approximate percentage of the private fund beneficially owned by non-United States persons: 16.

Your Advisory Services

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Yes No Yes No

(a) Do any other investment advisers advise the private fund?

(b) If the answer to question 18(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the private fund. If the answer to question 18(a) is "no," leave this (b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if any, of the adviser of the private fund. If the answer to question 17(a) is "no," leave this Yes No O Does the *private fund* rely on an exemption from registration of its securities under Regulation D of the Securities Act of 1933? Approximately what percentage of your clients has invested in the private fund? 18. (a) Do any other investment advisers advise the private fund? No Information Filed No Information Filed APD - Schedule D 19. Are your clients solicited to invest in the private fund? 17. (a) Are you a subadviser to this private fund? Private Offering

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If yes, provide the private fund's Form D file number (if any): Form D file number B. SERVICE PROVIDERS 021-129426

Auditors

23. (a) (1) Are the private fund's financial statements subject to an annual audit?

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(2) Are the financial statements prepared in accordance with U.S. GAAP?

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

Additional Auditor Information: 1 Record(s) Filed.

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If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

(b) Name of the auditing firm: **ERNST & YOUNG LLP**

Yes No

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(c) The location of the auditing firm's office responsible for the private fund's audit Country: (city, state and country): Clty: BOSTON

Massachusetts

UNITED STATES

Yes No

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(d) Is the auditing firm an independent public accountant?

(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?

If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its ε

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Yes No

(g) Are the private fund's audited financial statements distributed to the private fund's o

(h) Does the report prepared by the auditing firm contain an unqualified opinion?

O Yes C No C Report Not Yet Received

If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available.

Prime Broker

24. (a) Does the private fund use one or more prime brokers?

0 If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

Additional Prime Broker Information: 1 Record(s) Filed.

If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

(b) Name of the prime broker: J.P. MORGAN CLEARING CORP.

187 http://www.adviserinfo.sec.gov/laps/content/Mewform/adv/Sections/laps/ AdvSchedule/OSection.spx/ORG_PV=1567286RGLTR_PK=500006.STATE_CD=...

Yes No (d) Location of prime broker's office used principally by the *private fund* (city, state and Ü (e) Does this prime broker act as custodian for some or all of the private fund's oassets? (c) If the prime broker is registered with the SEC, its registration number: UNITED STATES Country: Massachusetts State: CRD Number (if any): 28432 8 - 43724 City: BOSTON country):

Custodlan

Yes No

25. (a) Does the private fund use any custodians (including the prime brokers listed above) to hold some or all of its assets?

Yes No O

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custodian the private fund uses. If the private fund uses more than one custodian, you If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each must complete questions (b) through (f) separately for each custodian.

Additional Custodian Information : 4 Record(s) Filed.

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the *private fund* uses. If the *private fund* uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian: BANK OF AMERICA CORPORATION

(c) Primary business name of custodian: BANK OF AMERICA CORPORATION

(d) The location of the custodian's office responsible for custody of the private fund's

ttp://www.advlserintu.sec.gov/lagd/content/viewform/sed/ors/sec/ors/space/content/viewform/sec/ors/sec/ors/sec

UNITED STATES Country: APD - Schedule D assets (city, state and country): City: BOSTON

(e) Is the custodian a related person of your firm?

Massachusetts

Yes No

If the custodian is a broker-dealer, provide its SEC registration number (if any)

CRD Number (if any):

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If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the *private fund* uses. If the *private fund* uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian: J.P. MORGAN CLEARING CORP.

(c) Primary business name of custodian: J.P. MORGAN CLEARING CORP.

(d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country);

State: City: NEW YORK

UNITED STATES **New York**

(e) Is the custodian a related person of your firm?

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WPD - Schedule D

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any) CRD Number (if any): 28432 If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the *private fund* uses. If the *private fund* uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian: STATE STREET BANK & TRUST COMPANY

(c) Primary business name of custodian: STATE STREET BANK & TRUST COMPANY

(d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

State: City: Boston

UNITED STATES Massachusetts

Country:

(e) Is the custodlan a related person of your firm?

Yes No

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

CRD Number (if any):

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the *private fund* uses. If the *private fund* uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian:

Yes No

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THE BANK OF NEW YORK MELLON CORPORATION

Primary business name of custodian: THE BANK OF NEW YORK MELLON

The location of the custodian's office responsible for custody of the private fund's assets (city, state and country): Country: Ð

City: NEW YORK

UNITED STATES New York

(e) Is the custodian a related person of your firm?

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

CRD Number (If any):

<u>Administrator</u>

26. (a) Does the private fund use an administrator other than your firm?

Yes No

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the *private* fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

Additional Administrator Information : 1 Record(s) Filed.

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

(b) Name of the administrator: SS&C TECHNOLOGIES, INC. (c) Location of administrator (city, state and country):

State: LAMBERTON

UNITED STATES Connecticut

Country:

(d) Is the administrator a related person of your firm?

Yes No

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prepare and send investor account statements to the private fund's investors? (e) Does the administrator

Some (provided to some but not all investors) No (provided to no investors) O'Yes (provided to all investors)

If the answer to 26(e) is "no" or "some," who sends the investor account statements to the (rest of the) private fund's investors? If investor account statements are not sent to the (rest of the) private fund's investors, respond "not applicable." THE REGISTRANT €

Yes No

27. During your last fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person?

Include only those assets where (!) such person carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such person.

Marketers

28. (a) Does the private fund use the services of someone other than you or your employees for marketing purposes?

Yes No

introducer, municipal advisor or other solicitor, or similar person. If the answer to 28(a) is "yes", respond to questions (b) through (g) below for each such marketer the private fund uses. If the private fund uses more than one marketer you must complete questions (b) through (g) separately for each marketer. You must answer "yes" whether the person acts as a placement agent, consultant, finder,

No Information Filed

A. PRIVATE FUND

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Information About the Private Fund

ABRAMS CAPITAL PARTNERS II, L.P. (a) Name of the private fund:

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(b) Private fund Identification number: (include the "805-" prefix also) 805-9376746407 Under the laws of what state or country is the private fund organized: ۲,

Delaware

Country:

Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):

UNITED STATES

Name of General Partner, Manager, Trustee, or Director

ABRAMS CAPITAL, LLC

- The private fund (check all that apply; you must check at least one): 4.
- (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940

 (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940
- List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered. ĸ,

No Information Filed

Yes No

(b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?

(a) Is this a "master fund" in a master-feeder arrangement?

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No Information Filed

(c) Is this a "feeder fund" in a master-feeder arrangement?

Yes No

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WPD - Schedule D

(d) If yes, what is the name and private fund identification number (if any) of the master fund in which this private fund invests?

Name of the Private Fund:

Private Fund Identification Number: (include the "805-" prefix also)

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NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1). for the master-feeder arrangement or reporting on the funds separately.

If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions: 7.

No Information Filed

funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund. NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more

(a) Is this private fund a "fund of funds"?

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(b) If yes, does the private fund invest in funds managed by you or by a related

Yes No

NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, whether or not they are also private funds, or registered investment companies.

Yes No During your last fiscal year, did the private fund invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)? တ်

What type of fund is the private fund?

o hedge fund $_{f O}$ liquidity fund $_{f O}$ private equity fund $_{f O}$ real estate fund $_{f O}$ securitized asset fund C venture capital fund C Other private fund

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IAPD - Schedule D 7202015

NOTE: For funds of funds, refer to the funds in which the *private fund* invests. For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.

Current gross asset value of the private fund: ij

\$ 5,192,254,224

Ownership

12. Minimum investment commitment required of an investor in the private fund:

\$ 5,000,000

NOTE: Report the amount routinely required of investors who are not your related persons (even if different from the amount set forth in the organizational documents of the fund).

13. Approximate number of the private fund's beneficial owners:

14. What is the approximate percentage of the private fund beneficially owned by you and your related persons:

What is the approximate percentage of the *private fund* beneficially owned (in the aggregate) by funds of funds: 8% 15.

16. What is the approximate percentage of the private fund beneficially owned by non-United States persons:

%

Your Advisory Services

17. (a) Are you a subadviser to this private fund?

Yes No

(b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if any, of the adviser of the private fund. If the answer to question 17(a) is "no," leave this question blank.

18. (a) Do any other investment advisers advise the private fund?

(b) If the answer to question 18(a) is "yes," provide the name and SEC file number, if any, of

http://www.abd/serinfo.sec.gov/lapd/content/viewform/cadv/Sections/lapd_Adv.Schedule/OSection.aspx/ORIG_PK=1557298RGLTR_PK=500008STATE_CD=... 28/79

the other advisers to the *private fund*. If the answer to question 18(a) is "no," leave this question blank. IAPD - Schedule D

3/20/2015

No Information Filed

19. Are your clients solicited to invest in the private fund?

Yes No

Approximately what percentage of your clients has invested in the private fund?
 0%

Private Offering

21. Does the private fund rely on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?

Yes No O

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22. If yes, provide the private fund's Form D file number (if any):

Form D file number 021-129322

SERVICE PROVIDERS

Auditors

23. (a) (1) Are the private fund's financial statements subject to an annual audit?

8 0 0

(2) Are the financial statements prepared in accordance with U.S. GAAP?

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

Additional Auditor Information : 1 Record(s) Filed.

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

(b) Name of the auditing firm:

o C

Yes No

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The location of the auditing firm's office responsible for the private fund's audit (city, state and country): City: BOSTON છ

Massachusetts

UNITED STATES

(d) Is the auditing firm an *independent public accountant*?

If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its (e) Is the auditing firm registered with the Public Company Accounting Oversight Board?

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Custodian

25. (a) Does the private fund use any custodians (including the prime brokers listed above) to hold some or all of its assets?

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the *private fund* uses. If the *private fund* uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

Additional Custodian Information: 4 Record(s) Filed.

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian: BANK OF AMERICA CORPORATION

(c) Primary business name of custodian: BANK OF AMERICA CORPORATION

(d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

Country:

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Yes No

(g) Are the private fund's audited financial statements distributed to the private fund's .o

(h) Does the report prepared by the auditing firm contain an unqualified opinion?

O Yes C No C Report Not Yet Received

If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available.

Prime Broker

24. (a) Does the private fund use one or more prime brokers?

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Yes No

If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

Additional Prime Broker Information: 1 Record(s) Filed.

If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

(b) Name of the prime broker: J.P. MORGAN CLEARING CORP.

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Yes No

Yes No

UNITED STATES

Massachusetts

State:

City: Boston country):

Yes No

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(e) Does this prime broker act as custodian for some or all of the private fund's o

assets?

(d) Location of prime broker's office used principally by the private fund (city, state and

CRD Number (if any): 28432

8 - 43724

(c) If the prime broker is registered with the SEC, its registration number:

APD - Schedule D

(e) Is the custodian a related person of your firm?

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

CRD Number (if any):

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian: J.P. MORGAN CLEARING CORP.

(c) Primary business name of custodian: J.P. MORGAN CLEARING CORP.

(d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

State: City: NEW YORK

Country:

UNITED STATES New York

Yes No

(e) Is the custodian a related person of your firm?

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

8 - 43724

CRD Number (if any): 28432 If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the *private fund* uses. If the *private fund* uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

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APD - Schedule D

3/20/2015

(b) Legal name of custodian: STATE STREET BANK & TRUST COMPANY

Yes No

Primary business name of custodian: STATE STREET BANK & TRUST COMPANY 9

(d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

City: BOSTON

Massachusetts

UNITED STATES

(e) Is the custodian a related person of your firm?

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

CRD Number (if any):

custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian. If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each

(b) Legal name of custodian: THE BANK OF NEW YORK MELLON CORPORATION

(c) Primary business name of custodian: THE BANK OF NEW YORK MELLON

(d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country): nto sec govilapd/contant/Mewform/adv/Sections/lapd_AdvSchaduleDSection.aspx/ORG_PK=155729&RGLTR_PK=500008STATE_CD=...

Yes No

Yes No (f) If the custodian is a broker-dealer, provide its SEC registration number (if any) **UNITED STATES** Country: ie) Is the custodian a related person of your firm? APD - Schedule D New York State: CRD Number (If any): City: NEW YORK

Administrator

26. (a) Does the private fund use an administrator other than your firm?

Yes No If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

Additional Administrator Information : 1 Record(s) Filed.

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

(b) Name of the administrator: SS&C TECHNOLOGIES, INC. (c) Location of administrator (city, state and country):

LAMBERTON

UNITED STATES Connecticut

Country:

(d) Is the administrator a related person of your firm?

(e) Does the administrator prepare and send investor account statements to the private fund's investors? http://www.adviserinto.sec.gowlapdicontensivileuformitadu/iSectionalapd_AdvSchaduleDSectionaspar/ORG_PYR=15572988RGLTR_PK=5000085TATE_CD=...

MPD - Schedule D

 $_{\rm O}{\mbox{\rm Yes}}$ (provided to all investors) $_{\rm O}{\mbox{\rm Some}}$ (provided to some but not all investors) o No (provided to no investors) If the answer to 26(e) is "no" or "some," who sends the investor account statements to the (rest of the) *private fund's* Investors? If investor account statements are not sent to the (rest of the) *private fund's* investors, respond "not THE REGISTRANT applicable." \in

During your last fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person? % 27.

Include only those assets where (i) such person carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such person.

Marketers

28. (a) Does the private fund use the services of someone other than you or your employees for marketing purposes?

Yes No

introducer, municipal advisor or other solicitor, or similar person. If the answer to 28(a) is "yes", respond to questions (b) through (g) below for each such marketer the *private fund* uses. If the *private fund* uses more than one marketer you must complete questions You must answer "yes" whether the person acts as a placement agent, consultant, finder, (b) through (g) separately for each marketer.

No Information Filed

A. PRIVATE FUND

Yes No

Information About the Private Fund

- GREAT HOLLOW INTERNATIONAL, L.P. (a) Name of the private fund: ∺
 - (b) Private fund identification number: (include the "805-" prefix also)

82 http://www.abhserlinb.aec.gov/lapdicontent/Mewform/adv/Sectlons/lapd_AdvSchaduleDSaction.aspx/ORG_PK=1557294RGLTR_PK=500004STATE_CD=...

Under the laws of what state or country is the private fund organized: Country 'n

CAYMAN ISLANDS

Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar

m

Name of General Partner, Manager, Trustee, or Director GREAT HOLLOW PARTNERS, LLC The private fund (check all that apply; you must check at least one): 4.

(1) qualifies for the exclusion from the definition of investment company under section 13 (1) qualifies for the exclusion from the defin 3(c)(1) of the Investment Company Act of 1940 [2] (2) qualifies for the exclusion from the defin 3(c)(7) of the Investment Company Act of 1940

(2) qualifies for the exclusion from the definition of investment company under section

List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered. 'n

Name of Country/English Name of Foreign Financial Regulatory Authority

Cayman Islands - Cayman Islands Monetary Authority

(a) Is this a "master fund" in a master-feeder arrangement?

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Ó (b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?

Private Fund Identification Number 805-2859243592 ABRAMS CAPITAL INTERNATIONAL, LTD. Private Fund Name

(c) Is this a "feeder fund" in a master-feeder arrangement?

Yes No

(d) If yes, what is the name and private fund identification number (if any) of the master fund in which this private fund invests?

Name of the Private Fund:

Private Fund Identification Number: (include the "805-" prefix also)

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NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1). for the master-feeder arrangement or reporting on the funds separately

APD - Schedule D

If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the Instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions: ۲.

Additional Feeder Fund Information : 1 Record(s) Filed.

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

(a) Name of the private fund:

ABRAMS CAPITAL INTERNATIONAL, LTD

(b) Private fund identification number: (include the "805-" prefix also)

805-2859243592

(c) Under the laws of what state or country is the private fund organized:

State:

Country:

CAYMAN ISLANDS

(d) Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a

Name of General Partner, Manager, Trustee, or Director

SCOTT DAKERS (DIRECTOR)

ROGER HANSON (DIRECTOR)

C Yes No

WILLIAM P. WALL (DIRECTOR)

(e) The private fund (check all that apply; you must check at least one):

 \Box (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940

[2] (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940

List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered. Ξ

Name of Country/English Name of Foreign Financial Regulatory Authority

Cayman Islands - Cayman Islands Monetary Authority

8 http://www.advisorinfo.sec.gov/raps/contant/v/ew/form/sections/sectional/advScheduleDSectionaspx/ORG_PK=1557288RGLTR_PK=500008STATE_CD=...

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funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests series invests substantially all of its assets in a single master fund. NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more

(a) Is this private fund a "fund of funds"?

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(b) If yes, does the *private fund* invest in funds managed by you or by a *related* person? NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, whether or not they are also private funds, or registered investment companies. Yes No

о О During your last fiscal year, did the *private fund* invest in securities issued by investment company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)? o;

o hedge fund $_{f C}$ liquidity fund $_{f C}$ private equity fund $_{f C}$ real estate fund $_{f C}$ securitized private fund asset fund $_{f C}$ venture capital fund $_{f C}$ Other 10. What type of fund is the private fund?

NOTE: For funds of funds, refer to the funds in which the *private fund* invests. For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.

11. Current gross asset value of the private fund:

\$ 359,248,296

Ownership

12. Minimum investment commitment required of an investor in the private fund: \$ 5,000,000 NOTE: Report the amount routinely required of investors who are not your related persons (even if different from the amount set forth in the organizational documents of the fund).

13. Approximate number of the private fund's beneficial owners:

7

ttp://www.ab/sertifio.sec.go/ilapdicontent/Mewformbab//Sections/apd_AdvScheduleDSection.aspx/ORG_PKe1557288RGLTR_PK=5000085TATE_CD=...

14. What is the approximate percentage of the private fund beneficially owned by you and your APD - Schedule D

related persons:

What is the approximate percentage of the *private fund* beneficially owned (in the aggregate) by funds of funds: 15.

Yes No

What is the approximate percentage of the private fund beneficially owned by non-United States persons: 20% 16.

Your Advisory Services

17. (a) Are you a subadviser to this private fund?

Yes No (b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if any, of the adviser of the private fund. If the answer to question 17(a) is "no," leave this question blank.

No Information Filed

Yes No

18. (a) Do any other Investment advisers advise the private fund?

<u>o</u> (b) If the answer to question 18(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the private fund. If the answer to question 18(a) is "no," leave this

No Information Filed

Yes No o ن

19. Are your clients solicited to invest in the private fund?

20. Approximately what percentage of your clients has invested in the private fund?

Private Offering

Does the *private fund* rely on an exemption from registration of its securities under Regulation D of the Securities Act of 1933? 21.

Yes No C

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If yes, provide the private fund's Form D file number (if any) 22.

Form D file number 021-172406

B. SERVICE PROVIDERS

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Auditors

3/20/2015

23. (a) (1) Are the private fund's financial statements subject to an annual audit?

(2) Are the financial statements prepared in accordance with U.S. GAAP?

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

Additional Auditor Information : 1 Record(s) Filed.

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

(b) Name of the auditing firm:

ERNST & YOUNG, LTD.

The location of the auditing firm's office responsible for the private fund's audit 9

State:

(city, state and country):

City: GRAND CAYMAN

CAYMAN ISLANDS

(d) Is the auditing firm an *independent public accountant*?

Yes No

(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?

If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its $\boldsymbol{\varepsilon}$

Yes No (g) Are the private fund's audited financial statements distributed to the private fund's o investors?

(h) Does the report prepared by the auditing firm contain an unqualified opinion?

Yes C No C Report Not Yet Received

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If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available.

APD - Schedule D

Prime Broker

Yes No O O

o o

Yes No

24. (a) Does the *private fund* use one or more prime brokers?

О 0 If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the *private fund* uses. If the *private fund* uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

Additional Prime Broker Information : 1 Record(s) Filed.

If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

(b) Name of the prime broker: J.P. MORGAN CLEARING CORP.

(c) If the prime broker is registered with the SEC, its registration number:

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CRD Number (if any): 28432

(d) Location of prime broker's office used principally by the private fund (city, state and country):

State: City: BOSTON

UNITED STATES Massachusetts

Country:

(e) Does this prime broker act as custodian for some or all of the private fund's

Yes No O http://www.adviserinfo.sec.gov/lapd/content/view/form/ladvi/Sectionalapd_Advisched/Section.aspx/ORG_PK=1557296RGLTR_PK=5000085TATE_CD=...

Custodlan

25. (a) Does the private fund use any custodians (Including the prime brokers listed above) to hold some or all of its assets?

custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian. If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each

Additional Custodian Information: 3 Record(s) Filed.

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the *private fund* uses. If the *private fund* uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian: 1.P. MORGAN CLEARING CORP.

Primary business name of custodian: J.P. MORGAN CLEARING CORP. છ

(d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

City: NEW YORK

Country:

UNITED STATES New York

(e) Is the custodian a related person of your firm?

Yes No

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

(if any): CRD Number

28432

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3/20/2015

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian: STATE STREET BANK & TRUST COMPANY

Yes No

(c) Primary business name of custodian: STATE STREET BANK & TRUST COMPANY

(d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

State: BOSTON

UNITED STATES

Country:

(e) Is the custodian a related person of your firm?

Massachusetts

Yes No

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

CRD Number (If any):

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian: THE BANK OF NEW YORK MELLON CORPORATION

(c) Primary business name of custodian: THE BANK OF NEW YORK MELLON (d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

City: NEW YORK

State:

UNITED STATES **New York**

Country:

(e) Is the custodian a related person of your firm?

41/79 http://www.adviserinfo.sec.gov/appi/content/Mew/arm/adv/Sectiona/apd_Adv/Schodus/DSection.aspx/ORG_PK=155729&RGLTR_PK=50000&STATE_CD=...

Yes No

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

CRD Number (if any):

Administrator

26. (a) Does the private fund use an administrator other than your firm?

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator,

Additional Administrator Information: 1 Record(s) Filed.

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

(b) Name of the administrator:

SS&C TECHNOLOGIES, INC.

Location of administrator (city, state and country): $\overline{\mathfrak{G}}$

State:

LAMBERTON

UNITED STATES Connecticut

Country:

(d) Is the administrator a related person of your firm?

(e) Does the administrator prepare and send investor account statements to the private fund's investors?

