FORM ADV

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

Prin	nary Business Name: VICTORY CAPI	TAL MANAGEMENT INC	C.	CRD Number: 106189
Othe	er-Than-Annual Amendment - All Sec	tions		Rev. 10/2021
9/8	/2023 2:25:29 PM			
WA	·		missions may result in denial of ing periodic amendments. See Fo	your application, revocation of your registration, or criminal orm ADV General Instruction 4.
Iter	n 1 Identifying Information			
		, ,		act you. If you are filing an <i>umbrella registration</i> , the information to assist you with filing an <i>umbrella registration</i> .
A.	Your full legal name (if you are a sole VICTORY CAPITAL MANAGEMENT I		rst, and middle names):	
B.	(1) Name under which you primarily of VICTORY CAPITAL MANAGEMENT I		usiness, if different from Item 1.	A.
	List on Section 1.B. of Schedule D any	additional names under	which you conduct your advisory	business.
	(2) If you are using this Form ADV to	register more than one	e investment adviser under an u.	mbrella registration, check this box
	If you check this box, complete a Sche	dule R for each relying ac	dviser.	
C.	If this filing is reporting a change in your name change is of ☐ your legal name or ☐ your primary		A.) or primary business name (I	tem 1.B.(1)), enter the new name and specify whether the
D.	(1) If you are registered with the SEC (2) If you report to the SEC as an exec (3) If you have one or more Central I	empt reporting adviser, y	our SEC file number:	
	CIK Number			
	1040188			
E.	(1) If you have a number ("CRD Numl	per") assigned by the F	INRA's CRD system or by the IAF	RD system, your <i>CRD</i> number: 106189
	If your firm does not have a CRD numb	per, skip this Item 1.E. D	o not provide the CRD number of	one of your officers, employees, or affiliates.
	(2) If you have additional <i>CRD</i> Number	ers, your additional <i>CRD</i>	numbers:	
		J	No Information Filed	
F.	Principal Office and Place of Business			
	(1) Address (do not use a P.O. Box): Number and Street 1: 15935 LA CANTERA PKWY		Number and Street 2:	
	City:	State:	Country:	ZIP+4/Postal Code:
	SAN ANTONIO	Texas	United States	78256
	If this address is a private reside	nce, check this box:		
	you are applying for registration, on which you are applying for registra	or are registered, with or ation or with whom you a an exempt reporting adv	ne or more state securities author are registered. If you are applying	rities, at which you conduct investment advisory business. If rities, you must list all of your offices in the state or states to for SEC registration, if you are registered only with the SEC, or offices in terms of numbers of employees as of the end of your
	(2) Days of week that you normally • Monday - Friday • Other:	conduct business at you	ur principal office and place of bus	siness:
	Normal business hours at this loc 8AM-5PM (3) Telephone number at this location			
	(a) rejeptione number at this location	VII.		

(5) What is the total number of offices, other than your principal office and place of business, at which you conduct investment advisory business as of

877-660-4400

(4) Facsimile number at this location, if any:

	10					
G.	Mailing address, if differen	nt from your <i>principal office and p</i> i	lace of business address:			
	Number and Street 1:		Number and Street	2:		
	City:	State:	Country:	ZIP+4/Postal Code:		
	If this address is a private	e residence, check this box: \Box				
Н.	If you are a sole proprieto	or, state your full residence addre	ess, if different from your <i>p</i> i	rincipal office and place of business address in Item 1.F.:		
	Number and Street 1:		Number and Street	2:		
	City:	State:	Country:	ZIP+4/Postal Code:		
	o.i.y.		ocumy.	2, 1, 1, 1, 1, 1, 1, 1, 1, 1, 1, 1, 1, 1,	Yes	No
1.	Do you have one or more LinkedIn)?	websites or accounts on publicly	available social media plat	forms (including, but not limited to, Twitter, Facebook and		0
	If a website address serves addresses for all of the other available social media platfo	s as a portal through which to acc er information. You may need to l	ess other information you ha list more than one portal add e content. Do not provide the	publicly available social media platforms on Section 1.1. of S	ting on publ	
J.	Chief Compliance Officer					
		contact information of your Chie Compliance Officer, if you have of	•	are an exempt reporting adviser, you must provide the conteste Item 1.K. below.	ntact	
	Name:		Other titles, if any:			
	Telephone number:		Facsimile number, if	any:		
	Number and Street 1:		Number and Street	2:		
	City:	State:	Country:	ZIP+4/Postal Code:		
	Electronic mail (e-mail) a	ddress, if Chief Compliance Office	er has one:			
K.	under the Investment Con Employer Identification Nu Name: IRS Employer Identification	npany Act of 1940 that you advisumber (if any): n Number:	se for providing chief compl	than you, a <i>related person</i> or an investment company reg ance officer services to you, provide the <i>person's</i> name ar are ficer is authorized to receive information and respond to	nd IRS	
		may provide that information he		·	'	
	Name:		Titles:			
	Telephone number:		Facsimile number, if	any:		
	Number and Street 1:		Number and Street	2:		
	City:	State:	Country:	ZIP+4/Postal Code:		
	Electronic mail (e-mail) a	ddress, if contact person has one	e:			
Ι.	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,	Yes ©	No
	•	our principal office and place of bu	·		٠	
	If "yes," complete Section	1.L. of Schedule D.			Yes	No
M.	Are you registered with a	foreign financial regulatory author	rity?		O	•
	•	registered with a foreign financial		you have an affiliate that is registered with a foreign financi	ial	
		,			Yes	No
N.	Are you a public reporting	company under Sections 12 or 1	15(d) of the Securities Exch	ange Act of 1934?	0	•
Ο.	•	more in assets on the last day of	of your most recent fiscal ye	ar?	Yes	⊙ INO
	f yes, what is the approx \$1 billion to less than	imate amount of your assets:				
	A I NIIIOH IO 1622 HIGH	1 4 10 DIIIIOII				

the end of your most recently completed fiscal year?

510 billion to less than \$50 billion

C \$50 billion or mo	re					
For purposes of Item 1.O. only, "assets" refers to your total assets, rather than the assets you manage on behalf of clients. Determine your total assets using the total assets shown on the balance sheet for your most recent fiscal year end.						
Provide your <i>Legal Entity Identifier</i> if you have one: 549300YNO08S1SH3I683						
	is a unique number that companies	use to identify each other in the financial	marketplace. You may not have a legal en	ntity		
identifier.						
SECTION 1.B. Other Busin	ness Names					
List your other business r	names and the jurisdictions in which	you use them. You must complete a sepa	arate Schedule D Section 1.B. for each bus	siness		
Name: RS INVESTMENTS						
Jurisdictions						
☑ AL	☑ IL	☑ NE	☑ SC			
☑ AK	☑ IN	☑ NV	□ SD			
☑ AZ	☑ IA	∥ □ NH	I ▼ TN			
☑ AR	☑ KS	∥ ⊠ NJ	∥ ☑ ⊤X			
☑ CA	☑ KY	∥ □ NM	I ☑ UT			
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☑ DE	☑ MD	□ ND	✓ VA			
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₽ FL						
☑ GA	☑ MN	▽ OR	✓ WI			
□ GU	⊠ MS	₽ PA	□wy			
☑ HI	☑ MO	□ PR	□ Other:			
☑ ID	□ MT	☑ RI				
List your other business r	names and the jurisdictions in which	you use them. You must complete a sepa	arate Schedule D Section 1.B. for each bus	siness		
name.						
N. CODUNC CADITAL						
Name: SOPHUS CAPITAL						
Jurisdictions						
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List your other business r	names and the jurisdictions in which	you use them. You must complete a sepa	arate Schedule D Section 1.B. for each bus	siness		

Name: NEWBRIDGE ASSET MANAGEMENT					
Jurisdictions					
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Name: SYCAMORE CAPITAL Jurisdictions					
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name.

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Z DE	☑ MD	□ ND	☑ VA
☑ DC	☑ MA	☑ OH	☑ WA
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list your other business name.	names and the jurisdictions in which y	ou use them. You must complete a sepa	arate Schedule D Section 1.B. for each business
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List your other business names and the name.	e jurisdictions in which you use them. Yo	ou must complete a separate Schedule I	D Section 1.B. for each business
Name: INTEGRITY ASSET MANAGEMENT			
Jurisdictions			
☑ AL	☑ IL	☑ NE	☑ sc
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List your other business names and the	e jurisdictions in which you use them. Yo	ou must complete a separate Schedule l	D Section 1 B for each business
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List your other business names and the jurisdictions in which you use them. You must complete a separate Schedule D Section 1.B. for each business

name.			
NEW ENERGY CARLEAU			
Name: NEW ENERGY CAPITAL			
Jurisdictions			
☑ AL	☑ıL	☑ NE	☑ SC
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List your other business names and the	e jurisdictions in which you use them.	You must complete a separate So	chedule D Section 1.B. for each business
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Name: THB ASSET MANAGEMENT			
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	- IVII	Ridad IXI	
SECTION 1.F. Other Offices			
		•	ch you conduct investment advisory business. on, if you are registered only with the SEC, or
if you are an exempt reporting adviser, I	_		
, , ,		, ,	•
Number and Street 1:		Number and Street 2:	
101 MERRITT 7		2ND FLOOR	
City:	State:	Country:	ZIP+4/Postal Code:
NORWALK	Connecticut	United States	06851
If this address is a private residence, cl	neck this box: 🗖		
Telephone Number:	Facsimile Number, if any:		
877-660-4400			

If this office location is also required to be registered with FINRA or a *state securities authority* as a branch office location for a broker-dealer or investment adviser on the Uniform Branch Office Registration Form (Form BR), please provide the *CRD* Branch Number here:

How many <i>employees</i> perform investment advis 6	ory functions from this offi	ce location?				
Are other business activities conducted at this office location? (check all that apply) (1) Broker-dealer (registered or unregistered) (2) Bank (including a separately identifiable department or division of a bank) (3) Insurance broker or agent (4) Commodity pool operator or commodity trading advisor (whether registered or exempt from registration) (5) Registered municipal advisor (6) Accountant or accounting firm (7) Lawyer or law firm						
	on 1.F. for each location. I	If you are applying for SEC regi	t which you conduct investment advisory business. stration, if you are registered only with the SEC, or ployees).			
Number and Street 1:		Number and Street 2:				
53 SOUTH MAIN STREET City: S	state:	3RD FLOOR Country:	ZIP+4/Postal Code:			
HANOVER N	lew Hampshire	United States	03755			
If this address is a private residence, check this	box: 🗆					
Telephone Number: F 877-660-4400	acsimile Number, if any:					
If this office location is also required to be regis adviser on the Uniform Branch Office Registration 162238		•	ch office location for a broker-dealer or investment er here:			
How many <i>employees</i> perform investment advis	ory functions from this offi	ce location?				
Are other business activities conducted at this of (1) Broker-dealer (registered or unregistered (2) Bank (including a separately identifiable of (3) Insurance broker or agent (4) Commodity pool operator or commodity to (5) Registered municipal advisor (6) Accountant or accounting firm (7) Lawyer or law firm	l) department or division of a rading advisor (whether re	bank) egistered or exempt from regist	ration)			
·	on 1.F. for each location. I	If you are applying for SEC regi	t which you conduct investment advisory business. stration, if you are registered only with the SEC, or ployees).			
Number and Street 1: 400 MADISON AVENUE		Number and Street 2: SUITE 9B				
City: NEW YORK	State: New York	Country: United States	ZIP+4/Postal Code: 10017			
If this address is a private residence, check this	box: 🗆					
Facsimile Number, if any: 377-660-4400						

If this office location is also required to be registered with FINRA or a <i>state securities authority</i> as a branch office location for a broker-dealer or investment adviser on the Uniform Branch Office Registration Form (Form BR), please provide the <i>CRD</i> Branch Number here:								
How many <i>employees</i> perform investment advisory functions from this office location? 6								
Are other business activities conducted at this office location? (check all that apply) [Instruction of the conducted at this office location? (check all that apply)]								
(2) Bank (including a separately identifiable depa	rtment or division	of a bank)						
☐ (3) Insurance broker or agent		o. a sa,						
(4) Commodity pool operator or commodity tradii	ng advisor (whethe	er reaistered or exempt from reaist	ration)					
☐ (5) Registered municipal advisor			,					
(6) Accountant or accounting firm								
(7) Lawyer or law firm								
Describe any other <i>investment-related</i> business activ	vities conducted fro	om this office location:						
Complete the following information for each office, of You must complete a separate Schedule D Section 1 if you are an exempt reporting adviser, list only the latest complete the following information for each office, or	.F. for each location	n. If you are applying for SEC regi	stration, if you are registered only with the SEC, or					
Number and Street 1: 301 EAST 4TH STREET		Number and Street 2: SUITE 2950						
City:	State:	Country:	ZIP+4/Postal Code:					
CINCINNATI	Ohio	United States	45202					
If this address is a private residence, check this box	:: □							
Telephone Number: 877-660-4400	Facsimile Number	, if any:						
If this office location is also required to be registere adviser on the Uniform Branch Office Registration Fo		_						
How many <i>employees</i> perform investment advisory for 13	functions from this	office location?						
Are other business activities conducted at this office	e location? (check a	all that apply)						
\square (1) Broker-dealer (registered or unregistered)								
\square (2) Bank (including a separately identifiable depa	rtment or division	of a bank)						
\square (3) Insurance broker or agent								
\square (4) Commodity pool operator or commodity tradii	ng advisor (whethe	er registered or exempt from regist	ration)					
\square (5) Registered municipal advisor								
\square (6) Accountant or accounting firm								
\square (7) Lawyer or law firm								
Describe any other investment-related business activ	vities conducted fro	om this office location:						
Complete the following information for each office, of You must complete a separate Schedule D Section 1 if you are an exempt reporting adviser, list only the latest complete the following information for each office, or You must complete a separate Schedule D Section 1	.F. for each location	n. If you are applying for SEC regi	stration, if you are registered only with the SEC, or					
Number and Street 1: 260 E. BROWN STREET		Number and Street 2: SUITE 150						
City:	State:	Country:	ZIP+4/Postal Code:					
BIRMINGHAM	Michigan	United States	48009					
If this address is a private residence, check this box	:: □							

