



# Office of the City Clerk

City Hall  
121 N. LaSalle St.  
Room 107  
Chicago, IL 60602  
www.chicityclerk.com

## Legislation Details (With Text)

**File #:** O2013-100  
**Type:** Ordinance                      **Status:** Passed  
**File created:** 1/17/2013              **In control:** City Council  
   **Final action:** 2/13/2013

**Title:** Use agreements and facility leases at Chicago O'Hare International Airport with Spirit Airlines, Inc.  
**Sponsors:** Emanuel, Rahm  
**Indexes:** Lease  
**Attachments:** 1. O2013-100.pdf

Date	Ver.	Action By	Action	Result
2/13/2013	1	City Council	Passed	
2/6/2013	1	Committee on Aviation	Recommended to Pass	Pass
1/17/2013	1	City Council	Referred	

### OFFICE OF THE MAYOR

CITY OF CHICAGO

RAHM EMANUEL MAYOR

January 17, 2013

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TO THE HONORABLE, THE CITY COUNCIL OF THE CITY OF CHICAGO

!

Ladies and Gentlemen: j

At the request of the Commissioner of Aviation, I transmit herewith ordinances authorizing the execution of Use Agreements and Facility Leases at O'Hare International Airport.

Your favorable consideration of these ordinances will be appreciated.

Very truly yours,

Mayor

**ORDINANCE**

WHEREAS, The City of Chicago ("City") is 'a home rule unit of government as defined in Section 6(a) of Article VII of the 1970 Constitution of the State of Illinois and, as such, may exercise any power and perform any function pertaining to its government and affairs; and

WHEREAS, The City owns and operates, through the Chicago Department of Aviation, an airport known as Chicago O'Hare International Airport ("Airport") and has the authority to lease premises and facilities thereon and to grant other rights and privileges; and

WHEREAS, Spirit Airlines, Inc. ("Spirit") desires to operate at the Airport pursuant to the Amended and Restated Airport Use Agreement and Terminal Facilities Lease ("Use Agreement") as approved by the City Council of the City of Chicago on February 5, 2003 (CJP pages 103249 - 103443; and

WHEREAS, the Chicago Department of Aviation desires to enter into Use Agreements as approved by the City Council of the City of Chicago on February 5, 2003 (CJP pages 103249 - 103443) in the future with other airlines at O'Hare to allow them to commence service upon receipt of all necessary Federal approvals; now, therefore,

*Be It Ordained by the City Council of the City of Chicago:*

SECTION 1. The recitals set forth above are herein incorporated by reference as if fully set forth herein.

SECTION 2. The Mayor is hereby authorized to execute, upon the recommendation of the Commissioner of the Chicago Department of Aviation ("Commissioner"), a Use Agreement with Spirit.

SECTION 3. The Mayor is further authorized to execute, upon recommendation of the Commissioner, Use Agreements with such other airlines as may be designated by the Commissioner in writing. Such authority shall expire on May 1, 2018.

SECTION 4. The Commissioner and such other City officials as may be required are authorized to take such actions and execute such other documents as may be necessary or desirable to implement the objectives of this ordinance.

SECTION 5. This Ordinance shall be effective immediately upon its passage and approval.

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:

City of Chicago, Inc. d/b/a Spirit Airlines, Inc.

Check ONE of the following three boxes: I

Indicate whether the Disclosing Party submitting this EDS is:

- 1.  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.  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: (I \$0 0 P X 1 i l / f i V f l i V J ( W

∴ Telephone: <KU}84fl^ Fax: %i ' \* \k ? - ? K +

D. Name of contact person

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):

f)R D AbpirT

G. Which City agency or department is requesting

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

Specification #  
and Contract #

MIA

SECTION II - DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

- 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 country) of incorporation or organization, if applicable:

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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?:

J^Yes

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 submitjan EDS on its own behalf.

Name	Title
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2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) iii 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,

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interest ofa member or manager in a limited liability company, or interest ofa beneficiary ofa 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 Disclosing Party

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**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?

.p\*]',No

If yes, please identify below the name(s) of such City elected official(s) and describe such relationship(s):  
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**N/ A**

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**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.

<b>Name (indicate whether retained or anticipated to be retained)</b>	<b>Business Address</b>	<b>Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)</b>	<b>Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.</b>
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(Add sheets if necessary) [

Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities.

**SECTION V -- CERTIFICATIONS**

**A. COURT-ORDERED CHILD SUPPORT COMPLIANCE**

Under Municipal Code Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

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Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

Yes (H-.No <http://H-.No>  No person directly or indirectly owns 10% or more of the Disclosing Party.

If "Yes," has the person entered into a court-approved agreement for payment of all support owed and is the person in

compliance with that agreement? j

Yes No

B. FURTHER CERTIFICATIONS

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.

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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; I
- 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; j
- 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").

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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:

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- 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).

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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.

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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. j

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").

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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.

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C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

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1. The Disclosing Party certifies that the Disclosing Party (check one)

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[ ] is Jf^isnot 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." J

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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):



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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.

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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? I

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.

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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

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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

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4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

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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 comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

**X**

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

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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.

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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

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](http://www.cityofchicago.org/Ethics) <<http://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. j

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:

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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. J., 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.

%iriV -ft\r\WVIS

(Print or type name of Disclosing Party)

(Sign here)

(Print or type name of person signing)

MP Opes\* h,yS J

(Print or type title of person signing) j

Signj and sworn to before me on (date) bcJj&b'a / ^ .  
at ig>-Y'6Us&<<zi County, (state).

^ - ' f\ ~fr^Y/

Notary Public.

Commission expires: > ^

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**CITY OFj 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.

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"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section H.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. j

Does the Disclosing Party or any "Applicable Party" 'pi any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

[ ] Yes

K No

If yes, please identify below (1) the name and title ofSuch person, (2) the name of the legal entity to which such person is connected; (3) the name and title of the elected city official or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

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**SPIRIT AIRLINES, INC.**  
**As of October 12,2012**

**Register of Officers:**

Name

Baldanza, B. Ben Biffle, Barry Ted Christie Guy Borovvski Canfield, Thomas Filene, Jake Houghton, Joseph Lefebvre, Tony Lynde, James M Maccubbin, Craig Miranda, Edmundo Parker, Graham Rue, Charles Scott Haralson

President and Chief Executive Officer  
Executive Vice President and Chief Marketing Officer  
Senior Vice President and Chief Financial Officer  
Vice President, Technical Services  
Senior Vice President, General Counsel & Secretary  
Vice President, Airport Services  
Vice President, Flight Operations  
Senior Vice President and Chief Operating Officer  
Senior Vice President - Human Resources  
Vice President and Chief Information Officer  
Vice President and Controller  
Vice President, Revenue Management and Pricing  
Vice President, Supply Chain and Operations Support  
Vice President, Financial Planning and Analysis

**Register of Directors:**

**William A. Franke**

Director, Chairman of the Board

Director Director

B. Ben Baldanza (CEO) Director

**John R. Wilson Robert D. Johnson**

**Stuart I. Oran H. McIntyre Gardner David G. Elkins Barclay Jones III**

Director Director Director Director

**Horacio Scapparone**

Business address for all those above: 2800  
Executive Way Miramar, Florida 33025 954-  
447-7979

CITY OF CHICAGO ECONOMIC  
DISCLOSURE STATEMENT AND AFFIDAVIT

this EDS. Include d/b/a/ if applicable:

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting

Check ONE of the following three boxes: j

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. Slate the legal name of the Applicant in which the Disclosing Party holds an interest: £pfKuh r[ r~\Xjr\sS^ \y^L •

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: XS2.S -E. Cairn \*- \ kcucK Rgj J Svii je^oc  
TUoe^)\* . kZ- || lo±\_\_\_\_\_

C. Telephone: (\$>0Z 22\$ I £p0Fax: { \_ & \_\_ 22J^ <£"gr£~Email: 4 '» [?Son a) l^JUaOpa.rrhg

D. Name of contact person: Tfe^HT^ / n

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):

Spirit /Witts' Uze A^reem^i- Oct DRL> A-l^&rk

G. Which City agency or department is requesting this EDS? Qj\iC&£^ {? ffe&pfr' > /Wl\*3rfIC> ,

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following: '

Specification # \_ HA and Contract # MA-

**SECTION II - DISCLOSURE OF OWNERSHIP INTERESTS**

*A. NATURE OF THE DISCLOSING PARTY |*

Person

Publicly registered business corporation  Privately held business corporation  Sole proprietorship  General partnership £4 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 country) of incorporation or organization, if applicable:



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?

[JYes ^No []N/A

Bi 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). J

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

**I^Aa^o VckCa'^c ?a^K^ LUC.**

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,

2 of 13

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"), jthe City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Percentage Interest in the Disclosing Party IPO flimih-Jc jfl^4-7ic-r)

**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?

>4No

If yes, please identify below the name(s) of such City elected official(s) and describe such

relationship(s):

| ■ '

**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)

NA.

Business Relationship to Disclosing Party Address (subcontractor, attorney, lobbyist, etc.)  
Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.

(Add sheets if necessary)

**^Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities.**

**SECTION V - CERTIFICATIONS**

**A. COURT-ORDERED CHILD SUPPORT COMPLIANCE**

Under Municipal Code Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

Yes       No       No person directly or indirectly owns 10% or more of the Disclosing Party.