 $_{\rm C}$ Yes (provided to all investors) $_{\rm C}$ Some (provided to some but not all investors) o No (provided to no investors)

statements are not sent to the (rest of the) private fund's investors, respond "not (f) If the answer to 26(e) is "no" or "some," who sends the investor account statements to the (rest of the) private fund's investors? If investor account

applicable." THE REGISTRANT PREPARES ACCOUNT STATEMENTS, WHICH THE ADMINISTRATOR DISTRIBUTES TO INVESTORS. Http://www.adviserinto.sec.gov/lapd/content/view/orm/radv/Sections/lapd_AdvScheduleDSection.aspx/?ORG_PY<1577298RGLTR_PK<500008STATE_CD=...

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27. During your last fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person?

Yes No © •

Include only those assets where (i) such person carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such person.

Marketers

28. (a) Does the private fund use the services of someone other than you or your employees for marketing purposes?

Yes No

You must answer "yes" whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar person. If the answer to 28(a) is "yes", respond to questions (b) through (g) below for each such marketer the private fund uses. If the private fund uses more than one marketer you must complete questions (b) through (g) separately for each marketer.

No Information Filed

A. PRIVATE FUND

Yes No

Information About the Private Fund

- RIVA CAPITAL PARTNERS II, L.P. (a) Name of the private fund: ٠;
- (b) Private fund Identification number: (include the "805-" prefix also) 805-2601324708
- Under the laws of what state or country is the private fund organized: ~

UNITED STATES

Delaware

828 Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar .achisentro.sec.gov/lapd/content/viewform/adv/Sections/apd_AdvScheduleDSection.aspx/ORG_PK=1557294RGLTR_PK=500008STATE_CD=... m

MPD - Schedule D

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capacity):

3/20/2015

Name of General Partner, Manager, Trustee, or Director RIVA CAPITAL MANAGEMENT II, LLC

The private fund (check all that apply; you must check at least one):

4.

(1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940

(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940

List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered. 'n

No Information Filed

Yes No

6

(a) Is this a "master fund" in a master-feeder arrangement?

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(b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?

No Information Filed

Yes No

(d) If yes, what is the name and private fund identification number (if any) of the master fund in which this private fund invests? Name of the Private Fund:

(c) Is this a "feeder fund" in a master-feeder arrangement?

Private Fund Identification Number: (include the "805-" prefix also)

NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1). for the master-feeder arrangement or reporting on the funds separately.

If you are filing a single Schedule D. Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

http://www.adviserinto.sec.gov/rapd/content/view/torm/advi/Sections/lapd_AdviSection.aspx/ORG_PK=1557294RGLTR_PK=5000045TATE_CD=...

WPD - Schedule D

3/20/2015

No Information Filed

NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

(a) Is this private fund a "fund of funds"?

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(b) If yes, does the private fund invest in funds managed by you or by a related

NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, whether or not they are also private funds, or registered investment companies.

Yes No During your last fiscal year, did the *private fund* invest in securitles issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?

What type of fund is the private fund? 9

o hedge fund $_{\rm C}$ liquidity fund $_{\rm C}$ private equity fund $_{\rm C}$ real estate fund $_{\rm C}$ securitized asset fund O venture capital fund O Other private fund NOTE: For funds of funds, refer to the funds in which the private fund invests. For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.

Current gross asset value of the private fund:

\$ 116,902,719

Ownership

Minimum investment commitment required of an investor in the private fund:

\$ 5,000,000

NOTE: Report the amount routinely required of investors who are not your related persons (even if different from the amount set forth in the organizational documents of the fund).

http://www.adviserinto.sec.gov/lapdicarter1V/tewform/bdv/Sections/lapd_Adv/SchaduleD/Section.aspx/ORG_PK=1557284RGLTR_PK=500008STATE_CD=...

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3/20/2015	4. 1 . 4

MPD - Schedule D

Form D file number

- 14. What is the approximate percentage of the private fund beneficially owned by you and your Approximate number of the private fund's beneficial owners: related persons
- 15. What is the approximate percentage of the private fund beneficially owned (in the aggregate) by funds of funds: 6%

200

16. What is the approximate percentage of the private fund beneficially owned by non-United States persons:
3%

Your Advisory Services

- 17. (a) Are you a subadviser to this private fund?
- Yes No

 (b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if any, of the adviser of the private fund. If the answer to question 17(a) is "no," leave this question blank.

No Information Filed

- 18. (a) Do any other investment advisers advise the private fund?
- Yes No (b) If the answer to question 18(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the private fund. If the answer to question 18(a) is "no," leave this question blank.

No Information Filed

19. Are your clients solicited to invest in the private fund?

Yes No

20. Approximately what percentage of your cilents has invested in the private fund?

Private Offering

21. Does the private fund rely on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?

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Yes No

22. If yes, provide the private fund's Form D file number (if any):

http://www.adviserinfo.sec.gov/lapdicontent/view/form/adviSectiona/fapd_AdviScheduleDSectionaspa/ORG_PK=1557288RGLTR_PK=500008STATE_CD=...

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3. SERVI	B. SERVICE PROVIDERS	
<u>Auditors</u>		Ž
23. (a) ((23. (a) (1) Are the <i>private fund's</i> financial statements subject to an annual audit? o	00
H 00	If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.	Ę
7	Additional Auditor Linormation: 1 Record(s) Filed. If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.	
,	(b) Name of the auditing firm: ERNST & YOUNG LLP	
	(c) The location of the auditing firm's office responsible for the <i>private fund</i> 's audit (city, state and country):	
	City: State: Country: BOSTON Massachusetts UNITED STATES	
	Yes No (d) Is the auditing firm an <i>Independent public accountant?</i>	နို င
	(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?	Ç

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(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its

APD - Schedule D

(g) Are the private fund's audited financial statements distributed to the private fund's o investors?

Yes No

(h) Does the report prepared by the auditing firm contain an unqualified opinion?

O Yes C No C Report Not Yet Received

If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available.

Prime Broker

24. (a) Does the private fund use one or more prime brokers?

Yes No

O O If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the *private fund* uses. If the *private fund* uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

Additional Prime Broker Information : 1 Record(s) Filed.

If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

(b) Name of the prime broker: J.P. MORGAN CLEARING CORP.

(c) If the prime broker is registered with the SEC, its registration number:

8 - 43724

CRD Number (if any): 28432

(d) Location of prime broker's office used principally by the private fund (city, state and country):

State: City: BOSTON

Country:

Massachusetts

UNITED STATES

form/adv/Sections/lapd_AdvScheduleDSection.aspx/ORG_PK=155729&RGLTR_PK=50008.STATE_CD=...

3/20/2015

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Yes No Ç

(e) Does this prime broker act as custodian for some or all of the private fund's to

Custodian

25. (a) Does the private fund use any custodians (including the prime brokers listed

Yes No

above) to hold some or all of its assets?

custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian. If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each

Additional Custodian Information: 4 Record(s) Filed.

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian: BANK OF AMERICA CORPORATION

(c) Primary business name of custodian: BANK OF AMERICA CORPORATION

(d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

City: BOSTON

Massachusetts

UNITED STATES

Yes No

(e) Is the custodian a related person of your firm?

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

CRD Number (if any):

http://www.adviserinto.sec.gov/lapd/content/Newform/adv/Sections/lapd_AdvScheduleDSection.aspx/ORG_PK=1557288RGLTR_PK=500008STATE_CD=...

3/20/2015

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the *private fund* uses. If the *private fund* uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

- (b) Legal name of custodian: J.P. MORGAN CLEARING CORP.
- (c) Primary business name of custodian: J.P. MORGAN CLEARING CORP.

(d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

City: NEW YORK

Country:

UNITED STATES

New York

(e) Is the custodian a related person of your firm?

Yes No ت

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

8 - 43724

CRD Number (if any): 28432

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the *private fund* uses. If the *private fund* uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

- (b) Legal name of custodian: STATE STREET BANK & TRUST COMPANY
- Primary business name of custodian: STATE STREET BANK & TRUST COMPANY Q
- (d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

http://www.addserinfo.sec.gov/lapd/content/Mewform/adv/Sections/lapd_AdvScheduleDSection.espx/ORG_PK=155729&RGLTR_PK=50000&STATE_CD=...

Yes No (f) If the custodian is a broker-dealer, provide its SEC registration number (if any) (e) Is the custodian a related person of your firm? Massachusetts State: CRD Number (if any): City: BOSTON

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the *private fund* uses. If the *private fund* uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian: THE BANK OF NEW YORK MELLON CORPORATION

Primary business name of custodian: THE BANK OF NEW YORK 9

(d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

State: CIty: NEW YORK

UNITED STATES New York

Country:

Yes No 0

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(e) Is the custodian a related person of your firm?

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

CRD Number (if any):

http://www.adviserintusec.gov/lapdicontent/view/form/radv/Sections/lapd_AdvSchaduleDSectionsspx/ORG_PK=155729&RGLTR_PK=500008STATE_CD=...

3/20/2015

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(a) Name of the private fund:

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Administrato

26. (a) Does the private fund use an administrator other than your firm?

Yes No If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

No Information Filed

27. During your last fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person?

established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such person. Include only those assets where (i) such person carried out the valuation procedure

Marketers

28. (a) Does the private fund use the services of someone other than you or your employees for marketing purposes?

Yes No

introducer, municipal advisor or other solicitor, or similar person. If the answer to 28(a) is "yes", respond to questions (b) through (g) below for each such marketer the *private fund* uses. If the *private fund* uses more than one marketer you must complete questions (b) through (g) separately for each marketer. You must answer "yes" whether the person acts as a placement agent, consultant, finder,

No Information Filed

A. PRIVATE FUND

Information About the *Private Fund*

8 sec.gov/legic/content/viewform/adv/Sections/land_AdvScheduleDSection.aspx/ORG_PK=1557298RGLTR_PK=500008STATE_CD=...

Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940 \Box (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940 List the name and country, in English, of each *foreign financial regulatory authority* with which the *private fund* is registered. Under the laws of what state or country is the private fund organized: The private fund (check all that apply; you must check at least one): Name of General Partner, Manager, Trustee, or Director UNITED STATES Country: (b) Private fund identification number; RIVA CAPITAL MANAGEMENT-III, LLC RIVA CAPITAL PARTNERS III, L.P. (include the "805-" prefix also) 805-1865158975 Delaware State: capacity): 7 4. mi ហ

No Information Filed

Yes No

(b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?

(a) Is this a "master fund" in a master-feeder arrangement?

No Information Filed

(c) Is this a "feeder fund" in a master-feeder arrangement?

Yes No

standard/Mewform/adv/Sections/laps AdvScheduleDSection.aspx/ORG Prc=155729&RGLTR_Prc=50000&STATE_CD=...

If yes, what is the name and *private fund* identification number (if any) of the master fund in which this *private fund* invests? Name of the Private Fund (d) If

Private Fund Identification Number: (include the "805-" prefix also)

NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1). for the master-feeder arrangement or reporting on the funds separately. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the Instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions: 7

No Information Filed

fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund. ("feeder funds") invest all or substantially all of their assets in a single fund ("master NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more

Yes No

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(a) Is this private fund a "fund of funds"?

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(b) If yes, does the private fund invest in funds managed by you or by a related

NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, whether or not they are also private funds, or registered investment companies.

Yes No

- During your last fiscal year, did the private fund invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)? ę,
- What type of fund is the private fund?

io hedge fund $_{\mathcal{O}}$ liquidity fund $_{\mathcal{O}}$ private equity fund $_{\mathcal{O}}$ real estate fund $_{\mathcal{O}}$ securitized asset fund o venture capital fund o Other private fund http://www.adviserintb.sec.govilagdicontent/Mewform/adviSectional/apd_AdvScheduleDSection.aspx?ORG_PK+155729&RGLTR_PK+50000&STATE_CD=...

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NOTE: For funds of funds, refer to the funds in which the private fund invests. For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.

11. Current gross asset value of the private fund:

\$ 862,225,083

Ownership

Minimum investment commitment required of an investor in the private fund: 12.

\$ 5,000,000

NOTE: Report the amount routinely required of investors who are not your related persons (even if different from the amount set forth in the organizational documents of the fund).

Approximate number of the private fund's beneficial owners: 13

What is the approximate percentage of the *private fund* beneficially owned by you and your related persons: 14.

%6

What is the approximate percentage of the private fund beneficially owned (in the aggregate) by funds of funds:

16. What is the approximate percentage of the *private fund* beneficially owned by non-*United* States persons

%

Your Advisory Services

17. (a) Are you a subadviser to this private fund?

Yes No

(b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if any, of the adviser of the *private fund*. If the answer to question 17(a) is "no," leave this question blank.

No Information Filed

Yes No

8 http://www.adviserintusec.gov/lapd/contart/Mewhamiladv/Sedionalapd_AdvSchaddeDSedion.aspx/DRG_PK=1557284RGLTR_PK=500008STATE_CD=...

18. (a)	18. (a) Do any other investment advisers advise the private fund?	• 0
<u>e</u>	(b) If the answer to question 18(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the private fund. If the answer to question 18(a) is "no," leave this question blank.	any, of e this
	No Information Filed	
		Yes No
19. Are	19. Are your <i>clients</i> solicited to invest in the <i>private fund?</i>	0
20. Apr	20. Approximately what perceptage of volir <i>client</i> s has invested in the <i>private find?</i>	 -
14%		
Privat	Private Offering	N N
21. Doe Rec	Does the <i>private fund</i> rely on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?	U O
22. If y	If yes, provide the private fund's Form D file number (if any):	<u>·</u>
<u>유</u> [2	Form D file number 021-163002	
B. SER	SERVICE PROVIDERS	<u> </u>
Auditors		
23. (a)	23. (a) (1) Are the <i>private fund's</i> financial statements subject to an annual audit?	
	(2) Are the interior statements prepared in accordance with 0.3. Grant If the answer to 23(a)(1) is "ves," respond to questions (b) through (f) below. If the	ر د ا
	private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm. Additional Auditor Information: 1 Record(s) Filed.	rough
	If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.	흄
	(b) Name of the auditing firm: ERNST & YOUNG LLP	
	(c) The location of the auditing firm's office responsible for the <i>private fund</i> 's audit (city, state and country):	<u> </u>
	City: State: Country:	
Junear arbde	Massachusetts UNITED STATES Massachusetts UNITED STATES Anthres market Mastern Massachusetts Addition as mythological TRE Mastern Matter STATES	<u> </u>

(g) Are the private fund's audited financial statements distributed to the private fund's or investors?

(h) Does the report prepared by the auditing firm contain an unqualified opinion?

Tyes C, No C, Report Not Yet Received, "you must promptly file an amendment to your form ADV to update your response when the report is available.

Prime Broker

24. (a) Does the private fund use one or more prime brokers?

If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

Additional Prime Broker Information : 1 Record(s) Filed.

If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker, you must complete questions (b) through (e) separately for each prime broker.

(b) Name of the prime broker:

1.P. MORGAN CLEARING CORP.

Strammandentiasse. Prime Broker:

2. And Strammandentiasse. The private fund uses more than one prime broker.

Yes No

(d) Is the auditing firm an *Independent public accountant*?

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3/20/2015

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(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?

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(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its

hedule D	
WPD - So	

(c) If the prime broker is registered with the SEC, its registration number:

8 - 43724

CRD Number (if any): 28432 (d) Location of prime broker's office used principally by the private fund (city, state and country)

City: BOSTON

State:

Country:

Massachusetts

UNITED STATES

Yes No

Ü (e) Does this prime broker act as custodian for some or all of the private fund's o

assets?

Yes No

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Custodian

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25. (a) Does the private fund use any custodians (including the prime brokers listed above) to hold some or all of its assets?

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the *private fund* uses. If the *private fund* uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

Additional Custodian Information: 4 Record(s) Filed.

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the *private fund* uses. If the *private fund* uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian: BANK OF AMERICA CORPORATION

(c) Primary business name of custodian: BANK OF AMERICA CORPORATION

(d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

ttp://www.adviserinto.sec.gov/lapdiouriert/Mewform/adv/Sections/lapd_AdvSchaddeDSection.aspx/ORG_PK=15572968RGLTR_PK=500008STATE_CD=...

Yes No (f) If the custodian is a broker-dealer, provide its SEC registration number (if any) UNITED STATES Country: (e) Is the custodian a related person of your firm? Massachusetts State: CRD Number (If any): City: Boston

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If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the *private fund* uses. If the *private fund* uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian: CITIBANK, N.A.

(c) Primary business name of custodian: CITIBANK, N.A.

(d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country): State:

CIty: NEW YORK

UNITED STATES New York

Country:

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(e) Is the custodian a related person of your firm?

Yes No

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

CRD Number (if any):

85 87.83 http://www.adviserinfo.sec.gov/lapd/content/view/form/adv/Section-aspx/ORG_PK=155729&RGLTR_PK=50000&STATE_CD=...

(b) Legal name of custodian:J.P. MORGAN CLEARING CORP.

Primary business name of custodian: J.P. MORGAN CLEARING CORP. છ

(d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

State: City: NEW YORK

Country:

UNITED STATES **New York**

Yes No

(e) Is the custodian a related person of your firm?

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

8 - 43724

CRD Number (if any):

28432

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the *private fund* uses. If the *private fund* uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian: STATE STREET BANK & TRUST COMPANY

(c) Primary business name of custodian: STATE STREET BANK & TRUST COMPANY

(d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

City: BOSTON

Massachusetts

UNITED STATES

Country:

6073 http://www.adviserinto.sec.gov/inspol/content/Mewform/adv/Sections/apd_Adv/SchaduleDSection.aspx/ORG_PK=1557296RGLTR_PK=5000085TATE_CD=...

Yes No (f) If the custodian is a broker-dealer, provide its SEC registration number (if any) (e) Is the custodian a related person of your firm? CRD Number (if any):

Administrator

26. (a) Does the private fund use an administrator other than your firm?

Yes No If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator,

Additional Administrator Information: 1 Record(s) Filed.

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

(b) Name of the administrator:

SS&C TECHNOLOGIES, INC.

(c) Location of administrator (city, state and country):

State: City: LAMBERTON

UNITED STATES Connecticut

Country:

Yes No

(d) Is the administrator a related person of your firm?

(e) Does the administrator prepare and send investor account statements to the private fund's investors?

 $_{
m C}$ Yes (provided to all investors) $_{
m C}$ Some (provided to some but not all

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APD - Schedule D

investors) o No (provided to no investors)

statements are not sent to the (rest of the) private fund's investors, respond "not statements to the (rest of the) private fund's investors? If investor account If the answer to 26(e) is "no" or "some," who sends the investor account applicable." REGISTRANT $\boldsymbol{arepsilon}$

27. During your last fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person?

established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee Include only those assets where (i) such person carried out the valuation procedure calculations (including allocations) was the valuation determined by such person.

Marketers

28. (a) Does the private fund use the services of someone other than you or your employees for marketing purposes?

Introducer, municipal advisor or other solicitor, or similar person. If the answer to 28(a) is "yes", respond to questions (b) through (g) below for each such marketer the private fund uses. If the private fund uses more than one marketer you must complete questions You must answer "yes" whether the person acts as a placement agent, consultant, finder, (b) through (g) separately for each marketer.

No Information Filed

A. PRIVATE FUND

Information About the *Private Fund*

RIVA CAPITAL PARTNERS, L.P. (a) Name of the private fund:

٠i

(b) Private fund Identification number: (include the "805-" prefix also)

805-4246991595

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62/29

Under the laws of what state or country is the private fund organized: Country: State:

UNITED STATES

Delaware

Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar Name of General Partner, Manager, Trustee, or Director capacity): m

RIVA CAPITAL MANAGEMENT, LLC

The private fund (check all that apply; you must check at least one): 4.

(1) qualifies for the exclusion from the definition of investment company under section (1) qualifies for the exclusion from the defit 3(c)(1) of the Investment Company Act of 1940

[2] (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940

List the name and country, in English, of each *foreign financial regulatory authority* with which the *private fund* is registered. Ŋ,

No Information Filed

(a) Is this a "master fund" in a master-feeder arrangement?

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Yes No

Yes No (b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?

No Information Filed

(c) Is this a "feeder fund" in a master-feeder arrangement?

Yes No (d) If yes, what is the name and *private fund* identification number (if any) of the master fund in which this private fund invests?

Name of the Private Fund:

Private Fund Identification Number: (include the "805-" prefix also)

NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1). for the master-feeder arrangement or reporting on the funds separately 8 http://www.adviserinfa.sec.gov/lapd/content/viewform/advi/Sections/apd_AdvScheduleDSection.aspx/ORG_PKe-1557298RGLTR_PKe-500008STATE_CD=...

3/20/2015

APD - Schedule D

If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

No Information Filed

fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) Invests substantially all of its assets in a single master fund. funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master For purposes of questions 6 and 7, in a master-feeder arrangement, one or more

(a) Is this private fund a "fund of funds"?

œ

(b) If yes, does the private fund Invest in funds managed by you or by a related person?

more of its total assets in other pooled investment vehicles, whether or not they are also NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or private funds, or registered investment companies

During your last fiscal year, did the *priva*te fund invest in securities Issued by Investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?

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Yes No ن

What type of fund is the private fund?

o hedge fund $_{\rm C}$ liquidity fund $_{\rm C}$ private equity fund $_{\rm C}$ real estate fund $_{\rm C}$ securitized asset fund C venture capital fund C Other private fund NOTE: For funds of funds, refer to the funds in which the private fund invests. For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.

11. Current gross asset value of the private fund:

\$ 181,070,741

Ownership

12. Minimum investment commitment required of an investor in the private fund: \$ 1,000,000 NOTE: Report the amount routinely required of investors who are not your related persons (even if different from the amount set forth in the organizational documents of the fund).

13. Approximate number of the private fund's beneficial owners:

82

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APD - Schedule D 3/20/2015

14. What is the approximate percentage of the private fund beneficially owned by you and your	
related persons:	
2%	

What is the approximate percentage of the private fund beneficially owned (in the aggregate) by funds of funds: 17% 15.

What is the approximate percentage of the private fund beneficially owned by non-United States persons: % 16,

Your Advisory Services

Yes No

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17. (a) Are you a subadviser to this private fund?