Telephone Number: 877-660-4400	Facsimile Numbe	er, if any:					
If this office location is also required to be registered with FINRA or a state securities authority as a branch office location for a broker-dealer or investment adviser on the Uniform Branch Office Registration Form (Form BR), please provide the CRD Branch Number here:							
How many <i>employees</i> perform investment advisory functions from this office location? 14							
Are other business activities conducted at this \square (1) Broker-dealer (registered or unregistered		ck all that apply)					
\square (2) Bank (including a separately identifiable	e department or division	on of a bank)					
(3) Insurance broker or agent							
(4) Commodity pool operator or commodity	r trading advisor (whe	ther registered or exempt fr	om registration)				
□ (5) Registered municipal advisor□ (6) Accountant or accounting firm							
(7) Lawyer or law firm							
· ,							
Describe any other investment-related busines	s activities conducted	from this office location:					
Complete the following information for each of You must complete a separate Schedule D Sec if you are an exempt reporting adviser, list only	ction 1.F. for each loca	ation. If you are applying for	r SEC registration, if you are registe	•			
Number and Street 1: 1340 DEPOT STREET		Number and Street 2: SUITE 201					
City:	State:	Country:	ZIP+4/Postal Code:				
ROCKY RIVER	Ohio	United States	44116				
If this address is a private residence, check th	nis box:						
Telephone Number: 877-660-4400	Facsimile Num	ber, if any:					
If this office location is also required to be reg adviser on the Uniform Branch Office Registrat	•	•		oker-dealer or investment			
How many <i>employees</i> perform investment adv	isory functions from th	his office location?					
Are other business activities conducted at this \Box (1) Broker-dealer (registered or unregistered		ck all that apply)					
☐ (2) Bank (including a separately identifiable		on of a bank)					
\square (3) Insurance broker or agent							
\square (4) Commodity pool operator or commodity	r trading advisor (whe	ther registered or exempt fr	om registration)				
(5) Registered municipal advisor							
(6) Accountant or accounting firm							
(7) Lawyer or law firm							
Describe any other investment-related business	s activities conducted	from this office location:					
Complete the following information for each of You must complete a separate Schedule D Sec if you are an exempt reporting adviser, list only	ction 1.F. for each loca	ation. If you are applying for	r SEC registration, if you are registe	•			
Number and Street 1: 33 ARCH STREET		Number and S SUITE 3100	Street 2:				
City: BOSTON	State: Massachusetts	Country: United States	ZIP+4/Postal Coo 02110	de:			
	1714554611436113	ornica states	02110				

If this address is a private residence,	check this box:						
Facsimile Number, if any: 977-660-4400							
If this office location is also required to be registered with FINRA or a state securities authority as a branch office location for a broker-dealer or investment adviser on the Uniform Branch Office Registration Form (Form BR), please provide the CRD Branch Number here:							
How many <i>employees</i> perform investment advisory functions from this office location? 8							
Are other business activities conducted at this office location? (check all that apply) [(1) Broker-dealer (registered or unregistered)							
(2) Bank (including a separately ide	entifiable department or division	n or a bank)					
(3) Insurance broker or agent							
(4) Commodity pool operator or co	nmodity trading advisor (whetr	ner registered or exempt from	m registration)				
(5) Registered municipal advisor							
☐ (6) Accountant or accounting firm ☐ (7) Lawyer or law firm							
(7) Lawyer or law IIIII							
Describe any other investment-related	I business activities conducted f	from this office location:					
	ule D Section 1.F. for each locat	tion. If you are applying for S	siness, at which you conduct investment advisory business. SEC registration, if you are registered only with the SEC, or rs of employees).				
Number and Street 1: ONE BUSH STREET		Number and Street 2: SUITE 400					
City:	State:	Country:	ZIP+4/Postal Code:				
SAN FRANCISCO	California	United States	94104				
If this address is a private residence,	check this box: \square						
Telephone Number: 877-660-4400	Facsimile Number,	if any:					
If this office location is also required adviser on the Uniform Branch Office	•	· ·	s a branch office location for a broker-dealer or investment h Number here:				
How many <i>employees</i> perform investr 23	nent advisory functions from thi	is office location?					
Are other business activities conducted \Box (1) Broker-dealer (registered or un		all that apply)					
\square (2) Bank (including a separately ide	entifiable department or division	n of a bank)					
\square (3) Insurance broker or agent							
(4) Commodity pool operator or co	mmodity trading advisor (wheth	her registered or exempt from	m registration)				
(5) Registered municipal advisor							
(6) Accountant or accounting firm							
(7) Lawyer or law firm							
Describe any other investment-related	#business activities conducted f	from this office location:					
Complete the following information for	r each office other than your r	principal office and place of but	siness, at which you conduct investment advisory business				
Complete the following information for each office, other than your <i>principal office and place of business</i> , at which you conduct investment advisory business. You must complete a separate Schedule D Section 1.F. for each location. If you are applying for SEC registration, if you are registered only with the SEC, or if you are an <i>exempt reporting adviser</i> , list only the largest twenty-five offices (in terms of numbers of <i>employees</i>).							

Number and Street 2:

ZIP+4/Postal Code:

SUITE 1850

Country:

State:

Number and Street 1:

699 WALNUT STREET

City:

DES MOTINES	Towa	officed States	30309-3902				
If this address is a private residence, check this box							
Facsimile Number, if any: Facsimile Number, if any:							
If this office location is also required to be registered with FINRA or a state securities authority as a branch office location for a broker-dealer or investment adviser on the Uniform Branch Office Registration Form (Form BR), please provide the CRD Branch Number here:							
How many <i>employees</i> perform investment advisory functions from this office location?							
Are other business activities conducted at this office (1) Broker-dealer (registered or unregistered)							
□ (2) Bank (including a separately identifiable depar□ (3) Insurance broker or agent	tment or division	of a bank)					
☐ (4) Commodity pool operator or commodity tradin☐ (5) Registered municipal advisor	ng advisor (wheth	er registered or exempt from registr	ration)				
☐ (6) Accountant or accounting firm ☐ (7) Lawyer or law firm							
Describe any other investment-related business activ	rities conducted fr	rom this office location:					
Complete the following information for each office, of You must complete a separate Schedule D Section 1 if you are an exempt reporting adviser, list only the latest complete the following information for each office, or you must complete the following information for each office, or you must complete the following information for each office, or you must complete the following information for each office, or you must complete the following information for each office, or you must complete the following information for each office, or you must complete a separate Schedule D Section 1.	.F. for each locati	on. If you are applying for SEC regis	stration, if you are registered only with the SEC, or				
Number and Street 1: 4900 TIEDEMAN ROAD		Number and Street 2: 4TH FLOOR					
City: BROOKLYN	State: Ohio	Country: United States	ZIP+4/Postal Code: 44144-1226				
If this address is a private residence, check this box							
Telephone Number: 877-660-4400	Facsimile Numbe	er, if any:					
If this office location is also required to be registered adviser on the Uniform Branch Office Registration For 166011		_					
How many <i>employees</i> perform investment advisory for 18	unctions from this	s office location?					
Are other business activities conducted at this office location? (check all that apply) (1) Broker-dealer (registered or unregistered)							
□ (2) Bank (including a separately identifiable department or division of a bank) □ (3) Insurance broker or agent							
□ (3) Insurance broker or agent □ (4) Commodity pool operator or commodity trading advisor (whether registered or exempt from registration) □ (5) Registered municipal advisor							
☐ (6) Accountant or accounting firm ☐ (7) Lawyer or law firm	(6) Accountant or accounting firm						
Describe any other investment-related business activities conducted from this office location:							

SECTION 1.1. Website Addresses

List your website addresses, including addresses for accounts on publicly available social media platforms where you control the content (including, but not limited to, Twitter, Facebook and/or LinkedIn). You must complete a separate Schedule D Section 1.1. for each website or account on a publicly available social media platform

Address of Website/Account on Publicly Available Social Media Platform:	HTTPS://WWW.LINKEDIN.COM/COMPANY/VICTORY-CAPITAL-MANAGEMENT
Address of Website/Account on Publicly Available Social Media Platform:	HTTPS://WWW.VCM.COM
Address of Website/Account on Publicly Available Social Media Platform:	HTTPS://TWITTER.COM/VCMTWEETS
Address of Website/Account on Publicly Available Social Media Platform:	https://www.youtube.com/channel/UCFkcuwbuPFwlYk-PoMImQ8A
Address of Website/Account on Publicly Available Social Media Platform:	https://www.facebook.com/victorycapitalmanagement/
Address of Website/Account on Publicly Available Social Media Platform:	https://newenergycapital.com
Address of Website/Account on Publicly Available Social Media Platform:	https://www.linkedin.com/company/new-energy-capital-/about/
Address of Website/Account on Publicly Available Social Media Platform:	https://www.linkedin.com/company/thbassetmanagement/about/
Address of Website/Account on Publicly Available Social Media Platform:	https://instagram.com/victory.capital/
SECTION 1.L. Location of Books and Records	
Complete the following information for each location at which you keep must complete a separate Schedule D, Section 1.L. for each location.	your books and records, other than your principal office and place of business. You
Name of entity where books and records are kept: SEI	
Number and Street 1: 1 FREEDOM VALLEY DRIVE	Number and Street 2:

SECTION 1.L. Location of Books and Record	s		
Complete the following information for each must complete a separate Schedule D, Section		your books and records, other	than your <i>principal office and place of business</i> . You
Name of entity where books and records are SEI	kept:		
Number and Street 1: 1 FREEDOM VALLEY DRIVE		Number and Street 2:	
City: OAKS	State: Pennsylvania	Country: United States	ZIP+4/Postal Code: 19456
If this address is a private residence, check t	his box:		
Telephone Number: 610-676-1000	Facsimile number, if any	y:	
This is (check one): one of your branch offices or affiliates.			
a third-party unaffiliated recordkeeper.			
O other.			
Briefly describe the books and records kept a TRADE AND PORTFOLIO ACCOUNTING DATA F			
Name of entity where books and records are	· kept:		

Number and Street 2:

SUITE 2950

VICTORY CAPITAL MANAGEMENT INC.

Number and Street 1:

301 EAST 4TH STREET

City: CINCINNATI	State: Ohio	Country: United States	ZIP+4/Postal Code: 45202
If this address is a private residence, check this box	. 🗖		
Telephone Number: 877-660-4400	Facsimile number, (513) 830-1995	if any:	
This is (check one): one of your branch offices or affiliates.			
$_{ m C}$ a third-party unaffiliated recordkeeper.			
O other.			
Briefly describe the books and records kept at this lo		O YEARS.	
Name of entity where books and records are kept: VICTORY CAPITAL MANAGEMENT INC.			
Number and Street 1: 7951 E. MAPLEWOOD AVE		Number and Street 2: SUITE 122	
City:	State:	Country:	ZIP+4/Postal Code:
GREENWOOD VILLAGE	Colorado	United States	80111
If this address is a private residence, check this box	: 🗖		
Telephone Number: 877-660-4400	Facsimile number, 303-262-3550	if any:	
This is (check one): o one of your branch offices or affiliates.			
$_{ m C}$ a third-party unaffiliated recordkeeper.			
other.			
Briefly describe the books and records kept at this load ADVERTISING MATERIALS	ocation.		
Name of entity where books and records are kept: VICTORY CAPITAL MANAGEMENT INC.			
Number and Street 1: 260 E BROWN STREET		Number and Street 2: SUITE 150	
City:	State:	Country:	ZIP+4/Postal Code:
BIRMINGHAM	Michigan	United States	48009
If this address is a private residence, check this box			
Telephone Number: 877-660-4400	Facsimile number, i	f any:	
This is (check one): one of your branch offices or affiliates.			
$_{ m C}$ a third-party unaffiliated recordkeeper.			
C other.			
Briefly describe the books and records kept at this local CERTAIN BOOKS AND RECORDS REQUIRED UNDER R			

Name of entity where books and records are kept:

Number and Street 1: 33 ARCH STREET		Number and Street 2: SUITE 3100	
City: BOSTON	State: Massachusetts	Country: United States	ZIP+4/Postal Code: 02110
If this address is a private residence, check this	is box:		
Telephone Number: 877-660-4400	Facsimile number, if any:		
This is (check one): one of your branch offices or affiliates.			
O a third-party unaffiliated recordkeeper.			
O other.			
Briefly describe the books and records kept at CERTAIN BOOKS AND RECORDS REQUIRED UNI			
Name of entity where books and records are k VICTORY CAPITAL MANAGEMENT INC.	kept:		
Number and Street 1: ONE BUSH STREET		Number and Street 2: SUITE 400	
City:	State:	Country:	ZIP+4/Postal Code:
SAN FRANCISCO	California	United States	94104
If this address is a private residence, check this	is box:		
Telephone Number: 877-660-4400	Facsimile number, if ar	ny:	
This is (check one): one of your branch offices or affiliates.			
O a third-party unaffiliated recordkeeper.			
O other.			
Briefly describe the books and records kept at CERTAIN BOOKS AND RECORDS REQUIRED UNI			
Name of entity where books and records are k	cept:		
Number and Street 1: 320 CONGRESS STREET		Number and Street 2: 7TH FLOOR	
City: BOSTON	State: Massachusetts	Country: United States	ZIP+4/Postal Code: 02210
If this address is a private residence, check this	is box:		
Telephone Number: 617-338-0107	Facsimile number, if any:		
This is (check one): O one of your branch offices or affiliates.			
• a third-party unaffiliated recordkeeper.			
O other.			

VICTORY CAPITAL MANAGEMENT INC.

Briefly describe the books and records kept at this location.