If "Yes," has the person entered into a court-approved agreement for payment of all support owed and is the person in compliance with that agreement?

Yes       No

**B. FURTHER CERTIFICATIONS**

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: j

- 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; j
- 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; i
- 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; I
- 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:

**Ma, !**

Page 6 of 13

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

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  is not  
455(b) of the Municipal Code.

a "financial institution" as defined in Section 2-32

!

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):

Page 7 | of 13

If the letters "MA," 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. j

i

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  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.

i

i

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

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

i

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

Page 8 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, 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, I

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**

i

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):

NJ A •

(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.) not expend any federally appropriated funds to pay for his or her lobbying activities or to pay any

2. The Disclosing Party has not spent and will any person or entity listed in Paragraph A.1. above; 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

i  
i

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. j

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. i

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.) j

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:

Page 10 of 13

**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](http://www.cityofchicago.org/Ethics) <<http://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)j 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. j

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 to verify the accuracy of any information submitted contained in this EDS and also authorizes the City 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:

Pageil of 13

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, thej 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 Ui. S. General Services Administration.

F.3 If the Disclosing Party is the Applicant, thejDisclosing 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 aDd 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.

any of the items in F.1., F.2. or F.3. above, an

NOTE: If the Disclosing Party cannot certify as to explanatory statement must be attached to this EDS

**CERTIFICATION**

INDIGO PACIFIC PARTNERS L.P.. a Cayman Islands exempted limited partnership, its general partner

INDIGO PACIFIC MANAGEMENT LP. A Cayman Islands exempted limited partnership, its general partner

INDIGO PACIFIC CAPITAL LLC a Delaware limited liability company, its general partner

INDIGO PACIFIC PARTNERS LLC, . Delaware limited J^ttbility company, its sole memfc

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 AoDendix A (if applicable) are true, accural and complete as of the date furnished to the City, j By

(Print orStype name of Disclosing Party)

By:

By:

By:

By:

(Sign here)

(Print or type name of person signing)

By:

Name: William A. Franke lis: Managing Member

(Print or type title of person signing)

i^OWXw. (state)

Notary Public.

Signed and sworn to before me on (date) atHU(t^ctflf?a' . County, h

Commission expires: Ot-i"bid<L\ ^atelS

**CITY OF, CHICAGO ECONOMIC DISCLOSURE STATEMENT AND  
AFFIDAVIT**

**APPENDIX A**

**I**

**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.

**i**

"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. j

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

If yes, please identify below (1) the name and title of such person, (2) the name of the legal entity to which such person is connected; (3) the name and title of the Jelected city official or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

# FORiM ADV

## UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION AND REPORT BY EXEMPT REPORTING ADVISERS

Primary Business Name: INDIGO PARTNERS LLC SEC ERA Report, State ERA Report - All Sections

CRD Number: ,

Rev. 11/2011

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 filing 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.

A. Your full legal name (if you are a sole proprietor, your last, first, and middle names): INDIGO PARTNERS LLC |

B. Name under which you primarily conduct your advisory business, if different from Item I.A.: INDIGO PARTNERS LLC

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

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

^ your legal name or ^~ your primary business name:

D. (1) If you are registered with the SEC as an investment adviser, your SEC file number: (2) If you report to the SEC as an exempt reporting adviser, your SEC file number:

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

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

F. Principal Office and Place of Business (1) Address (do not use a P.O. Box): ,

Number and Street 1: \*

2525 E. CAMELBACK RD.

City: \*

PHOENIX

State:

Arizona

Number and Street 2:

SUITE 900

Country: \*

UNITED STATES 85016-4278

ZIP+4/Postal Code:

i

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

List on Section I.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 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 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 business: \*

© Monday - Friday COther: j Normal business  
hours at this location: \* ' 8 AM - 5 PM |

3) Telephone number at this location: \* j 602-224-1500 '

4) Facsimile number at this location: | 602-224-1555 j

G. Mailing address, if different from your principal office and place of business address:

Number and Street 1: Number and Street 2:  
City: State: Country: ZIP+4/Postal Code:  
|

If this address is a private residence, check this box: P  
i

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

Number and Street 1: Number and Street 2:  
City: State: Country: ZIP+4/Postal Code:  
|

I. Do you have one or more websites? \*

Yes No  
C ©

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.

J. 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 I.K. below. j

Name: Other titles, if any:  
Telephone number: Facsimile number:  
Number and Street 1: Number and Street 2:  
City: State: Country: ZIP+4/Postal Code:  
|  
Electronic mail (e-mail) address, if Chief Compliance Officer has one:  
i

K. 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.

Name: Titles:

TERRY GIBSON	FINANCE DIRECTOR		
Telephone number:	Facsimile number:		
602-224-1504	602-224-1555		
Number and Street 1:	Number and Street 2:		
2525 EAST CAMELBACK	RD	SUITE 900	
City:	State:	Country: ZIP+4/Postal Code:	
PHOENIX	Arizona	UNITED STATES 85016-4278	

Electronic mail (e-mail) address, if contact person has one: TGIBSON@INDIGOPARTNERS.NET  
<mailto:TGIBSON@INDIGOPARTNERS.NET>

Yes  
No

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

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

M. Are you registered with a foreign financial regulatory authority? \*

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.

!

Yes No

N. Are you a public reporting company under Sections 12' or 15(d) of the Securities Exchange Act of 1934? \* q ^

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

i

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

Yes No

C ©

P. Provide your Legal Entity Identifier if you have one:

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. i

**SECTION I.B. Other Business Names**

No Information Filed

**SECTION I.F. Other Offices**

No Information Filed

**SECTION I.I. Website Addresses**

No Information Filed

**SECTION I.L. Location of Books and Records**

No Information Filed

**SECTION I.M. Registration with Foreign Financial Regulatory Authorities**

No Information Filed

**Item 2 SEC Registration/Reporting**

*SEC Reporting by Exempt Reporting Advisers* <sup>l</sup>

- B. Complete this Item 2.B. only if you are reporting to the SEC as an exempt reporting adviser. Check all that apply. You: <sup>1</sup>
- (1) qualify for the exemption from registration as an adviser solely to one or more venture capital funds;
  - (2) qualify for the exemption from registration because you act solely as an adviser to private funds and have assets under management in the United States of less than \$150 million;
  - (3) act solely as an adviser to private funds but you are no longer eligible to check box 2.B.(2) because you have assets under management in the United States of \$150 million or more.

*If you check boxes (2) or (3), complete Section 2)B. of Schedule D.*

**State Securities Authority Notice Filings and State Reporting by Exempt Reporting Advisers** <sup>l</sup>

- C. Under state laws, SEC-registered advisers may be required to provide to state securities 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 those state(s). <sup>j</sup>

**Jurisdictions**

- AL

- (  AK
  - I W: AZ
  - j  AR
- ;  ca  
| | ~ JCO  
| n ct
- DE
  - DC
- n fl
- GA
  - GU
- n hi

- ID
  - IL
- n in**
- IA
- n ks  
n ky  
n la
- ME
  - MD
  - MA
  - MI
  - MN
  - MS
- NY NC ND OH

- MO
  - MT
  - NE
  - NV
  - NH
  - NJ
  - NM
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- n**
- OK
  - OR

- PA



n pr

- ri
- SC
- SD
- TN
- TX
- UT
- VT
- VI
- VA
- WA

n WV

- WI

*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).*

**SECTION 2.B. Private Fund Assets**

If you check Item 2.B.(2) or (3), what is the amount of the private fund assets that you manage?

NOTE: "Private fund assets" has the same meaning here as it has under rule 203(m)-1. If you are an investment adviser with its principal office and place of business outside of the United States only include private fund assets that you manage at a place of business in the United States. j

**Item 3 Form of Organization**

A. How are you organized? \*

f. Corporation

p Sole Proprietorship C Limited

Liability Partnership (LLP) p

Partnership

Limited Liability Company

(LLC) p Limited Partnership

(LP) p Other (specify):

*If you are changing your response to this Item, see Part IA Instruction 4.*

B. In what month does your fiscal year end each year? \*\

DECEMBER

C. Under the laws of what state or country are you organized? State \* Country \* \ Nevada 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 IA Instruction 4.

Item 6 Other Business Activities

In this Item, we request information about your firm's other business activities.

A. You are actively engaged in business as a (check all that apply): [j

- (1) broker-dealer (registered or unregistered)
(2) registered representative of a broker-dealer
(3) commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
(4) futures commission merchant
(5) real estate broker, dealer, or agent
(6) insurance broker or agent
(7) bank (including a separately identifiable department or division of a bank)
(8) trust company
(9) registered municipal advisor
(10) registered security-based swap dealer
(11) major security-based swap participant
(12) accountant or accounting firm
(13) lawyer or law firm
(14) other financial product salesperson (specify):

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

No Yes

B. (1) Are you actively engaged in any other business not listed in Item 6.A. (other than giving investment advice)?

2) If yes, is this other business your primary business?

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.

Yes No

3) Do you sell products or provide services other than investment advice to your 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.

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.