(b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if any, of the adviser of the private fund. If the answer to question 17(a) is "no," leave this question blank.

No Information Filed

18. (a) Do any other investment advisers advise the *private fund?*

Ves No
(a) Do any other investment advisers advise the private fund?

(b) If the answer to question 18(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the private fund. If the answer to question 18(a) is "no," leave this question blank.

No Information Filed

Are your clients solicited to invest in the private fund?

Yes No

20. Approximately what percentage of your clients has invested in the private fund?

14%

Private Offering

Yes No Does the private fund rely on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?

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If yes, provide the private fund's Form D file number (if any): 22. Form D file number 021-74893

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APD - Schedule D

B. SERVICE PROVIDERS

3/20/2015

Auditors

23. (a) (1) Are the private fund's financial statements subject to an annual audit? (2) Are the financial statements prepared in accordance with U.S. GAAP? If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

Additional Auditor Information: 1 Record(s) Filed.

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

(b) Name of the auditing firm:

ERNST & YOUNG LLP

(c) The location of the auditing firm's office responsible for the private fund's audit (city, state and country):

City: BOSTON

Massachusetts

UNITED STATES

Country:

Yes No O

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(d) Is the auditing firm an Independent public accountant?

(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?

(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules? (g) Are the private fund's audited financial statements distributed to the private fund's o

(h) Does the report prepared by the auditing firm contain an unqualified opinion?

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Yes C No C Report Not Yet Received

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APD - Schedule D

If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available.

Prime Broker

8 C C

Yes No

24. (a) Does the private fund use one or more prime brokers?

If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

No Information Filed

Custodian

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25. (a) Does the private fund use any custodians (including the prime brokers listed above) to hold some or all of its assets?

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the *private fund* uses. If the *private fund* uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

Additional Custodian Information : 2 Record(s) Filed.

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the *private fund* uses. If the *private fund* uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian: BANK OF AMERICA CORPORATION

(c) Primary business name of custodian: BANK OF AMERICA CORPORATION

(d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

CIty: Boston

O Yes No

Massachusetts

UNITED STATES

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Yes No

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3/20/2015

3/20/2015

Yes No

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

CRD Number (if any):

custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian. If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each

(b) Legal name of custodian: STATE STREET BANK & TRUST COMPANY

Primary business name of custodian: STATE STREET BANK & TRUST COMPANY ©

(d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

State: City: Boston

Country:

UNITED STATES Massachusetts

(e) Is the custodian a related person of your firm?

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

CRD Number (if any):

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<u>Administrator</u>

26. (a) Does the private fund use an administrator other than your firm?

APD - Schedule D

Yes No

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

No Information Filed

27. During your last fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person?

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established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such person. Include only those assets where (i) such person carried out the valuation procedure

Marketers

28. (a) Does the *private fund* use the services of someone other than you or your employees for marketing purposes?

Yes No

is "yes", respond to questions (b) through (g) below for each such marketer the *private fund* uses. If the *private fund* uses more than one marketer you must complete questions (b) through (g) separately for each marketer. finder introducer, municipal advisor or other solicitor, or similar person. If the answer to 28(a) You must answer "yes" whether the person acts as a placement agent, consultant,

No Information Filed

A. PRIVATE FUND

Yes No

Information About the Private Fund

- WHITECREST PARTNERS, LP (a) Name of the private fund: 1.
- (b) Private fund identification number: (include the "805-" prefix also)

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IAPD - Schedule D	
3	

805-9149948557

3/20/2015

Under the laws of what state or country is the private fund organized: 'n

Delaware

UNITED STATES

Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity): mi

Name of General Partner, Manager, Trustee, or Director

ABRAMS CAPITAL, LLC

The private fund (check all that apply; you must check at least one): 4. (1) qualifies for the exclusion from the definition of investment company under section

(2) qualifies for the exclusion from the definition of investment company under section

List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered. 'n

No Information Filed

Yes No

(b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this *private fund*?

(a) Is this a "master fund" in a master-feeder arrangement?

ம்

No Information Filed

Yes No

(c) Is this a "feeder fund" in a master-feeder arrangement?

(d) If yes, what is the name and private fund identification number (if any) of the master fund in which this private fund invests?

Name of the Private Fund:

Private Fund Identification Number: (include the "805-" prefix also)

NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1). for the master-feeder arrangement or reporting on the funds separately.

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3/20/2015

APD - Schedule D

If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the Instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions: ζ.

No Information Filed

fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund. unds ("feeder funds") invest all or substantially all of their assets in a single fund ("master VOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or

(a) Is this private fund a "fund of funds"? œί (b) If yes, does the private fund invest in funds managed by you or by a related person?

Yes No O C

o o

NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, whether or not they are also private funds, or registered investment companies. Yes No During your last fiscal year, did the *private fund* invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)? ö

10. What type of fund Is the private fund?

o hedge fund $_{\rm C}$ liquidity fund $_{\rm C}$ private equity fund $_{\rm C}$ real estate fund $_{\rm C}$ securitized asset fund _C venture capital fund _C Other private fund NOTE: For funds of funds, refer to the funds in which the private fund invests. For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.

11. Current gross asset value of the private fund:

\$ 568,232,733

Ownership

12. Minimum investment commitment required of an investor in the private fund:

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O BINNEY - O.A.		NOTE: Report the amount routinely required of investors who are not your related persons (even if different from the amount set forth in the organizational documents of the fund).
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	0 \$	NOT (eve

13. Approximate number of the private fund's beneficlal owners;

14. What is the approximate percentage of the private fund beneficially owned by you and your related persons:

. What is the approximate percentage of the *private fund* beneficially owned (in the aggregate) by funds of funds: 0% 15.

What is the approximate percentage of the private fund beneficially owned by non-United States persons: 16.

Your Advisory Services

17. (a) Are you a subadviser to this private fund?

Yes No

(b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if any, of the adviser of the private fund. If the answer to question 17(a) is "no," leave this question blank.

No Information Filed

Yes No

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(b) If the answer to question 18(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the private fund. If the answer to question 18(a) is "no," leave this

18. (a) Do any other investment advisers advise the private fund?

No Information Filed

19. Are your clients solicited to invest in the private fund?

Yes No

20. Approximately what percentage of your clients has invested in the private fund?

Private Offering

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21. Does the *private fund* rely on an exemption from registration of its securities under Regulation D of the Securities Act of 1933? NA-U - Schedule D

Yes No

22. If yes, provide the private fund's form D file number (if any):

No Information Filed

B. SERVICE PROVIDERS

Auditors

23. (a) (1) Are the private fund's financial statements subject to an annual audit?

(2) Are the financial statements prepared in accordance with U.S. GAAP?

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

Additional Auditor Information : 1 Record(s) Filed.

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

(b) Name of the auditing firm:

ERNST & YOUNG LLP

The location of the auditing firm's office responsible for the private fund's audit (city, state and country): Û

State: City: Boston

Massachusetts

UNITIED STATES

Country:

Yes No O

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(d) Is the auditing firm an *independent public accountant*?

(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?

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If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules? ε

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(g) Are the private fund's audited financial statements distributed to the private fund's O investors?

(h) Does the report prepared by the auditing firm contain an unqualified opinion? O Yes O No O Report Not Yet Received If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available.

Prime Broker

24. (a) Does the private fund use one or more prime brokers?

0

res No

If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime O broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

Additional Prime Broker Information : 1 Record(s) Filed.

broker, you must complete questions (b) through (e) separately for each prime broker. If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime

(b) Name of the prime broker: J.P. MORGAN CLEARING CORP.

(c) If the prime broker is registered with the SEC, its registration number:

8 - 43724

CRD Number (if any): 28432

(d) Location of prime broker's office used principally by the private fund (city, state and country):

State: City: Boston

UNITED STATES

Massachusetts

Country:

Yes No

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(e) Does this prime broker act as custodian for some or all of the private fund's .ò

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Custodian

25. (a) Does the private fund use any custodians (including the prime brokers listed above) to hold some or all of its assets?

Yes No O

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If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the *private fund* uses. If the *private fund* uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

Additional Custodian Information : 4 Record(s). Filed.

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the *private fund* uses. If the *private fund* uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian: BANK OF AMERICA CORPORATION

(c) Primary business name of custodian; BANK OF AMERICA CORPORATION

(d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

City: Boston

Massachusetts

UNITED STATES

Yes No

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(e) Is the custodian a *related person* of your firm?

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

CRD Number (if any):

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the *private fund* uses. If the *private fund* uses more than one custodian, you

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Yes No

W-LV - Schedule D

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(b) Legal name of custodian: J.P. MORGAN CLEARING CORP.

(c) Primary business name of custodian: J.P. MORGAN CLEARING CORP.

(d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

City: NEW YORK

Country:

UNITED STATES

New York

ر S No

(e) Is the custodian a related person of your firm?

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

8 - 43724

CRD Number (if any): 28432 If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the *private fund* uses. If the *private fund* uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian: STATE STREET BANK & TRUST COMPANY

Primary business name of custodian: STATE STREET BANK & TRUST COMPANY ਹੁ

(d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

Country:

UNITED STATES Massachusetts

(e) Is the custodian a related person of your firm?

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

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CRD Number (if any):

W-D - Schedule D

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the *private fund* uses. If the *private fund* uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian: THE BANK OF NEW YORK MELLON CORPORATION

(c) Primary business name of custodian: THE BANK OF NEW YORK MELLON

(d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country): Country:

CIty: NEW YORK

UNITED STATES New York

(e) Is the custodian a related person of your firm?

Yes No

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

CRD Number (if any):

<u>Administrator</u>

C S No

26. (a) Does the private fund use an administrator other than your firm?

Yes No

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Additional Administrator Information : 1 Record(s) Filed.

If the answer to 26(a) is "yes," respond to questions (b) through (f) below, If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

(b) Name of the administrator:

SS&C TECHNOLOGIES, INC.

(c) Location of administrator (city, state and country):

LAMBERTON

Country:

Connecticut

UNITED STATES

(d) Is the administrator a related person of your firm?

Yes No

(e) Does the administrator prepare and send investor account statements to the private fund's investors?

CYes (provided to all Investors) CSome (provided to some but not all

investors) to No (provided to no investors)

statements are not sent to the (rest of the) private fund's investors, respond "not If the answer to 26(e) is "no" or "some," who sends the investor account statements to the (rest of the) private fund's investors? If investor account THE REGISTRANT applicable." $\mathbf{\epsilon}$

27. During your last fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person?

valuation used for purposes of investor subscriptions, redemptions or distributions, and fee established for that asset, if any, including obtaining any relevant quotes, and (ii) the Include only those assets where (i) such person carried out the valuation procedure calculations (including allocations) was the valuation determined by such person. 828 tp://www.adviserinb.sec.gov/ispd/content/viewform/adv/Sections/fapd_AdvScheduleDSection.espx/ORIG_PKe-155729&RGLTR_PK=50000&STATE_CD=...

Marketers

wru - canadae u

28. (a) Does the private fund use the services of someone other than you or your employees for marketing purposes?

Yes No

You must answer "yes" whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar person. If the answer to 28(a) is "yes", respond to questions (b) through (g) below for each such marketer the private fund uses. If the private fund uses more than one marketer you must complete questions (b) through (g) separately for each marketer.

No Information Filed

SECTION 7.B.(2) Private Fund Reporting

No Information Filed

SECTION 9.C. Independent Public Accountant

No Information Filed

SECTION 10.A. Control Persons

No Information Filed

SECTION 10.B. Control Person Public Reporting Companies

No Information Filed

Schedule D - Miscellaneous

Management, L.P. and Abrams Capital Management, LLC, since such entitles first began providing investment advisory services to the Abrams Capital Partners I, L.P. and Abrams Capital Partners II, fou may use the space below to explain a response to an Item or to provide any other information. Abrams is the Managing Partner of Abrams Capital Management, L.P. and the Managing Member of (tem 1.P - Abrams Capital Management, L.P. does not have a Legal Entity Identifier at this time; Abrams Capital Management, L.C, the general partner of Abrams Capital Management, L.P. Mr. Abrams was the principal owner of the predecessor entities in interest to both Abrams Capital however, it has the following CICI Code: 3VZDKVXEPWXFPZ736G54. Schedules A and B - David ..P. in March, 1999

Next Previous

87.87 #Mewform/satv/Sections/lapd_AdvScheduleDSection.aspx/ORG_PK=155729&RGLTR_PK=50000&STATE_CD=...

Y202015

OMB: 3235-0049 **FORM ADV**

Primary Business Name: ABRAMS CAPITAL MANAGEMENT, L.P. IARD/CRD Number: 155729 UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Rev. 10/20

CRIMINAL DISCLOSURE REPORTING PAGE (ADV) DRPs

No Information Filed

REGULATORY ACTION DISCLOSURE REPORTING PAGE (ADV)

No Information Filed

CIVIL JUDICIAL ACTION DISCLOSURE REPORTING PAGE (ÁDV)

No Information Filed

Next Previous

3/20/2015

IAPD - Signature Section

UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

FORM ADV

Primary Business Name: ABRAMS CAPITAL MANAGEMENT, L.P. ITARD/CRD Number: 155729

Rev. 10/2012

OMB: 3235-0049

Signature Page

DOMESTIC INVESTMENT ADVISER EXECUTION PAGE

You must complete the following Execution Page to Form ADV. This execution page must be signed and attached to your initial submission of Form ADV to the SEC and all amendments.

Appointment of Agent for Service of Process

jurisdiction of the United States, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation arises out of any activity in connection with your investment advisory business that is subject to the any place subject to the jurisdiction of the United States, if the action, proceeding, or arbitration (a) principal office and place of business and any other state in which you are submitting a notice filing, under any of these acts, or (ii) the laws of the state in which you maintain your *principal office and* mail, in any federal or state action, administrative proceeding or arbitration brought against you in process or papers, and you further agree that such service may be made by registered or certified as your agents to receive service, and agree that such *persons* may accept service on your behalf, of any notice, subpoena, summons, order instituting proceedings, demand for arbitration, or other By signing this Form ADV Execution Page, you, the undersigned adviser, irrevocably appoint the Secretary of State or other legally designated officer, of the state in which you maintain your place of business or of any state in which you are submitting a notice filing.

Signature

I, the undersigned, sign this Form ADV on behalf of, and with the authority of, the investment adviser. The investment adviser and I both certify, under penalty of perjury under the laws of the United States of America, that the information and statements made in this ADV, including exhibits and any other information submitted, are true and correct, and that I am signing this Form ADV Execution Page as a free and voluntary act.

I certify that the adviser's books and records will be preserved and available for inspection as required by law. Finally, I authorize any person having custody or possession of these books and records to make them available to federal and state regulatory representatives.

Date: MM/DD/YYYY 03/28/2014 DAVID C. ABRAMS Signature:

Printed Name:

MANAGING MEMBER OF GENERAL PARTNER OF REGISTRANT Adviser CRD Number: DAVID C. ABRAMS

155729

NON-RESIDENT INVESTMENT ADVISER EXECUTION PAGE

You must complete the following Execution Page to Form ADV. This execution page must be signed and attached to your initial submission of Form ADV to the SEC and all amendments.

Http://www.edviserinfo.sec.gov/lapd/content/vitew/form/adv/Sections/apd_Adv/Signature/Section.aspx/ORG_PK=1557284RGLTR_PK=500008STATE_CD=&FL... ξ

http://www.adviserinfo.sec.gov/lapd/contact/viewform/ladv/Sections/lapd_AdvDrpSection.espx/ORG_PK=155729&RGLTR_PK=50000&STATE_CD=&FLNG_...

Next Previous

Appointment of Agent for Service of Process

By signing this Form ADV Execution Page, you, the undersigned adviser, irrevocably appoint each of the Secretary of the SEC, and the Secretary of State or other legally designated officer, of any other state in which you are submitting a *notice filing*, as your agents to receive service, and agree administrative *proceeding* or arbitration brought against you in any place subject to the jurisdiction instituting proceedings, demand for arbitration, or other process or papers, and you further agree Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any connection with your investment advisory business that is subject to the jurisdiction of the United States, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of that such persons may accept service on your behalf, of any notice, subpoena, summons, order that such service may be made by registered or certifled mail, in any federal or state action, of the United States, if the action, proceeding or arbitration (a) arises out of any activity in 1933, the Securitles Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment of these acts, or (ii) the laws of any state in which you are submitting a notice filing

2. Appointment and Consent: Effect on Partnerships

If you are organized as a partnership, this irrevocable power of attorney and consent to service of dissolves, this irrevocable power of attorney and consent shall be in effect for any action brought provided that the admission or withdrawal does not create a new partnership. If the partnership process will continue in effect if any partner withdraws from or is admitted to the partnership, against you or any of your former partners.

3. Non-Resident Investment Adviser Undertaking Regarding Books and Records

By signing this Form ADV, you also agree to provide, at your own expense, to the U.S. Securities and Exchange Commission at its principal office in Washington D.C., at any Regional or District rrevocable consents or powers of attorney or any of your general partners and managing agents Commission, correct, current, and complete copies of any or all records that you are required to maintain under Rule 204-2 under the Investment Advisers Act of 1940. This undertaking shall be Office of the Commission, or at any one of its offices in the United States, as specified by the binding upon you, your heirs, successors and assigns, and any person subject to your written

Signature

ncluding exhibits and any other information submitted, are true and correct, and that I am signing nvestment adviser. The investment adviser and I both certify, under penalty of perjury under the aws of the United States of America, that the information and statements made in this ADV, I, the undersigned, sign this Form ADV on behalf of, and with the authority of, the non-resident this Form ADV Execution Page as a free and voluntary act.

required by law. Finally, I authorize any person having custody or possession of these books and certify that the adviser's books and records will be preserved and available for inspection as records to make them available to federal and state regulatory representatives.

Date: MM/DD/YYY

Adviser CRD Number:

Printed Name:

Signature:

155729

ន ktp://www.adviserinto.sec.gov/lapd/content/vlew/nrm/adv/Sections/apd_Adv/SignatureSection.aspx/ORG_PK=155729&RGLTR_PK=50000&STATE_CD=&FL...

http://www.adviserinfo.sec.gov/lapd/content/viewform/adv/Sed/ors/fapd_Adv/Signata-eSection.espx/ORG_PK=1667298RGLTR_PK=500008STATE_CD=&FL_.

S

3/20/2015

IAPD - FORM ADV-E

FORM ADV-E

OMB: 3235-0361

IARD/CRD Number: 155729

Primary Business Name: ABRAMS CAPITAL MANAGEMENT, L.P.

the clients funds and securities (see Investment Advisers Act rule 206(4)-2 for more information). Form ADV-E also must be filed when the accountant resigns, is dismissed, or is otherwise terminated from the engagement, or if the accountant removes itself or is removed from consideration for reappointment. These filings are available at the Form ADV-E cover page and required to undergo an annual surprise examination by an independent public accountant to verify Investment advisers that have custody of (the authority to access) client funds or securities are report links below.

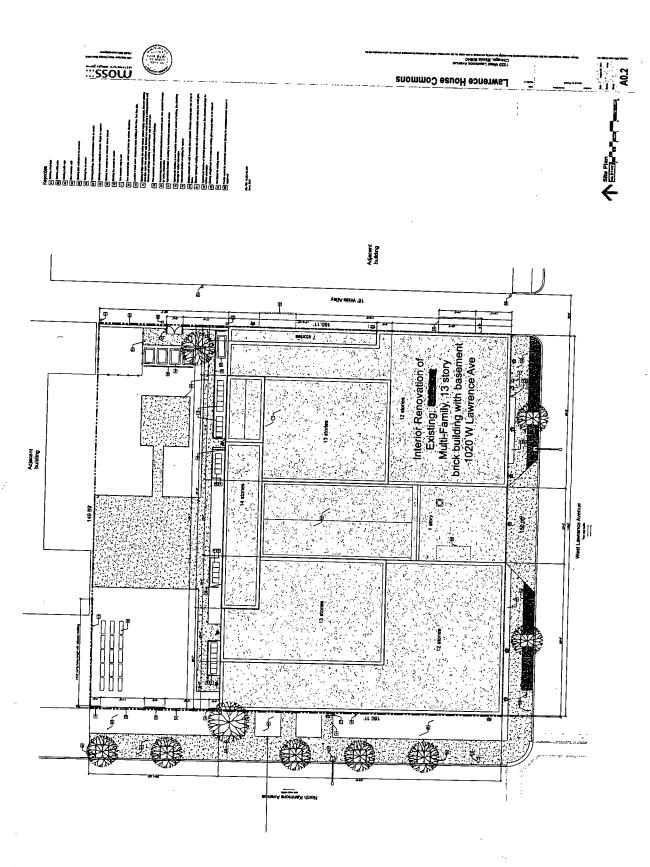
Form ADV-E Surprise Examination Report

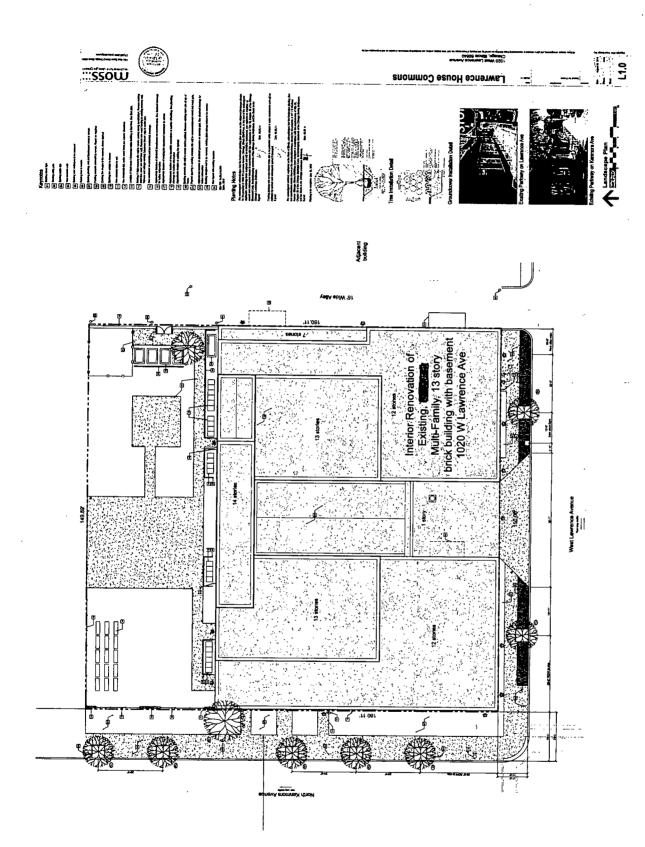
No Form ADV-E Surprise Examination Report filings have been submitted.