CLIENT BILLING DOCUMENTS			
Name of entity where books and recor RS INVESTMENTS (UK) LIMITED	rds are kept:		
Number and Street 1: 3RD FLOOR, 1 ASHLEY ROAD ALTRINCH	4AM	Number and St	reet 2:
City:	State:	Country:	ZIP+4/Postal Code:
CHESHIRE		United Kingdon	
If this address is a private residence, of	check this box:		
Telephone Number: (877) 660-4400	Facsimi	ile number, if any:	
This is (check one):	tos		
one of your branch offices or affiliaa third-party unaffiliated recordkee			
other.	рег.		
Briefly describe the books and records PORTFOLIO INVESTMENT RESEARCH FI			
Name of entity where books and record IRON MOUNTAIN	ds are kept:		
Number and Street 1: 6933 PRESTON AVE.		Number and Street 2:	
City: LIVERMORE	State: California	Country: United States	ZIP+4/Postal Code: 94551
If this address is a private residence, of	check this box:		
Telephone Number: 8009343453	Facsimile number	r, if any:	
This is (check one):			
one of your branch offices or affilia	tes.		
a third-party unaffiliated recordkee	per.		
O other.			
Briefly describe the books and records THIRD-PARTY STORAGE OF BOOKS AND		GER REQUIRED TO BE STORED	ON SITE UNDER RULE 204-2.
Name of entity where books and record IRON MOUNTAIN	ds are kept:		
Number and Street 1: 826 CHURCH STREET		Number and Stre	eet 2:
City:	State:	Country:	ZIP+4/Postal Code:
MORRISVILLE	North Carolina	United States	27560
If this address is a private residence, of	check this box:		
Telephone Number: 8009343453	Facsimile number, if	any:	
This is (check one): O one of your branch offices or affilia	tes.		

a third-party unaffiliated recordkeeper.			
O other.			
Briefly describe the books and records kept at this lotter. THIRD-PARTY STORAGE OF BOOKS AND RECORDS TH		REQUIRED TO BE STORED ON SITE	UNDER RULE 204-2.
Name of entity where books and records are kept: VICTORY CAPITAL MANAGEMENT INC.			
Number and Street 1: 4900 TIEDEMAN ROAD		Number and Street 2: 4TH FLOOR	
City:	State:		ZIP+4/Postal Code:
BROOKLYN	Ohio	3	44144-1226
If this address is a private residence, check this box	: □		
Telephone Number: 877-660-4400	Facsimile number, 216-898-2577	if any:	
This is (check one): one of your branch offices or affiliates.			
a third-party unaffiliated recordkeeper.			
O other.			
Briefly describe the books and records kept at this IC CERTAIN BOOKS AND RECORDS REQUIRED UNDER RI			
Name of entity where books and records are kept: CHARLES SCHWAB & CO., INC.			
Number and Street 1: 211 MAIN STREET		Number and Street 2:	
3	State: California	Country: United States	ZIP+4/Postal Code: 94105-1901
If this address is a private residence, check this box	: □		
Telephone Number: F	Facsimile number, if	any:	
This is (check one): O one of your branch offices or affiliates.			
a third-party unaffiliated recordkeeper.			
O other.			
Briefly describe the books and records kept at this locustodian for PRIVATE WEALTH MANAGEMENT AC			
Name of entity where books and records are kept: IRON MOUNTAIN			
Number and Street 1: 7277 NORTH HAGGERTY ROAD		Number and Street 2:	
3	State: Michigan	Country: United States	ZIP+4/Postal Code: 48187
O, AVI OIV	wiicingari	Jinted Jiates	40107
If this address is a private residence, check this box	: 🗖		

Facsimile number, if any:

Telephone Number:

This is (check one): O one of your branch offices or affiliates. O a third-party unaffiliated recordkeeper. O other.				
Briefly describe the books and records kept at THIRD-PARTY STORAGE OF BOOKS AND RECOR		QUIRED TO BE STORED ON SITE	E UNDER RULE 204-2.	
Name of entity where books and records are VICTORY CAPITAL MANAGEMENT INC.	kept:			
Number and Street 1: 101 MERRITT 7		Number and Street 2: 2ND FLOOR		
City: NORWALK	State: Connecticut	Country: United States	ZIP+4/Postal Code: 06851	
If this address is a private residence, check th	is box:			
Telephone Number: 877-660-4400	Facsimile number, if any:			
This is (check one): o one of your branch offices or affiliates.				
a third-party unaffiliated recordkeeper.other.				
Briefly describe the books and records kept at ALL MATERIAL REQUIRED TO BE STORED ON S		ARS.		
Name of entity where books and records are VICTORY CAPITAL MANAGEMENT INC.	kept:			
Number and Street 1: 53 SOUTH MAIN STREET		Number and Street 2: 3RD FLOOR		
City: HANOVER	State: New Hampshire	Country: United States	ZIP+4/Postal Code: 03755	
If this address is a private residence, check th	is box:			
Telephone Number: 877-660-4400	Facsimile number, if any: 603-653-7524			
This is (check one): o one of your branch offices or affiliates.				
a third-party unaffiliated recordkeeper.other.				
Briefly describe the books and records kept at CERTAIN BOOKS AND RECORDS REQUIRED UN				
Name of entity where books and records are ULTIMUS LEVERPOINT	kept:			
Number and Street 1: 5 MAXWELL DRIVE		Number and Street 2:		

Country:

United States

ZIP+4/Postal Code:

12065

State:

New York

8009343453

City:

CLIFTON PARK

If this address is a private residence, check this b	oox: L			
Telephone Number: (518) 373-5500	Facsimile number,	if any:		
This is (check one):				
O one of your branch offices or affiliates.				
a third-party unaffiliated recordkeeper.				
O other.				
Briefly describe the books and records kept at thi TRADE AND PORTFOLIO ACCOUNTING DATA FOR C				
Name of entity where books and records are kep RS INVESTMENT MANAGEMENT (SINGAPORE) PTE I				
Number and Street 1: 9 BATTERY ROAD		Number and Street 2 #15-01, MYP CENTRE		
City:	State:	Country:	ZIP+4/Postal Code:	
SINGAPORE	State	Singapore	049910	
If this address is a private residence, check this b	oox:			
Telephone Number: (877) 660-4400	Facsimile num	nber, if any:		
This is (check one): one of your branch offices or affiliates.				
$_{ m C}$ a third-party unaffiliated recordkeeper.				
O other.				
Briefly describe the books and records kept at thi PORTFOLIO INVESTMENT RESEARCH FILES	is location.			
Name of entity where books and records are kep VICTORY CAPITAL MANAGEMENT INC.	t:			
Number and Street 1: 400 MADISON AVENUE		Number and Street 2: SUITE 9B		
City:	State:	Country:	ZIP+4/Postal Code:	
NEW YORK	New York	United States	10017	
If this address is a private residence, check this b	oox:			
Telephone Number: 877-660-4400	Facsimile number,	if any:		
This is (check one): one of your branch offices or affiliates.				
$_{ m C}$ a third-party unaffiliated recordkeeper.				
O other.				
Briefly describe the books and records kept at thi CERTAIN INVESTMENT ADVISERS BOOKS AND REC		AINED IN ACCORDANCE WITI	Ⅎ RULE 204-2	
Name of entity where books and records are kep VICTORY CAPITAL MANAGEMENT INC.	t:			

1340 DEPOT STREET		SUITE 201	
City: ROCKY RIVER	State: Ohio	Country: United States	ZIP+4/Postal Code: 44116
If this address is a private residence, check this box:			
Telephone Number: 877-660-4400	Facsimile number, 216-920-1418	if any:	
This is (check one): one of your branch offices or affiliates.			
$_{\hbox{\scriptsize f C}}$ a third-party unaffiliated recordkeeper.			
other.			
Briefly describe the books and records kept at this lo PORTFOLIO INVESTMENT RESEARCH FILES	ocation.		
Name of entity where books and records are kept: IRON MOUNTAIN			
Number and Street 1: 19200 TREAT RD.		Number and Street 2:	
City:	State:	Country:	ZIP+4/Postal Code:
WALTON HILLS	Ohio	United States	44146
If this address is a private residence, check this box:			
Telephone Number: (800) 934-3453	Facsimile number,	if any:	
This is (check one): O one of your branch offices or affiliates.			
a third-party unaffiliated recordkeeper.			
other.			
Briefly describe the books and records kept at this lo		R REQUIRED TO BE STORED ON SITE	E UNDER RULE 204-2.
Name of entity where books and records are kept: RS INVESTMENTS (HONG KONG) LIMITED			
Number and Street 1: ROOM 1902, 19/F, LEE GARDEN ONE		Number and Street 2: 33 HYSAN AVENUE, CAUSE	EWAY BAY
City:	State:	Country:	ZIP+4/Postal Code:
HONG KONG		Hong Kong	
If this address is a private residence, check this box:			
Telephone Number: (877) 660-4400	Facsimile nu	mber, if any:	
This is (check one): one of your branch offices or affiliates.			
a third-party unaffiliated recordkeeper.			
o other.			
Briefly describe the books and records kept at this lo PORTFOLIO INVESTMENT RESEARCH FILES	ocation.		

Number and Street 2:

Number and Street 1:

Name of entity where books and records are keep VICTORY CAPITAL MANAGEMENT INC.	ept:			
Number and Street 1: 699 WALNUT STREET		Number and Street 2: SUITE 1850		
City:	State:	Country:	ZIP+4/Postal Code:	
DES MOINES	Iowa	United States	50309-3962	
If this address is a private residence, check this	s box:			
Telephone Number: 877-660-4400	Facsimile num	ber, if any:		
This is (check one): one of your branch offices or affiliates.				
$oldsymbol{\mathbb{C}}$ a third-party unaffiliated recordkeeper.				
O other.				
Briefly describe the books and records kept at CERTAIN BOOKS AND RECORDS REQUIRED UND				
Name of entity where books and records are k-IRON MOUNTAIN	ept:			
Number and Street 1:		Number and Str	eet 2:	
175 BEARFOOT RD				
City: NORTHBOROUGH	State: Massachusetts	Country: United States	ZIP+4/Postal Code: 01532	
If this address is a private residence, check this	s box:			
Telephone Number: 8009343453	Facsimile number, if	any:		
This is (check one): O one of your branch offices or affiliates.				
a third-party unaffiliated recordkeeper.				
O other.				
Briefly describe the books and records kept at THIRD-PARTY STORAGE OF BOOKS AND RECORD		GER REQUIRED TO BE STORED	OON SITE UNDER RULE 204-2.	
Name of entity where books and records are k-IRON MOUNTAIN	ept:			
Number and Street 1: 100 HARBOR DR		Number and Street	2:	
City:	State:	Country:	ZIP+4/Postal Code:	
JERSEY CITY	New Jersey	United States	07305	
If this address is a private residence, check this	s box:			
Telephone Number: 8009343453	Facsimile number,	if any:		
This is (check one): one of your branch offices or affiliates.				
a third-party unaffiliated recordkeeper.				

other.

THIRD-PARTY STORAGE OF BOOKS AND RECO		REQUIRED TO BE STORED O	N SITE UNDER RULE 204-2.	
Name of entity where books and records are IRON MOUNTAIN	kept:			
Number and Street 1: 8700 MERCURY LANE		Number and Street 2:		
City: PICO RIVERA	State: California	Country: United States	ZIP+4/Postal Code: 90660	
If this address is a private residence, check t	_			
·		00.4		
Telephone Number: 8009343453	Facsimile number, if	any:		
This is (check one): one of your branch offices or affiliates.				
a third-party unaffiliated recordkeeper.				
o other.				
Briefly describe the books and records kept a THIRD-PARTY STORAGE OF BOOKS AND RECO		REQUIRED TO BE STORED O	N SITE UNDER RULE 204-2.	
Name of entity where books and records are IRON MOUNTAIN	kept:			
Number and Street 1: 4198 EAGLE HILL DR		Number and Street	2:	
City: HIGH POINT	State: North Carolina	Country: United States	ZIP+4/Postal Code: 27265	
If this address is a private residence, check t	his box:			
Telephone Number: 8009343453	Facsimile number, if any	:		
This is (check one):				
one of your branch offices or affiliates.				
a third-party unaffiliated recordkeeper.				
O other.				
Briefly describe the books and records kept a THIRD-PARTY STORAGE OF BOOKS AND RECO		REQUIRED TO BE STORED O	N SITE UNDER RULE 204-2.	
Name of entity where books and records are IRON MOUNTAIN	kept:			
Number and Street 1: 6100-A HARRIS TECHNOLOGY BLVD		Number and Street	2:	
City: CHARLOTTE	State: North Carolina	Country: United States	ZIP+4/Postal Code: 28269	
If this address is a private residence, check t	his box:			
Telephone Number:	Facsimile number, if any	:		

		R REQUIRED TO BE STORED O Number and Street 2: Country: United States	N SITE UNDER RULE 204-2. ZIP+4/Postal Code: 95824
one of your branch offices or affiliates. a third-party unaffiliated recordkeeper. other. Briefly describe the books and records kept at this lotation. THIRD-PARTY STORAGE OF BOOKS AND RECORDS TH		R REQUIRED TO BE STORED O	N SITE UNDER RULE 204-2.
one of your branch offices or affiliates. a third-party unaffiliated recordkeeper. other. Briefly describe the books and records kept at this lo		R REQUIRED TO BE STORED O	N SITE UNDER RULE 204-2.
one of your branch offices or affiliates. a third-party unaffiliated recordkeeper.			
one of your branch offices or affiliates.			
Felephone Number: F 3009343453	acsimile number, i	f any:	
If this address is a private residence, check this box			
3	State: California	Country: United States	ZIP+4/Postal Code: 92121
Name of entity where books and records are kept: RON MOUNTAIN Number and Street 1: 6935 FLANDERS DR		Number and Street 2:	
Briefly describe the books and records kept at this look and records the BOOKS AND RECORDS TH		R REQUIRED TO BE STORED O	N SITE UNDER RULE 204-2.
other.			
This is (check one): one of your branch offices or affiliates. one a third-party unaffiliated recordkeeper.			
Felephone Number: 3009343453	Facsimile number	, if any:	
f this address is a private residence, check this box			
City: San Antonio	State: Texas	Country: United States	ZIP+4/Postal Code: 78219
Number and Street 1: 5122 DIETRICH RD	Ctot	Number and Street 2: SUITE 116	710 . 4/0
Name of entity where books and records are kept: IRON MOUNTAIN			
Briefly describe the books and records kept at this long the state of the secords of the second of the		R REQUIRED TO BE STORED O	N SITE UNDER RULE 204-2.
other.			
a third-party unaffiliated recordkeeper.			

Telephone Number: 8009343453	Facsimile number, if	any:		
This is (check one): o one of your branch offices or affiliates. a third-party unaffiliated recordkeeper. o other.				
Briefly describe the books and records kept at this THIRD-PARTY STORAGE OF BOOKS AND RECORDS		R REQUIRED TO BE STORED	ON SITE UNDER RULE 204-2.	
Name of entity where books and records are kept IRON MOUNTAIN	:			
Number and Street 1: 650 DISTRIBUTION DR		Number and Street 2:		
City: ATLANTA	State: Georgia	Country: United States	ZIP+4/Postal Code: 30336	
If this address is a private residence, check this bo	ox:			
Telephone Number: 8009343453	Facsimile number,	if any:		
This is (check one): O one of your branch offices or affiliates.				
O other.				
Briefly describe the books and records kept at this THIRD-PARTY STORAGE OF BOOKS AND RECORDS		R REQUIRED TO BE STORED	ON SITE UNDER RULE 204-2.	
SECTION 1.M. Registration with Foreign Financia	l Regulatory Authori	ities		
		Information Filed		
tem 2 SEC Registration/Reporting				
Responses to this Item help us (and you) determin		_		ng for

Responses to this Item help us (and you) determine whether you are eligible to register with the SEC. Complete this Item 2.A. only if you are applying for SEC registration or submitting an *annual updating amendment* to your SEC registration. If you are filing an *umbrella registration*, the information in Item 2 should be provided for the *filing adviser* only.