**Item 7 Financial Industry Affiliations and Private Fund Reporting**

*In this Item, we request information about your financial industry affiliations and activities. This information identifies areas in which conflicts of interest may occur between you and your clients.*

A. This 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):

- (1) broker-dealer, municipal securities dealer, or government securities broker or dealer (registered or unregistered)
- (2) other investment adviser (including financial planners) fj
- D (3) registered municipal advisor I
- (4) registered security-based swap dealer j
- (5) major security-based swap participant j
- O (6) commodity pool operator or commodity trading advisor (whether registered or exempt from registration) LJ (?)
- futures commission merchant fj (8)
- banking or thrift institution J~l (9)
- trust company
- (10) accountant or accounting firm
- O (11) lawyer or law firm
- n (12) insurance company or agency lj
- (13) pension consultant
- (14) real estate broker or dealer
- (15) sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
- f7\ (16) sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

*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. |*

*You do not need to complete Section 7.A. of Schedule, D for any related person if: (1) you have no business dealings with the related person in connection with advisory services you provide to 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.*

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 mutual fund transfer agent pursuant to rule 206 (4)-2(b)(1)), regardless of whether you have determined the related person to be operationally independent under rule 206(4)-2 of the Advisers Act. i

B. Are you an adviser to any private fund? \*  Yes  No

If "yes," then for each private fund that you advise, you must complete a Section 7.3.(1) of Schedule D, except in certain circumstances described in the next sentence and in Instruction 6 of the Instructions to Part IA. If another adviser reports this information with respect to any such private fund in Section 7.B.(1) of Schedule D of its Form ADV (e.g., if you are a subadviser), do not complete Section 7.B.(1) of Schedule D with respect to that private fund. 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. j

**SECTION 7.A. Financial Industry Affiliations**

Complete a separate Schedule D Section 7.A. for each related person listed in Item 7.A.

1. Legal Name of Related Person: \*

INDIGO HUNGARY MANAGEMENT LLC

12. Primary Business Name of Related Person: \* j INDIGO

HUNGARY MANAGEMENT LLC j

j i

13. Related Person's SEC File Number (if any) (e.g., 801-, |8-, 866-, 802-)

or

Other

Related Person's CRD Number (if any):  
or government securities broker or dealer

b)

c)  n

d)  a

e)  n

Related Person is: (check all that apply) \* (a)  CI

broker-dealer, municipal securities dealer,

(0

(g)

(h)

(i)

- (j)
- (k)
- (l)
- 

**n**  
**DDDO**

other investment adviser (including financial planners) registered  
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

**(m) n (n) n**

- S**
- (o)
- (p)

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  
Yes No

**©**

**o**

**©**  **o**  **o**  **o**

sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

- 6. *Do you control or are you controlled by the related person?*
- 7. *Are you and the related person under common control?*
- 8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients? \* j  
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 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?*

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:

ZIP+4/Postal Code:

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

9. (a) If the related person is an investment adviser, is it exempt from registration? (b) If the answer is yes, under what exemption?

i

10. (a) Is the related person registered with a foreign financial regulatory authority ?

p gj

(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

11. Do you and the related person share any supervised persons?

j 12. Do you and the related person share the same physical; location?

1. Legal Name of Related Person: \*

INDIGO INDONESIA MANAGMENT LLC

2. Primary Business Name of Related Person: \* |

INDIGO INDONESIA MANAGEMENT i

3. Related Person's SEC File Number (if any) (e.g., 801-;8-, 866-, 802-)

or

Other

(a) (b) (c) (d) (e) (0

(g)

(h)

(i)

(j)

(k)

(l)

n □ n □ □ n □ □

□ n n

4. Related Person's CRD Number (if any):

5. Related Person is: (check all that apply) \*

broker-dealer, municipal securities dealer, or government securities broker or dealer other

investment adviser (including financial planners) registered municipal advisor  
*registered security-based swap dealer* [

major security-based swap participant j

commodity pool operator or commodity trading advisor (whether registered or exempt from registration) futures

commission merchant banking or thrift institution trust company

I

(m)

(n)

(o) n

(P) IS

accountant or accounting firm

lawyer or law firm insurance

company or agency pension

consultant real estate broker or

dealer

i

sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles sponsor,  
general partner, managing member (or equivalent) of pooled investment vehicles

6. *Do you control or are you controlled by the related person?*

7. *Are you and the related person under common control?*

I

!

i

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 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?*

Yes No

©

©

© C

C

i

*(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: | ZIP+4/Postal Code:  
 Yes No

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

19. (a) If the related person is an investment adviser, is it exempt from registration? (b) If the answer is yes, under what exemption?

110. (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 related person is registered. j

No Information Filed

11, Do you and the related person share any supervised persons?

12, Do you and the related person share the same physical location?

1. Legal Name of Related Person: \* INDIGO  
 LATAM MANAGEMENT LLC

! 2. Primary Business Name of Related Person:  
 INDIGO LATAM MANAGEMENT LLC

13. Related Person's SEC File Number (if any) (e.g., 801-, |8-, 866-, 802-)  
 i

or  
 Other

4. Related Person's CRD Number (if any):

(a) (b) (c) (d) (e) (0 (9) (h) (i) (j) (k) (l)

n

D

n



Related Person is: (check all that apply) \* I

broker-dealer, municipal securities dealer, or government securities broker or dealer

other investment adviser (including financial planners) registered

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 i banking or thrift

institution trust company

accountant or accounting firm lawyer or

law firm insurance company or agency

(m)  pension consultant (n)  real estate

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

Yes No

6. Do you control or are you controlled by the related person? f { p}

7. Are you and the related person under common control? g q

8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory q services you provide to clients? \*

b) If you are registering or registered with the SEC and you have answered "yes," to question 8(a) q q

b) 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?

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: j

Number and Street 1:

Number and Street 2:

City:

State:

Country:

ZIP+4/Postal Code:

i H

If this address is a private residence, check this box: '1

1

Yes

No

9. (a) If the related person is an investment adviser, is it exempt from registration? q q

9. (b) If the answer is yes, under what exemption? j

10. (a) Is the related person registered with a foreign financial regulatory authority? f, p>

(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

11. Do you and the related person share any supervised persons? q

12. Do you and the related person share the same physical location?

@ fj

11. Legal Name of Related Person: \*  
INDIGO MANAGEMENT LLC

i 2. Primary Business Name of Related Person: \*  
INDIGO MANAGEMENT LLC

i 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):

Related Person is: (check all that apply) \*

n

a)

b) n

(c) (d) (e) (0 (9)

n

n

(h)

(i) (j) (k) (l)

n

(m) n (n)

(o) (P)

broker-dealer, municipal securities dealer, or government securities broker or dealer other investment adviser (including financial planners) registered 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 i banking or thrift institution trust company

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

6. Do you control or are you controlled by the related person?

i l

7. Are you and the related person under common control?

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 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?

i

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: j

Number and Street 1:

Number and Street 2:

City:

State:

Country:

ZIP+4/Postal Code:

If this address is a private residence, check this box: '-

i

. (a) If the related person is an investment adviser, is it exempt from registration? (b) If the answer is yes, under what exemption?

Yes No

Yes No

10. (a) Is the related person registered with a foreign financial regulatory authority ? q  
pj

(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

11. Do you and the related person share any supervised persons? q

12. Do you and the related person share the same physical location?

1. Legal Name of Related Person: \*

INDIGO PACIFIC MANAGEMENT LP

2. Primary Business Name of Related Person: \*

INDIGO PACIFIC MANAGEMENT LP

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):

(a) (b) (c) (d) (e) (0) (9) (h) (0) (j) (k) (l)

n n  n  n n   n

Related Person is: (check all that apply) \*

broker-dealer, municipal securities dealer, or government securities broker or dealer other

investment adviser (including financial planners) registered municipal advisor j

registered security-based swap dealer i

I

major security-based swap participant |

commodity pool operator or commodity trading advisor (whether registered or exempt from registration)

i

futures commission merchant ; banking or thrift institution

trust company

!

accountant or accounting firm lawyer or law

firm

(m) n

(n) (o) (P)

n

13

insurance company or agency j pension  
consultant j 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

6. Do you control or are you controlled by the related person?

7. Are you and the related person under common control?

- (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients? \* i
- 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 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?
- 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:

Yes No

C

O

C  C  O

Number and Street 1: City: State:

Number and Street 2:

Country: ZIP+4/Postal Code:

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

9. (a) If the related person is an investment adviser, is it exempt from registration? (b) If the answer is yes, under what exemption?

Yes No

C  O  I

10. (a) Is the related person registered with a foreign financial regulatory authority ?

P ^

(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.

£ C

O

No information Filed

11. Do you and the related person share any supervised persons?

I

12. Do you and the related person share the same physical location?

1. Legal Name of Related Person: \*  
INDIGO RUSSIA MANAGEMENT LLC
  
2. Primary Business Name of Related Person: \*  
INDIGO RUSSIA MANAGEMENT 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):

- a)  n
- b)
- c)
- d)  n
- e)  n
- f)
- g)  n
- h)

5. Related Person is: (check all that apply) \*

broker-dealer, municipal securities dealer, or government securities broker or dealer other  
investment adviser (including financial planners) registered municipal advisor registered security-  
based swap dealer major security-based swap participant j

(i)

(j)

commodity pool operator or commodity trading advisor (whether registered or exempt from registration)

futures commission merchant banking or thrift institution trust company

(k)

(l)  n

(m)

accountant or accounting firm lawyer or

law firm insurance company or agency

pension consultant

(<sup>n</sup>)  real estate broker or dealer

(<sup>o</sup>)  sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles

(p) 151 sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

6. Do you control or are you controlled by the related person? Yes No  
@ q

i;7. Are you and the related person under common control? g-  
q

: 8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients? \* q g

b) If you are registering or registered with the SEC and you have answered "yes," to question 8(a) q q

b) 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?