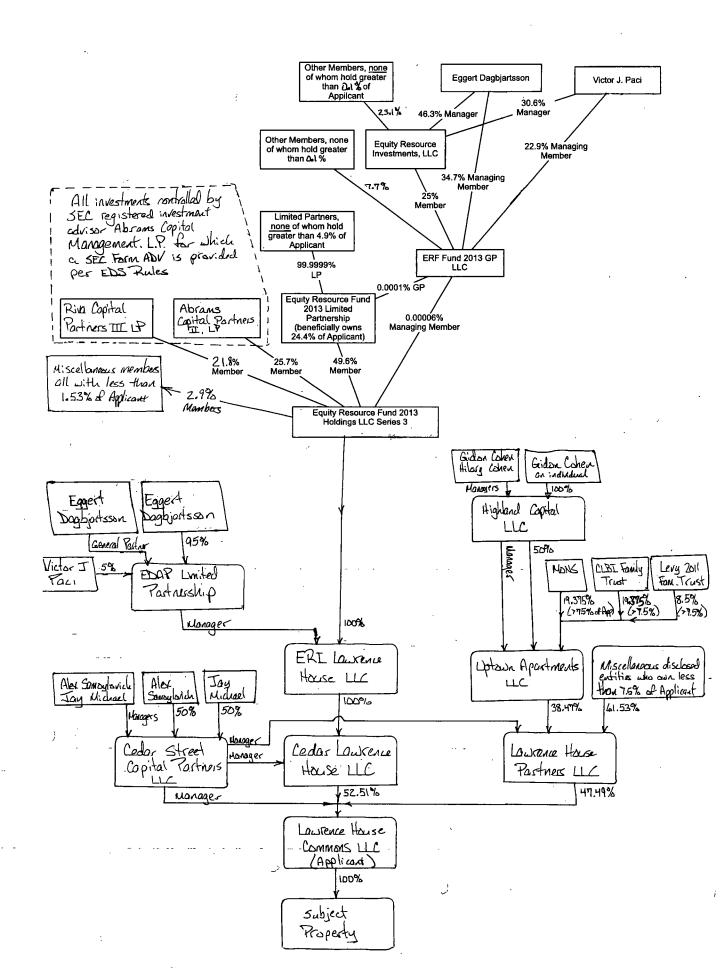
Previous

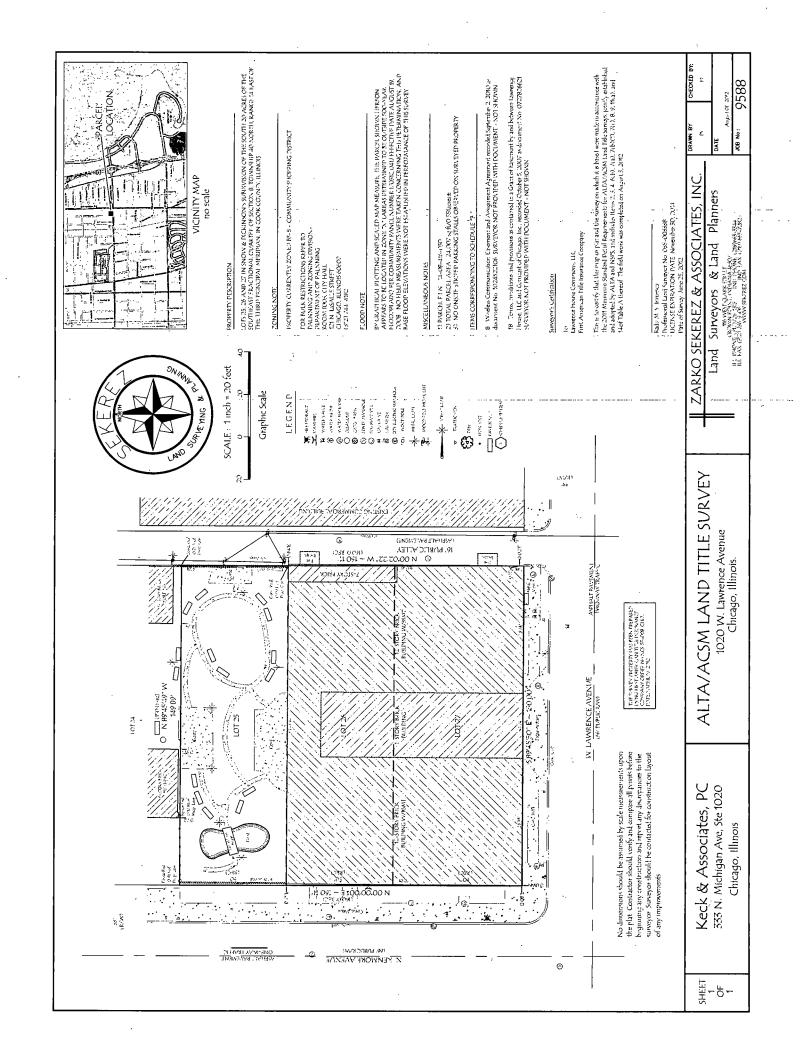
₹ http://www.adviserintb.sec.gov/inpol/content/viewform/adv/Sections/apd_adveSurpriseExamRpLaspx7ORG_PK=1557298RGLTR_PK=5000045TATE_CD=8...

J









18356 TI IN+20 DATE: 04-15-2015

CITY OF CHICAGO

APPLICATION FOR AN AMENDMENT TO THE CHICAGO ZONING ORDINANCE

Ward Number	r that property is locate	edin: 46th W	ard		
vara rvamber	that property is locate	74 III			
APPLICANT_	Lawrence House	e Commons LI	ıC		
DDRESS	1025 W. Sunnysi	de Ave., Sto	300 CITY_	Chicag	o-
TATE <u>IL</u>	ZIP CODE_6	0640	PHONE	(312)	506-3200
EMAIL asam	oylovich@cederst.com	<u>n</u> CONTACT PEF	RSON Alex S	amoylov	rich
			also a	ttorney	s listed
	nt the owner of the prop				
				1	
	nt is not the owner of th				
egarding the o	nt is not the owner of the owner and attach written				
egarding the o					
egarding the coroceed.	owner and attach writte	en authorization f	rom the owner a	llowing th	e application
egarding the coroceed.	owner and attach writte	en authorization f	rom the owner a	llowing th	e application
egarding the coroceed. DWNERADDRESS	owner and attach writte	en authorization f	From the owner a	allowing th	e application
egarding the oroceed. DWNER ADDRESS STATE	owner and attach writte	en authorization f	CITYPHONE	allowing th	e application
egarding the oroceed. DWNER ADDRESS STATE EMAIL	owner and attach writte	en authorization f	CITYPHONE	allowing th	e application
egarding the coroceed. DWNER ADDRESS TATE EMAIL f the Applicar	owner and attach writted zIP CODE	en authorization f	CITYPHONE	allowing th	e application
egarding the oroceed. DWNER ADDRESS ETATE EMAIL f the Applicar	owner and attach writte	en authorization f	CITYPHONE	allowing th	e application
egarding the oroceed. DWNER ADDRESS STATE EMAIL f the Applicar ezoning, please	zIP CODE	_CONTACT PER rty has obtained a ng information:	CITYPHONE	representat	e application
egarding the coroceed. DWNER ADDRESS STATE EMAIL f the Applicar ezoning, please	ZIP CODE	_CONTACT PER rty has obtained a ng information: Daley and C	CITYPHONE Lawyer as their the second s	representat	e application
egarding the oroceed. DWNER ADDRESS STATE EMAIL f the Applicar ezoning, pleas	zIP CODE	_CONTACT PER rty has obtained a ng information: Daley and C Daley and C	CITYPHONE ASONlawyer as their in the second sec	representat	e application
egarding the obroceed. DWNER ADDRESS STATE EMAIL f the Applicate ezoning, please ATTORNEY_	ZIP CODE	_CONTACT PER rty has obtained a ng information: Daley and C Daley and C	CITYPHONE ASONlawyer as their in the second sec	representat	e application

	52.51%
Lawrence House Partners LLC	47.49%
On what date did the owner acquire legal	title to the subject property? 2000
Has the present owner previously rezoned	this property? If yes, when?
No.	
	·
Present Zoning District RT4	Proposed Zoning District B3-5
Lot size in square feet (or dimensions) A	pproximately 7,500 s.f. (50' x 150'
	<u> </u>
Current Use of the property Vacant lowith a mixed use (primarily	ot adjacent to and under common own residential) building at 1020 W. L
Current Use of the property Vacant lowith a mixed use (primarily	ot adjacent to and under common own residential) building at 1020 W. L site is part of a combined zoning lot
Current Use of the property Vacant lowith a mixed use (primarily Reason for rezoning the property The s	ot adjacent to and under common own residential) building at 1020 W. L
Current Use of the property Vacant lowith a mixed use (primarily Reason for rezoning the property The second with Lawrence Ave., and reexisting zoning at 1020 W. Lawrence Describe the proposed use of the property units; number of parking spaces; approximately to the proposed building. (BE SPE	ot adjacent to and under common own residential) building at 1020 W. Lette is part of a combined zoning lot ezoning is being sought to conform to awrence Ave. to create a unified zoni after the rezoning. Indicate the number of dwelling mate square footage of any commercial space; and
Current Use of the property Vacant lowith a mixed use (primarily Reason for rezoning the property The secondary Lawrence Ave., and reexisting zoning at 1020 W. Lawrence Describe the proposed use of the property units; number of parking spaces; approximate the proposed building. (BE SPE A rear yard open space area	residential) building at 1020 W. Leite is part of a combined zoning lot ezoning is being sought to conform to awrence Ave. to create a unified zoni after the rezoning. Indicate the number of dwelling mate square footage of any commercial space; and ECIFIC)
Current Use of the property Vacant 10 with a mixed use (primarily Reason for rezoning the property The second of the property The sexisting zoning at 1020 W. Lawrence Ave., and resexisting zoning at 1020 W. Lawrence Describe the proposed use of the property units; number of parking spaces; approximately the proposed building. (BE SPEA rear yard open space area (primarily residential) building. (ARO) that requires on-site affordable how housing projects receive a zoning change	residential) building at 1020 W. Late is part of a combined zoning lot ezoning is being sought to conform to exercise the rezoning. Indicate the number of dwelling mate square footage of any commercial space; and eCIFIC) to be used by the adjacent mixed used at 1020 W. Lawrence Ave. Incil passed the Affordable Requirements Ordinance using units or a financial contribution if residential under certain circumstances. Based on the lot size of oning classification, is this project subject to the

+

COUNTY OF COOK STATE OF ILLINOIS
Alex Samoy of the statements contained in the documents submitted herewith are true and correct. Signature of Applicant
Subscribed and Sworn to before me this
For Office Use Only
Date of Introduction:
File Number:
Ward:

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT

SECTION I -- GENERAL INFORMATION

	A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:
	Lawrence House Commons LLC
	Check ONE of the following three boxes:
	Indicate whether the Disclosing Party submitting this EDS is:
	1. [x] the Applicant
	OR PROPERTY PROPERTY State the legal name of the
PRO	2. [X] a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the DERTY Applicant in which the Disclosing Party holds an interest: 4813-4815 N. Kenmore Ave. OR
	3. [] a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control:
	B. Business address of the Disclosing Party: 1025 W. Sunnyside Ave., # 300
1	Chicago, IL 60640
	C. Telephone: 312-506-3203 Fax: 312-216-0718 Email: asamoylovich@cedarst.co D. Name of contact person: Alex Samoylovich
	E. Federal Employer Identification No. (if you have one):
	F. Brief description of contract, transaction or other undertaking (referred to below as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable):
	Application for zoning map amendment - 4813-4815 N. Kenmore Ave.
	G. Which City agency or department is requesting this EDS? <u>Dept. of Planning & Development</u>
	If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:
	Specification # N/A and Contract # N/A

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

Alex Samoylovich

Jay Michael

1. Indicate the nature of the Disclosing Pa	arty:
[] Person	[x] Limited liability company
[] Publicly registered business corporation	[] Limited liability partnership
[] Privately held business corporation	[] Joint venture
[] Sole proprietorship	Not-for-profit corporation
[] General partnership	(Is the not-for-profit corporation also a 501(c)(3))?
[] Limited partnership	[]Yes []No
[] Trust	[] Other (please specify)
	[](L
2. For legal entities, the state (or foreign of	country) of incorporation or organization, if applicable:
Illinois.	
2 For local antition not arganized in the S	State of Illinois, Hos The appeniation posistant to do
business in the State of Illinois as a foreign en	State of Illinois: Has the organization registered to do ntity?
[]Yes []No	[x] N/A
B. IF THE DISCLOSING PARTY IS A LEG	GAL ENTITY:
1. List below the full names and titles of a	all executive officers and all directors of the entity.
	ist below all members, if any, which are legal entities. If
· · · · · · · · · · · · · · · · · · ·	rs." For trusts, estates or other similar entities, list below
the legal titleholder(s).	
_ , ,	d partnership, limited liability company, limited liability
	ne and title of each general partner, managing member,
- · · · · · · · · · · · · · · · · · · ·	atrols the day-to-day management of the Disclosing Party.
NOTE: Each legal entity listed below must su	
Name	Title
Cedar Street Capital Partners LLC	Manager

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

Managing Agent

Managing Agent

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." **NOTE**: Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name	Business Address Percentage Interest in the Disclosing Party	·
Cedar Lawrence House LI	C 1025 W. Sunnyside Ave., # 300 52.51%	
	Chicago, IL 60640	
Lawrence House Partners	LLC 1025 W. Sunnyside Ave., # 300 47.49%	
	Chicago, IL 60640	

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date this EDS is signed?

[] Yes	[x] No		
If yes, please iden relationship(s):	tify below the name(s) of s	such City elected official(s) and describe such	
Not applicabl	e.		
			

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to (subcontractor lobbyist, etc.)	Disclosing Party, attorney,	"hourly rate"	ated:) NOTE:
Daley and Georges, Ltd	. 20 S. Cla	ırk St., #400	Attorney	\$5,000.00 E	•
	Chicago,	IL 60603			
				<u> </u>	
(Add sheets if necessary)				· · · · · · · · · · · · · · · · ·	,
[] Check here if the Discle	osing Party h	as not retained, n	or expects to-retair	n, any such per	sons or entities
SECTION V CERTIF	ICATIONS	~			• . •. •
A. COURT-ORDERED C	CHILD SUPP	ORT COMPLIA	NCE		
Under Municipal Code the City must remain in co		•			
Has any person who direct arrearage on any child sup	_	•			
[] Yes [x] No		o person directly sclosing Party.	or indirectly owns	10% or more	of the
If "Yes," has the person er is the person in complianc			greement for paym	ent of all supp	ort owed and
[] Yes [] No)			Α.	
B. FURTHER CERTIFIC	ATIONS				·

1. Pursuant to Municipal Code Chapter 1-23, Article I ("Article I")(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. NOTE: If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

- 2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:
 - a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
 - b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
 - c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
 - d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
 - e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.
 - 3. The certifications in subparts 3, 4 and 5 concern:
 - the Disclosing Party;
 - any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
 - any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
 - any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).
- 4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.
- 5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.
- 6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

Certifica	f the Disclosing ations), the Disc	-	-	<u>-</u>	above stateme	ents in this Pa	ert B (Further
N/A							

presumed that the Disclosing Party certified to the above statements.
8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none"). None.
9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$20 per recipient (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient. None.
C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION 1. The Disclosing Party certifies that the Disclosing Party (check one)
[] is [x] is not
a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.
2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:
"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."
If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary): N/A

	•	appears on the lines above, it will be fied to the above statements.
D. CERTIFICATION RE	EGARDING INTEREST IN	CITY BUSINESS
Any words or terms that a meanings when used in the	-	of the Municipal Code have the same
		Municipal Code: Does any official or employee name or in the name of any other person or
NOTE: If you checked " Item D.1., proceed to Par	-	to Items D.2. and D.3. If you checked "No" to
elected official or employ any other person or entity for taxes or assessments, "City Property Sale"). Co	ree shall have a financial int in the purchase of any proportion (iii) is sold by virtue of le	ve bidding, or otherwise permitted, no City erest in his or her own name or in the name of perty that (i) belongs to the City, or (ii) is sold egal process at the suit of the City (collectively, seen pursuant to the City's eminent domain power uning of this Part D.
Does the Matter involve a	City Property Sale?	
[]Yes	[] No	
-	-	e names and business addresses of the City ify the nature of such interest:
Name	Business Address	Nature of Interest

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.
X 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.
2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:
SECTION VI CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS NOTE: If the Matter is federally funded, complete this Section VI. If the Matter is not federally funded, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.
A. CERTIFICATION REGARDING LOBBYING
1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary): This section is not applicable; the matter is not federally funded.
(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)
2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined

Page 9 of 13

applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a

federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew,

member of Congress, in connection with the award of any federally funded contract, making any

amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above. 4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities". 5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request. B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations. Is the Disclosing Party the Applicant? []No []Yes If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due

[] Yes [] No

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?
[] Yes [] No

If you checked "No" to question 1. or 2. above, please provide an explanation:

[] No

under the applicable filing requirements?

[]Yes

SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

- A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.
- B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

- C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.
- D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.
- E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. **NOTE:** With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing **PERMANENT INELIGIBILITY** for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

- F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.
- F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U.S. General Services Administration.
- F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1., F.2. or F.3. above, an explanatory statement must be attached to this EDS.

CERTIFICATION

LAWRENCE HOUSE COMMONS LLC

(Print or type pame of Disclosing Part

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City.

By: tal Mune	
(Sign/here)	•
TAY MICHAEL	
(Print or type name of person signing)	
MANAGING PARTNER (Managing Agent)	
(Print or type title of person signing)	
Signed and sworn to before me on (date) 3 5 2015 at Cook County, ILLINOIS (state).	3
Scott M. Resdue Notary Public: Commission expires: 4/26/2017.	"OFFICIAL SEAL" Scott G Perdue Notary Public, State of Illinois My Commission Expires 4/26/2017
<i>'</i>	

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX A

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

[] Yes	[x] No		
such person is conne	• • • • • • • • • • • • • • • • • • • •	he elected city official or	name of the legal entity to which department head to whom such relationship.
N/A			

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX B

BUILDING CODE SCOFFLAW/PROBLEM LANDLORD CERTIFICATION

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent (an "Owner"). It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

1.	Pursuant to Municipal Code Section building code scofflaw or problem l Code?	•		
	Ycs	No		
2.	If the Applicant is a legal entity pub the Applicant identified as a buildin 2-92-416 of the Municipal Code?			
	Yes	No	✓ Not Applica	able
3.	If yes to (1) or (2) above, please ide identified as a building code scoffla buildings to which the pertinent code	w or problem land	dlord and the address of	-
Not app	olicable.			

FILLING OUT THIS APPENDIX B CONSTITUTES ACKNOWLEDGMENT AND AGREEMENT THAT THIS APPENDIX B IS INCORPORATED BY REFERENCE INTO, AND MADE A PART OF, THE ASSOCIATED EDS, AND THAT THE REPRESENTATIONS MADE IN THIS APPENDIX B ARE SUBJECT TO THE CERTIFICATION MADE UNDER PENALTY OF PERJURY ON PAGE 12 OF THE ASSOCIATED EDS.

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitt	ing this EDS. Include d/b/a/ if applicable:
Cedar Lawrence House LLC	
Check ONE of the following three boxes:	
	ect interest in the Applicant. State the legal name of the
OR 3. [] a legal entity with a right of control (s	see Section II.B.1.) State the legal name of the entity in control:
B. Business address of the Disclosing Party:	1025 W. Sunnyside Ave., # 300 Chicago, IL 60640
C. Telephone: 312-506-3203 Fax: 312-	-216-0718 Email: asamoylovich@cedarst.co
D. Name of contact person: Alex Samoylov	ich
E. Federal Employer Identification No. (if you	· -
F. Brief description of contract, transaction or owhich this EDS pertains. (Include project num	other undertaking (referred to below as the "Matter") to ber and location of property, if applicable):
Application for zoning map amendment	- 4813-4815 N. Kenmore Ave.
G. Which City agency or department is request	ing this EDS? Dept. of Planning & Development
If the Matter is a contract being handled by t complete the following:	he City's Department of Procurement Services, please
Specification # N/A	and Contract # N/A

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

Alex Samoylovich

Jay Michael

1. Indicate the nature of the Disclosing Pa	rty:
[] Person	[x] Limited liability company
[] Publicly registered business corporation	[] Limited liability partnership
[] Privately held business corporation	[] Joint venture
[] Sole proprietorship	[] Not-for-profit corporation
[] General partnership	(Is the not-for-profit corporation also a 501(c)(3))?
[] Limited partnership	[] Yes [] No
[] Trust	[] Other (please specify)
2. For legal entities, the state (or foreign cultinois.	ountry) of incorporation or organization, if applicable:
business in the State of Illinois as a foreign ent	tate of Illinois: Has the organization registered to do tity? [x] N/A
[] Yes [] No	ĮKJ IV/A
B. IF THE DISCLOSING PARTY IS A LEGA	AL ENTITY:
NOTE: For not-for-profit corporations, also littere are no such members, write "no members the legal titleholder(s). If the entity is a general partnership, limited partnership or joint venture, list below the name	all executive officers and all directors of the entity. It is below all members, if any, which are legal entities. If it is." For trusts, estates or other similar entities, list below a partnership, limited liability company, limited liability in and title of each general partner, managing member, trols the day-to-day management of the Disclosing Party. It is being an EDS on its own behalf.
Name	Title

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

Managing Agent

Managing Agent

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." **NOTE**: Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name	Business Address	Percentage Interest in the	
		Disclosing Party	
ERI	1280 Massachusetts, 4th Floor	100%	
	Cambridge, MA 02138		
			-

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date this EDS is signed?