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

You (the adviser):

- (1) are a **large advisory firm** that either:
 - (a) has regulatory assets under management of \$100 million (in U.S. dollars) or more; or
 - (b) has regulatory assets under management of \$90 million (in U.S. dollars) or more at the time of filing its most recent *annual updating* amendment and is registered with the SEC;
- are a **mid-sized advisory firm** that has regulatory assets under management of \$25 million (in U.S. dollars) or more but less than \$100 million (in U.S. dollars) and you are either:
 - (a) not required to be registered as an adviser with the *state securities authority* of the state where you maintain your *principal office and place of business*; or
 - (b) not subject to examination by the *state securities authority* of the state where you maintain your *principal office and place of business*; Click **HERE** for a list of states in which an investment adviser, if registered, would not be subject to examination by the state securities authority.
 - (3) Reserved

1	(4)	have your <i>principal office and</i>	place of business outside the United	d States;	
ſ	7 (5)	are an investment adviser (or subadviser) to an investment of	company registered under the Investm	ent Company Act of 1940;
1	(6)			be a business development company ection, and you have at least \$25 million	•
1	(7)	are a pension consultant wit in rule 203A-2(a);	th respect to assets of plans having	g an aggregate value of at least \$200,0	000,000 that qualifies for the exemption
1	(8)		• •	trolled by, or is under common control wasiness is the same as the registered ad	
		If you check this box, complete	e Section 2.A.(8) of Schedule D.		
1	(9)	are an adviser relying on rule	e 203A-2(c) because you expect to	be eligible for SEC registration with	in 120 days;
		If you check this box, complete	e Section 2.A.(9) of Schedule D.		
1	1 (10)) are a multi-state adviser tha	at is required to register in 15 or m	ore states and is relying on rule 203A-2	2(d);
		If you check this box, complete	e Section 2.A.(10) of Schedule D.	J G	
1) are an Internet adviser relyi			
· '	□ (12 _,			n against registration with the SEC;	
		•	e Section 2.A. (12) of Schedule D.		
1	(13)) are no longer eligible to rem	nain registered with the SEC.		
			and State Reporting by Exempt R		
C. L	Inder st	tate laws, SEC-registered advis	·	state securities authorities a copy of th	e Form ADV and any amendments they
t	o the S			like to receive notice of this and all su ce filings or reports from going to state((s) that currently receive them, uncheck
	Jurisdic	tions			
	☑ AL		☑ IL	☑ NE	▼ SC
	☑ AK		☑ IN	☑ NV	□ SD
	☑ AZ		☑ IA	☑ NH	▼ TN
	✓ AR CA		✓ KS ✓ KY	⊠ NN □ NM	✓ TX ✓ UT
	CA CO		₩ KY ₩ LA	□ NM □ NY	✓ VT
	CO CT		₩ LA ME	₩ NC	□ VI
	☑ DE		✓ MD	□ ND	✓ VA
	☑ DC		✓ MA	☑ OH	✓ WA
	₽ FL		₩ MI	☑ OK	□ wv
	☑ GA		☑ _{MN}	☑ OR	☑ WI
	☐ GU		☑ MS	☑ PA	□ wy
	M HI		☑ MO	□ PR	
	☑ ID		□ MT	☑ RI	
	-				es them and you do not want to pay that
S	tate's r	notice filing or report filing fee foi	r the coming year, your amendment	must be filed before the end of the year ((December 31).
SECTI	ON 2.A	(8) Related Adviser			
If you	are re	lying on the exemption in rule	203A-2(b) from the prohibition on r	registration because you control, are co	ntrolled by, or are under common control
		•	ed with the SEC and your <i>principal</i> of	office and place of business is the same a	as that of the registered adviser,
brovio	ie ine f	following information:			
Name	of Rea	istered Investment Adviser			
	- 9				
CRD N	lumber	of Registered Investment Advi	iser		

SEC Number of Registered Investment Adviser

SECTION 2.A.(9) Investment Adviser Expecting to be Eligible for Commission Registration within 120 Days
If you are relying on rule 203A-2(c), the exemption from the prohibition on registration available to an adviser that expects to be eligible for SEC registration within 120 days, you are required to make certain representations about your eligibility for SEC registration. By checking the appropriate boxes, you will be deemed to have made the required representations. You must make both of these representations:
I am not registered or required to be registered with the SEC or a state securities authority and I have a reasonable expectation that I will be eligible to register with the SEC within 120 days after the date my registration with the SEC becomes effective.
I undertake to withdraw from SEC registration if, on the 120th day after my registration with the SEC becomes effective, I would be prohibited by Section 203A(a) of the Advisers Act from registering with the SEC.
SECTION 2.A.(10) Multi-State Adviser
If you are relying on rule 203A-2(d), the multi-state adviser exemption from the prohibition on registration, you are required to make certain representations about your eligibility for SEC registration. By checking the appropriate boxes, you will be deemed to have made the required representations.
If you are applying for registration as an investment adviser with the SEC, you must make both of these representations: I have reviewed the applicable state and federal laws and have concluded that I am required by the laws of 15 or more states to register as an investment adviser with the state securities authorities in those states.
I undertake to withdraw from SEC registration if I file an amendment to this registration indicating that I would be required by the laws of fewer than 15 states to register as an investment adviser with the <i>state securities authorities</i> of those states.
If you are submitting your <i>annual updating amendment</i> , you must make this representation: Within 90 days prior to the date of filing this amendment, I have reviewed the applicable state and federal laws and have concluded that I am required by the laws of at least 15 states to register as an investment adviser with the <i>state securities authorities</i> in those states.
SECTION 2.A.(12) SEC Exemptive <i>Order</i>
If you are relying upon an SEC <i>order</i> exempting you from the prohibition on registration, provide the following information:
Application Number: 803-
Date of order:
Item 3 Form of Organization
If you are filing an <i>umbrella registration</i> , the information in Item 3 should be provided for the <i>filing adviser</i> only.
A. How are you organized? © Corporation
- Cala Branchia
Sole Proprietorship
C Limited Liability Partnership (LLP)
O Partnership
C Limited Liability Company (LLC)
C Limited Partnership (LP)
Other (specify):
If you are changing your response to this Item, see Part 1A 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
New York United States
If you are a partnership, provide the name of the state or country under whose laws your partnership was formed. If you are a sole proprietor, provide the name of the state or country where you reside.
If you are changing your response to this Item, see Part 1A Instruction 4.

		Yes	s l	Vo
٨.	Are you, at the time of this filing, succeeding to the business of a registered investment adviser, including, for example, a change of your	0		•
	structure or legal status (e.g., form of organization or state of incorporation)?			

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

B. Date of Succession: (MM/DD/YYYY)

If you have already reported this succession on a previous Form ADV filing, do not report the succession again. Instead, check "No." See Part 1A Instruction 4.

SECTION 4 Successions

No Information Filed

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

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

Employees

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

- A. Approximately how many *employees* do you have? Include full- and part-time *employees* but do not include any clerical workers.

 510
- B. (1) Approximately how many of the *employees* reported in 5.A. perform investment advisory functions (including research)?
 - (2) Approximately how many of the *employees* reported in 5.A. are registered representatives of a broker-dealer?
 - (3) Approximately how many of the *employees* reported in 5.A. are registered with one or more *state securities authorities* as *investment adviser representatives*?
 - (4) Approximately how many of the *employees* reported in 5.A. are registered with one or more *state securities authorities* as *investment adviser representatives* for an investment adviser other than you?
 - (5) Approximately how many of the *employees* reported in 5.A. are licensed agents of an insurance company or agency?
 - (6) Approximately how many firms or other *persons* solicit advisory *clients* on your behalf?
 0

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

Clients

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

- C. (1) To approximately how many *clients* for whom you do not have regulatory assets under management did you provide investment advisory services during your most recently completed fiscal year?
 - (2) Approximately what percentage of your *clients* are non-*United States persons*? 1%
- D. For purposes of this Item 5.D., the category "individuals" includes trusts, estates, and 401(k) plans and IRAs of individuals and their family members, but does not include businesses organized as sole proprietorships.

The category "business development companies" consists of companies that have made an election pursuant to section 54 of the Investment Company Act of 1940. Unless you provide advisory services pursuant to an investment advisory contract to an investment company registered under the Investment Company Act of 1940, do not answer (1)(d) or (3)(d) below.

Indicate the approximate number of your clients and amount of your total regulatory assets under management (reported in Item 5.F. below)

attributable to each of the following type of client. If you have fewer than 5 clients in a particular category (other than (d), (e), and (f)) you may check Item 5.D.(2) rather than respond to Item 5.D.(1).

The aggregate amount of regulatory assets under management reported in Item 5.D.(3) should equal the total amount of regulatory assets under management reported in Item 5.F.(2)(c) below.

If a client fits into more than one category, select one category that most accurately represents the client to avoid double counting clients and assets. If you advise a registered investment company, business development company, or pooled investment vehicle, report those assets in categories (d), (e), and (f) as applicable.

Type of <i>Client</i>	(1) Number of Client(s)	(2) Fewer than 5 <i>Clients</i>	(3) Amount of Regulatory Assets under Management
(a) Individuals (other than high net worth individuals)	2585		\$ 616,087,888
(b) High net worth individuals	91		\$ 207,072,054
(c) Banking or thrift institutions	5		\$ 294,072,727
(d) Investment companies	19		\$ 123,387,015,934
(e) Business development companies			\$
(f) Pooled investment vehicles (other than investment companies and business development companies)	17		\$ 7,127,963,507
(g) Pension and profit sharing plans (but not the plan participants or government pension plans)	76		\$ 2,034,070,712
(h) Charitable organizations	54		\$ 670,492,994
(i) State or municipal <i>government entities</i> (including government pension plans)	50		\$ 5,076,391,030
(j) Other investment advisers			\$
(k) Insurance companies	19		\$ 895,550,681
(I) Sovereign wealth funds and foreign official institutions			\$
(m) Corporations or other businesses not listed above	102		\$ 527,686,106
(n) Other:			\$

Compensat	tion A	۱rranç	gements

00	ompensation Arrangements						
E.	You are compensated for your investment advisory services by (check all that apply):						
	☑ (1) A percentage of assets under your management						
	(2) Hourly charges						
	(3) Subscription fees (for a newsletter or periodical)						
	√ (4) Fixed fees (other than subscription fees)						
	(5) Commissions						
	V	(6)	Performance-based fees				
		(7)	Other (specify):				

Yes No

0

Item 5 Information	About Your Advisor	v Rusiness - Reau	ılatorv ∆ssets Hnde	r Management

ircí	guiatory Assets Orider Mariagement				
F.	(1) Do you provide continuous and r	egular supervisc	ory or management services to s	ecurities portfoli	os?
	(2) If yes, what is the amount of you	ur regulatory ass	sets under management and total	al number of acc	ounts?
			U.S. Dollar Amount		Total Number of Accounts
	Discretionary:	(a)	\$ 140,836,403,633	(d)	3,419
	Non-Discretionary:	(b)	\$ O	(e)	0
	Total:	(c)	\$ 140,836,403,633	(f)	3,419

Part 1A Instruction 5.b. explains how to calculate your regulatory assets under management. You must follow these instructions carefully when completing this Item.

(3) What is the approximate amount of your total regulatory assets under management (reported in Item 5.F.(2)(c) above) attributable to clients who are non-United States persons?

\$ 4,287,340,314

Item 5 Information About Your Advisory Business - Advisory Activities

Advisory Activities

- G. What type(s) of advisory services do you provide? Check all that apply.
 - (1) Financial planning services
 - (2) Portfolio management for individuals and/or small businesses
 - V (3) Portfolio management for investment companies (as well as "business development companies" that have made an election pursuant to

	 (4) Portfolio management for pooled investment vehicles (other than investment companies) (5) Portfolio management for businesses (other than small businesses) or institutional <i>clients</i> (other than registered investment companies) (6) Pension consulting services (7) Selection of other advisers (including <i>private fund</i> managers) (8) Publication of periodicals or newsletters (9) Security ratings or pricing services (10) Market timing services (11) Educational seminars/workshops (12) Other(specify): MODEL PORTFOLIOS 		
	Do not check Item 5.G.(3) unless you provide advisory services pursuant to an investment advisory contract to an investment company registered of Investment Company Act of 1940, including as a subadviser. If you check Item 5.G.(3), report the 811 or 814 number of the investment company of investment companies to which you provide advice in Section 5.G.(3) of Schedule D.		he
H.	If you provide financial planning services, to how many <i>clients</i> did you provide these services during your last fiscal year? O 0 1 - 10 11 - 25 26 - 50 51 - 100 101 - 250 251 - 500 More than 500 If more than 500, how many? (round to the nearest 500)		
	In your responses to this Item 5.H., do not include as "clients" the investors in a private fund you advise, unless you have a separate advisory relat with those investors.	tionship)
1.	 (1) Do you participate in a wrap fee program? (2) If you participate in a wrap fee program, what is the amount of your regulatory assets under management attributable to acting as: (a) sponsor to a wrap fee program \$ 0 (b) portfolio manager for a wrap fee program? \$ 785,063,952 (c) sponsor to and portfolio manager for the same wrap fee program? \$ 0 	Yes ⊙	No O
	If you report an amount in Item 5.1.(2)(c), do not report that amount in Item 5.1.(2)(a) or Item 5.1.(2)(b).		
	If you are a portfolio manager for a wrap fee program, list the names of the programs, their sponsors and related information in Section 5.1.(2) of Sc. If your involvement in a wrap fee program is limited to recommending wrap fee programs to your clients, or you advise a mutual fund that is offered		
J.	wrap fee program, do not check Item 5.1.(1) or enter any amounts in response to Item 5.1.(2). (1) In response to Item 4.B. of Part 2A of Form ADV, do you indicate that you provide investment advice only with respect to limited types of	Yes	No
J.	investments? (2) Do you report <i>client</i> assets in Item 4.E. of Part 2A that are computed using a different method than the method used to compute your regulatory assets under management?		0
K.	Separately Managed Account <i>Clients</i>	Yes	No
	(1) Do you have regulatory assets under management attributable to <i>clients</i> other than those listed in Item 5.D.(3)(d)-(f) (separately managed account <i>clients</i>)?		0
	If yes, complete Section 5.K.(1) of Schedule D.		
	(2) Do you engage in borrowing transactions on behalf of any of the separately managed account <i>clients</i> that you advise? If yes, complete Section 5.K.(2) of Schedule D.	0	•
	(3) Do you engage in derivative transactions on behalf of any of the separately managed account <i>clients</i> that you advise? If yes, complete Section 5 K (2) of Schedule D	•	0

(4) After subtracting the amounts in Item 5.D.(3)(d)-(f) above from your total regulatory assets under management, does any ten percent or more of this remaining amount of regulatory assets under management?	custodian hold 6	•	0
If yes, complete Section 5.K.(3) of Schedule D for each custodian.			
Marketing Activities			
(1) Do any of your advertisements include:	Ye	es I	NO
(a) Performance results?	e	•	0
(b) A reference to specific investment advice provided by you (as that phrase is used in rule 206(4)-1(a)(5))?	e	•	0
(c) Testimonials (other than those that satisfy rule 206(4)-1(b)(4)(ii))?	c	0	•
(d) Endorsements (other than those that satisfy rule 206(4)-1(b)(4)(ii))?	c	5	•
(e) Third-party ratings?	c	5	•
(2) If you answer "yes" to L(1)(c), (d), or (e) above, do you pay or otherwise provide cash or non-cash compensation, directly connection with the use of testimonials, endorsements, or third-party ratings?	or indirectly, in	0	0
(3) Do any of your advertisements include hypothetical performance?	6	•	0
(4) Do any of your advertisements include predecessor performance?	ē	•	0
CTION 5.G.(3) Advisers to Registered Investment Companies and Business Development Companies			
f you check Item 5.G.(3), what is the SEC file number (811 or 814 number) of each of the registered investment companies and bu	usiness developmen	it	

SE

companies to which you act as an adviser pursuant to an advisory contract? You must complete a separate Schedule D Section 5.G.(3) for each registered investment company and business development company to which you act as an adviser.