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:

ZIP+4/Postal Code:

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

| Yes No  
9. (a) If the related person is an investment adviser, is it exempt from registration? p p,

(b) If the answer is yes, under what exemption?

! 10. (a) Is the related person registered with a foreign financial regulatory authority? p g,

(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. i

No Information Filed

; 11. Do you and the related person share any supervised persons? & q

; 12. Do you and the related person share the same physical location? g^  
q

1. Legal Name of Related Person: \*

INDIGO SINGAPORE LLC

2. Primary Business Name of Related Person: \* j INDIGO

SINGAPORE LLC

i

! I

! 3. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)

1 " i

or  j  
Other

4. Related Person's CRD Number (if any): !

j

5. Related Person is: (check all that apply) \* j

(a) IJ broker-dealer, municipal securities dealer, or government securities broker or dealer

(b)  (c)  (d)  (e)  (0

n   n   n

(g)

(h)  (0  (J)  (k)

(l)

151

(m)  (n) D

(o) (P)

other investment adviser (including financial planners) registered 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 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

6. Do you control or are you controlled by the related person?

7. Are you and the related person under common control?

! j

Number and Street 2:

Country:

ZIP+4/Postal Code:

a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients? \* j

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 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?

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: City: State:

9.

Yes No



C ©

*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?

10. (a) *Is the related person registered with a foreign financial regulatory authority ?*  
English, of each foreign financial regulatory authority with
- (b) If the answer is yes, list the name and country, in which the related person is registered.

*No Information Filed 11.*

*Do you and the related person share any supervised persons?*

© O

12. Do you and the related person share the same physical location?

j

**SECTION 7.B.(1) Private Fund Reporting**

A. PRIVATE FUND

**Information About the Private Fund**

1. (a) Name of the private fund: \* INDIGO  
HUNGARY LP (b) Private fund  
identification number: \* (include the "805  
-" prefix also) 805-1024737852
  
2. Under the laws of what state or country is the private fund organized:  
Country: \* CAYMAN ISLANDS
  
3. Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):  
**Name of General Partner, Manager, Trustee, or Director**  
INDIGO HUNGARY MANAGEMENT LLC
  
4. 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 section 3(c)(7) of the

Investment Company Act of 1940 |

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

No Information Filed

i

Yes No

- 6. (a) Is this a "master fund" in a master-feeder arrangement? \* q
- (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 Name**

**Private Fund Identification Number**

INDIGO INVESTMENTS HUNGARY LLC ;  
LONG BAR HUNGARY LLC j

- 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:

i

**Additional Feeder Fund Information : 2 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: \* INDIGO INVESTMENTS HUNGARY LLC
- b) Private fund identification number: \* j (include the "805-" prefix also)
- c) Under the laws of what state or country is the private fund organized:

c) State:	Country: *
Delaware	UNITED STATES

i

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**

INDIGO HUNGARY MANAGEMENT LLC

l l

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 \ r- i

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

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

No; Information Filed

7. If you are filing a single Schedule D, Section 7.BJ(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: \* LONG BAR

HUNGARY LLC

b) Private fund identification number: \* (include the

"805-" prefix also)

(c) Under the laws of what state or country is th

State: Delaware

l

Country: \* UNITED STATES

(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**

INDIGO HUNGARY MANAGEMENT LLC

(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

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

i

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

Noi Information Filed

-feeder arrangement, one or more funds ("feeder funds") :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.

Yes No

C £ O 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.

I

Yes No

9. 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.)? \*

10. What type of fund is the private fundi \*

*O hedge fund O liquidity fund C private equity fund C real estate fund C securitized asset fund ® 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 1AJ

11. Current gross asset value of the private fund: \* \$  
219,731,000

**Ownership**

12. Minimum investment commitment required of an investor in the private fund: \*  
\$ 250,000 ;

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

14. What is the approximate percentage of the private fund beneficially owned by you and your related person: \* 3%

15. What is the approximate percentage of the private fund beneficially owned (in the aggregate) by funds of funds: \*  
0%

16. What is the approximate percentage of the private fund beneficially owned by non-United States persons: \* 53%  
I

Your Advisory Services i

Yes No

17. (a) Are you a subadviser to this private fund? \* j p, g,

(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? \* q.

(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?|\*

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

0% i

**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? \* j

Yes No

O fl

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? \*

I

Yes No

G Cj

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

p ^

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**

I

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: \*

PRICEWATERHOUSECOOPERS LLP

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

City: \* State: j Country: \*

PHOENIX Arizona ! UNITED STATES  
|

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

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

Yes No

Yes  No

Yes  No

(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? ^ q

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  No  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  
p ^

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 j

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

Additional Custodian Information : 1 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: \* JP  
MORGAN CHASE NA

c) Primary business name of custodian: \* JP  
MORGAN CHASE

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

City: *	State:	Country: *
DALLAS	Texas	UNITED STATES

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

Yes No  
p p.,

(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.

j

No Information Filed

27. During your last fiscal year, what percentage of the private funds assets (by value) was valued by a person, such as an administrator, that is not your related person? \* 0%

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**

Yes

No

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

- 1. (a) Name of the private fund: \* INDIGO  
INDONESIA LP (b) Private fund  
identification number: \* (include the "805  
-" prefix also) 805-3277004322

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

State: Country: \* i  
CAYMAN ISLANDS <sup>1</sup>

- 3. Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):  
**Name of General Partner, Manager, Trustee, or Director**  
INDIGO INDONESIA MANAGEMENT LLC

- 4. 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 section 3(c)(7) of the Investment Company Act of 1940

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

No Information Filed

Yes No

© C

I

- 6. (a) Is this a "master fund" in a master-feeder arrangement? \*  
(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 Name**

INDIGO INDONESIA INVESTMENTS CAYMAN II JUNIOR LP  
LONG BAR INDONESIA LLC

**Private Fund Identification Number**



- 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.

i

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:

**Additional Feeder Fund Information : 2 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:* \* I  
INDIGO INDONESIA INVESTMENTS CAYMAN III JUNIOR LP  
!

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

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

State: Country: \* I  
CAYMAN ISLANDS  
i

(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**  
INDIGO INDONESIA MANAGEMENT LLC

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

'TM- (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940 !  
n !

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

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

No Information 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: \* j LONG BAR INDONESIA LLC '

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

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

State: Delaware

Country: \* UNITED STATES

(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**

INDIGO INDONESIA MANAGEMENT LLC

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

r, i

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

n !

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

I

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

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.

8. (a) Is this private fund a "fund of funds"? \* j Yes No  
! C  
(b) If yes, does the private fund invest in funds managed by you or by a related person? p p,

I

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<sup>1</sup> are also private funds, or registered investment companies.

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

10. What type of fund is the private fund? \* j

*O hedge fund O liquidity fund C private equity fund O real estate fund C securitized asset fund fl' 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 IA. ]

11. Current gross asset value of the private fund: \* \$0

**Ownership**

12. Minimum investment commitment required of an investor in the private fund: \*  
\$ 500,000

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 funds beneficial owners: \*  
3 !

14. What is the approximate percentage of the private fund beneficially owned by you and your related person: \* 1% |  
i

15. What is the approximate percentage of the private fund beneficially owned (in the aggregate) by funds of funds: \* 0%

16. What is the approximate percentage of the private fund beneficially owned by non-United States persons: \* 98%

Your Advisory Services !

**Yes No**

■ 17. (a) Are you a subadviser to this private fund? \* j q

(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 J  
!

**Yes No**

18. (a) Do any other investment advisers advise the private fund? \* p;

(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.

j No Information Filed ]

**Yes No**

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

p- f;-

20. Approximately what percentage of your clients has invested in the private fund? 0% ;

**Private Offering**

**Yes No**

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

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

No Information Filed

**B. SERVICE PROVIDERS**

**Auditors**

Yes No

23. (a) (1) Are the private funds financial statements subject to an annual audit? \* f

GAAP? \*

(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.

**I**

**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: \* j PRICEWATERHOUSECOOPERS LLP  
City: \* PHOENIX

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

State: Arizona Country: \* UNITED STATES

(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?

Yes No

g) Are the private funds 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 J

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**

Yes No

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

O <3

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**

Yes No

25. (a) Does the private fund use any custodians (including the prime brokers listed above) to hold some or p f, 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 : 1 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: \* ; JP MORGAN CHASE NA

c) Primary business name of custodian: \*  
JP MORGAN CHASE !

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

Country: \*

State: Texas

and country): City: \* DALLAS

Yes No

©

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): j

**Administrator**

Yes No

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

p, {?,

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 funds assets (by value) was valued by a person, such as an administrator, that is not your related person? \* 0%

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**

I

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

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**

1. (a) Name of the private fund: \* INDIGO

LATAM LP (b) Private fund identification number: \* (include the "805-" prefix also)  
805-9038008382

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

State: Country: \*

CAYMAN ISLANDS i

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

**Name of General Partner, Manager, Trustee, or Director**

INDIGO LATAM MANAGEMENT LLC

4. 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 section 3(c)(7) of the Investment Company Act of 1940

financial regulatory authority with which the private fund is

5. List the name and country, in English, of each foreign

registered.