[] Yes [x] No

If yes, please identify below the name(s) of such City elected official(s) and describe such relationship(s):

Not applicable.

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.).	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is
Not applicable.			not an acceptable response.
			
(Add sheets if necessary	<i>y</i>)		
[X] Check here if the Dis	sclosing Party h	as not retained, nor expects to retain	ı, any such persons or entities
SECTION V CERT	IFICATIONS	·	
A. COURT-ORDEREI	CHILD SUPP	ORT COMPLIANCE	
		-415, substantial owners of business h their child support obligations thr	i
· -	-	ely owns 10% or more of the Disclosons by any Illinois court of competer	
[] Yes [x]		o person directly or indirectly owns sclosing Party.	10% or more of the
If "Yes," has the person is the person in complia		court-approved agreement for paymers	ent of all support owed and
[] Yes []	No		
B. FURTHER CERTIF	ICATIONS		
	_	npter 1-23, Article I ("Article I")(whousiness") and legal requirements),	

consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for

doing business with the City. NOTE: If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

- 2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:
 - a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
 - b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
 - c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
 - d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
 - e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.
 - 3. The certifications in subparts 3, 4 and 5 concern:
 - the Disclosing Party;
 - any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
 - any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
 - any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).
- 4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.
- 5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.
- 6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

the Disclosing Party is ions), the Disclosing		statements in this	Part B (Further
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presumed that the Disclosing Party certified to the above statements.
8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none"). None.
9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$20 per recipient (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.
C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION
1. The Disclosing Party certifies that the Disclosing Party (check one)
[] is [x] is not
a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.
2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:
"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."
If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.
D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS
Any words or terms that are defined in Chapter 2-156 of the Municipal Code have the same meanings when used in this Part D.
 In accordance with Section 2-156-110 of the Municipal Code: Does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter? Yes No
NOTE: If you checked "Yes" to Item D.1., proceed to Items D.2. and D.3. If you checked "No" to Item D.1., proceed to Part E.
2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D.
Does the Matter involve a City Property Sale?
[] Yes [] No
3. If you checked "Yes" to Item D.1., provide the names and business addresses of the City officials or employees having such interest and identify the nature of such interest:
Name Business Address Nature of Interest

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.
1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.
2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:
SECTION VI CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS
NOTE: If the Matter is federally funded, complete this Section VI. If the Matter is not federally funded, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.
A. CERTIFICATION REGARDING LOBBYING
1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary): This section is not applicable; the matter is not federally funded.
If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)
2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any

any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above. 4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities". 5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request. B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations. Is the Disclosing Party the Applicant? []No []Yes If "Yes," answer the three questions below: 1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.) []Yes [] No 2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements? []Yes [] No 3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause? []Yes [] No

If you checked "No" to question 1. or 2. above, please provide an explanation:

SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

- A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.
- B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

- C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.
- D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.
- E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. **NOTE:** With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing **PERMANENT INELIGIBILITY** for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

- F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.
- F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U.S. General Services Administration.
- F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1., F.2. or F.3. above, an explanatory statement must be attached to this EDS.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City.

CEDAR LAWRENCE HOUSE LLC (Print or type name of Disclosing Party)	:
By: (Sign heps)	
Alex Samoulouich (Print or type name of person signing)	
Manager (Print or type title of person signing)	
Signed and sworn to before me on (date) 3/6/2015 at Cook County, ILLINOIS (state).	_,
Scott S. Perdue Notary Public.	"OFFICIAL SEAL" Scott G Perdue Notary Public, State of Illinois
Commission expires: $\frac{4 26 20 7}{}$.	My Commission Expires 4/26/2017

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX A

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

[] Yes	[x] No	
such person is connect	•	son, (2) the name of the legal entity to which y official or department head to whom such ch familial relationship.
N/A		
		·
Ç		

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX B

BUILDING CODE SCOFFLAW/PROBLEM LANDLORD CERTIFICATION

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent (an "Owner"). It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

1.			Applicant or any Owner identified as a o Section 2-92-416 of the Municipal
	Yes	√ No	-
2.	2. If the Applicant is a legal entity publicly traded on any exchange, is any officer or director of the Applicant identified as a building code scofflaw or problem landlord pursuant to Section 2-92-416 of the Municipal Code?		
	Yes	No	Not Applicable
3.	3. If yes to (1) or (2) above, please identify below the name of the person or legal entity identified as a building code scofflaw or problem landlord and the address of the building buildings to which the pertinent code violations apply.		
Not app	olicable.		
	· · · · · · · · · · · · · · · · · · ·	····., , <u> </u>	

FILLING OUT THIS APPENDIX B CONSTITUTES ACKNOWLEDGMENT AND AGREEMENT THAT THIS APPENDIX B IS INCORPORATED BY REFERENCE INTO, AND MADE A PART OF, THE ASSOCIATED EDS, AND THAT THE REPRESENTATIONS MADE IN THIS APPENDIX B ARE SUBJECT TO THE CERTIFICATION MADE UNDER PENALTY OF PERJURY ON PAGE 12 OF THE ASSOCIATED EDS.

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:			
Lawrence House Partners LLC Check ONE of the following three boxes:			
OR 3. [] a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control:			
B. Business address of the Disclosing Party: 1025 W. Sunnyside Ave., # 300 Chicago, IL 60640			
C. Telephone: 312-506-3203 Fax: 312-216-0718 Email: asamoylovich@cedarst.c			
D. Name of contact person: Alex Samoylovich			
E. Federal Employer Identification No. (if you have one):			
F. Brief description of contract, transaction or other undertaking (referred to below as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable):			
Application for zoning map amendment - 4813-4815 N. Kenmore Ave.			
G. Which City agency or department is requesting this EDS? Dept. of Planning & Development			
If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:			
Specification # N/A and Contract # N/A			

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

 Indicate the nature of the Disclosing Part [] Person Publicly registered business corporation Privately held business corporation Sole proprietorship General partnership Limited partnership Trust 	[x] Limited liability company [] Limited liability partnership [] Joint venture [] Not-for-profit corporation (Is the not-for-profit corporation also a 501(c)(3))? [] Yes [] No [] Other (please specify)
2. For legal entities, the state (or foreign co	ountry) of incorporation or organization, if applicable:
Illinois.	
business in the State of Illinois as a foreign ent [] Yes [] No	ate of Illinois: Has the organization registered to do ity? [x] N/A
B. IF THE DISCLOSING PARTY IS A LEGA	AL ENTITY:
NOTE: For not-for-profit corporations, also list there are no such members, write "no members the legal titleholder(s). If the entity is a general partnership, limited partnership or joint venture, list below the nam	Il executive officers and all directors of the entity. It below all members, if any, which are legal entities. If It is a For trusts, estates or other similar entities, list below partnership, limited liability company, limited liability e and title of each general partner, managing member, rols the day-to-day management of the Disclosing Party. comit an EDS on its own behalf.
Name	Title
Cedar Street Capital Partners LLC	Manager
Alex Samoylovich	Managing Agent
Jay Michael	Managing Agent

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." **NOTE**: Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name
Business Address
Percentage Interest in the
Disclosing Party
Uptown Apartments LLC 290 Marshman 38.47%

Highland Park, IL 60035

No other entity has a direct or indirect beneficial interest (including ownership)
in excess of 7.5% of the Disclosing Party.

See attached Exhibit A (following page).

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date this EDS is signed?

[] Yes [x] No

If yes, please identify below the name(s) of such City elected official(s) and describe such relationship(s):

Not applicable.

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

EXHIBIT A

Lawrence House Partners LLC	Ownership
David Duckler	3.4423%
Jeffrey Kaplan	0.8606%
Uptown Apartments LLC	38.4682%
Zed S. Francis III 2012 Family Trust	5.1635%
Donald Porteous	3.4423%
Mark Edward Herrmann & Brenda Jo Gordon	3.4423%
Mark D. Coe 2012 Irrevocable Trust	3.4423%
Jamie Coe	0.4303%
Alex Samoylovich	2.6231%
Randy Emer	1.2909%
Jay Michael	2.6231%
Richard Bindler	0.8606%
Wendy Berger Shapiro 1998 Revocable Trust	0.5737%
Jonathon S Fenn Revocable Trust	4.3029%
Irrevocable Trust for Samantha R Jannotta	0.8606%
Maxwell H. Jannotta Revocable Trust	0.8606%
Alexandra S Jannotta Revocable Trust	0.8606%
Edgar D Jannotta Jr Revocable Trust	6.0241%
Robert Scott, Karen Scott	0.8606%
A. Coleman Tuggle	2.5818%
Nina Cohen	0.8606%
Tamara Cohen	0.8606%
Dana Cohen	0.8606%
Joel Cohen	1.0843%
Darryl B. Green	1.2048%
Morris Bernard Cohen Revocable Trust	1.2048%
Cedar Street Capital LP	6.8847%
Will Murphy	0.5829%
Michael & Angeline N. Rogers	1.7212%
Abrahamson Family Trust	1.2909%
Laurie Levin	0.4303%
	100%

Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
Not applicable.			not all acceptable response.
(Add sheets if necessary)			
[X] Check here if the Disc	losing Party h	as not retained, nor expects to retain	a, any such persons or entities.
SECTION V CERTII	FICATIONS		
A. COURT-ORDERED	CHILD SUPP	PORT COMPLIANCE	
-		-415, substantial owners of business th their child support obligations thr	
· -	· ·	tly owns 10% or more of the Disclosons by any Illinois court of competer	- •
[] Yes . [x] N		o person directly or indirectly owns sclosing Party.	10% or more of the
If "Yes," has the person e is the person in compliant		court-approved agreement for paym greement?	ent of all support owed and
[]Yes []N	o		
B. FURTHER CERTIFIC	CATIONS		
1. Pursuant to Munic	ipal Code Cha	apter 1-23, Article I ("Article I")(wh	ich the Applicant should

1. Pursuant to Municipal Code Chapter 1-23, Article I ("Article I")(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. NOTE: If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

- 2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:
 - a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
 - b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
 - c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
 - d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
 - e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.
 - 3. The certifications in subparts 3, 4 and 5 concern:
 - the Disclosing Party;
 - any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
 - any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
 - any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).
- 4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.
- 5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.
- 6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

7. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below: N/A							
					•	•	
			;				
				;			-

presumed that the Disclosing Party certified to the above statements.
8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none"). None.
9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$20 per recipient (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient. None.
C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION
1. The Disclosing Party certifies that the Disclosing Party (check one)
[] is [x] is not
a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.
2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:
"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."
If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary): N/A

	 -			
If the letters "NA," the wo conclusively presumed tha	•			oe .
D. CERTIFICATION RE	GARDING INTERES	ST IN CITY E	BUSINESS	
Any words or terms that ar meanings when used in thi	•	2-156 of the N	Municipal Code have the s	ame
of the City have a financia entity in the Matter?	l interest in his or her	•	al Code: Does any official in the name of any other p	- •
[] Yes	[x] No			
NOTE: If you checked "Y Item D.1., proceed to Part	-	ceed to Items	D.2. and D.3. If you chec	ked "No" to
2. Unless sold pursuan elected official or employed any other person or entity for taxes or assessments, o "City Property Sale"). Condoes not constitute a finance.	e shall have a financi in the purchase of any r (iii) is sold by virtue inpensation for proper	al interest in land interest in land interest in land	t (i) belongs to the City, or tess at the suit of the City (uant to the City's eminent of	the name of (ii) is sold (collectively,
Does the Matter involve a	City Property Sale?			
[] Yes	[] No	•		
3. If you checked "Ye officials or employees hav	-		and business addresses of ature of such interest:	the City
Name	Business Address		Nature of Interest	

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.	
1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.	
2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:	
	- -
SECTION VI CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS	_
NOTE: If the Matter is federally funded, complete this Section VI. If the Matter is not federally funded, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.	7
A. CERTIFICATION REGARDING LOBBYING	
1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary): This section is not applicable; the matter is not federally funded.	_
	_
If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)	_
2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay	ιJ

any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

- 3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.
- 4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".
- 5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

Is the Disclosing Par	y the Applicant?
[] Yes	[] No
If "Yes," answer the	three questions below:
	cloped and do you have on file affirmative action programs pursuant to applicable (See 41 CFR Part 60-2.) [] No
	with the Joint Reporting Committee, the Director of the Office of Federal Programs, or the Equal Employment Opportunity Commission all reports due filing requirements? [] No
equal opportunity cla	
[] Yes If you checked "No"	[] No to question 1. or 2. above, please provide an explanation:
	· · · · · · · · · · · · · · · · · · ·

SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

- A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.
- B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

- C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.
- D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.
- E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. **NOTE:** With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing **PERMANENT INELIGIBILITY** for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

- F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.
- F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U.S. General Services Administration.
- F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1., F.2. or F.3. above, an explanatory statement must be attached to this EDS.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City.

LAWRENCE HOUSE PARTNERS LLC
(Print or type name of Disclosing Party)
By:
(Sign here)
Alex SAMOULOVICH
(Print or type name of person signing)
MANAGER (Managing Agent)
(Print or type title of person signing)
Signed and sworn to before me on (date) $\frac{3/6/20/5}{20/5}$

"OFFICIAL SEAL"
Scott G Perdue
Notary Public, State of Illinois
My Commission Expires 4/26/2017

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX A

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

, [] Yes 🚿	[x] No	
such person is connect	ed; (3) the name and title of the	of such person, (2) the name of the legal entity to which e elected city official or department head to whom such nature of such familial relationship.
N/A		<u> </u>

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX B

BUILDING CODE SCOFFLAW/PROBLEM LANDLORD CERTIFICATION

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent (an "Owner"). It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

1.	Pursuant to Municipal Code Section building code scofflaw or problem l Code?		
	Yes	✓ No	
2.	If the Applicant is a legal entity published Applicant identified as a buildin 2-92-416 of the Municipal Code?		
	Yes	No	Not Applicable
3.	If yes to (1) or (2) above, please ide identified as a building code scoffla buildings to which the pertinent cod	w or problem landlord	
Not app	olicable.		

FILLING OUT THIS APPENDIX B CONSTITUTES ACKNOWLEDGMENT AND AGREEMENT THAT THIS APPENDIX B IS INCORPORATED BY REFERENCE INTO, AND MADE A PART OF, THE ASSOCIATED EDS, AND THAT THE REPRESENTATIONS MADE IN THIS APPENDIX B ARE SUBJECT TO THE CERTIFICATION MADE UNDER PENALTY OF PERJURY ON PAGE 12 OF THE ASSOCIATED EDS.

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT

SECTION I -- GENERAL INFORMATION

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PART	Y
 Indicate the nature of the Disclosing Partial Person Publicly registered business corporation Privately held business corporation Sole proprietorship General partnership Limited partnership Trust 	[x] Limited liability company [] Limited liability partnership [] Joint venture [] Not-for-profit corporation (Is the not-for-profit corporation also a 501(c)(3))? [] Yes [] No [] Other (please specify)
2. For legal entities, the state (or foreign of	country) of incorporation or organization, if applicable:
Delaware.	·
3. For legal entities not organized in the Sbusiness in the State of Illinois as a foreign en	State of Illinois: Has the organization registered to do atity? [] N/A
[] I es K] NO	
B. IF THE DISCLOSING PARTY IS A LEG	GAL ENTITY:
NOTE: For not-for-profit corporations, also I there are no such members, write "no member the legal titleholder(s). If the entity is a general partnership, limited partnership or joint venture, list below the name	all executive officers and all directors of the entity. ist below all members, if any, which are legal entities. If is." For trusts, estates or other similar entities, list below dipartnership, limited liability company, limited liability me and title of each general partner, managing member, atrols the day-to-day management of the Disclosing Party. Ibmit an EDS on its own behalf.
Name	Title
Alex Samoylovich	Manager / Member
Jay Michael	Manager / Member

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." **NOTE**: Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name		Percentage Interest in the Disclosing Party
Alex Samoylovich	1025 W. Sunnyside Ave., # 300	50%
	Chicago, IL 60640	
Jay Michael	1025 W. Sunnyside Ave., # 300	50%
	Chicago, IL 60640	

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date this EDS is signed?

[] Yes [x] No

If yes, please identify below the name(s) of such City elected official(s) and describe such relationship(s):

Not applicable.

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
Not applicable.			not un deceptable response.
		,	
		· · · · · · · · · · · · · · · · · · ·	
(Add sheets if necessary)			
[X] Check here if the Discl	osing Party h	as not retained, nor expects to retair	n, any such persons or entities
SECTION V CERTIF	ICATIONS	·	,
A. COURT-ORDERED C	CHILD SUPP	ORT COMPLIANCE	
<u>-</u>		-415, substantial owners of business th their child support obligations thr	
		tly owns 10% or more of the Disclosons by any Illinois court of compete	-
[]Yes [x]No		o person directly or indirectly owns sclosing Party.	10% or more of the
If "Yes," has the person en is the person in compliance		court-approved agreement for paym greement?	ent of all support owed and
[]Yes []No)		
B. FURTHER CERTIFIC	ATIONS		
	-	apter 1-23, Article I ("Article I")(who business") and legal requirements),	

1. Pursuant to Municipal Code Chapter 1-23, Article I ("Article I")(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. NOTE: If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

- 2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:
 - a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
 - b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
 - c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
 - d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
 - e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.
 - 3. The certifications in subparts 3, 4 and 5 concern:
 - the Disclosing Party;
 - any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
 - any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the incligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
 - any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).
- 4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.
- 5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.
- 6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

7. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further			
Certi	ations), the Disclosing Party must explain below:		
N/A			
	<u>.</u>		

presumed that the Disclosing Party certified to the above statements.
8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none"). None.
9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$20 per recipient (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient. None.
·
C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION
1. The Disclosing Party certifies that the Disclosing Party (check one)
[] is
a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.
2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:
"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."
If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary): N/A

		·
	rd "None," or no response appears t the Disclosing Party certified to t	
D. CERTIFICATION RE	GARDING INTEREST IN CITY I	BUSINESS
Any words or terms that as meanings when used in this	re defined in Chapter 2-156 of the less Part D.	Municipal Code have the same
	<u>-</u>	al Code: Does any official or employee in the name of any other person or
NOTE: If you checked "Y Item D.1., proceed to Part	· -	D.2. and D.3. If you checked "No" to
elected official or employed any other person or entity: for taxes or assessments, on "City Property Sale"). Con	e shall have a financial interest in in the purchase of any property that r (iii) is sold by virtue of legal prod	ng, or otherwise permitted, no City his or her own name or in the name of t (i) belongs to the City, or (ii) is sold tess at the suit of the City (collectively, uant to the City's eminent domain power this Part D.
Does the Matter involve a	City Property Sale?	
[] Yes	[] No	
-	s" to Item D.1., provide the names ing such interest and identify the na	•
Name	Business Address	Nature of Interest

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.
X 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.
2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:
SECTION VI CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS
NOTE: If the Matter is federally funded, complete this Section VI. If the Matter is not federally funded, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.
A. CERTIFICATION REGARDING LOBBYING
1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary): This section is not applicable; the matter is not federally funded.
(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)
2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pa

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above. 4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities". 5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request. B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations. Is the Disclosing Party the Applicant? []Yes [] No If "Yes," answer the three questions below: 1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.) [] Yes [] No 2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements? []Yes [] No 3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause? [] Yes [] No

If you checked "No" to question 1. or 2. above, please provide an explanation:

SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

- A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.
- B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

- C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.
- D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.
- E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. **NOTE:** With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing **PERMANENT INELIGIBILITY** for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

- F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.
- F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U.S. General Services Administration.
- F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1., F.2. or F.3. above, an explanatory statement must be attached to this EDS.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City.

CEDAR STREET CAPITAL PARTNERS (Print or type name of Disclosing Party)	
By: (Sign here)	
Alex Amoy 1017Ch (Print or type name of person signing)	
MANAGER (Print or type title of person signing)	•
Signed and sworn to before me on (date) $3/9/3015$	ľ
at Cook County, <u>TUNOIS</u> (state).	-' "OFFICIAL SEAL"
Commission expires: $\frac{4 3b 2017}{2017}$.	Scott G Perdue Notary Public, State of Illinois My Commission Expires 4/26/2017

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT. APPENDIX A

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

[] Yes	[x] No	
such person is connec	cted; (3) the name and title of	itle of such person, (2) the name of the legal entity to which the elected city official or department head to whom such ise nature of such familial relationship.
N/A		<u> </u>

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX B

BUILDING CODE SCOFFLAW/PROBLEM LANDLORD CERTIFICATION

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent (an "Owner"). It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

1.		_	,	1.1	92-416 of the Muni	
	Ycs	<u>.</u> .	No	. (
2.	the Applicant id				s any officer or dire adlord pursuant to S	
	Yes		No	✓N	ot Applicable	
3.	identified as a br		law or problem	landlord and the	erson or legal entity address of the build	ling or
Not app	licable.					

FILLING OUT THIS APPENDIX B CONSTITUTES ACKNOWLEDGMENT AND AGREEMENT THAT THIS APPENDIX B IS INCORPORATED BY REFERENCE INTO, AND MADE A PART OF, THE ASSOCIATED EDS, AND THAT THE REPRESENTATIONS MADE IN THIS APPENDIX B ARE SUBJECT TO THE CERTIFICATION MADE UNDER PENALTY OF PERJURY ON PAGE 12 OF THE ASSOCIATED EDS.