SEC File Number 811 - 03213

Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you advise.

Series ID	Parallel Managed Account Regulatory assets under management
S000000788	\$ 16,682,159,678

SEC File Number

811 - 04852

Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you advise.

No Information Filed

SEC File Number

811 - 05186

Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or

business development company that you advise.

Series ID	Parallel Managed Account Regulatory assets under management
S00000788	\$ 16,682,159,678

SEC File Number

811 - 05186

Provide the regulatory assets under management of all *parallel managed accounts* related to a registered investment company (or series thereof) or business development company that you advise.

Series ID	Parallel Managed Account Regulatory assets under management
S000053581	\$ 737,501,656

SEC File Number

811 - 06318

Provide the regulatory assets under management of all *parallel managed accounts* related to a registered investment company (or series thereof) or business development company that you advise.

Seri	ies ID	Parallel Managed Account Regulatory assets under management
S000	00046400	\$ 2,715,591,037

SEC File Number

811 - 06400

Provide the regulatory assets under management of all *parallel managed accounts* related to a registered investment company (or series thereof) or business development company that you advise.

No Information Filed

SEC File Number

811 - 07428

Provide the regulatory assets under management of all *parallel managed accounts* related to a registered investment company (or series thereof) or business development company that you advise.

Series ID	Parallel Managed Account Regulatory assets under management
S000046400	\$ 2,715,591,037

SEC File Number

811 - 07572

Provide the regulatory assets under management of all *parallel managed accounts* related to a registered investment company (or series thereof) or business development company that you advise.

Series ID	Parallel Managed Account Regulatory assets under management
S00000788	\$ 16,682,159,678

SEC File Number

811 - 07852

Provide the regulatory assets under management of all *parallel managed accounts* related to a registered investment company (or series thereof) or business development company that you advise.

No Information Filed

SEC File Number

811 - 08228

Provide the regulatory assets under management of all *parallel managed accounts* related to a registered investment company (or series thereof) or business development company that you advise.

No Information Filed

SEC File Number

811 - 08236

Provide the regulatory assets under management of all *parallel managed accounts* related to a registered investment company (or series thereof) or business development company that you advise.

Series ID	Parallel Managed Account Regulatory assets under management	
S000046400	\$ 2,715,591,037	

SEC File Number

811 - 08894

Provide the regulatory assets under management of all *parallel managed accounts* related to a registered investment company (or series thereof) or business development company that you advise.

Series ID	Parallel Managed Account Regulatory assets under management
S00000788	\$ 13,462,117,776

SEC File Number

811 - 08894

Provide the regulatory assets under management of all *parallel managed accounts* related to a registered investment company (or series thereof) or business development company that you advise.

No Information Filed

SEC File Number 811 - 08979

Provide the regulatory assets under management of all *parallel managed accounts* related to a registered investment company (or series thereof) or business development company that you advise.

No Information Filed

SEC File Number

811 - 10183

Provide the regulatory assets under management of all *parallel managed accounts* related to a registered investment company (or series thereof) or business development company that you advise.

Series ID	Parallel Managed Account Regulatory assets under management
S00000788	\$ 16,682,159,678

SEC File Number

811 - 22127

Provide the regulatory assets under management of all *parallel managed accounts* related to a registered investment company (or series thereof) or business development company that you advise.

Series ID	Parallel Managed Account Regulatory assets under management	
S00000788	\$ 16,682,159,678	

SEC File Number

811 - 22696

Provide the regulatory assets under management of all *parallel managed accounts* related to a registered investment company (or series thereof) or business development company that you advise.

No Information Filed

SEC File Number

811 - 22781

Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or

business development company that you advise.

Series ID	Parallel Managed Account Regulatory assets under management
S00000800	\$ 6,391,659,977

SEC File Number

811 - 22811

Provide the regulatory assets under management of all *parallel managed accounts* related to a registered investment company (or series thereof) or business development company that you advise.

Series ID	Parallel Managed Account Regulatory assets under management
S000053581	\$ 737,501,656

SECTION 5.1.(2) Wrap Fee Programs

If you are a portfolio manager for one or more *wrap fee programs*, list the name of each program and its *sponsor*. You must complete a separate Schedule D Section 5.1.(2) for each *wrap fee program* for which you are a portfolio manager.

Name of Wrap Fee Program

AMERIPRISE SELECT SEPARATE ACCOUNT PROGRAM

Name of Sponsor

AMERIPRISE FINANCIAL SERVICES, LLC

Sponsor's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-):

801 - 28543

Sponsor's CRD Number (if any):

6363

Name of Wrap Fee Program

CONSULTING AND EVALUATION SERVICES PROGRAM

Name of Sponsor

MORGAN STANLEY

Sponsor's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-):

801 - 70103

Sponsor's CRD Number (if any):

149777

Name of Wrap Fee Program

FIDELITY MANAGED ACCOUNT XCHANGE

Name of Sponsor

FIDELITY INSTITUTIONAL WEALTH ADVISER LLC

Sponsor's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-):

801 - 116860

Sponsor's CRD Number (if any):

```
301896
Name of Wrap Fee Program
MANAGED ACCOUNT ACCESS
Name of Sponsor
CHARLES SCHWAB & CO., INC.
Sponsor's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-):
801 - 29938
Sponsor's CRD Number (if any):
5393
Name of Wrap Fee Program
MANAGED ACCOUNT COMMAND
Name of Sponsor
BNY MELLON ADVISORS, INC.
Sponsor's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-):
801 - 52378
Sponsor's CRD Number (if any):
106108
Name of Wrap Fee Program
MANAGED ACCOUNT CONSULTING
Name of Sponsor
UBS FINANCIAL SERVICES INC.
Sponsor's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-):
801 - 7163
Sponsor's CRD Number (if any):
8174
Name of Wrap Fee Program
MANAGED ACCOUNT PROGRAM
Name of Sponsor
RBC CAPITAL MARKETS, LLC
Sponsor's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-):
801 - 13059
Sponsor's CRD Number (if any):
31194
Name of Wrap Fee Program
MANAGER ACCESS SELECT
Name of Sponsor
LPL FINANCIAL LLC
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Sponsor's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-):
801 - 10970
Sponsor's CRD Number (if any):
6413
Name of Wrap Fee Program
MANAGER SELECT
Name of Sponsor
LPL FINANCIAL LLC
Sponsor's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-):
801 - 10970
Sponsor's CRD Number (if any):
6413
Name of Wrap Fee Program
MARKETPLACE
Name of Sponsor
CHARLES SCHWAB & CO., INC.
Sponsor's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-):
801 - 29938
Sponsor's CRD Number (if any):
5393
Name of Wrap Fee Program
OSM PLATFORM
Name of Sponsor
RAYMOND JAMES & ASSOCIATES, INC.
Sponsor's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-):
801 - 10418
Sponsor's CRD Number (if any):
705
Name of Wrap Fee Program
PERSONALIZED UNIFIED MANAGED ACCOUNT PROGRAM
Name of Sponsor
WELLS FARGO ADVISORS FINANCIAL NETWORK, LLC
Sponsor's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-):
801 - 57434
Sponsor's CRD Number (if any):
11025
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PREMIER ASSET MANAGEMENT PROGRAM
Name of Sponsor
ENVESTNET PMC
Sponsor's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-):
801 - 57260
Sponsor's CRD Number (if any):
111694
Name of Wrap Fee Program
PRIVATE ADVISORS NETWORK PROGRAM
Name of Sponsor
WELLS FARGO ADVISORS FINANCIAL NETWORK, LLC
Sponsor's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-):
801 - 57434
Sponsor's CRD Number (if any):
11025
Name of Wrap Fee Program
SELECT UMA PROGRAM
Name of Sponsor
MORGAN STANLEY
Sponsor's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-):
801 - 70103
Sponsor's CRD Number (if any):
149777
Name of Wrap Fee Program
SEPARATELY MANAGED ACCOUNT PROGRAM
Name of Sponsor
KEY INVESTMENT SERVICES LLC
Sponsor's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-):
801 - 65060
Sponsor's CRD Number (if any):
136300
Name of Wrap Fee Program
STIFEL CONNECT
Name of Sponsor
STIFEL, NICOLAUS & COMPANY, INCORPORATED
Sponsor's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-):
```

Name of Wrap Fee Program

801 - 10746

Name of Wrap Fee Program
STRATEGIC INVESTMENT SERVICES
Name of Sponsor
J.P. MORGAN SECURITIES LLC
Sponsor's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-):
801 - 3702
Sponsor's CRD Number (if any):

SECTION 5.K.(1) Separately Managed Accounts

Sponsor's CRD Number (if any):

793

79

After subtracting the amounts reported in Item 5.D.(3)(d)-(f) from your total regulatory assets under management, indicate the approximate percentage of this remaining amount attributable to each of the following categories of assets. If the remaining amount is at least \$10 billion in regulatory assets under management, complete Question (a). If the remaining amount is less than \$10 billion in regulatory assets under management, complete Question (b).

Any regulatory assets under management reported in Item 5.D.(3)(d), (e), and (f) should not be reported below.

If you are a subadviser to a separately managed account, you should only provide information with respect to the portion of the account that you subadvise.

End of year refers to the date used to calculate your regulatory assets under management for purposes of your *annual updating amendment*. Mid-year is the date six months before the end of year date. Each column should add up to 100% and numbers should be rounded to the nearest percent.

Investments in derivatives, registered investment companies, business development companies, and pooled investment vehicles should be reported in those categories. Do not report those investments based on related or underlying portfolio assets. Cash equivalents include bank deposits, certificates of deposit, bankers' acceptances and similar bank instruments.

Some assets could be classified into more than one category or require discretion about which category applies. You may use your own internal methodologies and the conventions of your service providers in determining how to categorize assets, so long as the methodologies or conventions are consistently applied and consistent with information you report internally and to current and prospective clients. However, you should not double count assets, and your responses must be consistent with any instructions or other guidance relating to this Section.

Asset Type	e	Mid-year	End of year
(i) Excha	ange-Traded Equity Securities	73 %	73 %
(ii) Non E	Exchange-Traded Equity Securities	0 %	0 %
(iii) U.S. (Government/Agency Bonds	8 %	8 %
(iv) U.S. State and Local Bonds (v) Sovereign Bonds		1 %	1 %
		0 %	0 %
(vi) Inves	stment Grade Corporate Bonds	13 %	13 %
(vii) Non-I	Investment Grade Corporate Bonds	1 %	1 %
(viii) Deriva	ratives	0 %	0 %
(ix) Secur	rities Issued by Registered Investment Companies or Business Development Companies	2 %	2 %
` `	rities Issued by Pooled Investment Vehicles (other than Registered Investment Companies or Business lopment Companies)	0 %	0 %
(xi) Cash	and Cash Equivalents	2 %	2 %
(xii) Other	r	0 %	0 %

Generally describe any assets included in "Other"

(b)	Asse	et Type	End of year
	(i)	Exchange-Traded Equity Securities	%
	(ii)	Non Exchange-Traded Equity Securities	%
	(iii)	U.S. Government/Agency Bonds	%
	(iv)	U.S. State and Local Bonds	%
	(v)	Sovereign Bonds	%

(vi)	Investment Grade Corporate Bonds	%
(vii)	Non-Investment Grade Corporate Bonds	%
(viii)	Derivatives	%
(ix)	Securities Issued by Registered Investment Companies or Business Development Companies	%
(x)	Securities Issued by Pooled Investment Vehicles (other than Registered Investment Companies or Business Development Companies)	%
(xi)	Cash and Cash Equivalents	%
(xii)	Other	%

Generally describe any assets included in "Other"

SECTION 5.K.(2) Separately Managed Accounts - Use of Borrowings and Derivatives

 \square No information is required to be reported in this Section 5.K.(2) per the instructions of this Section 5.K.(2)

If your regulatory assets under management attributable to separately managed accounts are at least \$10 billion, you should complete Question (a). If your regulatory assets under management attributable to separately managed accounts are at least \$500 million but less than \$10 billion, you should complete Question (b).

(a) In the table below, provide the following information regarding the separately managed accounts you advise. If you are a subadviser to a separately managed account, you should only provide information with respect to the portion of the account that you subadvise. End of year refers to the date used to calculate your regulatory assets under management for purposes of your *annual updating amendment*. Mid-year is the date six months before the end of year date.

In column 1, indicate the regulatory assets under management attributable to separately managed accounts associated with each level of gross notional exposure. For purposes of this table, the gross notional exposure of an account is the percentage obtained by dividing (i) the sum of (a) the dollar amount of any *borrowings* and (b) the *gross notional value* of all derivatives, by (ii) the regulatory assets under management of the account.

In column 2, provide the dollar amount of borrowings for the accounts included in column 1.

In column 3, provide aggregate *gross notional value* of derivatives divided by the aggregate regulatory assets under management of the accounts included in column 1 with respect to each category of derivatives specified in 3(a) through (f).

You may, but are not required to, complete the table with respect to any separately managed account with regulatory assets under management of less than \$10,000,000.

Any regulatory assets under management reported in Item 5.D.(3)(d), (e), and (f) should not be reported below.

(i) Mid-Year

Gross Notional Exposure	(1) Regulatory Assets Under Management	(2) Borrowings		(3)	Derivative Exposures				
		(a) Interest Rate Derivative	(b) Foreign Exchange Derivative	(c) Credit Derivative	(d) Equity Derivative	(e) Commodity Derivative	(f) Other Derivative		
Less than 10%	\$ O	\$ 0	%	%	%	%	%	%	
10-149%	\$	\$	%	%	%	%	%	%	
150% or more	\$	\$	%	%	%	%	%	%	

Optional: Use the space below to provide a narrative description of the strategies and/or manner in which *borrowings* and derivatives are used in the management of the separately managed accounts that you advise.