No Information Filed

- 6. (a) Is this a "master fund" in a master-feeder arrangement? \*
- (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 Name	Private Fund Identification Number
INDIGO SANTA FE INVESTMENTS CAYMAN II JUNIOR LP	. ....

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: I

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

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.

**i**

- 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:

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

**!**

- 7. If you are filing a single Schedule D, Section 7.Bi(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: \* j  
INDIGO SANTA FE INVESTMENTS CAYMAN II JUNIOR LP

**i**

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

**!**

- c) Under the laws of what state or country is the private fund organized:
- c) State: Country: \* j  
CAYMAN ISLANDS

**i**

- 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**

INDIGO LATAM MANAGEMENT LLC

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 I the Investment Company Act of 1940 j

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

ii

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

No Information Filed i

NOTE: For purposes of questions 6 and 7, in a master-jfeeder 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.

Yes No

a) Is this private fund a "fund of funds"? \*

d (•

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

p p

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

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

p. g,

9. registered under the Investment Company Act of 1940 (other than "money market funds," to the extent

9. provided in Instruction 6.e.)? \*

10. What type of fund is the private fund? \*

C hedge fund O liquidity fund C private equity fund O real estate fund C securitized asset fund A venture capital fund O other private fund j

NOTE: For funds of funds, refer to the funds in whichjthe private fund invests. For definitions of these fund types, please see Instruction 6 of the Instructions to Part IA. I

11. Current gross asset value of the private fund: \* \ \$

78,524,000 |

Ownership j

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

40,000,000

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).

j



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

3;

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

1% j

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

0% !

!

16. What is the approximate percentage of the private fund beneficially owned by non-United States persons: \* 99%

j

Your Advisory Services I

j

Yes No

17. (a) Are you a subadviser to this private fund? \* j O

(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? \*

q q

(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? \*

p. {?,

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? \*

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

Yes No

C 6

No Information Filed

**B. SERVICE PROVIDERS**

Auditors j

|

Yes No

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

p>

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

C

<B

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. j

b) Name of the auditing firm: \*  
PRICEWATERHOUSECOOPERS LLP j

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

City: \* State: j Country: \*  
PHOENIX Arizona j UNITED STATES  
j

Yes No  
g p

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? ^ p.

Yes No

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

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

© 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? \*

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

I

No Information Filed

**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? \* j

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 : 1 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: \* JP

MORGAN CHASE NA

: (c) Primary business name of custodian: \* j

JP MORGAN CHASE I

i

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

City: \*

DALLAS

State:

Texas

[Country: \*

UNITED STATES

Yes No

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

C ©

|

(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? \*

n ©

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 funds assets (by value) was valued by a person, such as an administrator, that is not your related person? \*

0%

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. j

**Marketers**

Yes No

28. (a) Does the private fund use the services of someone other than you or your employees for marketing p-, ^

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**

1. (a) Name of the private fund: \* INDIGO MAPLE  
HILL LP (b) Private fund identification number: \*  
(include the "805-" prefix also)

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

State: Country: \* I

CAYMAN ISLANDS I

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

**Name of General Partner, Manager, Trustee, or Director**

INDIGO HUNGARY MANAGEMENT LLC

4. 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 section 3(c)(7) of the Investment Company Act of 1940

5. 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

6. (a) Is this a "master fund" in a master-feeder arrangement? \*

p p,

(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 Name**

**Private Fund Identification Number**

HILLCREST LP

INDIGO INVESTMENTS HUNGARY LLC J

LONG BAR MAPLE HILL LLC J

- (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: j

i

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:

**Additional Feeder Fund Information : 3 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: \* ! HILLCREST LP ;

i

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

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

c) State: Country: \* |  
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**

INDIGO PACIFIC MANAGEMENT LP

(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 section 3(c)(7) of the Investment Company Act of 1940 j

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

No' Information Filed

7. If you are filing a single Schedule D, Section 7.B.J(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: \* \ INDIGO INVESTMENTS  
HUNGARY LLC

i

b) Private fund identification number: \* > (include the "805-" prefix also) j

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

c) State: Delaware Country: \* UNITED STATES

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**  
INDIGO HUNGARY MANAGEMENT LLC '

I

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

r i

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

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

No Information Filed

i

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: \* ! LONG BAR MAPLE HILL LLC I

b) Private fund identification number: \* ! (include the "805-"

prefix also) j

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

c) State: Delaware Country: \* UNITED STATES

I

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

INDIGO HUNGARY MANAGEMENT LLC

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 j

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

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

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.

Yes No

8. (a) Is this private fund a "fund of funds"? \* j OfI

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

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

9. During your last fiscal year, did the private fund invest in securities issued by investment companies p, g-

9. registered under the Investment Company Act of 1940 (other than "money market funds," to the extent

9. provided in Instruction 6.e.)? \* |

10. What type of fund is the private fund? \*

C hedge fund C liquidity fund C private equity fund O real estate fund A securitized asset fund fl 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 IA.j

11. Current gross asset value of the private fund: \* j \$  
89,165,000 |

I

**Ownership**

12. Minimum investment commitment required of an investor in the private fund: \*  
\$ 375,000

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: \*

5 ;

14. What is the approximate percentage of the private fund beneficially owned by you and your related person: \* 5%

15. What is the approximate percentage of the private fund beneficially owned (in the aggregate) by funds of funds: \* 0%

16. What is the approximate percentage of the private fund beneficially owned by non-United States persons: \* 65%

Your Advisory Services j

|

Yes No

17. (a) Are you a subadviser to this private fund? \* j Ofi

(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? \* Ofi:

(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

j

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

Yes No  
p, £,

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

0% |

j

Private Offering !

Yes No

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

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

No Information Filed

**B. SERVICE PROVIDERS**



**Auditors**

Yes No

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

p, p,

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

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.**

i

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. j

b) Name of the auditing firm: \* j

PRICEWATERHOUSECOOPERS LLP ;

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

City: \* State: j Country: \*

PHOENIX Arizona j UNITED STATES

Yes No

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

q p,

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

g q

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? {?, p

Yes No

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

^ p,

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

<? 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. j

!

**Prime Broker**

|

Yes No

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

P; <•>

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

i

**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? \* j  
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. j

**Additional Custodian Information : 1 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. j

(b) Legal name of custodian: \* • JP MORGAN CHASE  
NA j

(c) Primary business name of custodian: \*  
JP MORGAN CHASE

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

|         |        |               |
|---------|--------|---------------|
| City: * | State: | Country: *    |
| DALLAS  | Texas  | UNITED STATES |
|         |        | i             |

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):

**Administrator**

**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

27. During your last fiscal year, what percentage of the private funds assets (by value) was valued by a person, such as an administrator, that is not your related person? \*, 0% j  
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. j

**Marketers**

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

1. (a) Name of the private fund: \* INDIGO  
MIRAMAR LLC (b) Private fund  
identification number: \* (include the  
"805-" prefix also)

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

State: Country: \* '  
UNITED STATES  
|

3. Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):  
**Name of General Partner, Manager, Trustee, or Director**  
INDIGO MANAGEMENT LLC

4. 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 section 3(c)(7) of the Investment Company Act of 1940

j

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

No Information Filed

j No / 6. (a) Is this a "master fund" in a master-feeder arrangement? \* p.

(b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund? 1

Private Fund Name Private Fund Identification Number LONG BAR MIRAMAR LLC

Yes No

c) Is this a "feeder fund" in a master-feeder arrangement? \* f, q

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

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.

i

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:

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

7. If you are filing a single Schedule D, Section 7.BJ(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: \* | LONG BAR MIRAMAR LLC 1

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

i

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

c) State: Delaware Country: \* UNITED STATES

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

INDIGO MANAGEMENT LLC

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 section 3(c)(7) of the Investment Company Act of 1940

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

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.

8. (a) Is this private fund a "fund of funds"? \*  
you or by a related person?

! p \*?  
(b) If yes, does the private fund invest in funds managed by p P,

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

9. 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.)? \*

p \$

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 asset fund fl venture capital fund O other private fund j

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 IA.

11. Current gross asset value of the private fund: \* \$  
4,293,000

**Ownership**

- 12. Minimum investment commitment required of an investor in the private fund: \*  
\$ 2,134,000 j  
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 funds beneficial owners: \*  
2
- 14. What is the approximate percentage of the private fund beneficially owned by you and your related person: \* 2%
- 15. What is the approximate percentage of the private fund beneficially owned (in the aggregate) by funds of funds: \*  
0% I
- 16. What is the approximate percentage of the private fund beneficially owned by non-United States persons: \* 0%

**Your Advisory Services**

- |   |            |
|---|------------|
|   | <b>Yes</b> |
|   | <b>No</b>  |
| 17. (a) Are you a subadviser to this private fund? * Of I   |            |
| (b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if any, of the adviser of the j private fund. If the answer to question 17(a) is "no," leave this question blank. j |            |
| No Information Filed  |            |
| I   | Yes        |
| No  |            |

- O fl**
- 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?
- 20. Approximately what percentage of your clients has invested in the private fund?  
0%

**Private Offering**

- |  |            |           |
|--|------------|-----------|
|  | <b>Yes</b> | <b>No</b> |
| 21. Does the private fund rely on an exemption from registration of its securities under Regulation D of the Securities Act of 1933? * I |            |           |
| 22. If yes, provide the private fund's Form D file number (if any):<br>!   |            |           |
| No Information Filed   |            |           |

**B. SERVICE PROVIDERS**

**Auditors**

Yes No

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

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

p, q

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.

|  
No Information Filed

Yes No

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

p, g,

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

C Yes A 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. j

**Prime Broker**

Yes No

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

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**

Yes No

25. (a) Does the private fund use any custodians (including the prime brokers listed above) to hold some or @, fi 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. !