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:
ERI Laurence House LLC
Check ONE of the following three boxes:
Indicate whether the Disclosing Party submitting this EDS is: 1. [] the Applicant OR 2. [V] a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: OR through Cedar Lawrence House LL 3. [] a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control:
B. Business address of the Disclosing Party: 12 to Majechole 11 Ave 4th Floir
C. Telephone: 617-876-4800 Fax: 617-867-7617 Email: Bob @ EAILL(.(om
D. Name of contact person: 1866 Posselli E. Federal Employer Identification No. (if you have one):
F. Brief description of contract, transaction or other undertaking (referred to below as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable):
Application for zoning map amendment - 4813-4815 N. Kenmore Ave.
G. Which City agency or department is requesting this EDS? Zonia Dept. of Planning & Development If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:
Specification # N/A and Contract # N/A

Page 1 of 13

Ver. 01-01-12

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY 1. Indicate the nature of the Disclosing Party: Limited liability company [] Person [] Publicly registered business corporation [] Limited liability partnership [] Privately held business corporation [] Joint venture [] Sole proprietorship [] Not-for-profit corporation [] General partnership (Is the not-for-profit corporation also a 501(c)(3))? [] Limited partnership [] Yes []No [] Trust [] Other (please specify) 2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable: Mariaclusetts 3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity? []Yes []N/A B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY: 1. List below the full names and titles of all executive officers and all directors of the entity. NOTE: For not-for-profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s). If the entity is a general partnership, limited partnership, limited liability company, limited liability partnership or joint venture, list below the name and title of each general partner, managing member, manager or any other person or entity that controls the day-to-day management of the Disclosing Party. NOTE: Each legal entity listed below must submit an EDS on its own behalf. FOUR limited Partnership Banager

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." NOTE: Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Percentage Interest in the

Business Address

Name

		Disclosing Party
Eg. HY Relource	Fund Zuli Hola	ding CC Sens 3
	17 to Mall	allulls hie 4th floor Cambridge, MA
		100%
SECTION III BU	SINESS RELATION	ONSHIPS WITH CITY ELECTED OFFICIALS
Has the Disclosing	Party had a "busin	ness relationship," as defined in Chapter 2-156 of the Municipal
•	•	ne 12 months before the date this EDS is signed?
	/	· ·
[]Yes	[i] No	
If yes, please identify	y below the name(s)	of such City elected official(s) and describe such
relationship(s):	` ` `	
Not applicable	•	
		/
***	;	

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
Not applicable.		not an acceptable response.	
(Add sheets if necessary)			
[x] Check here if the Disc	losing Party h	as not retained, nor expects to retain	, any such persons or entities
SECTION V CERTII	FICATIONS	·	
A. COURT-ORDERED	CHILD SUPF	ORT COMPLIANCE	
-		-415, substantial owners of business th their child support obligations thro	
	-	tly owns 10% or more of the Disclos ons by any Illinois court of competen	-
[]Yes [v]N		o person directly or indirectly owns sclosing Party.	10% or more of the
If "Yes," has the person e is the person in complian		court-approved agreement for paymegreement?	ent of all support owed and
[]Yes []N	o		
B. FURTHER CERTIFIC	CATIONS		
1 Domesta Maria	:1 C-4- Ch		:-1. 41 A mulianne abould

1. Pursuant to Municipal Code Chapter 1-23, Article I ("Article I") (which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. NOTE: If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

- 2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:
 - a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
 - b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
 - c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
 - d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
 - e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.
 - 3. The certifications in subparts 3, 4 and 5 concern:
 - the Disclosing Party;
 - any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
 - any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
 - any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).
- 4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.
- 5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.
- 6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

• •	plain below:	
N/A		
•		

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.				
8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").				
9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$20 per recipient (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.				
C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION				
1. The Disclosing Party certifies that the Disclosing Party (check one)				
[] is [vis not				
a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.				
2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:				
"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."				
If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary): N/A				

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

Any words or terms that are defined in Chapter 2-156 of the Municipal Code have the same meanings when used in this Part D.

1.	In accordance with Section 2-156-110 of the Municipal Code: Does any official or e	mployee
of the	City have a financial interest in his or her own name or in the name of any other personal	on or
entity	in the Matter?	

[] Yes [x] No

NOTE: If you checked "Yes" to Item D.1., proceed to Items D.2. and D.3. If you checked "No" to Item D.1., proceed to Part E.

2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D.

Does the Matter involve a City Property Sale?

[] Yes [] No

3. If you checked "Yes" to Item D.1., provide the names and business addresses of the City officials or employees having such interest and identify the nature of such interest:

Name Business Address Nature of Interest

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records. 2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:				
SECTION VI CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS				
NOTE: If the Matter is federally funded, complete this Section VI. If the Matter is not federally funded, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.				
A, CERTIFICATION REGARDING LOBBYING				
1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary): This section is not applicable; the matter is not federally funded.				
(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)				
2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement. Page 9 of 13				

comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

- 3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.
- 4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".
 - 5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

negotiations.	
Is the Disclosing Party the	Applicant?
[]Yes	[] No
If "Yes," answer the three	questions below:
1. Have you developed federal regulations? (See 4	l and do you have on file affirmative action programs pursuant to applicable I CFR Part 60-2.)
<u>-</u>	the Joint Reporting Committee, the Director of the Office of Federal rams, or the Equal Employment Opportunity Commission all reports due requirements? [] No
3. Have you participat equal opportunity clause?	ed in any previous contracts or subcontracts subject to the
[]Yes	[] No
If you checked "No" to que	estion 1. or 2. above, please provide an explanation:

SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

- A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.
- B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

- C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.
- D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.
- E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

- F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.
- F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U.S. General Services Administration.
- F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1., F.2. or F.3. above, an explanatory statement must be attached to this EDS.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City.

FRI bowlence Hown LLC
(Print or type name of Disclosing Party)
By: 5, 2 & h
(Sign here)
Escert Dashjart (100) (Print or type name of person signing)
(Print or type name of person signing)
(Print or type title of person signing)
(Print or type title of person signing)

Signed and sworn to before me on (date) March W, 2015 at Middlesex County, Massaduse M(state).

__ Notary Public

Commission expires:

Page 12 of 13

MARIA MEYER
Notary Public
Commonwealth of Massachusetts
My Commission Expires
October 29, 2015

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX A

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

[] Yes	[v] No)	
such person is connec		ch person, (2) the name of the legal entity ed city official or department head to whe of such familial relationship.	
	,		

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX B

BUILDING CODE SCOFFLAW/PROBLEM LANDLORD CERTIFICATION

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent (an "Owner"). It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

1.	Pursuant to Municipal Code Section building code scofflaw or problem Code?		
	Yes	✓ No	
2.	If the Applicant is a legal entity put the Applicant identified as a buildi 2-92-416 of the Municipal Code?		change, is any officer or director of oblem landlord pursuant to Section
	Yes	No	Not Applicable
3.	If yes to (1) or (2) above, please id identified as a building code scoffl buildings to which the pertinent co	law or problem landlore	of the person or legal entity d and the address of the building or
Not app	licable.		

FILLING OUT THIS APPENDIX B CONSTITUTES ACKNOWLEDGMENT AND AGREEMENT THAT THIS APPENDIX B IS INCORPORATED BY REFERENCE INTO, AND MADE A PART OF, THE ASSOCIATED EDS, AND THAT THE REPRESENTATIONS MADE IN THIS APPENDIX B ARE SUBJECT TO THE CERTIFICATION MADE UNDER PENALTY OF PERJURY ON PAGE 12 OF THE ASSOCIATED EDS.

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:
EDVP Limited Partnerslip
Check ONE of the following three boxes:
Indicate whether the Disclosing Party submitting this EDS is: 1. [] the Applicant OR 2. [] a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest:
OR 3. [x] a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control: _EDVP Limited Partnership
B. Business address of the Disclosing Party: 12 to Masjachusells Ave 4th Floor
C. Telephone: 617- 176- 4700 Fax: 617- 167- 7617 Email: Bol @ ERILL. Gm
D. Name of contact person: Not Posali
E. Federal Employer Identification No. (if you have one):
F. Brief description of contract, transaction or other undertaking (referred to below as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable):
Application for zoning map amendment - 4813-4815 N. Kenmore Ave.
G. Which City agency or department is requesting this EDS? Zon- Dept. of Planning & Development
If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:
Specification # N/A and Contract # N/A

Page 1 of 13

Ver. 01-01-12

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY 1. Indicate the nature of the Disclosing Party: [] Person [] Limited liability company [] Publicly registered business corporation [] Limited liability partnership [] Privately held business corporation [] Joint venture [] Sole proprietorship [] Not-for-profit corporation (Is the not-for-profit corporation also a 501(c)(3))? [] General partnership [k] Limited partnership []Yes []No [] Other (please specify) [] Trust 2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable: Massachule III 3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity? M No []Yes []N/A B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY: 1. List below the full names and titles of all executive officers and all directors of the entity. NOTE: For not-for-profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s). If the entity is a general partnership, limited partnership, limited liability company, limited liability partnership or joint venture, list below the name and title of each general partner, managing member, manager or any other person or entity that controls the day-to-day management of the Disclosing Party. NOTE: Each legal entity listed below must submit an EDS on its own behalf. Name Essert Dasbjartsson General Partner

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." **NOTE**: Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name	Business Address	Percentage Interest in the
Esce c-1	Nas lie of 11.	Disclosing Party
7)	1280 Mastarto Let-1	Aux 4th Floor Combridge MA
		95%
		
SECTIO	N III BUSINESS RELATIONSHI	PS WITH CITY ELECTED OFFICIALS
	· ·	tionship," as defined in Chapter 2-156 of the Municipa onths before the date this EDS is signed?
[]Yes	/	
relationsh	* * * * * * * * * * * * * * * * * * * *	City elected official(s) and describe such
NOT app	DIICADIE.	

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
Not applicable.			not an acceptable response.
	· · · · · · · · · · · · · · · · · · ·		
(Add sheets if necessary)		e company product	
[X] Check here if the Disc	losing Party h	as not retained, nor expects to retain	a, any such persons or entities
SECTION V CERTIF	FICATIONS		
A. COURT-ORDERED	CHILD SUPP	PORT COMPLIANCE	\
-		-415, substantial owners of business th their child support obligations thr	
<u> </u>	•	tly owns 10% or more of the Disclosons by any Illinois court of competer	
[]Yes [/N		To person directly or indirectly owns sclosing Party.	10% or more of the
If "Yes," has the person of is the person in compliant		court-approved agreement for paym greement?	ent of all support owed and
[]Yes []N	o		
B. FURTHER CERTIFIC	CATIONS		
	-	apter 1-23, Article I ("Article I")(wh	- -

1. Pursuant to Municipal Code Chapter 1-23, Article I ("Article I") (which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. NOTE: If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

- 2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:
 - a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
 - b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
 - c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
 - d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
 - e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.
 - 3. The certifications in subparts 3, 4 and 5 concern:
 - the Disclosing Party;
 - any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
 - any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
 - any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).
- 4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.
- 5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.
- 6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

7. If the Disclosing Party	is unable to certify to any of the ab	ove statements in this Part B (Further	
Certifications), the Disclosing Party must explain below:			
,			
~/A			

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.
8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").
9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$20 per recipient (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.
C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION
1. The Disclosing Party certifies that the Disclosing Party (check one)
[] is [v] is not
a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.
2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:
"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."
If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary): N/A

		·
		se appears on the lines above, it will be
conclusively presume	ed that the Disclosing Party co	ertified to the above statements.
D. CERTIFICATION	N REGARDING INTEREST	IN CITY BUSINESS
Any words or terms t meanings when used		156 of the Municipal Code have the same
		e Municipal Code: Does any official or employee wn name or in the name of any other person or
[] Yes	[x] No	
NOTE: If you check Item D.1., proceed to	_	ed to Items D.2. and D.3. If you checked "No" to
elected official or em any other person or e for taxes or assessme	ployee shall have a financial ntity in the purchase of any p ents, or (iii) is sold by virtue o	titive bidding, or otherwise permitted, no City interest in his or her own name or in the name of roperty that (i) belongs to the City, or (ii) is sold f legal process at the suit of the City (collectively,
• • •	. Compensation for property financial interest within the n	taken pursuant to the City's eminent domain power neaning of this Part D.
Does the Matter invo	lve a City Property Sale?	
[] Yes	[] No	
•	· •	the names and business addresses of the City entify the nature of such interest:
Name	Business Address	Nature of Interest

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.	J
1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.	
2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:	
SECTION VI CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS	
NOTE: If the Matter is federally funded, complete this Section VI. If the Matter is not federally funded, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding. A. CERTIFICATION REGARDING LOBBYING	
1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):	•
This section is not applicable; the matter is not federally funded.	
(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)	
2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined be applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.	by `a

Page 9 of 13

- 3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.
- 4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".
- 5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

negotiations.	it the following information with their olds of in writing at the outset of
Is the Disclosing Party	the Applicant?
[]Yes	[] No
If "Yes," answer the th	ree questions below:
1. Have you develo	oped and do you have on file affirmative action programs pursuant to applicable see 41 CFR Part 60-2.)
[]Yes	[]No
Contract Compliance Punder the applicable file	
[]Yes	[]No
3. Have you partic equal opportunity claus	ipated in any previous contracts or subcontracts subject to the se?
[]Yes	[] No
If you checked "No" to	question 1. or 2. above, please provide an explanation:
	·

SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

- A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.
- B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

- C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.
- D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.
- E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

- F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.
- F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U.S. General Services Administration.
- F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1., F.2. or F.3. above, an explanatory statement must be attached to this EDS.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City.

(Print or type name of Disclosing Party)
By: (Sign here)
(Print or type name of person signing)
(Print or type name of person signing)
(Print or type title of person signing)
(Time of type time of person signing)
Signed and sworn to before me on (date) Warch 10, 2015, at Middleger County, Wasachust (state).
Mary Public.
Commission expires: 1009 FT.
MARIA MEYER Page 12 of 13 Notary Public Maria Meyer Public Maria Meyer Page 12 of 13

My Commission Expires
October 29, 2015

FOUR (mited Partnership

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX A

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

[] Yes	[\]No	~		
such person is connec	rify below (1) the name and eted; (3) the name and title or relationship, and (4) the pro-	of the elected city o	fficial or departme	ent head to whom such
	· · · · · · · · · · · · · · · · · · ·			.

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX B

BUILDING CODE SCOFFLAW/PROBLEM LANDLORD CERTIFICATION

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent (an "Owner"). It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

1.	Pursuant to Municipal Code Section 2-154-010, is the Applicant or any Owner identified a building code scofflaw or problem landlord pursuant to Section 2-92-416 of the Municip Code?	
	☐ Yes No · · · · · · · · · · · · · · · · · ·	•
2.	If the Applicant is a legal entity publicly traded on any exchange, is any officer or director the Applicant identified as a building code scofflaw or problem landlord pursuant to Sect 2-92-416 of the Municipal Code?	
•	Yes No Not Applicable No Not Applicable	
3.	If yes to (1) or (2) above, please identify below the name of the person or legal entity identified as a building code scofflaw or problem landlord and the address of the building buildings to which the pertinent code violations apply.	g or
lot app	icable.	<u></u>
	· · · · · · · · · · · · · · · · · · ·	_

FILLING OUT THIS APPENDIX B CONSTITUTES ACKNOWLEDGMENT AND AGREEMENT THAT THIS APPENDIX B IS INCORPORATED BY REFERENCE INTO, AND MADE A PART OF, THE ASSOCIATED EDS, AND THAT THE REPRESENTATIONS MADE IN THIS APPENDIX B ARE SUBJECT TO THE CERTIFICATION MADE UNDER PENALTY OF PERJURY ON PAGE 12 OF THE ASSOCIATED EDS.

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:
UPTOWN APARTMENTS LLC
Check ONE of the following three boxes:
Indicate whether the Disclosing Party submitting this EDS is: 1. [] the Applicant OR 2. Ma legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: LAWDENCE HOUSE COMMONS OR 3. [] a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control:
B. Business address of the Disclosing Party: 290 MARSHMAN ST HIGHLAND PARK, IL 60035
C. Telephone: 847-302-2515Fax: Email: gidcohen@comcast. net D. Name of contact person: GIDON COHEN
D. Name of contact person: GIDON COHEN
E. Federal Employer Identification No. (if you have one):
F. Brief description of contract, transaction or other undertaking (referred to below as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable): 4813-4815 Application for ZONING MAP Amendment N. Kenmore G. Which City agency or department is requesting this EDS? ZONING Dept. of Planning & Develop
If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:
Specification # NA and Contract # NA

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PART	Υ			
 Indicate the nature of the Disclosing Partial Person Publicly registered business corporation Privately held business corporation Sole proprietorship General partnership Limited partnership Trust 	Limited liability company Limited liability partnership Joint venture Not-for-profit corporation (Is the not-for-profit corporation also a 501(c)(3))? [] Yes [] No [] Other (please specify)			
2. For legal entities, the state (or foreign of	country) of incorporation or organization, if applicable:			
Delaware,	<u> </u>			
3. For legal entities not organized in the S business in the State of Illinois as a foreign en	State of Illinois: Has the organization registered to do atity?			
B IF THE DISCLOSING PARTY IS A LEG	AI FNTITY			
B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY: 1. List below the full names and titles of all executive officers and all directors of the entity. NOTE: For not-for-profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s). If the entity is a general partnership, limited partnership, limited liability company, limited liability partnership or joint venture, list below the name and title of each general partner, managing member, manager or any other person or entity that controls the day-to-day management of the Disclosing Party. NOTE: Each legal entity listed below must submit an EDS on its own behalf.				
Highland Capital UC	Title Manacer			
<u>'</u>	<u> </u>			
	·			

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." **NOTE**: Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name	Business Address	Percentage Interest ir	the
HIGHLA	ND Capital LLC	Disclosing Party Address: See I.B. above	50%
MONS		Address: See I.B. above	19.375%
CLB I 7	Family Trust	Address: See I.B. above	19,375%
LEV4 201	1 Family Trust	Address: See I.B. above	8,5%
Note: The last th	ree entities above have le	ess than a 7.5% ownership inte	erest in the Applicant.

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date this EDS is signed?

[]Yes [No

If yes, please identify below the name(s) of such City elected official(s) and describe such relationship(s):

Not applicable.

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Name (indicate whether retained or anticipated to be retained)	Address	(subcontractor, attorney, lobbyist, etc.)	paid or estimated.) NOTE: "hourly rate" or "t.b.d." is
NONE			not an acceptable response.
•		-	
(Add sheets if necessary	')		
[x] Check here if the Dis	closing Party ha	s not retained, nor expects to retain	in, any such persons or entities
SECTION V CERT	FICATIONS	Ÿ ,	· · ·
A. COURT-ORDERED	CHILD SUPPO	ORT COMPLIANCE	
-		415, substantial owners of busines their child support obligations th	
	•	y owns 10% or more of the Disclo	•
[] Yes [/X		person directly or indirectly own closing Party.	s ₋ 10% or more of the
If "Yes," has the person is the person in complian		ourt-approved agreement for payn reement?	nent of all support owed and
[]Yes []]	No		,
B. FURTHER CERTIF	ICATIONS		
consult for defined term	s (e.g., "doing b	oter 1-23, Article I ("Article I")(wusiness") and legal requirements),	if the Disclosing Party

consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery,

perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. NOTE: If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

- 2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:
 - a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
 - b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
 - c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
 - d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
 - e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.
 - 3. The certifications in subparts 3, 4 and 5 concern:
 - the Disclosing Party;
 - any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
 - any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
 - any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).
- 4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.
- 5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.
- 6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

7. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below:			
· · · · · · · · · · · · · · · · · · ·			

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.
8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").
9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$20 per recipient (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.
C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION
1. The Disclosing Party certifies that the Disclosing Party (check one)
[] is Sis not
a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.
2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:
"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."
If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary): N/A

•		ponse appears on the lines above, it will be ty certified to the above statements.
D. CERTIFICAT	IÓN REGARDING INTERI	EST IN CITY BUSINESS
Any words or term meanings when us	1	r 2-156 of the Municipal Code have the same
	financial interest in his or hear?	of the Municipal Code: Does any official or employee er own name or in the name of any other person or
	ecked "Yes" to Item D.1., pi	oceed to Items D.2. and D.3. If you checked "No" to
elected official or any other person of for taxes or assess "City Property Sal	employee shall have a finan or entity in the purchase of an ments, or (iii) is sold by virt	mpetitive bidding, or otherwise permitted, no City cial interest in his or her own name or in the name of my property that (i) belongs to the City, or (ii) is sold use of legal process at the suit of the City (collectively, erty taken pursuant to the City's eminent domain power the meaning of this Part D.
Does the Matter in	volve a City Property Sale?	
[]Yes	Mo	
•		ride the names and business addresses of the City identify the nature of such interest:
Name	Business Address	Nature of Interest
.		

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

connection with the Matter voidable by the City.				
L1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.				
2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:				
1				
SECTION VI CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS				
NOTE: If the Matter is federally funded, complete this Section VI. If the Matter is not federally funded, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.				
A. CERTIFICATION REGARDING LOBBYING				
1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):				
This section is not applicable; the matter is not federally funded.				
(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.) 2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by				

comply with these disclosure requirements may make any contract entered into with the City in

applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a

member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew,

amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

- 3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.
- 4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".
- 5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

	funded, federal regulations require the Applicant and all proposed the following information with their bids or in writing at the outset of	
Is the Disclosing Party	he Applicant?	
[] Yes	No	
This section is n If "Yes," answer the th	et applicable; the matter is not federally funded.	
1. Have you develo	ped and do you have on file affirmative action programs pursuant to applice 41 CFR Part 60-2.)	icable
[] Yes	[] No	
, .	ith the Joint Reporting Committee, the Director of the Office of Federal ograms, or the Equal Employment Opportunity Commission all reports doing requirements?	ue
[] Yes	[] No	
3. Have you particle equal opportunity claus	pated in any previous contracts or subcontracts subject to the	
[] Yes	[] No	,
If you checked "No" to	question 1. or 2. above, please provide an explanation:	
		 .

SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

- A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.
- B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

- C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.
- D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.
- E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

- F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.
- F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U.S. General Services Administration.
- F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1., F.2. or F.3. above, an explanatory statement must be attached to this EDS.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City.