(ii) End of Year

Gross Notional Exposure	(1) Regulatory Assets Under Management	(2) Borrowings	(3) Derivative Exposures					
			(a) Interest Rate Derivative	(b) Foreign Exchange Derivative	(c) Credit Derivative	(d) Equity Derivative	(e) Commodity Derivative	(f) Other Derivative
Less than 10%	\$ O	\$ 0	%	%	%	%	%	%
10-149%	\$	\$	%	%	%	%	%	%
150% or more	\$	\$	%	%	%	%	%	%

Optional: Use the space below to provide a narrative description of the strategies and/or manner in which borrowings and derivatives are used in the

management of the separately managed accounts that you advise.

(b) In the table below, provide the following information regarding the separately managed accounts you advise as of the date used to calculate your regulatory assets under management for purposes of your *annual updating amendment*. If you are a subadviser to a separately managed account, you should only provide information with respect to the portion of the account that you subadvise.

In column 1, indicate the regulatory assets under management attributable to separately managed accounts associated with each level of gross notional exposure. For purposes of this table, the gross notional exposure of an account is the percentage obtained by dividing (i) the sum of (a) the dollar amount of any *borrowings* and (b) the *gross notional value* of all derivatives, by (ii) the regulatory assets under management of the account.

In column 2, provide the dollar amount of borrowings for the accounts included in column 1.

You may, but are not required to, complete the table with respect to any separately managed accounts with regulatory assets under management of less than \$10,000,000.

Any regulatory assets under management reported in Item 5.D.(3)(d), (e), and (f) should not be reported below.

Gross Notional Exposure	(1) Regulatory Assets Under Management	(2) Borrowings
Less than 10%	\$	\$
10-149%	\$	\$
150% or more	\$	\$

Optional: Use the space below to provide a narrative description of the strategies and/or manner in which *borrowings* and derivatives are used in the management of the separately managed accounts that you advise.

SECTION 5.K.(3)	Custodians for	Separately	v Managed	Accounts

•	te a separate Schedule D Section ory assets under management.	n 5.K.(3) for each custodian that hold	ls ten percent or more of your aggregate sepa	arately managed account				
(a)	Legal name of custodian:							
	THE NORTHERN TRUST COMPA	ANY						
(b)	Primary business name of cus	stodian:						
	THE NORTHERN TRUST COMPANY							
(c)	The location(s) of the custodia	an's office(s) responsible for <i>custody</i>	of the assets :					
	City:	State:	Country:					
	CHICAGO	Illinois	United States					
				Yes No				
(d)	Is the custodian a related per	son of your firm?		○ ●				
(e)	If the custodian is a broker-de	ealer, provide its SEC registration nur	nber (if any)					
	-							
(f)	If the custodian is not a broke any)	er-dealer, or is a broker-dealer but do	pes not have an SEC registration number, pro	vide its <i>legal entity identifier</i> (if				
	6PTKHDJ8HDUF78PFWH30							
(g)	What amount of your regulatory assets under management attributable to separately managed accounts is held at the custodian?							
	\$ 6,807,905,808							

1	tem	6	Other	Bus	iness	Acti	ivities	

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

(11) major security-based swap participant

	the really the request micromation about year mine other business activities.								
A.	You	are a	ctively engaged in business as a (check all that apply):						
		(1)	broker-dealer (registered or unregistered)						
		(2)	registered representative of a broker-dealer						
	V	(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						

		(13) lawyer or law firm	
		(14) other financial product salesperson (specify):	
	If yo	ou engage in other business using a name that is different from the names reported in Items 1.A. or 1.B.(1), complete Section 6.A. of Schedule D.	
		Y	es No
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?	0 0
		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 nan	
			es No
	(3)		
	(3)	bo you sell products of provide services other than investment advice to your advisory chems!	• •
		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	ie.
SEC	TION	I 6.A. Names of Your Other Businesses	
		No Information Filed	
CE C	TION	14 B (2) Description of Drimory Business	
		I 6.B.(2) Description of Primary Business your primary business (not your investment advisory business):	
De.	SCIIDE	your primary business (not your investment advisory business).	
lf v	(OLL OF	agage in that business under a different name, provide that name.	
11)	ou ei	ngage in that business under a different name, provide that name:	
SEC	TION	I 6.B.(3) Description of Other Products and Services	
		other products or services you sell to your <i>client</i> . You may omit products and services that you listed in Section 6.B.(2) above.	
		FUND AND EXCHANGE-TRADED FUND ADMINISTRATION, FUND ACCOUNTING, COMPLIANCE SERVICES AND SHAREHOLDER SERVICES TO VICTOR'	′
POI	RTFOL	LIOS, VICTORY PORTFOLIOS II, VICTORY PORTFOLIOS III, AND VICTORY VARIABLE INSURANCE FUNDS	
lf ১	ou er	ngage in that business under a different name, provide that name:	
Iter	n 7 F	inancial Industry Affiliations	
		em, we request information about your financial industry affiliations and activities. This information identifies areas in which conflicts of interest	may
		tween you and your <i>clients</i> .	illay
			fyour
Α.		part of Item 7 requires you to provide information about you and your <i>related persons</i> , including foreign affiliates. Your <i>related persons</i> are all cases is a subject of the common control with you.	i your
		have a related person that is a (check all that apply):	
	V	(1) broker-dealer, municipal securities dealer, or government securities broker or dealer (registered or unregistered)	
	V	(2) other investment adviser (including financial planners)	
		(3) registered municipal advisor	
		(4) registered security-based swap dealer	
		(5) major security-based swap participant	
		(6) commodity pool operator or commodity trading advisor (whether registered or exempt from registration)(7) futures commission merchant	
		(8) banking or thrift institution	
		(9) trust company	
		(10) accountant or accounting firm	
	V	(11) lawyer or law firm	
		(12) insurance company or agency	
		(13) pension consultant(14) real estate broker or dealer	
		(15) sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles	
	V	(16) sponsor, general partner, managing member (or equivalent) of pooled investment vehicles	
		e that Item 7.A. should not be used to disclose that some of your employees perform investment advisory functions or are registered representative	
		ker-dealer. The number of your firm's employees who perform investment advisory functions should be disclosed under Item 5.B.(1). The number of	your
	HĖÑ	n's employees who are registered representatives of a broker-dealer should be disclosed under Item 5.B.(2).	
	Not	e that if you are filing an umbrella registration, you should not check Item 7.A.(2) with respect to your relying advisers, and you do not have to comp	lete
		tion 7.A. in Schedule D for your relying advisers. You should complete a Schedule R for each relying adviser.	

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.

SEC	ON 7.A. Financial Industry Affiliations		
Cor	lete a separate Schedule D Section 7.A. for each <i>related person</i> listed in Item 7.A.		
1.	egal Name of <i>Related Person</i> : ICTORY CAPITAL SERVICES, INC.		
2.	rimary Business Name of <i>Related Person</i> : ICTORY CAPITAL SERVICES, INC.		
3.	elated Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-) - 47577		
	r ther		
4.	delated Person's a) CRD Number (if any): 37059		
	o) CIK Number(s) (if any): No Information Filed		
5.	pelated Person is: (check all that apply) broker-dealer, municipal securities dealer, or government securities broker or dealer other investment adviser (including financial planners) content investment adviser (including financial planners) content investment adviser (including financial planners) content investment adviser (including financial planners) content investment adviser (including financial planners) content investment adviser (including financial planners) content investment adviser (including financial planners) content investment adviser (including financial planners) content investment adviser (including financial planners) content investment adviser (including financial planners) content investment from registration content investment from regi	Yes O	s No ⊙
7.	re you and the <i>related person</i> under common <i>control</i> ?	•	0
8.	Does the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory services you provide to <i>clients</i> ? If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients</i> ' funds or securities that are maintained at the <i>related person</i> ?		0
	If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>client</i> Number and Street 1: City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box:	nts' ass	ets:
9.	a) If the <i>related person</i> is an investment adviser, is it exempt from registration?		s No
/.	b) If the answer is yes, under what exemption?	O	0
10.	a) Is the <i>related person</i> registered with a <i>foreign financial regulatory authority</i> ?	0	•
	If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is regi		٠

	No Information Filed		
11.	Do you and the related person share any supervised persons?	•	0
12.	Do you and the related person share the same physical location?	•	0
	Legal Name of <i>Related Person</i> : NECICF II GP, LLC Primary Business Name of <i>Related Person</i> :		
	NECICF II GP, LLC		
3.	Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or Other		
4.	Related Person's		
	(a) CRD Number (if any):		
	(b) CIK Number(s) (if any): No Information Filed		
		⁄es	No
6.	Do you control or are you controlled by the related person?	0	•
7.	Are you and the related person under common control?	•	0
8.		o o	0
	City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box:		
9.		res O	
	(b) If the answer is yes, under what exemption?		0
10.	 (a) Is the related person registered with a foreign financial regulatory authority? (b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered. No Information Filed 	O ed.	•
11.		•	0
12.	Do you and the <i>related person</i> share the same physical location?	0	•

1.	negal Name of <i>Related Person</i> : NEC AF2 GP PARTNER, LLC	
2.	Primary Business Name of <i>Related Person</i> : NEC AF2 GP PARTNER, LLC	
3.	Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)	
	or .	
	Other Control of the	
4.	Related Person's a) CRD Number (if any):	
	b) CIK Number(s) (if any):	
	No Information Filed	
5.	Related Person is: (check all that apply) a) broker-dealer, municipal securities dealer, or government securities broker or dealer b) other investment adviser (including financial planners) c) registered municipal advisor d) registered security-based swap dealer e) major security-based swap participant f) commodity pool operator or commodity trading advisor (whether registered or exempt from registration) gp futures commission merchant h) banking or thrift institution ii) trust company ji) accountant or accounting firm k) lawyer or law firm ii) linsurance company or agency m) pension consultant real estate broker or dealer o) sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles Yes	s N
6.) (e
7.	Are you and the related person under common contro?	
8.	a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?	•
	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 <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> ass Number and Street 1: City: State: Country: ZIP+4/Postal Code:	sets
	If this address is a private residence, check this box: \square Ye:	s N
9.	a) If the related person is an investment adviser, is it exempt from registration?b) If the answer is yes, under what exemption?	(
10.		
	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.	Oo you and the related person share any supervised persons?	0
12.	Oo you and the <i>related person</i> share the same physical location?	•
1.	egal Name of <i>Related Person</i> : И. CURTIS WHITTAKER	
2.	Primary Business Name of <i>Related Person</i> :	

M. CURTIS WHITTAKER

3.	Relat	ted Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or			
	Othe	ΣΓ 		
4.				
	(a)	CRD Number (if any):		
	(b)	CIK Number(s) (if any):		
		No Information Filed		
5.	(a) (b) (c) (d) (e) (f) (g) (h) (i) (j) (k) (l) (m) (n) (o)	 □ 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 □ banking or thrift institution □ trust company □ accountant or accounting firm □ lawyer or law firm □ insurance company or agency □ pension consultant 		
6.	., .	Y		
A. Related Person's (a) CR9 Number(s) (if any): (b) CIK Number(s) (if any): No Information Filed No Informa			•	
8.	Deliver Presents			0
	(0)		330	13.
			es	No
9.		· · · · · · · · · · · · · · · · · · ·	0	\circ
	(b)	If the answer is yes, under what exemption?		
10.	(a)	Is the related person registered with a foreign financial regulatory authority?	0	•
	(b)		d.	
11.	Do y	value and the related negroup above any supervised negroup?	0	•
12.	Do y	ou and the <i>related person</i> share the same physical location?	0	•
1.	_	Accounts (chars all that apply) Debate-dealer, municipal securities decler or government securities protein or dealer other investment adoter (including triancial planners) Prospected municipal securities decler or government securities protein or dealer other investment adoter (including triancial planners) registered municipal subjects registered country-based way dealer may reach the protein of the pro		
60 CRD Number (if any): No tenometrian hilled 5 Related respon is: Check all that sooky) 60 Intrinsic district, municipal scapnilists disable, or government incontribed broken or district. 60 Interior district, municipal scapnilists disable, or government incontribed broken or district. 60 Interior district, municipal scapnilists disable, or government incontribed broken or district. 60 Interior district, municipal scapnilists disable, or government incontribed broken or district. 60 Interior district, and personal recommendation of commonality producing advisor (whether registered or example from organization) 60 Interior commission may personal recommendation of commonality producing advisor (whether registered or example from organization) 60 Interior commission may personal recommendation of commonality producing advisor (whether registered or example from organization) 60 Interior company 61 Interior company 62 Interior company 63 Interior company 64 Interior company 65 Interior company 66 Interior company 66 Interior company 67 Interior company 68 Interior company 69 Interior company 69 Interior company 69 Interior company 60 Interior compa				
3.	Cold Number (c) (it enty) Ric Information Field Provided Revenue (c) (it enty) Ric Information Field Revenue (c) (it enty) Ric Inf			
		⊋ Γ		

4.	Related Person's		
	(a) CRD Number (if any):		
	(b) CIK Number(s) (if any):		
	NO Information Filed		
5.	(a) □ broker-dealer, municipal securities dealer, or government securities broker or dealer (b) □ other investment adviser (including financial planners) (c) □ registered municipal advisor (d) □ registered security-based swap dealer (e) □ major security-based swap participant (f) □ commodity pool operator or commodity trading advisor (whether registered or exempt from registration) (g) □ futures commission merchant (h) □ banking or thrift institution (i) □ trust company (j) □ accountant or accounting firm (k) □ lawyer or law firm (l) □ insurance company or agency (m) □ pension consultant (n) □ real estate broker or dealer (o) □ sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles (p) ▼ sponsor, general partner, managing member (or equivalent) of pooled investment vehicles		
6.			
			٠
7.	Are you and the related person under common control?	•	0
8.	(a) Does the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory services you provide to <i>clients</i> ?	0	•
	(a) CRP Number (If any): No Information Filed Related Person is: (check all that apply) (a) broker-dealer, municipal securities dealer, or government securities broker or dealer other investment adviser (including financial planners) (c) registered security-based swap dealer (d) registered security-based swap participant (o) commodity pool operator or commodity trading advisor (whether registered or exempt from registration) (g) futures commission merchant (h) banking or thrift institution (t) accountant or accounting firm (k) lawyer or law firm (p) pension consultant (n) pension consultant (n) ratio estate broker or dealer sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles Po you control or are you controlled by the related person? Are you and the rolated person under common control? C C Are you and the rolated person under common control?		
		asse	ets:
	City: State: Country: ZIP+4/Postal Code:		
		Yes	No
9.	(a) If the <i>related person</i> is an investment adviser, is it exempt from registration?	0	0
	(b) If the answer is yes, under what exemption?		
10.	(a) Is the related person registered with a foreign financial regulatory authority?	0	•
		ed.	
11.		•	0
12.	Do you and the <i>related person</i> share the same physical location?	0	⊙
1.			
2.			
3.	Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	Other		
4.			