' f

**Additional Custodian Information : 1 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: \* JP  
MORGAN CHASE NA

(c) Primary business name of custodian: \*  
JP MORGAN CHASE

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

City: \* State: j Country: \*  
DALLAS Texas UNITED STATES

Yes No

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

p ^

(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]? \* p,

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 funds assets (by value) was valued by a person, such as an administrator, that is not your related person? \*

0%

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. j

!

Marketers i

I

Yes No

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

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**

1. (a) Name of the private fund: \*

INDIGO PACIFIC PARTNERS LP

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

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

State: Country: \* ■

CAYMAN ISLANDS

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

**Name of General Partner, Manager, Trustee, or Director**

INDIGO PACIFIC MANAGEMENT LP

4. 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 section 3(c)(7) of the Investment Company Act of 1940

5. List the name and country, in English, of each foreign<sup>^</sup> financial regulatory authority with which the private fund is registered. I

No Information Filed

J

Yes No

6. (a) Is this a "master fund" in a master-feeder arrangement? \*  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

Yes  No

I

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.

- 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:

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.

i Yes No

- 8. (a) Is this private fund a "fund of funds"? \* p\* ^
8. (b) If yes, does the private fund invest in funds managed by you or by a related person? p p,

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

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

- 10. What type of fund is the private fund? \*

O hedge fund O liquidity fund C private equity fund O real estate fund C securitized asset fund fl 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 Pari. IA.'

- 11. Current gross asset value of the private fund: \* j \$
445,008,000 !

Ownership j

- 12. Minimum investment commitment required of an investor in the private fund: \* \$
2,000,000

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 funds beneficial owners: \*

2 j

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

1% !

What is the approximate percentage of the private fund beneficially owned (in the aggregate) by funds of funds: \* 0%

16. What is the approximate percentage of the private fund beneficially owned by non-United States persons: \* 99%

**Your Advisory Services**

j

Yes No

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

C, (

(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

i  
No

Yes

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

p fl

(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 1

!  
No

Yes

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

■ C ft

j

20. Approximately what percentage of your clients has invested in the private fund? 0% !

*Private Offering* l

l

Yes No

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

p« p Securities Act of

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

**Form D file number**

**B. SERVICE PROVIDERS** j

Auditors ■

!

Yes No

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

<y p,

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

(?. p

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.

i

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.

i

ji (b) Name of the auditing firm: \* ■

PRICEWATERHOUSECOOPERS LLP !

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

City: \* PHOENIX

State: Arizona

Country: \* UNITED STATES

(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?

Yes No

g) Are the private funds audited financial statements distributed to the private funds investors? p, .q

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

© Yes O No O Report Not Yet Received j

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**

Yes No

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

p ©

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

No Information Filed

**Custodian**

Yes No

j

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 : 1 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:  JP MORGAN CHASE NA

(c) Primary business name of custodian:  JP MORGAN CHASE

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

City:  DALLAS State:  Texas 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**

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 funds assets (by value) was valued by a person, such as an administrator, that is not your related person?

0%

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? \*

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.

A. PRIVATE FUND

**Information About the Private Fund**

1. (a) Name of the private fund: \* INDIGO RUSSIA LP

(b) Private fund identification number: \* (include the "805-" prefix also) 805-6835860196

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

State: Country: \* !  
CAYMAN ISLANDS !

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

**Name of General Partner, Manager, Trustee, or Director**

INDIGO RUSSIA MANAGEMENT LLC

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 j

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

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? \* Yes No  
P) C

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 Name Private Fund Identification Number**

LONG BAR RUSSIA LLC |

Yes No

c) Is this a "feeder fund" in a master-feeder arrangement? \* OA

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: J (include the "805-" prefix also) j

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:

**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: \* LONG  
BAR RUSSIA LLC
- b) Private fund identification number: \* (include the "805-" prefix also)

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

State: Delaware Country: \* UNITED STATES

(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**  
INDIGO MANAGEMENT LLC

(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 section 3(c)(7) of the Investment Company Act of 1940 j

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

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<sup>1</sup> 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.

8. (a) Is this private fund a "fund of funds"? \* Yes No  
|  
j OfI
8. (b) If yes, does the private fund invest in funds managed by you or by a related person? p p,

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.

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

10. What type of fund is the private fund? \*

*hedge fund O liquidity fund C private equity fund O real estate fund C securitized asset fund fl 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 IA

Current gross asset value of the private fund: \*

**\$ 0**

**Ownership**

12. Minimum investment commitment required of an investor in the private fund: \* \$  
275,000 I

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

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

14. What is the approximate percentage of the private fund beneficially owned by you and your related person: \* 5%  
|  
j

15. What is the approximate percentage of the private fund beneficially owned (in the aggregate) by funds of funds: \*  
0% |

16. What is the approximate percentage of the private fund beneficially owned by non-United States persons: \* 82%  
|  
i J

**Your Advisory Services**



|  
No

Yes

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

d &

(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 I

Yes No

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

p g-

(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 i

Yes No

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

p ^:

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

0% !

Private Offering j

Yes No

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

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

No Information Filed

B. SERVICE PROVIDERS

Auditors

Yes No

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

p p

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

fl O

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.

No Information Filed

i

Yes No

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

p. g.

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

C Yes fl' 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**

Yes No

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

p. p.,

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**

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 : 1 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: \* | JP MORGAN CHASE NA |

c) Primary business name of custodian: \* | JP MORGAN CHASE |

i |

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

City: \* State: Country: \*  
DALLAS Texas 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):

**Administrator**

Yes No

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

p ^

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.

I

No Information Filed

27. During your last fiscal year, what percentage of the private funds assets (by value) was valued by a person, such as an administrator, that is not your related person? \*, 0% !

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. !

i

Marketers j

j

Yes

No

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**

1. (a) Name of the private fund: \*  
INDIGO SINGAPORE PARTNERS LP (b)  
Private fund identification number: \* (include the "805-" prefix also)  
  
805-2976232845

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

State: Delaware Country: \* | UNITED STATES

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

**Name of General Partner, Manager, Trustee, or Director**

INDIGO SINGAPORE LLC

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

I

^ (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. i

No Information Filed

i

Yes No

- a) *Is this a "master fund" in a master-feeder arrangement? \** *p, p.*
- 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 Name**

**Private Fund Identification Number**

INDIGO INVESTMENTS SINGAPORE LLC j

--

LONG BAR PARTNERS LLC j

I

- 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:

**Additional Feeder Fund Information : 2 Record(s) Filed.**

7. If you are filing a single Schedule D, Section 7.B.(j) 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: \**

INDIGO INVESTMENTS SINGAPORE LLC

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

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

State: Delaware

Country: \* UNITED STATES

(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**

INDIGO MANAGEMENT LLC

(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*

*L-J (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940 |*

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

No Information 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: \* <sup>1</sup> LONG BAR PARTNERS LLC j

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

i

Country: \* UNITED STATES

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

State: Delaware

(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**

INDIGO MANAGEMENT LLC

(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*

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

i

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

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.

- |   |   |        |
|---|---|--------|
|   | I | Yes No |
| 8. (a) Is this private fund a "fund of funds"? *  | ! | p, q.  |
| 8. (b) If yes, does the private fund invest in funds managed by you or by a related person? |   | p, p.  |

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 |
| 9. During your last fiscal year, did the private fund invest in securities issued by investment companies                                 |   | q q    |
| 9. registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)? * j | j |        |

10. What type of fund is the private fund? \*

C hedge fund O liquidity fund C private equity fund C real estate fund C securitized asset fund fl 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 IA<sup>1</sup>. I

11. Current gross asset value of the private fund: \* \$ 14,001,000

**Ownership**

12. Minimum investment commitment required of an investor in the private fund: \* \$ 50,000 |

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 funds beneficial owners: \*

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

**7% j**

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

**0% j**

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

**33%**

**Your Advisory Services**

Yes No

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

C (\*.

(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?.\*

20. Approximately what percentage of your clients has invested in the private fund? 0%

Yes No

fl

**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

fl

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

No Information Filed

**B. SERVICE**

**PROVIDERS Auditors**

Yes No

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

p p.

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

(? . p;

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: \*

PRICEWATERHOUSECOOPERS LLP

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

City: \* PHOENIX  
State: Arizona  
Country: \* UNITED STATES

(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 p. Accounting Oversight Board in accordance with its rules?

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

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

Yes No

<? O

© Yes Ct No O Report Not Yet Received i

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. j

Prime Broker j

I

Yes No

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

p. ^

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 |

Yes No

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

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 : 1 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: \*  
JP MORGAN CHASE NA



(c) Primary business name of custodian: \*  
JP MORGAN CHASE '

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

City: \* DALLAS  
State: Texas  
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):

Administrator j

Yes No

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

p ^

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? \*j 0% !