(Print or type name of Disclosing Party)	-	
By: Sign here)	````	-
(Print or type name of person signing)		
Manager (Print or type title of person signing)	· 1	
Signed and sworn to before me on (date) _ at County,	3-9-15- (state).	· · · · · · · · · · · · · · · · · · ·
Honn If now	(otate). Notary Public.	KEN M. KNARA Commission # 2083185 Notary Public - California
Commission expires: 10:21-18	·	San Diego County My Comm. Expires Oct 21, 2018

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX A

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

[] Yes	[XNo	
such person is connec	•	erson, (2) the name of the legal entity to which eity official or department head to whom such such familial relationship.
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CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX B

BUILDING CODE SCOFFLAW/PROBLEM LANDLORD CERTIFICATION

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent (an "Owner"). It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

1.	Pursuant to Municipal Code Section building code scofflaw or problem l Code?		nt to Sect			
	Yes	✓ No				
2.	If the Applicant is a legal entity pub the Applicant identified as a buildin 2-92-416 of the Municipal Code?	•	•	•		
	Yes	No	[Not App	olicable	
3.	If yes to (1) or (2) above, please ide identified as a building code scoffla buildings to which the pertinent code	w or problem la	ndlord ar			; or
Not app	licable.					_
						-

FILLING OUT THIS APPENDIX B CONSTITUTES ACKNOWLEDGMENT AND AGREEMENT THAT THIS APPENDIX B IS INCORPORATED BY REFERENCE INTO, AND MADE A PART OF, THE ASSOCIATED EDS, AND THAT THE REPRESENTATIONS MADE IN THIS APPENDIX B ARE SUBJECT TO THE CERTIFICATION MADE UNDER PENALTY OF PERJURY ON PAGE 12 OF THE ASSOCIATED EDS.

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:
HIGHLAND CAPITAL LLC
Check ONE of the following three boxes:
Indicate whether the Disclosing Party submitting this EDS is: 1. [] the Applicant OR
2. A a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: Lawrence House Commons LLC OR
3. [] a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control:
B. Business address of the Disclosing Party: 290 MARSHMAN ST HIBHLAND PARK 1L 60035
C. Telephone: 847-302-2515 Fax: 312-224-1202 Email: gidcohen@comcast. n D. Name of contact person: Gidon Cohen
E. Federal Employer Identification No. (if you have one):
F. Brief description of contract, transaction or other undertaking (referred to below as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable):
Application for ZONING MAP Amendment 4813-4815 N. Kenmore
G. Which City agency or department is requesting this EDS? ZONING - Dept of Planning & Dev.
If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:
Specification # AA and Contract # NA

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PART	Υ
 Indicate the nature of the Disclosing Pa Person Publicly registered business corporation Privately held business corporation Sole proprietorship General partnership Limited partnership Trust 	Limited liability company [] Limited liability partnership [] Joint venture [] Not-for-profit corporation (Is the not-for-profit corporation also a 501(c)(3))? [] Yes [] No [] Other (please specify)
2. For legal entities, the state (or foreign of	country) of incorporation or organization, if applicable:
DELAWARE	· · · · · · · · · · · · · · · · · · ·
business in the State of Illinois as a foreign en	State of Illinois: Has the organization registered to do tity?
NOTE: For not-for-profit corporations, also list there are no such members, write "no member the legal titleholder(s). If the entity is a general partnership, limited partnership or joint venture, list below the name	all executive officers and all directors of the entity. ist below all members, if any, which are legal entities. If s." For trusts, estates or other similar entities, list below I partnership, limited liability company, limited liability ne and title of each general partner, managing member, trols the day-to-day management of the Disclosing Party.
	\ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \
	· · · · · · · · · · · · · · · · · · ·

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." **NOTE**: Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

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Name	Dusiness Audiess	•	i ciccittage interest in the	
Gidon Coh	en 290 Marshm Highland Pa	an St.	Disclosing Party 99%	
	HighlandPa	MCK		
· · · · · · · · · · · · · · · · · · ·	<u> </u>	6003	5	· · · · · · · · · · · · · · · · · · ·
		<u> </u>		
	·		CITY ELECTED OFFICIAL	
		_	defined in Chapter 2-156 of the date this EDS is signed?	ne Municipal
[]Yes	XI No		· · · · · · · · · · · · · · · · · · ·	
If yes, please identify relationship(s):	below the name(s) of such	City elected	d official(s) and describe such	

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

retained or anticipato be retained)		1	paid or estimated.) NOTE: "hourly rate" or "t.b.d." is
NONE			not an acceptable response.
<u> </u>	a in dia nda ya ya ya ya ya a ya a k		<u></u>
(Add sheets if nece	essary)		
Check here if the	ne Disclosing Pa	arty has not retained, nor expects to i	retain, any such persons or entities
SECTION V C	ERTIFICATION ERTIF	ONS	
A. COURT-ORDI	ERED CHILD	SUPPORT COMPLIANCE	
•		2-92-415, substantial owners of bus	
	•	directly owns 10% or more of the Di ligations by any Illinois court of com	·
[]Yes	MNo	[] No person directly or indirectly of Disclosing Party.	owns 10% or more of the
If "Yes," has the p		nto a court-approved agreement for phat agreement?	payment of all support owed and
[]Yes	[] No		
B. FURTHER CE	RTIFICATION	IS	`
consult for defined submitting this ED certifies as follows with, or has admitt criminal offense in	terms (e.g., "d S is the Applic (i) neither the ed guilt of, or h volving actual,	de Chapter 1-23, Article I ("Article I" oing business") and legal requirement ant and is doing business with the Ci Applicant nor any controlling personas ever been convicted of, or placed attempted, or conspiracy to commit ast an officer or employee of the City	nts), if the Disclosing Party ty, then the Disclosing Party n is currently indicted or charged under supervision for, any bribery, theft, fraud, forgery,

Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. NOTE: If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year/compliance timeframes in certifications 2 and 3 below.

- 2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:
 - a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
 - b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery, bribery; falsification or destruction of records; making false statements; or receiving stolen property;
 - c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
 - d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
 - e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.
 - 3. The certifications in subparts 3, 4 and 5 concern:
 - the Disclosing Party;
 - any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
 - any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
 - any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).
- 4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.
- 5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.
- 6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

	7. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below:												
			- .	.,.			 • • • • •	.,	· · · · · ·	 ;	 	 	

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.
8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").
9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during th 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$20 per recipient (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.
C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION
1. The Disclosing Party certifies that the Disclosing Party (check one)
[] is is not
a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.
2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:
"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."
If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):

•	the word "None," or no respons med that the Disclosing Party ce	e appears on the lines above, it will be rtified to the above statements.
D. CERTIFICATI	ON REGARDING INTEREST	N CITY BUSINESS
Any words or term meanings when us	=	56 of the Municipal Code have the same
of the City have a entity in the Matte	financial interest in his or her ow	Municipal Code: Does any official or employee in name or in the name of any other person or
[] Yes	\sim	
NOTE: If you ch Item D.1., proceed		d to Items D.2. and D.3. If you checked "No" to
elected official or any other person o for taxes or assess "City Property Sale	employee shall have a financial ir entity in the purchase of any proments, or (iii) is sold by virtue of	itive bidding, or otherwise permitted, no City nterest in his or her own name or in the name of operty that (i) belongs to the City, or (ii) is sold legal process at the suit of the City (collectively, taken pursuant to the City's eminent domain power eaning of this Part D.
Does the Matter in	volve a City Property Sale?	
[] Yes] No	·
-	ked "Yes" to Item D.1., provide t rees having such interest and iden	he names and business addresses of the City ntify the nature of such interest:
Name	Business Address	Nature of Interest

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

connection with the Matter voidable by the City.							
1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records. 2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:							
SECTION VI CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS							
NOTE: If the Matter is federally funded, complete this Section VI. If the Matter is not federally funded, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding. 'A. CERTIFICATION REGARDING LOBBYING							
1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):							
(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities							
registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)							
2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew,							

amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above. 4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities". 5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request. B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations. Is the Disclosing Party the Applicant? []Yes No. This section is not applicable; the matter is not federally funded. If "Yes," answer the three questions below: 1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.) []Yes []No 2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements? []Yes [] No 3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause? [] Yes [] No

If you checked "No" to question 1, or 2, above, please provide an explanation:

SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

- A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.
- B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

- C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.
- D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.
- E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. **NOTE:** With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing **PERMANENT INELIGIBILITY** for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

- F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.
- F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U. S. General Services Administration.
- If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any F.3 contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1., F.2. or F.3. above, an explanatory statement must be attached to this EDS.

CERTIFICATION

Under penalty of perjury, the person signing this EDS and Appendix A (if applicable) on certifications and statements contained in thi and complete as of the date furnished to the	behalf of the Disclosin s EDS and Appendix A	g Party, and (2) warrants that all
Highland Capital LLC (Print or type name of Disclosing Party) By:	· - -	
(Sign here) (Sign here) (Print or type name of person signing)		
(Print or type title of person signing)		
Signed and sworn to before me on (date) at <u>Saubless</u> County, <u>CA</u>		KEN M. KNARA Commission # 2083185
Commission expires: 10-21-18	·	Notary Public - California San Diago County My Comm. Expires Oct 21, 2018

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX A

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS...

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

[] Yes	[x] No	
such person is connec	ted; (3) the name and title of	le of such person, (2) the name of the legal entity to which the elected city official or department head to whom such se nature of such familial relationship.
N/A		

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX B

BUILDING CODE SCOFFLAW/PROBLEM LANDLORD CERTIFICATION

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent (an "Owner"). It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

1.			Applicant or any Owner identified as a obsertion 2-92-416 of the Municipal			
	Yes	✓ No				
2.	If the Applicant is a legal entity publicly traded on any exchange, is any officer or director of the Applicant identified as a building code scofflaw or problem landlord pursuant to Section 2-92-416 of the Municipal Code?					
	Yes	No	✓ Not Applicable			
3.	If yes to (1) or (2) above, please ide identified as a building code scoffla buildings to which the pertinent code	w or problem landl	lord and the address of the building or			
Not app	licable.					

FILLING OUT THIS APPENDIX B CONSTITUTES ACKNOWLEDGMENT AND AGREEMENT THAT THIS APPENDIX B IS INCORPORATED BY REFERENCE INTO, AND MADE A PART OF, THE ASSOCIATED EDS, AND THAT THE REPRESENTATIONS MADE IN THIS APPENDIX B ARE SUBJECT TO THE CERTIFICATION MADE UNDER PENALTY OF PERJURY ON PAGE 12 OF THE ASSOCIATED EDS.

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:
Equity Resource Fund 2013 Holdings LLC Series 3
Check ONE of the following three boxes:
Indicate whether the Disclosing Party submitting this EDS is: 1. [] the Applicant OR
2. [X] a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: <u>Lawrence House Commons LLC</u> OR
3. [] a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control:
B. Business address of the Disclosing Party: 1280 Massachusetts Ave., 4th Floor Cambridge, MA 02138
C. Telephone: 617-876-4800 Fax: 617-876-7617 Email: Bob@erillc.com
D. Name of contact person: Robert Porcelli
E. Federal Employer Identification No. (if you have or
F. Brief description of contract, transaction or other undertaking (referred to below as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable):
Application for zoning map amendment - 4813-4815 N. Kenmore Ave.
G. Which City agency or department is requesting this EDS? <u>Dept. of Planning & Development</u>
If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:
Specification # N/A and Contract # N/A

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY 1. Indicate the nature of the Disclosing Party: [] Person [x] Limited liability company [] Publicly registered business corporation [] Limited liability partnership [] Privately held business corporation [] Joint venture [] Sole proprietorship [] Not-for-profit corporation [] General partnership (Is the not-for-profit corporation also a 501(c)(3))? [] Limited partnership []Yes []No [] Trust [] Other (please specify) 2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable: Delaware 3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity? []Yes kl No [] N/A B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles of all executive officers and all directors of the entity. NOTE: For not-for-profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s).

If the entity is a general partnership, limited partnership, limited liability company, limited liability partnership or joint venture, list below the name and title of each general partner, managing member, manager or any other person or entity that controls the day-to-day management of the Disclosing Party. NOTE: Each legal entity listed below must submit an EDS on its own behalf.

Name	Title
ERF Fund 2013 GP LLC	Manager / Member
	·

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture, interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." NOTE: Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name	Business Address	Percentage I Disclosing F		
ERF Fund 2013 GP LLC	See I.B. above		0.00006%	
Equity Resource Fund 20)13 Limited Partnership	See I.B. above	49.9%	
Abrams Capital Partners	s II, LP, 222 Berkeley St	treet, 21st Floor,	Boston, MA 02116	25.7%
Riva Capital Partners	III LP, 222 Berkeley Stre	eet, 21st Floor, B	oston, MA 02116	21.8%

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date this EDS is signed?

[]Yes	[x] No	
If yes, please iden relationship(s):	y below the name(s) of such City elected official(s) and describe such	
Not applicabl	•	

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
Not applicable.			
(Add sheets if necessary)		·	
[x] Check here if the Disc	losing Party h	as not retained, nor expects to retain	, any such persons or entities
SECTION V CERTIF	CATIONS		• .
A. COURT-ORDERED	CHILD SUPF	PORT COMPLIANCE	
		-415, substantial owners of business the their child support obligations thro	
<u> </u>	•	tly owns 10% or more of the Disclos ons by any Illinois court of competer	. •
[] Yes [x] N		To person directly or indirectly owns isclosing Party.	10% or more of the
If "Yes," has the person e is the person in complian		court-approved agreement for paym greement?	ent of all support owed and
[]Yes []N	o		
B. FURTHER CERTIFIC	CATIONS		
1. Pursuant to Munic	ipal Code Ch	apter 1-23, Article I ("Article I")(wh	nich the Applicant should

1. Pursuant to Municipal Code Chapter 1-23, Article I ("Article I") (which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. NOTE: If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

- 2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:
 - a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
 - b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
 - c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
 - d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
 - e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.
 - 3. The certifications in subparts 3, 4 and 5 concern:
 - the Disclosing Party;
 - any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
 - any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
 - any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).
- 4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.
- 5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.
- 6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

7.	7. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Furthe				
Certi N/A	Certifications), the Disclosing Party must explain below:				

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements. 8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none"). None.				
9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$20 per recipient (if none, indicat with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.				
C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION				
1. The Disclosing Party certifies that the Disclosing Party (check one)				
[] is				
a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.				
2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:				
"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."				
If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary): N/A				

If the letters "NA," the conclusively presumed		-		on the lines above, it will be ne above statements.	
D. CERTIFICATION	REGARDING	INTEREST	IN CITY B	USINESS	
Any words or terms the meanings when used it		n Chapter 2-1	56 of the M	Nunicipal Code have the same	
			_	l Code: Does any official or employe in the name of any other person or	е
[] Yes	[x] No				
NOTE: If you checked Item D.I., proceed to		n D.1., procee	ed to Items !	D.2. and D.3. If you checked "No" to	o
elected official or emp any other person or en for taxes or assessmen	loyee shall hav tity in the purcl ts, or (iii) is sol Compensation	re a financial i hase of any pr ld by virtue of a for property	interest in h operty that f legal proce taken pursu	ng, or otherwise permitted, no City his or her own name or in the name of (i) belongs to the City, or (ii) is sold less at the suit of the City (collectively nant to the City's eminent domain powhis Part D.	у,
Does the Matter invol-	ve a City Prope	rty Sale?			
[]Yes	[]No	Not appl	licable.		
3. If you checked officials or employees		•		and business addresses of the City sture of such interest:	
Name	Business	Address		Nature of Interest	

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

connection with the Matter voidable by the City.
X 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.
2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:
SECTION VI CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS
NOTE: If the Matter is federally funded, complete this Section VI. If the Matter is not federally funded, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.
A. CERTIFICATION REGARDING LOBBYING
1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary): This section is not applicable; the matter is not federally funded.
(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)
2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by

comply with these disclosure requirements may make any contract entered into with the City in

applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a

member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew,

amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.				
4. The Disclosing Party certifies that either: (i) it is not an organization described in section $501(c)(4)$ of the Internal Revenue Code of 1986; or (ii) it is an organization described in section $501(c)(4)$ of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".				
5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards an subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.				
B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY				
If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.				
Is the Disclosing Party the Applicant?				
[] Yes [] No This section is not applicable; the matter is not federally funded. If "Yes," answer the three questions below:				
1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.) [] Yes [] No				
2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements? [] Yes [] No				
3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause? [] Yes [] No				

If you checked "No" to question 1. or 2. above, please provide an explanation:

SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

- A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.
- B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

- C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.
- D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.
- E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

- F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.
- F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U.S. General Services Administration.
- F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1., F.2. or F.3. above, an explanatory statement must be attached to this EDS.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City.

Equity Resource Fund 2013 Holdings I	LLC Series	3	•	
(Print or type name of Disclosing Party)				
By: (Say)				
Victor J. PACi				
(Print or type name of person signing)				
Authorized Signer				
(Print or type title of person signing)				
Signed and sworn to before me on (date) Mar at M. Idhum County, Massachusetts	(state).			
	Notary Publ	1C.		ROBERT PORCELLI
Commission expires:	 •			Notary Public Commonwealth of Messachusetts My Commission Expires November 26, 2021

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX A

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

[] Yes	[x] No	
such person is connec	cted; (3) the name and title of the	e of such person, (2) the name of the legal entity to which ne elected city official or department head to whom such e nature of such familial relationship.
N/A		

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX B

BUILDING CODE SCOFFLAW/PROBLEM LANDLORD CERTIFICATION

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent (an "Owner"). It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

1.	building code scofflaw or problem l Code?				
	Yes	√No			
2.	If the Applicant is a legal entity publicly traded on any exchange, is any officer or director of the Applicant identified as a building code scofflaw or problem landlord pursuant to Section 2-92-416 of the Municipal Code?				
	Yes	No	✓ Not Applicable		
3.	If yes to (1) or (2) above, please ide identified as a building code scoffla buildings to which the pertinent code	w or problem landlord			
lot app	licable.				

FILLING OUT THIS APPENDIX B CONSTITUTES ACKNOWLEDGMENT AND AGREEMENT THAT THIS APPENDIX B IS INCORPORATED BY REFERENCE INTO, AND MADE A PART OF, THE ASSOCIATED EDS, AND THAT THE REPRESENTATIONS MADE IN THIS APPENDIX B ARE SUBJECT TO THE CERTIFICATION MADE UNDER PENALTY OF PERJURY ON PAGE 12 OF THE ASSOCIATED EDS.

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submittin	g this EDS. Include d/b/a/ if applicable:
Equity Resource Fund 2013 Limited Part	nership
Check ONE of the following three boxes:	
	et interest in the Applicant. State the legal name of the
OR	e Section II.B.1.) State the legal name of the entity in ontrol:
	1280 Massachusetts Ave., 4th Floor Cambridge, MA 02138
C. Telephone: <u>617-876-4800</u> Fax: <u>617-8</u>	B76-7617 Email: Bob@erillc.com
D. Name of contact person: Robert Porcelli	
E. Federal Employer Identification No. (if you have	ave c
F. Brief description of contract, transaction or ot which this EDS pertains. (Include project numbers)	ther undertaking (referred to below as the "Matter") to er and location of property, if applicable):
Application for zoning map amendment -	4813-4815 N. Kenmore Ave.
G. Which City agency or department is requesting	ng this EDS? <u>Dept. of Planning & Developme</u> nt
If the Matter is a contract being handled by th complete the following:	e City's Department of Procurement Services, please
Specification # N/A	and Contract # N/A

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

 Indicate the nature of the Disclosing Pa Person Publicly registered business corporation Privately held business corporation Sole proprietorship General partnership Limited partnership Trust 	[] Limited liability company [] Limited liability partnership [] Joint venture [] Not-for-profit corporation (Is the not-for-profit corporation also a 501(c)(3))? [] Yes [] No [] Other (please specify)
2. For legal entities, the state (or foreign of	country) of incorporation or organization, if applicable:
Massachusetts	
business in the State of Illinois as a foreign en	
[]Yes [x]No	[] N/A
B. IF THE DISCLOSING PARTY IS A LEG	GAL ENTITY:
NOTE: For not-for-profit corporations, also let there are no such members, write "no member the legal titleholder(s). If the entity is a general partnership, limited partnership or joint venture, list below the name	all executive officers and all directors of the entity. ist below all members, if any, which are legal entities. If rs." For trusts, estates or other similar entities, list below d partnership, limited liability company, limited liability me and title of each general partner, managing member, itrols the day-to-day management of the Disclosing Party. ibmit an EDS on its own behalf.
Name	Title
ERF Fund 2013 GP LLC	General Partner
business in the State of Illinois as a foreign en [] Yes	[] N/A GAL ENTITY: all executive officers and all directors of the entity. ist below all members, if any, which are legal entities rs." For trusts, estates or other similar entities, list below d partnership, limited liability company, limited liabil me and title of each general partner, managing member attrols the day-to-day management of the Disclosing Partner and EDS on its own behalf.

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." **NOTE**: Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name	Business Address		Percentage Interest in the
ERF Fund 2013	GP LLC	See I.B. above	Disclosing Party 0.0001%
Miscellaneous	limited partners	See I.B. above	99.9999%*
*All have less	than a 4.9% indi	ect ownership inte	rest in the Applicant / Property Owner.
*All have less	than a 4.9% indi	ect ownership inte	rest in the Applicant / Property Own

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date this EDS is signed?