5.	Related Person is: (check all that apply)		
	(a) D broker-dealer, municipal securities dealer, or government securities broker or dealer		
	(b) \square other investment adviser (including financial planners)		
	(c) \square registered municipal advisor		
	(d) registered security-based swap dealer		
	(e) \square major security-based swap participant		
	(f) commodity pool operator or commodity trading advisor (whether registered or exempt from registration)		
	(g) futures commission merchant		
	(h) Deanking or thrift institution		
	(i) Trust company		
	(j) accountant or accounting firm		
	(k) I lawyer or law firm		
	(I) Insurance company or agency		
	(m) pension consultant		
	(n) real estate broker or dealer		
	(o) sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles		
	(p) 🗹 sponsor, general partner, managing member (or equivalent) of pooled investment vehicles	V	. N.
_	Do you control or are you controlled by the related narrow?		s No
6.	Do you control or are you controlled by the related person?	0	⊙
7			
1.	Are you and the related person under common control?	⊙	0
8.	(a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?	0	⊙
	(b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the	0	0
	presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the <i>related person</i> and thus are not		
	required to obtain a surprise examination for your <i>clients'</i> funds or securities that are maintained at the <i>related person</i> ?		
	(c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clie	nts' ass	ets:
	Number and Street 1: Number and Street 2: City: State: Country: ZIP+4/Postal Code:		
	City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box:		
	IT this address is a private residence, check this box.	Ver	s No
9.	(a) If the related person is an investment adviser, is it exempt from registration?		0
			0
	(b) If the answer is yes, under what exemption?		
10	. (a) Is the related person registered with a foreign financial regulatory authority?	_	_
10.			⊙
	(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 reg No Information Filed	isterea.	
11		_	_
11.	. Do you and the <i>related person</i> share any <i>supervised persons</i> ?	•	0
10			
12.	. Do you and the <i>related person</i> share the same physical location?	0	⊙
1.	Legal Name of <i>Related Person</i> :		
•	NEW ENERGY CAPITAL PARTNERS GP, LLC		
2.	Primary Business Name of Related Person:		
	NEW ENERGY CAPITAL PARTNERS GP, LLC		
3.	Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	-		
	OF		
	Other		
4.			
	(a) CRD Number (if any):		
	(b) CIV Number(c) (if any):		
	(b) CIK Number(s) (if any): No Information Filed		
	NO INIOIMATION FILED		
5.	Related Person is: (check all that apply)		
٥.	(a) broker-dealer, municipal securities dealer, or government securities broker or dealer		
	(b) other investment adviser (including financial planners)		
	(c) \square registered municipal advisor		
	(d) \square registered security-based swap dealer		

	(e) (f) (g) (h) (i) (j) (k) (l) (m) (n) (o) (p)	real estate broker or dealer sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles sponsor, general partner, managing member (or equivalent) of pooled investment vehicles	Yes	No
6.	Do y	you control or are you controlled by the related person?	0	
7.	Are	you and the related person under common control?	•	0
8.	(a) (b) (c)	Does the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory services you provide to <i>clients</i> ? If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients'</i> funds or securities that are maintained at the <i>related person</i> ? If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i>	o o asse	0
		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	Nο
9.	(a)	If the related person is an investment adviser, is it exempt from registration?	0	
	(b)	If the answer is yes, under what exemption?		
10.	(a)	Is the related person registered with a foreign financial regulatory authority?	0	•
	(b)	If the answer is yes, list the name and country, in English of each <i>foreign financial regulatory authority</i> with which the <i>related person</i> is register No Information Filed	ed.	
11.	Do y	you and the <i>related person</i> share any <i>supervised persons</i> ?	•	0
12.	Do y	you and the <i>related person</i> share the same physical location?	0	•
1.	_	al Name of <i>Related Person</i> : TORY CAPITAL DIGITAL ASSETS LLC		
2.		nary Business Name of <i>Related Person</i> : TORY CAPITAL DIGITAL ASSETS LLC		
3.	Rela	ated Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or Othe	er		
4.	Rela (a)	ated Person's CRD Number (if any):		
	(b)	CIK Number(s) (if any):		
	(-)	No Information Filed		
5.	Relation (a) (b) (c) (d) (e) (f) (g) (h) (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 banking or thrift institution trust company		
	(i)	accountant or accounting firm		

	(k) lawyer or law firm		
	(I) insurance company or agency		
	(m) pension consultant (n) real estate broker or dealer		
	 (n) real estate broker or dealer (o) sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles 		
	(p) ✓ sponsor, general partner, managing member (or equivalent) of pooled investment vehicles		
		Yes	No
6.	Do you control or are you controlled by the related person?	0	\odot
/.	Are you and the related person under common control?	⊙	0
8.	(a) Does the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory services you provide to <i>clients</i> ?	_	_
0.	(b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the	0	•
	presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the <i>related person</i> and thus are not	0	0
	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 <i>related person's</i> office responsible for <i>custody</i> of your <i>clients</i>	'ass	ets:
	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: \square		
		Yes	No
9.	(a) If the related person is an investment adviser, is it exempt from registration?	0	\circ
	(b) If the answer is yes, under what exemption?		
10	(a) Is the related person registered with a foreign financial regulatory authority?	_	_
10.	(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 registe	O bred	⊙
	No Information Filed	rcu.	
11.	Do you and the related person share any supervised persons?	•	0
12.	Do you and the <i>related person</i> share the same physical location?	0	\odot
1.	Legal Name of Related Person:		
	WESTEND ADVISORS, LLC		
2	Primary Business Name of <i>Related Person</i> :		
2.	WESTEND ADVISORS, LLC		
3.	Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	801 - 63626 or		
	Other		
4.	Related Person's		
	(a) CRD Number (if any): 133279		
	(b) CIK Number(s) (if any):		
	No Information Filed		
			ı
5	Related Person is: (check all that apply)		
5.	(a) Droker-dealer, municipal securities dealer, or government securities broker or dealer		
	(b) ✓ other investment adviser (including financial planners)		
	(c) \square registered municipal advisor		
	(d) registered security-based swap dealer		
	(e) major security-based swap participant(f) commodity pool operator or commodity trading advisor (whether registered or exempt from registration)		
	(g) I futures commission merchant		
	(h) banking or thrift institution		
	(i) trust company		
	(j) accountant or accounting firm		
	(k) lawyer or law firm(l) insurance company or agency		
	(I) insurance company or agency (m) pension consultant		
	(n) real estate broker or dealer		
	(o) sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles		
	(p) sponsor, general partner, managing member (or equivalent) of pooled investment vehicles		

			Yes	No
6.	Do y	ou control or are you controlled by the related person?	0	•
7.	Are	you and the related person under common control?	•	0
8.	(a)	Does the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory services you provide to <i>clients</i> ?	0	•
	(b)	If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients'</i> funds or securities that are maintained at the <i>related person</i> ?	Ö	O
	(c)	If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients</i> Number and Street 1: Number 2:	s' ass	ets:
		City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box:		
_			Yes	No
9.	(a) (b)	If the <i>related person</i> is an investment adviser, is it exempt from registration? If the answer is yes, under what exemption?	0	•
	(0)	if the answer is yes, under what exemption:		
10.	(a) (b)	Is the <i>related person</i> registered with a <i>foreign financial regulatory authority</i> ? If the answer is yes, list the name and country, in English of each <i>foreign financial regulatory authority</i> with which the <i>related person</i> is registed. No Information Filed	C ered.	•
11.	Do y	ou and the related person share any supervised persons?	•	0
12.	Do y	ou and the <i>related person</i> share the same physical location?	0	•
1.	Lega	al Name of <i>Related Person</i> :		
	RS I	NVESTMENT MANAGEMENT (SINGAPORE) PTE. LTD.		
2.	Prim	ary Business Name of <i>Related Person</i> :		
	RS I	NVESTMENT MANAGEMENT (SINGAPORE) PTE. LTD.		
3.	Rela -	ted Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or Othe			
	Ottic			
4.		ted Person's CRD Number (if any):		
	(a)	The Number (II diffy).		
	(b)	CIK Number(s) (if any): No Information Filed		
5.	Rela	ted Person is: (check all that apply)		
	(a) (b)	broker-dealer, municipal securities dealer, or government securities broker or dealer other investment adviser (including financial planners)		
	(c)	registered municipal advisor		
	(d)	registered security-based swap dealer		
	(e) (f)	major security-based swap participant commodity pool operator or commodity trading advisor (whether registered or exempt from registration)		
	(g)	futures commission merchant		
	(h)	banking or thrift institution		
	(i) (j)	□ trust company□ accountant or accounting firm		
	(k)	□ lawyer or law firm		
	(l)	insurance company or agency		
	(m)	pension consultant real estate broker or dealer		
	(n) (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		
_	D.c	you control or are you controlled by the related research		No
6.	00 א	ou control or are you controlled by the related person?	0	•
7.	Are	you and the related person under common control?	•	0
8.	(a)	Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?	0	•

	(b)	If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients'</i> funds or securities that are maintained at the <i>related person</i> ?	0	0			
	(c)	If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i>	ass∈	∍ts:			
		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: \Box					
_				No			
9.	(a)	If the <i>related person</i> is an investment adviser, is it exempt from registration?	⊙	0			
	(b)	If the answer is yes, under what exemption? SECTION 203(B)(3)					
10.	(a)	Is the related person registered with a foreign financial regulatory authority?	•	0			
	(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 register		~			
		Name of Country/English Name of Foreign Financial Regulatory Authority					
		Singapore - Monetary Authority of Singapore					
11.	Do y	you and the related person share any supervised persons?	•	0			
12.	Do y	you and the <i>related person</i> share the same physical location?	0	•			
1.	Lega	al Name of <i>Related Person</i> :					
	_	NVESTMENTS (HONG KONG) LIMITED					
2.	Prim	nary Business Name of <i>Related Person</i> :					
	RS II	NVESTMENTS (HONG KONG) LIMITED					
3.	Rela -	ated Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)					
	or						
	Othe	er					
4.	Rela (a)	cred Person's CRD Number (if any):					
	(b)	CIK Number(s) (if any):					
		No Information Filed					
5.	Rela	ted Person is: (check all that apply)					
	` '	broker-dealer, municipal securities dealer, or government securities broker or dealer other investment adviser (including financial planners)					
	` '						
	` ,	registered security-based swap dealer					
	(e)	major security-based swap participant					
	(f)	commodity pool operator or commodity trading advisor (whether registered or exempt from registration)					
	(3)	_					
	` '						
	(j)	accountant or accounting firm					
	(k)	☐ lawyer or law firm					
	()	insurance company or agency					
	(m) (n)						
	` '	_					
	(-)	sponsor, general partner, managing member (or equivalent) of pooled investment vehicles					
,	5		'es	No			
6.	א מח	you control of alle you controlled by the related person?	O	⊙			
7.	Are :	you and the <i>related person</i> under common <i>control</i> ?	•	0			
8.	(a)	Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?	0	•			
	(b)	If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients'</i> funds or securities that are maintained at the <i>related person</i> ?	0	0			
	(c)	here **Bolded Person's** CRD Number (if any): No Information Filed					

		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?	•	0	
	(b)	If the answer is yes, under what exemption? SECTION 203(B)(3)			
10.	(a)	Is the related person registered with a foreign financial regulatory authority?	0	•	
		If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registed. No Information Filed			
11.	. Бо у	ou and the related person share any supervised persons?	•	0	
12.	Do y	rou and the <i>related person</i> share the same physical location?	0	•	
1.	_	nl Name of <i>Related Person</i> : NVESTMENTS (UK) LIMITED			
2.		ary Business Name of <i>Related Person</i> : NVESTMENTS (UK) LIMITED			
3.	Rela -	ted Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)			
	or Othe	er			
4.		ted Person's CRD Number (if any):			
	(b)	CIK Number(s) (if any): No Information Filed			
5.	(a) (b) (c) (d) (e) (f) (g) (h) (i) (j) (k) (l) (m) (n)	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 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	Yes	; No	
6.	Do y	rou control or are you controlled by the related person?	0	•	
7.	Are <u>y</u>	you and the <i>related person</i> under common <i>control</i> ?	•	0	
8.	(a)	Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?	0	•	
	(b)	If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients'</i> funds or securities that are maintained at the <i>related person</i> ?	0	0	
	(c)	If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients</i> Number and Street 1: City: State: Country: ZIP+4/Postal Code:	'ass	ets:	
		If this address is a private residence, check this box: \square	Yes	No	
9.	(a)	If the related person is an investment adviser, is it exempt from registration?	\odot	0	

	SECTION 203(B)(3)		
10.	D. (a) Is the related person registered with a foreign financial regulatory authority?	0	•
	(b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the relate No Information Filed	ed person is registered.	
11.	1. Do you and the related person share any supervised persons?	•	0
12.	2. Do you and the <i>related person</i> share the same physical location?	o	•
tem	em 7 <i>Private Fund</i> Reporting		
D 1	Are you an advisor to any private fund	Yes	_
э. A	Are you an adviser to any <i>private fund?</i>	•	0
se re 7.	If "yes," then for each private fund that you advise, you must complete a Section 7.B.(1) of Schedule D, except in certain circumstance sentence and in Instruction 6 of the Instructions to Part 1A. If you are registered or applying for registration with the SEC or reporting reporting adviser, and another SEC-registered adviser or SEC exempt reporting adviser reports this information with respect to any sur 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 instead, complete Section 7.B.(2) of Schedule D.	g as an SEC exempt ch private fund in Sectior	
C	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 no 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 undesignation in place of the fund's name.	•	
SECT	CCTION 7.B.(1) <i>Private Fund</i> Reporting		
	Funds per Page: 15 Total Funds: 8		
Α.	A. PRIVATE FUND		
1 4	Information About the Drivete Found		
Ini	Information About the <i>Private Fund</i>		
1.	1. (a) Name of the <i>private fund</i> :		
	NEC CLEANTECH INFRASTRUCTURE FUND, L.P. (b) Private fund identification number:		
	(include the "805-" prefix also)		
	805-5864517150		
0			
2.	 Under the laws of what state or country is the <i>private fund</i> organized: State: Country:		
	Delaware United States		
3.			1
	Name of General Partner, Manager, Trustee, or Director NEW ENERGY CAPITAL PARTNERS GP, LLC		
	(b) If filling an umbralla registration identify the filling advices and (or relying advices(c) that are many (c) as means as (c) this priva	to found	
	(b) If filing an <i>umbrella registration</i> , identify the <i>filing adviser</i> and/or <i>relying adviser(s)</i> that sponsor(s) or manage(s) this <i>priva</i> No Information Filed	<u>le iuna.</u>	1
			1
4.	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 Compan ☑ (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Compan 	•	
5.	5. List the name and country, in English, of each <i>foreign financial regulatory authority</i> with which the <i>private fund</i> is registered.		
	No Information Filed		
		Yes No)
6.	6. (a) Is this a "master fund" in a master-feeder arrangement?(b) If yes, what is the name and <i>private fund</i> identification number (if any) of the feeder funds investing in this <i>private fund</i>?	0 ⊚	
	(a) in 1991 what is the hame and private rand identification hamber (if any) of the record rands investing in this private rand:		