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? \*

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.

A. PRIVATE FUND

**Information About the Private Fund**

1. (a) Name of the private fund: \* LONG BAR LATAM II LP (b) Private fund identification number: \* (include the "805-" prefix also)  
805-3321539717

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

State: Country: \* j  
CAYMAN ISLANDS ■  
j

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

**Name of General Partner, Manager, Trustee, or Director**  
INDIGO LATAM MANAGEMENT LLC

^ (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the sstment Company Act of 1940 :

n I  
(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the

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

No Information Filed

6. (a) Is this a "master fund" in a master-feeder arrangement? \* Yes No  
C <5  
(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

!

j

Yes No  
Ci <?

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

I

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

Name of the Private Fund: j

Private Fund Identification Number: !

(include the "805-" prefix also) i

i

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.

i

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:

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.

8. (a) Is this private fund a "fund of funds"? \* (b) If yes, does the private fund invest in funds managed by you or by a related person? p p,

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

9. During your last fiscal year, did the private fund invest in securities issued by investment companies q @

9. registered under the Investment Company Act of 1940 (other than "money market funds," to the extent

9. provided in Instruction 6.e.)? \*

|

10. What type of fund is the private fund? \* j

C hedge fund O liquidity fund C private equity fund O real estate fund C securitized asset fund fl 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 IA.

|

11. Current gross asset value of the private fund: \* \ j \$ 103,110 j

I Ownership i

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

\$ 50,000

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 i

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

1% ;

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

0% |

|

16. What is the approximate percentage of the private fund beneficially owned by non-United States persons: \* 99% ;

!

Your Advisory Services j

Yes No

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

C fl'

(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? \* p;

(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? \* i

p (?)

20. Approximately what percentage of your clients has invested in the private fund? 0% j

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? \* p q

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

No Information Filed

B. SERVICE PROVIDERS

j

Auditors j

1

Yes No

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

p p,

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

p p(

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.

i

No Information Filed

!

Yes No

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

p p

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

C Yes fl' 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 j

j

Yes No

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

p ^

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 iprime broker, you must complete questions (b) through (e) separately for each prime broker. !

No Information Filed

**Custodian**

Yes No

25. (a) Does the private fund use any custodians (including the prime brokers listed above) to hold some or g> p 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.

**1 Additional Custodian Information : 1 Record(s) Filed.**

i

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

; (b) Legal name of custodian: \* J JP MORGAN CHASE NA

j

j (c) Primary business name of custodian: \* JP

MORGAN CHASE

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

City: \*

State:

Country: \*

DALLAS

Texas

UNITED STATES

j

Yes No

i (e) Is the custodian a related person of your firrrt? \*

p p-,

i (f) If the custodian is a broker-dealer, provide Its SEC registration number (if any) CRD Number (if

any):

Administrator j

j

Yes No

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

Ci 6i

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.

27. During your last fiscal year, what percentage of the private funds assets (by value) was valued by a person, such as an administrator, that is not your related person? \* 0%

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? \*

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**

1. (a) Name of the private fund: \* LONG BAR LATAM

LLC (b) Private fund identification number: \*

(include the "805-" prefix also)

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

State:

Delaware

Country: \* ■

UNITED STATES.

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

**Name of General Partner, Manager, Trustee, or Director**

INDIGO LATAM MANAGEMENT LLC

j

4. 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 j

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

i

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

No Information Filed j  
Yes No

|

6. (a) Is this a "master fund" in a master-feeder arrangement? \* p,  
(b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this

*If yes, what is  
private fund?*

No Information Filed

(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.

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:

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.

8. (a) Is this private fund a "fund of funds"? \* Yes No  
q Q  
8. (b) If yes, does the private fund invest in funds managed by you or by a related person? p, p

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

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

i

10. What type of fund is the private fund? \* |

*O hedge fund O liquidity fund C private equity fund O real estate fund O securitized asset fund © 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 IAI

11. Current gross asset value of the private fund: \* \$  
1,868,000

**Ownership**

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

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).

I

13. Approximate number of the private funds beneficial owners: \*  
15

14. What is the approximate percentage of the private fund beneficially owned by you and your related person: \* 8%

15. What is the approximate percentage of the private fund beneficially owned (in the aggregate) by funds of funds: \*  
0% :

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

Your Advisory Services j

**Yes No**

17. (a) Are you a subadviser to this private fund? \* j' OfI

(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

I

**Yes No**

18. (a) Do any other investment advisers advise the private fund? \* OfI<sup>1</sup> (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? \*

20. Approximately what percentage of your clients has invested in the private fund?  
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? \* q g.



22 If yes, provide the private funds Form D file number (if any):

No Information Filed

j B. SERVICE PROVIDERS

Auditors j

■i 23. (a) (1) Are the private fund's financial statements subject to an annual audit? \* **j** **Yes No**  
q

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

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.

No Information Filed

Yes No

0 ©

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? \*

C Yes © 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

Yes No

C ©

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

Yes No

25. (a) Does the private fund use any custodians (including the prime brokers listed above) to hold some or © f) all of its assets? \* 1

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 : 1 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: \*  
JP MORGAN CHASE NA

(c) Primary business name of custodian: \* JP  
MORGAN CHASE

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

City: \* State: Country: \*  
DALLAS Texas ^UNITED STATES

Yes No

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

C

(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? \*

C A

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 funds assets (by value) was valued by a person, such as an administrator, that is not your related person? \*

0% j

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 j

Yes No

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

**SECTION 7.B.(2) Private Fund Reporting**

No Information Filed

**i 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

- A. Does any person not named in Item 1.A. or Schedules A, B, or C, directly or indirectly, control your p, g, management or policies? \* j

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

I

- B. 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

**; SECTION 10.A. Control Persons**

I  
No Information Filed

**SECTION 10.B. Control Person Public Reporting Companies**

No Information Filed

**Item 11 Disclosure Information**

In this Item, we ask for information about your disciplinary history and the disciplinary history of 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.

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 directors (or any person performing similar functions); and (3) all persons directly or indirectly 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.

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 posed; you may, therefore, limit your disclosure to ten years following the date of an event only in responding to Items II.A.(1), II.A.(2), II.B.(1), II.B.(2), 11.D.(4), and II.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 decrees lapsed.

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

Do any of the events below involve you or any of your supervised persons? Yes No

For "yes" answers to the following questions, complete a Criminal Action DRP:

A. In the past ten years, have you or any advisory affiliate: Yes No

- 1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign, or military court to any felony? \*
2) been charged with any felony? \*

j

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 II.A.(2) to charges that are currently pending.

B. In the past ten years, have you or any advisory affiliate:

- 1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign, or military court to a misdemeanor involving: investments or an investment-related business, or any fraud, false statements, or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, extortion, or a conspiracy to commit any of these offenses? \*
2) been charged with a misdemeanor listed in Item 11!B.(1)? \*

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 1 I.B.(2) to charges that are currently pending.

For "yes" answers to the following questions, complete a Regulatory Action DRP:

C. Has the SEC or the Commodity Futures Trading Commission (CFTC) ever: Yes No

- 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 CFTC regulations or statutes? \*
3) found you or any advisory affiliate to have been a cause of an investment-related business having its authorization to do business denied, suspended, revoked, or restricted? \*
4) entered an order against you or any advisory affiliate in connection with investment-related activity? \*
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? \*

- D. Has any other federal regulatory agency, any state regulatory agency, or any foreign financial regulatory authority: !
- 1) ever found you or any advisory affiliate to have made a false statement or omission, or been dishonest, p, g> unfair, or unethical? \*
  - 2) ever found you or any advisory affiliate to have been involved in a violation of investment-related p p regulations or statutes? \*
  - 3) ever found you or any advisory affiliate to have been a cause of an investment-related business having p g, its authorization to do business denied, suspended, revoked, or restricted? \*
  - 4) in the past ten years, entered an order against you, or any advisory affiliate in connection with an q q investment-related activity? \*
  - 5) ever denied, suspended, or revoked your or any advisory affiliate's registration or license, or otherwise p g, prevented you or any advisory affiliate, by order, from associating with an investment-related business or restricted your or any advisory affiliate's activity? \*

- E. Has any self-regulatory organization or commodities exchange ever:
- 1) found you or any advisory affiliate to have made a false statement or omission? \* p p,
  - 2) found you or any advisory affiliate to have been involved in a violation of its rules (other than a p g, violation designated as a "minor rule violation" under a plan approved by the SEC)? \*
  - 3) found you or any advisory affiliate to have been the cause of an investment-related business having its p g, authorization to do business denied, suspended, revoked, or restricted? \*
  - 4) disciplined you or any advisory affiliate by expelling<sup>1</sup> or suspending you or the advisory affiliate from p j> membership, barring or suspending you or the advisory affiliate from association with other members, or otherwise restricting your or the advisory affiliate's activities? \*

- F. Has an authorization to act as an attorney, accountant, lor federal contractor granted to you or any advisory p & affiliate ever been revoked or suspended? \* i

Are you or any advisory affiliate now the subject of any 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: j Yes  
No
- a) in the past ten years, enjoined you or any advisory affiliate in connection with any investment- p p, related activity? \*  
j
  - b) ever found that you or any advisory affiliate were involved in a violation of investment-related p p, statutes or regulations? \*
  - (c) ever dismissed, pursuant to a settlement agreement, an investment-related civil action brought q ^ against you or any advisory affiliate by a state or foreign financial regulatory authority? \* (2) Are you or any advisory affiliate now the subject of any civil proceeding that could result in a "yes" q jg answer to any part of Item II.H.(I)? \*

**Schedule A**

**Direct Owners and Executive Officers**

1. 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.
2. 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 (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 subject to Section 12 or 15(d) of the Exchange Act); , Direct owners include any person that owns, beneficially owns, has the right to vote, or has the power to sell or direct the sale of, 5% or more of a class of your voting securities. For purposes of this Schedule, a person beneficially owns any securities: (i) owned by his/her child, stepchild, grandchild, parent, stepparent, grandparent, spouse, sibling, mother-in-law, 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 any option, warrant, or right to purchase :the security.
- c) if you are organized as a partnership, aj] general partners and those limited and special partners that have the right to receive upon dissolution, or have contributed, 5% or more of 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
- e) if you are organized as a limited liability company ("LLC"), (i) those members that have the right to receive upon dissolution, or have contributed, 5% or more of youn capital, and (ii) if managed by elected managers, all elected managers.