[] Yes	[x] No	
If yes, please ident relationship(s):	ify below the name(s)	of such City elected official(s) and describe such
Not applicabl	e	

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	paid or estimated.) NOTE: "hourly rate" or "t.b.d." is
Not applicable.			not an acceptable response.
(Add sheets if necessary)			
[x] Check here if the Disc	losing Party h	as not retained, nor expects to retain	n, any such persons or entities
SECTION V CERTI	FICATIONS		
A. COURT-ORDERED	CHILD SUPF	PORT COMPLIANCE	
		-415, substantial owners of busines th their child support obligations the	
	-	tly owns 10% or more of the Disclo ons by any Illinois court of compete	
[] Yes [x] N		No person directly or indirectly owns isclosing Party.	s 10% or more of the
If "Yes," has the person is the person in complian		court-approved agreement for paymgreement?	ent of all support owed and
[]Yes []N	10		
B. FURTHER CERTIFI	CATIONS		
	•	apter 1-23, Article I ("Article I")(who business") and legal requirements),	

1. Pursuant to Municipal Code Chapter 1-23, Article I ("Article I") (which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. NOTE: If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

- 2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:
 - a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
 - b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
 - c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
 - d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
 - e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.
 - 3. The certifications in subparts 3, 4 and 5 concern:
 - the Disclosing Party;
 - any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
 - any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
 - any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).
- 4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.
- 5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.
- 6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

7.	If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further
Certifi	cations), the Disclosing Party must explain below:
N/A	

2.5

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.
8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none"). None.
9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$20 per recipient (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient. None.
C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION
1. The Disclosing Party certifies that the Disclosing Party (check one)
[] is [x] is not
a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.
2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:
"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."
If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary): N/A

	······	·····	
		-	appears on the lines above, it will be ified to the above statements.
D. CERTIFICATION	N REGARDING	INTEREST IN	I CITY BUSINESS
Any words or terms t meanings when used		in Chapter 2-150	6 of the Municipal Code have the same
			Municipal Code: Does any official or employee name or in the name of any other person or
NOTE: If you check Item D.1., proceed to		m D.1., proceed	to Items D.2. and D.3. If you checked "No" to
elected official or em any other person or e for taxes or assessme	nployee shall have entity in the purce ents, or (iii) is so). Compensation	ve a financial inthe hase of any proposed light of leading to the formal for property ta	ive bidding, or otherwise permitted, no City terest in his or her own name or in the name of perty that (i) belongs to the City, or (ii) is sold egal process at the suit of the City (collectively, ken pursuant to the City's eminent domain power aning of this Part D.
Does the Matter invo	olve a City Prope	erty Sale?	
[]Yes	[] No	Not appli	cable.
-		-	e names and business addresses of the City ify the nature of such interest:
Name	Business	Address	Nature of Interest

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

connection with the Matter voidable by the City.
<u>x</u> 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.
2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:
SECTION VI CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS
NOTE: If the Matter is federally funded, complete this Section VI. If the Matter is not federally funded, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.
A. CERTIFICATION REGARDING LOBBYING
1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary): This section is not applicable; the matter is not federally funded.
(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)
2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a

comply with these disclosure requirements may make any contract entered into with the City in

member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew,

amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

- 3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.
- 4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".
- 5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATI	ON REGARDING EQUAL EMPLOYMENT OPPORTUNITY
	erally funded, federal regulations require the Applicant and all proposed ubmit the following information with their bids or in writing at the outset of
Is the Disclosing F	arty the Applicant?
[]Yes	[]No
	is not applicable; the matter is not federally funded. ne three questions below:
	eveloped and do you have on file affirmative action programs pursuant to applicable? (See 41 CFR Part 60-2.) [] No
Contract Complian	led with the Joint Reporting Committee, the Director of the Office of Federal ace Programs, or the Equal Employment Opportunity Commission all reports due le filing requirements? [] No
3. Have you p equal opportunity	articipated in any previous contracts or subcontracts subject to the clause?
[]Yes	[] No
If you checked "N	o" to question 1. or 2. above, please provide an explanation:
	· · · · · · · · · · · · · · · · · · ·

SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

- A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.
- B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

- C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.
- D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.
- E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

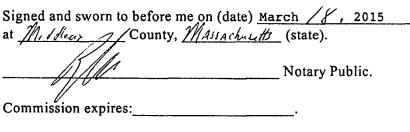
- F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.
- F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U.S. General Services Administration.
- F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

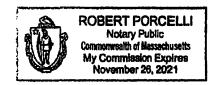
NOTE: If the Disclosing Party cannot certify as to any of the items in F.1., F.2. or F.3. above, an explanatory statement must be attached to this EDS.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City.

Equity Resource Fund 2013 Limited Partnership
(Print or type name of Direclosing Party)
Ву:
(Steptyfet
Victor J. Paci
(Print or type name of person signing)
Menagery Menter of General later (Print or type title of person signing)
(Print'or type title of person signing)





CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX A

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

[] Yes	[x] No	
such person is connec	cted; (3) the name and title of th	e of such person, (2) the name of the legal entity to which the elected city official or department head to whom such a nature of such familial relationship.
N/A		

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX B

BUILDING CODE SCOFFLAW/PROBLEM LANDLORD CERTIFICATION

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent (an "Owner"). It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

1.			he Applicant or any Owner identified as a nt to Section 2-92-416 of the Municipal
	Yes	✓No	,
2.			any exchange, is any officer or director of v or problem landlord pursuant to Section
	Yes	No	✓ Not Applicable
3.	If yes to (1) or (2) above, please id identified as a building code scoffle buildings to which the pertinent co	aw or problem la	andlord and the address of the building or
Not app	licable.		

FILLING OUT THIS APPENDIX B CONSTITUTES ACKNOWLEDGMENT AND AGREEMENT THAT THIS APPENDIX B IS INCORPORATED BY REFERENCE INTO, AND MADE A PART OF, THE ASSOCIATED EDS, AND THAT THE REPRESENTATIONS MADE IN THIS APPENDIX B ARE SUBJECT TO THE CERTIFICATION MADE UNDER PENALTY OF PERJURY ON PAGE 12 OF THE ASSOCIATED EDS.

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT

SECTION I -- GENERAL INFORMATION

Ver. 01-01-12

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Check ONE of the following three boxes: Indicate whether the Disclosing Party submitting this EDS is: 1. [] the Applicant OR 2. [X] a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: Lawrence House Commons LLC OR 3. [X] a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control: Equity Resource Fund 2013 Holdings LI Series 3 B. Business address of the Disclosing Party: 1280 Massachusetts Ave., 4th Floor Cambridge, MA 02138 C. Telephone: 617-876-4800 Fax: 617-876-7617 Email: Bob@erillc.com D. Name of contact person: Robert Porcelli
Indicate whether the Disclosing Party submitting this EDS is: 1. [] the Applicant OR 2. [X] a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: Lawrence House Commons LLC OR 3. [X] a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control: Equity Resource Fund 2013 Holdings LI Series 3 B. Business address of the Disclosing Party: Cambridge, MA 02138 C. Telephone: 617-876-4800 Fax: 617-876-7617 Email: Bob@erillc.com
1. [] the Applicant OR 2. [X] a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: Lawrence House Commons LLC OR 3. [X] a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control: Equity Resource Fund 2013 Holdings LI Series 3 B. Business address of the Disclosing Party: 1280 Massachusetts Ave., 4th Floor Cambridge, MA 02138 C. Telephone: 617-876-4800 Fax: 617-876-7617 Email: Bob@erillc.com
3. [X] a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control: Equity Resource Fund 2013 Holdings LI Series 3 B. Business address of the Disclosing Party: 1280 Massachusetts Ave., 4th Floor Cambridge, MA 02138 C. Telephone: 617-876-4800 Fax: 617-876-7617 Email: Bob@erillc.com
Cambridge, MA 02138 C. Telephone: 617-876-4800 Fax: 617-876-7617 Email: Bob@erillc.com
C. Telephone: 617-876-4800 Fax: 617-876-7617 Email: Bob@erillc.com
E. Federal Employer Identification No. (if you have one):
F. Brief description of contract, transaction or other undertaking (referred to below as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable): Application for zoning map amendment - 4813-4815 N. Kenmore Ave.
G. Which City agency or department is requesting this EDS? <u>Dept. of Planning & Development</u> If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:
Specification # N/A and Contract # N/A

Page 1 of 13

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

ĵ

[x] Limited liability company [] Limited liability partnership [] Joint venture [] Not-for-profit corporation (Is the not-for-profit corporation also a 501(c)(3))? [] Yes [] No [] Other (please specify)				
State of Illinois: Has the organization registered to do ntity?				
[] N/A				
GAL ENTITY:				
1. List below the full names and titles of all executive officers and all directors of the entity. NOTE: For not-for-profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s). If the entity is a general partnership, limited partnership, limited liability company, limited liability partnership or joint venture, list below the name and title of each general partner, managing member, manager or any other person or entity that controls the day-to-day management of the Disclosing Party. NOTE: Each legal entity listed below must submit an EDS on its own behalf.				
Title				
Manager / Member				
Manager / Member				

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." NOTE: Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name	Business Address		Percentage Interest in the	
			Disclosing Party	
Eggert Dagbjartsson	See I.B	above	37.4%	
Victor J. Paci	See I.B.	above	29.9%	
Equity Resource Invest	ments, LLC	See I.B. above	25.0%	
Miscellaneous members	s See I.B	above	7.7%*	

^{*}All have less than a 0.01% indirect ownership interest in the Applicant / Property Owner.

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date this EDS is signed?

[] Yes [x] No

If yes, please identify below the name(s) of such City elected official(s) and describe such relationship(s):

Not applicable.

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
Not applicable.			not all acceptable response.
		· · · · · · · · · · · · · · · · · · ·	
(Add sheets if necessary)		
[x] Check here if the Dis	closing Party h	as not retained, nor expects to retain	, any such persons or entities
SECTION V CERTI	FICATIONS		
A. COURT-ORDERED	CHILD SUPP	PORT COMPLIANCE	
		-415, substantial owners of business the their child support obligations three	
~ ~	•	tly owns 10% or more of the Disclos ons by any Illinois court of competer	
[] Yes [x] I		To person directly or indirectly owns sclosing Party.	10% or more of the
If "Yes," has the person is the person in complian		court-approved agreement for paym greement?	ent of all support owed and
[]Yes []]	No		
B. FURTHER CERTIF	ICATIONS		
1. Pursuant to Muni	cipal Code Ch	apter 1-23, Article I ("Article I")(wh	ich the Applicant should

1. Pursuant to Municipal Code Chapter 1-23, Article I ("Article I") (which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. NOTE: If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

- 2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:
 - a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
 - b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
 - c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
 - d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
 - e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.
 - 3. The certifications in subparts 3, 4 and 5 concern:
 - the Disclosing Party;
 - any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
 - any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
 - any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).
- 4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.
- 5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.
- 6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

7. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further	•
Certifications), the Disclosing Party must explain below:	
N/A	
	_

presumed that the Disclosing Party certified to the above statements.
8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none"). None.
9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$20 per recipient (if none, indicat with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient. None.
C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION
1. The Disclosing Party certifies that the Disclosing Party (check one)
[] is [x] is not
a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.
2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:
"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."
If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary): N/A

	the word "None," or no respons med that the Disclosing Party ce	e appears on the lines above, it will be rtified to the above statements.
D. CERTIFICATI	ON REGARDING INTEREST	IN CITY BUSINESS
Any words or term meanings when use	-	56 of the Municipal Code have the same
	financial interest in his or her ow	e Municipal Code: Does any official or employee on name or in the name of any other person or
NOTE: If you che Item D.1., proceed		d to Items D.2. and D.3. If you checked "No" to
elected official or of any other person of for taxes or assessa "City Property Sale	employee shall have a financial ir entity in the purchase of any pr ments, or (iii) is sold by virtue of	itive bidding, or otherwise permitted, no City nterest in his or her own name or in the name of operty that (i) belongs to the City, or (ii) is sold legal process at the suit of the City (collectively, taken pursuant to the City's eminent domain power eaning of this Part D.
Does the Matter in	volve a City Property Sale?	,
[]Yes	[]No Not appl	icable.
*	ked "Yes" to Item D.1., provide to yees having such interest and ide	the names and business addresses of the City ntify the nature of such interest:
Name	Business Address	Nature of Interest

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

connection with the Matter voidable by the City.
X 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.
2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:
SECTION VI CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS
NOTE: If the Matter is federally funded, complete this Section VI. If the Matter is not federally funded, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.
A. CERTIFICATION REGARDING LOBBYING
1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary): This section is not applicable; the matter is not federally funded.
·
(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)
2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

- 3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.
- 4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".
- 5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

negotiations.	
Is the Disclosing l	Party the Applicant?
[] Yes	[] No
This section	is not applicable; the matter is not federally funded.
If "Yes," answer t	he three questions below:
	leveloped and do you have on file affirmative action programs pursuant to applicable s? (See 41 CFR Part 60-2.)
[] Yes	[] No
Contract Complia	Tiled with the Joint Reporting Committee, the Director of the Office of Federal nice Programs, or the Equal Employment Opportunity Commission all reports due ole filing requirements? [] No
3. Have you pequal opportunity	participated in any previous contracts or subcontracts subject to the clause?
[]Yes	[] No
If you checked "N	o" to question 1. or 2. above, please provide an explanation:

SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

- A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.
- B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

- C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.
- D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.
- E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

- F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.
- F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U.S. General Services Administration.
- F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1., F.2. or F.3. above, an explanatory statement must be attached to this EDS.

CERTIFICATION

ERF Fund 2013 GP LLC

(Print or type name of Differing Party)

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City.

(Finit of type name of paciosing Party)			
By: (Signifiere)			
(Print or type name of person signing)			
MANAGING MEMSER (Print or type title of person signing)			
Signed and sworn to before me on (date) Mar at Middless of County, Massachusetts		S	ROBERT PORCELLI
7/	Notary Public.		Notary Public Commonwealth of Massachusetts My Commission Expires November 26, 2021
Commission expires:	 ·		

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX A

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

have a "familial relati	onship" with an elected city of	official or department head?
[] Yes	[x] No	
such person is connec	eted; (3) the name and title of	tle of such person, (2) the name of the legal entity to which the elected city official or department head to whom such se nature of such familial relationship.
N/A		

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX B

BUILDING CODE SCOFFLAW/PROBLEM LANDLORD CERTIFICATION

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent (an "Owner"). It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

1.	•	•	t to Section 2-92-416 of the Municipal
	Yes	√ No ···	
2.			ny exchange; is any officer or director of or problem landlord pursuant to Section
	Yes	No	Not Applicable
3.	If yes to (1) or (2) above, please ide identified as a building code scoffla buildings to which the pertinent code	aw or problem lan	ndlord and the address of the building of
Not app	licable.		

FILLING OUT THIS APPENDIX B CONSTITUTES ACKNOWLEDGMENT AND AGREEMENT THAT THIS APPENDIX B IS INCORPORATED BY REFERENCE INTO, AND MADE A PART OF, THE ASSOCIATED EDS, AND THAT THE REPRESENTATIONS MADE IN THIS APPENDIX B ARE SUBJECT TO THE CERTIFICATION MADE UNDER PENALTY OF PERJURY ON PAGE 12 OF THE ASSOCIATED EDS.

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:
Equity Resource Investments, LLC
Check ONE of the following three boxes:
Indicate whether the Disclosing Party submitting this EDS is: 1. [] the Applicant OR
 [X] a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: <u>Lawrence House Commons LLC</u> OR
3. [] a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control:
B. Business address of the Disclosing Party: 1280 Massachusetts Ave., 4th Floor Cambridge, MA 02138
C. Telephone: 617-876-4800 Fax: 617-876-7617 Email: Bob@erillc.com
D. Name of contact person: Robert Porcelli
E. Federal Employer Identification No. (if you have one):
F. Brief description of contract, transaction or other undertaking (referred to below as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable):
Application for zoning map amendment - 4813-4815 N. Kenmore Ave.
G. Which City agency or department is requesting this EDS? <u>Dept. of Planning & Development</u>
If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:
Specification # N/A and Contract # N/A

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Pa [] Person [] Publicly registered business corporation [] Privately held business corporation [] Sole proprietorship [] General partnership [] Limited partnership [] Trust	[x] Limited liability company [] Limited liability partnership [] Joint venture [] Not-for-profit corporation (Is the not-for-profit corporation also a 501(c)(3))? [] Yes [] No [x] Other (please specify) Also a SEC registered investment adviser
2. For legal entities, the state (or foreign c	country) of incorporation or organization, if applicable:
Massachusetts	·
3. For legal entities not organized in the S business in the State of Illinois as a foreign en	tate of Illinois: Has the organization registered to do tity?
[] Yes [k] No	[] N/A
B. IF THE DISCLOSING PARTY IS A LEG	AL ENTITY:
NOTE: For not-for-profit corporations, also list there are no such members, write "no member the legal titleholder(s). If the entity is a general partnership, limited partnership or joint venture, list below the name	all executive officers and all directors of the entity. ist below all members, if any, which are legal entities. If is." For trusts, estates or other similar entities, list below I partnership, limited liability company, limited liability ne and title of each general partner, managing member, trols the day-to-day management of the Disclosing Party. Ibmit an EDS on its own behalf.
Name	Title
Eggert Dagbjartsson Victor J. Paci	Manager / Member
victor u. raci	Manager / Member

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." NOTE: Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name Business Address Eggert Dagbjartsson See I.B. above		Percentage Interest in the Disclosing Party	
		46.3%	
Victor J. Paci	See I.B. above	30.6%	
Miscellaneous members	See I.B. above	23.1%*	
		interest in the Applicant / Property Owner	

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date this EDS is signed?

[]Yes	[x] No	
If yes, please identrelationship(s):	tify below the name(s) of su	ach City elected official(s) and describe such
Not applicabl	e.	

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
Not applicable.			mot un ucceptuote response.
		·	
			
(Add sheets if necessary)			
[x] Check here if the Discl	osing Party h	as not retained, nor expects to retain	n, any such persons or entities
SECTION V CERTIF	ICATIONS		
A. COURT-ORDERED C	CHILD SUPP	PORT COMPLIANCE	
_		-415, substantial owners of busines th their child support obligations th	
	•	tly owns 10% or more of the Disclo	
[] Yes [x] No		To person directly or indirectly owns sclosing Party.	s 10% or more of the
If "Yes," has the person en is the person in compliance		court-approved agreement for paym	ent of all support owed and
[]Yes []No)		
B. FURTHER CERTIFIC	ATIONS		

1. Pursuant to Municipal Code Chapter 1-23, Article I ("Article I")(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. NOTE: If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

- 2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:
 - a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
 - b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
 - c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
 - d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
 - e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.
 - 3. The certifications in subparts 3, 4 and 5 concern:
 - the Disclosing Party;
 - any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
 - any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
 - any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).
- 4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.
- 5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.
- 6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

7.	the Disclosing Party is unable to certify to any of the above statements in this Part B (Further
Certii	tions), the Disclosing Party must explain below:

presumed that the Disclosing Party certified to the above statements.
8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none"). None.
9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$20 per recipient (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient. None.
C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION
1. The Disclosing Party certifies that the Disclosing Party (check one)
[] is [x] is not
a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.
2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:
"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."
If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary): N/A

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements. D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS Any words or terms that are defined in Chapter 2-156 of the Municipal Code have the same meanings when used in this Part D. 1. In accordance with Section 2-156-110 of the Municipal Code: Does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter? []Yes [x] No NOTE: If you checked "Yes" to Item D.1., proceed to Items D.2. and D.3. If you checked "No" to Item D.1., proceed to Part E. 2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D. Does the Matter involve a City Property Sale? []Yes [] No Not applicable. 3. If you checked "Yes" to Item D.1., provide the names and business addresses of the City officials or employees having such interest and identify the nature of such interest: **Business Address** Nature of Interest Name

Name Business Address Nature of Interest

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

connection with the Matter voidable by the City.				
X 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.				
2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:				
SECTION VI CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS				
NOTE: If the Matter is federally funded, complete this Section VI. If the Matter is not federally funded, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.				
A. CERTIFICATION REGARDING LOBBYING				
1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):				
This section is not applicable; the matter is not federally funded.				
(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)				
2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined b applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew,				

comply with these disclosure requirements may make any contract entered into with the City in

amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

- 3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.
- 4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".
- 5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

	submit the following information with their bids or in writing at the outset of
Is the Disclosing	Party the Applicant?
[]Yes	[] No
	is not applicable; the matter is not federally funded. the three questions below:
_	developed and do you have on file affirmative action programs pursuant to applicable s? (See 41 CFR Part 60-2.)
[]Yes	[] No
Contract Complia	filed with the Joint Reporting Committee, the Director of the Office of Federal nce Programs, or the Equal Employment Opportunity Commission all reports due ble filing requirements? [] No
3. Have you pequal opportunity	participated in any previous contracts or subcontracts subject to the clause?
[]Yes	[] No
If you checked "N	No" to question 1. or 2. above, please provide an explanation:

SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

- A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.
- B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

- C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.
- D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.
- E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

- F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.
- F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U.S. General Services Administration.
- F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1., F.2. or F.3. above, an explanatory statement must be attached to this EDS.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City.

Equity Resource Investments, LLC			
(Print or type name of Disclosing Party)		•	
Ву:			
CASCAL MENEY			
Victor J. Paci			
(Print or type name of person signing)			
Manager			
(Print or type title of person signing)			
Signed and sworn to before me on (date) Mar	ch /8 ² , 2015,		
at Middles County Massachus Hs	(state).		
	Notary Public.	<u>a</u>	ROBERT PORCELLI
Commission expires:	·		Notary Public Commonwealth of Massachusetts My Commission Expires
	Page 12 of 13		November 26, 2021

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX A

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

F 137...

[] Yes	[X] No	
such person is connec	ted; (3) the name and title of th	of such person, (2) the name of the legal entity to which e elected city official or department head to whom such nature of such familial relationship.
N/A		•
		<u> </u>
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CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX B

BUILDING CODE SCOFFLAW/PROBLEM LANDLORD CERTIFICATION

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent (an "Owner"). It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

1.	Pursuant to Municipal Code Section 2-154-010, is the Applicant or any Owner identified as building code scofflaw or problem landlord pursuant to Section 2-92-416 of the Municipal Code?				
	Yes	√ No			
2.	2. If the Applicant is a legal entity publicly traded on any exchange, is any officer or di the Applicant identified as a building code scofflaw or problem landlord pursuant to 2-92-416 of the Municipal Code?				
	Yes	No	Not Applicable		
3.	. If yes to (1) or (2) above, please identify below the name of the person or legal entity identified as a building code scofflaw or problem landlord and the address of the building buildings to which the pertinent code violations apply.				
Not app	licable.		· · · · · · · · · · · · · · · · · · ·		

FILLING OUT THIS APPENDIX B CONSTITUTES ACKNOWLEDGMENT AND AGREEMENT THAT THIS APPENDIX B IS INCORPORATED BY REFERENCE INTO, AND MADE A PART OF, THE ASSOCIATED EDS, AND THAT THE REPRESENTATIONS MADE IN THIS APPENDIX B ARE SUBJECT TO THE CERTIFICATION MADE UNDER PENALTY OF PERJURY ON PAGE 12 OF THE ASSOCIATED EDS.