Do you have any indirect owners to be reported on Schedule B? ©Yes O\|io

- 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 individual.
- 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).
- 6. Ownership codes are: NA - less than 5% B j- 10% but less than 25% D - 50% but less than 75%  
A - 5% but less than 10% C :- 25% but less than 50% E - 75% or more
- 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. j
- c) Complete each column.

| FULL LEGAL NAME<br>(Individuals: Last Name,<br>First Name, Middle Name) | DE/FE/I | Status  | Date Status<br>'Acquired<br>MM/YYYY | Ownership<br>Code | Control<br>Person | PR CRD No. If None: S.S.<br>No. and Date of Birth,<br>IRS Tax No. or<br>Employer ID No. |
|---|---------|---|-------------------------------------|-------------------|-------------------|---|
| WILSON, JOHN, R   | I       | VICE PRESIDENT<br>(INDIGO PARTNERS<br>LLC)              | 04/2004 1 i                         | NA                | Y                 | N   |
| FRANKE, BRIAN, H  | I       | VICE PRESIDENT<br>(INDIGO PARTNERS<br>LLC)              | 14/2004                             | NA                | Y                 | N /i...   |
| FRANKE, WILI  |         | MANAGING MEMBER (INDIGO PARTNER0                        |                                     | E                 | Y                 | N -   |
|   |         |   | 1/<br>2<br>0<br>0<br>4              |                   |                   |   |
| FRANKE, WILLIAM, AUGUSI   |         | MANAGING MEMBER<br>(INDIGO INDONESIA<br>MANAGEMENT LLC) | 0<br>5/<br>2<br>0<br>0<br>6         | E                 | Y                 | N -   |

FRANKI  
AUGUS

MANAGING MEMBER  
(INDIGO LATAM  
MANAGEMENT LLC)

C7/2010

E

Y

N



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|                         |   |                             |    |   |   |   |   |   |   |   |   |   |   |   |   |
|-------------------------|---|-----------------------------|----|---|---|---|---|---|---|---|---|---|---|---|---|
| INDIGO MANAGEMENT LLC   | MANAGING MEMBER<br>(INDIGO SINGAPORE<br>LLC)          | 0<br>9/<br>2<br>0<br>0<br>4 | NA | Y | N | ■ | ■ | ■ | ■ | ■ | ■ | ■ | ■ | ■ | ■ |
| FRANKE, WILLIAM, AUGUSI | MANAGING MEMBER<br>(INDIGO HUNGARY<br>MANAGEMENT LLC) | C7/2004                     | E  | Y | N | ■ |   |   |   |   |   |   |   |   |   |



|                            |  |                                      |   |   |   |
|----------------------------|--|--------------------------------------|---|---|---|
| FRANKE, WILLIAM, AUGUSI    | MANAGING MEMBER<br>(INDIGO<br>MANAGEMENT LLC)        | 0<br>9/<br>2<br>0<br>0<br>4          | E | Y | N |
| INDIGO PACIFIC PARTNERDE   | DIRECT OWNER<br>( INDIGO PACIFIC<br>MANAGEMENT LP)   | 0<br>2/<br>2<br>0<br>0<br>4          | E | Y | N |
| INDIGO PACIFIC CAPITAL IDE | GENERAL PARTNER<br>(INDIGO PACIFIC<br>MANAGEMENT LP) | i i 1<br>0<br>9/<br>2<br>0<br>0<br>4 | B | Y | N |
| FRANKE, WILLIAM, AUGUSI    | MANAGING MEMBER<br>(INDIGO SINGAPORE<br>LLC)         | 0<br>2/<br>2<br>0<br>0<br>4          | E | Y | N |
| FRANKE, WILLIAM, AUGUSI    | MANAGING MEMBER<br>(INDIGO RUSSIA<br>MANAGEMENT LLC) | j<br>0<br>2/<br>2<br>0<br>0<br>7     | E | Y | N |

**Schedule B**

Indirect Owners i

1. 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. 2. Indirect Owners. With respect to each owner listed on Schedule A (except individual owners), list below:

- 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, mother-in-law, 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 any option, warrant, or right to purchase the security.

- b) in the case of an owner that is a partnership, all general partners and those limited and special partners that have the right to receive upon dissolution, or have contributed, 25% or 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. j

3. Continue up the chain of ownership listing all 25% owners at each level. Once a public reporting company (a company subject to Sections 12 or 15(d) of the Exchange Act) is reached, no further ownership information need be given.

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.

- 5. Complete the Status column by entering the owner's status as partner, trustee, elected manager, shareholder, or member; and for shareholders or members, the class of securities owned (if more than one is issued).
- 6. Ownership codes are: C - 25% but less than 50% E - 75% or more  
F - Other (general partner, trustee, or elected manager)
- 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. j
- c) Complete each column. i

| FULL LEGAL NAME<br>(Individuals: Last Name, First Name, Middle Name) | DE/FE/I | Entity in Which Interest is Owned | Status i          | Date Status Acquired MM/YYYY | Ownership Code | Control Person | PR CRD No. If None: S.S. No. and Date of Birth, IRS Tax No. or Employer ID No. |
|--|---------|-----------------------------------|-------------------|------------------------------|----------------|----------------|--|
| FRANKE, WILLIAM, AUGUSTUS  | I       | INDIGO MANAGEMENT LLC             | MANAGING MEMBER 1 | 09/2004                      | E              | Y              | N  |
| FRANKE, WILLIAM, AUGUSTUS  | I       | INDIGO PACIFIC CAPITAL            | MANAGING MEMBER ; | 09/2004                      | E              | Y              | N  |
| FRANKE, WILLIAM, AUGUSTUS  | I       | INDIGO PACIFIC PARTNERS LLC       | MANAGING MEMBER!  | 09/2004                      | E              | Y              | N  |

**Schedule D - Miscellaneous**

You may use the space below to explain a response to an Item or to provide any other information.

**DRP Pages**

**CRIMINAL DISCLOSURE REPORTING PAGE (ADV) j**

No Information Filed

**REGULATORY ACTION DISCLOSURE REPORTING PAGE (ADV)**

No Information Filed

**CIVIL JUDICIAL ACTION DISCLOSURE REPORTING PAGE (ADV)**

No Information Filed

**Execution Pages**

**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

*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 principal office and place of business and any other state in which you are submitting a notice filing, 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 process or papers, and you further agree that such service may be made by registered or certified mail, in any federal or state action, administrative proceeding or arbitration brought against you in any place subject to the jurisdiction of the United States, if the action, proceeding, or arbitration (a) arises out of any activity in 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 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 under any of these acts, or (ii) the laws of the state in which you maintain your principal office and 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.

|                            |                    |
|----------------------------|--------------------|
| Signature: *               | Date: MM/DD/YYYY * |
| TERRY GIBSON 03/30/2012    |                    |
| Printed Name:              | Title: *!          |
| TERRY GIBSON               | FINANCE DIRECTOR   |
| Adviser CRD Number: 163648 |                    |

**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.

1. 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 that such persons may accept service on your behalf, of any notice, subpoena, summons, order instituting proceedings, demand for arbitration, or other process or papers, and you further agree that such service may be made by registered; or certified mail, in any federal or state action, administrative proceeding or arbitration brought against you in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in 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 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 under any 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

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If you are organized as a partnership, this irrevocable power of attorney and consent to service of process will continue in effect if any partner withdraws from or is admitted to the partnership, provided that the admission or withdrawal does not create a new partnership. If the partnership dissolves, this irrevocable power of attorney and consent shall be in effect for any action brought 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 Office of the Commission, or at any one of its offices in the United States, as specified by the 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 binding upon you, your heirs, successors and assigns, and any person subject to your written irrevocable consents or powers of attorney or any of your general partners and managing agents.*

Signature

I, the undersigned, sign this Form ADV on behalf of, and with the authority of, the non-resident 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

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. j

Signature: \*

Date: MM/DD/YYYY \*

Printed Name:

Title: \*

Adviser CRD

Number: 163648

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