	No Information Filed		
		Yes	No
	(c) Is this a "feeder fund" in a master-feeder arrangement?	0	•
	(d) If yes, what is the name and <i>private fund</i> identification number (if any) of the master fund in which this <i>private fund</i> invests? Name of <i>private fund</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 for the master-feeder arrangement or reporting on the funds separately.	⊦ 7.B.((1)
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 the feeder funds answer the following questions:	or eac	h of
	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 a 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 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 <i>private fund</i> a "fund of funds"? 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, regardless of whether they are also <i>private funds</i> or registered investment companies. (b) If yes, does the <i>private fund</i> invest in funds managed by you or by a <i>related person</i> ?	0	0
9.	During your last fiscal year, did the <i>private fund</i> 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.)?	Yes O	No ⊙
10.	What type of fund is the private fund?		
	O hedge fund O liquidity fund oprivate equity fund oprivate fund oprivat	ate fur	าd:
	NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.		
11.	Current gross asset value of the <i>private fund</i> : \$ 2,500,000		
<u>Ow</u>	<u>nership</u>		
12.	Minimum investment commitment required of an investor in the <i>private fund</i> :		
	\$ 10,000,000 NOTE: Report the amount routinely required of investors who are not your <i>related persons</i> (even if different from the amount set forth in the organizational documents of the fund).	е	
13.	Approximate number of the <i>private fund's</i> beneficial owners: 2		
14.	What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> : 1%		
15.	(a) What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds: 99%		
	(b) If the private fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940, are sales of the fund limited to <i>qualified clients</i> ?	Yes O	No O
16.	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> :		

You	ır Ad	dvisory Services	Vec	No
17.	(a)	Are you a subadviser to this <i>private fund</i> ?	nes	ONI
	(b)	If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the <i>private fund</i> . If the answer question 17.(a) is "no," leave this question blank.	_	
		No Information Filed		
			Yes	No
18.		Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the <i>private fund?</i> If the answer to guestion 10 (a) is "type " provide the name and SEC file number if any of the other advisers to the private fund. If the	0	•
	(0)	If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>private fund</i> . If the to question 18.(a) is "no," leave this question blank.	answ	/er
		No Information Filed		
			Yes	No
19.		your <i>clients</i> solicited to invest in the <i>private fund</i> ?	0	•
	NO	TE: For purposes of this question, do not consider feeder funds of the private fund.		
20.	App	proximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?		
<u>Priv</u>	<u>vate</u>	Offering	Yes	No
21.	Has	s the private fund ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?	•	0
22.	If y	res, provide the <i>private fund's</i> Form D file number (if any):		
		rm D file number 1-143963		
	ditor		Yes	No
23.	(a)	(1) Are the <i>private fund's</i> financial statements subject to an annual audit?	•	0
		(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?	\odot	0
		If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditing you must complete questions (b) through (f) separately for each auditing firm.	firn	١,
		Additional Auditor Information : 1 Record(s) Filed.		
		If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.		
		(b) Name of the auditing firm: PRICE WATERHOUSE COOPERS		
		(c) The location of the auditing firm's office responsible for the <i>private fund's</i> audit (city, state and country):		
		City: State: Country:		
		HARTFORD Connecticut United States Y	es I	No
		(d) Is the auditing firm an independent public accountant?)	0
		(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?)	0
		If yes, Public Company Accounting Oversight Board-Assigned Number: 238		
		(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?)	0

(h) Do all	ors?	or the most recently completed fiscal year distributed to the <i>private fund's</i>	⊙ ೧
_		or the <i>private fund</i> since your last <i>annual updating amendment</i> contain unqualified opi	nions?
⊙ Ye	s O No O Report Not Yet Received		
If you	check "Report Not Yet Received," you must pron	nptly file an amendment to your Form ADV to update your response when the report is a	available.
ne Broker			
(a) Does	the <i>private fund</i> use one or more prime brokers	s?	Yes No
		questions (b) through (e) below for each prime broker the <i>private fund</i> uses. If the	
runa c	ises more than one prime broker, you must co	mplete questions (b) through (e) separately for each prime broker.	
		No Information Filed	
<u>todian</u>			Yes No
		the prime brokers listed above) to hold some or all of its assets?	⊙ ○
		o questions (b) through (g) below for each custodian the <i>private fund</i> uses. If the <i>pri</i> lete questions (b) through (g) separately for each custodian.	vate
Addit	cional Custodian Information : 1 Record(s) Fi	led.	
	,	to questions (b) through g) below for each custodian the <i>private fund</i> uses. If the <i>priperson</i> plete questions (b) through (g) separately for each custodian.	rivate
(b)	Legal name of custodian: BANK OF AMERICA, NA		
(c)	Primary business name of custodian: BANK OF AMERICA MERRILL LYNCH		
	BANK OF AWIERIOA MERINEE ETHOR		
	The location of the custodian's office responsible City: State:	ole for <i>custody</i> of the <i>private fund's</i> assets (city, state and country): Country:	
	ALBANY New York	United States	
(۵)	Is the custodian a <i>related person</i> of your firm?		es No
	13 the custodian a related person of your mini-	C	•
(f)	If the custodian is a broker-dealer, provide its	SEC registration number (if any):	
	CRD Number (if any):		
	If the custodian is not a broker-dealer, or is a <i>identifier</i> (if any)	broker-dealer but does not have an SEC registration number, provide its <i>legal entity</i>	/

(b) Name of administrator: ULTIMUS LEVERPOINT

	(c) Location of administrator (city, state	and country):		
	City:	State:	Country:	
	CLIFTON PARK	New York	United States	Vaa Na
	(d) Is the administrator a related person	of your firm?		Yes No ○ ⊙
	(e) Does the administrator prepare and	send investor account statemen	nts to the <i>private fund's</i> investors?	
			all investors) No (provided to no inves	stors)
	· · · · · · · · · · · · · · · · · ·		nvestor account statements to the (rest of the) private fund's investors, respond "r	
27.	During your last fiscal year, what percentage of your <i>related person</i> ?	of the <i>private fund's</i> assets (by va	alue) was valued by a <i>person</i> , such as an	administrator, that is not
	Include only those assets where (i) such <i>perso</i> relevant quotes, and (ii) the valuation used fo allocations) was the valuation determined by s	r purposes of investor subscripti	•	
<u>Mar</u>	rketers			Yes No
28.	(a) Does the <i>private fund</i> use the services of s	omeone other than you or your	employees for marketing purposes?	0 0
	You must answer "yes" whether the <i>perso</i> similar <i>person</i> . If the answer to question 2 uses. If the <i>private fund</i> uses more than or	on acts as a placement agent, co 3.(a) is "yes," respond to question	nsultant, finder, introducer, municipal adv ons (b) through (g) below for each such r	visor or other solicitor, or marketer the <i>private fund</i>
		No Informati	on Filed	
	PRIVATE FUND Description About the Private Fund (a) Name of the private fund: NEW ENERGY CAPITAL INFRASTRUCTURE C (b) Private fund identification number: (include the "805-" prefix also) 805-5596467913	REDIT FUND II, LP		
2.	Under the laws of what state or country is the	private fund organized:		
	State:	Country:		
	Delaware	United States		
3.	(a) Name(s) of General Partner, Manager, Tru-	· •	ving in a similar capacity):	
	Name of General Partner, Manager, Trustee NECICF II GP, LLC	, or Director		
	(b) If filing an umbrella registration, identify the	o filing advisor and for rolying adv	cor(c) that enancer(c) or manage(c) this	private fund
	(b) If filling an unibrena registration, identity the	No Information		private runu.
		No mormation		
4.	The <i>private fund</i> (check all that apply; you must ☐ (1) qualifies for the exclusion from the defi ☐ (2) qualifies for the exclusion from the defi	nition of investment company un		, ,
5	List the name and country, in English, of each	foreign financial regulatory author	ity with which the <i>private fund</i> is registere	2d

No Information Filed

6.	(a) Is this a "master fund" in a master-feeder arrangement?	0	•
	(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		
	(a) Le this a "feeder fund" in a meeter feeder arrangement?	Yes	
	(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?	0	⊙
	(d) If yes, what is the name and <i>private fund</i> identification number (if any) of the master fund in which this <i>private fund</i> invests? Name of <i>private fund</i> :		
	Name of private rand.		
	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 for the master-feeder arrangement or reporting on the funds separately.	7.B.([1)
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 the feeder funds answer the following questions:	ır eacl	h of
	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 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 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 <i>private fund</i> a "fund of funds"?	0	⊙
	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, regardless of whether they are also <i>private funds</i> or registered investment companies.	t	
	(b) If yes, does the <i>private fund</i> invest in funds managed by you or by a <i>related person</i> ?	0	0
		Yes	No
9.	During your last fiscal year, did the <i>private fund</i> 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 <i>private fund</i> ?		
	C hedge fund C liquidity fund © private equity fund C real estate fund C securitized asset fund C venture capital fund C Other priva	ate fur	าd:
	NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.		
11.	Current gross asset value of the <i>private fund</i> : \$ 366,000,000		
Ow	vnership		
12.	Minimum investment commitment required of an investor in the <i>private fund</i> : \$ 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).	9	
13.	Approximate number of the <i>private fund's</i> beneficial owners: 98		
14.	What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> : 2%		
15.	(a) What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds: 7%		

Yes No

		Company Act of 1940, are sales of the fund limited to <i>qualified clients</i> ?	С) (0
16.	Wha	at is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> :			
<u>Yo</u>	ur Ad	lvisory Services			
			Ye	s N	VО
17.	(b)	Are you a subadviser to this <i>private fund</i> ? If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the <i>private fund</i> . If the answ question 17.(a) is "no," leave this question blank.	er to) (•
		No Information Filed			
			Ye	s N	Vo
18.	(a)	Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the private fund?	C) 1	•
		If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>private fund</i> . If the to question 18.(a) is "no," leave this question blank.	ne ans	wei	r
		No Information Filed			
10			Ye	s N	VО
19.		your <i>clients</i> solicited to invest in the <i>private fund</i> ?	С) (•
	NOT	TE: For purposes of this question, do not consider feeder funds of the private fund.			
20.	App 0%	proximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?			
<u>Pri</u>	vate	<u>Offering</u>			
21.	Has	the private fund ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?	Ye ⊙	s M	No C
22.	If ye	es, provide the <i>private fund's</i> Form D file number (if any):			
	For	m D file number			
	021	1-322367			
B. S	SERVI(CE PROVIDERS			
Au	ditors				
		<u>-</u>	Υє	es l	No
23.	(a)	(1) Are the private fund's financial statements subject to an annual audit?	0	ð	O
		(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?	•	ð	0
		If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one audit you must complete questions (b) through (f) separately for each auditing firm.	ing fir	m,	
		Additional Auditor Information : 1 Record(s) Filed.			
		If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.			
		(b) Name of the auditing firm: PRICE WATERHOUSE COOPERS			
		(c) The location of the auditing firm's office responsible for the <i>private fund's</i> audit (city, state and country):			
		City: State: Country:			
		HARTFORD Connecticut United States			
		(d) Is the auditing firm an independent public accountant?	Yes ©	No	
		(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?	•	_	
			•	O	
		If yes, Public Company Accounting Oversight Board-Assigned Number: 238			

				Yes
	the <i>private fund's</i> audited financial s stors?	statements for the most recently completed	fiscal year distributed to the private fund's	•
Do a	II of the reports prepared by the au	diting firm for the <i>private fund</i> since your la	st <i>annual updating amendment</i> contain unqualif	fied opinion
⊙ Y	es C No C Report Not Yet Receive	ed		
If yo	u check "Report Not Yet Received," y	ou must promptly file an amendment to your	Form ADV to update your response when the rep	oort is availa
roke	<u>r</u>			V
Doe	s the <i>private fund</i> use one or more p	prime brokers?		Yes
	•	," respond to questions (b) through (e) bel you must complete questions (b) through (ow for each prime broker the <i>private fund</i> uses. (e) separately for each prime broker.	
		No Information Filed		
<u>an</u>				W
Doe	s the <i>private fund</i> use any custodian	is (including the prime brokers listed above) to hold some or all of its assets?	Yes
If th	e answer to question 25.(a) is "yes		ow for each custodian the <i>private fund</i> uses. If	the <i>private</i>
runu				
			soperatory for each easternam.	
If	litional Custodian Information: 1 the answer to question 25.(a) is "yo	Record(s) Filed.	elow for each custodian the <i>private fund</i> uses. I	f the <i>private</i>
lf fu	the answer to question 25.(a) is "yound uses more than one custodian, you begal name of custodian: SILICON VALLEY BANK Primary business name of custodian	Record(s) Filed. es," respond to questions (b) through g) be you must complete questions (b) through (g	elow for each custodian the <i>private fund</i> uses. I	f the <i>private</i>
If fu	the answer to question 25.(a) is "yound uses more than one custodian, you begal name of custodian: SILICON VALLEY BANK	Record(s) Filed. es," respond to questions (b) through g) be you must complete questions (b) through (g	elow for each custodian the <i>private fund</i> uses. I	f the <i>private</i>
If fu (b	the answer to question 25.(a) is "yound uses more than one custodian; you be a superior of custodian; SILICON VALLEY BANK Primary business name of custodian; SILICON VALLEY BANK The location of the custodian's off	Record(s) Filed. es," respond to questions (b) through g) be rou must complete questions (b) through (g) through (g) through (g) through (g) the private full file.	elow for each custodian the <i>private fund</i> uses. In given the second sec	f the <i>private</i>
If fu (b	the answer to question 25.(a) is "yeard uses more than one custodian; you be a superior of the custodian of	Record(s) Filed. es," respond to questions (b) through g) be you must complete questions (b) through (c) through	elow for each custodian the <i>private fund</i> uses. In the second se	f the <i>private</i>
If fu (b	the answer to question 25.(a) is "yeard uses more than one custodian; you be a superior of the custodian of	Record(s) Filed. es," respond to questions (b) through g) be rou must complete questions (b) through (g) through (g) through (g) through (g) the private full file.	elow for each custodian the <i>private fund</i> uses. In given the second sec	f the <i>private</i>
If fu (b)	the answer to question 25.(a) is "yeard uses more than one custodian; you be a superior of the custodian of	Record(s) Filed. es," respond to questions (b) through g) be you must complete questions (b) through (g) through	elow for each custodian the <i>private fund</i> uses. In the second se	
If fu (b)	the answer to question 25.(a) is "yeard uses more than one custodian; you be a seen of custodian; SILICON VALLEY BANK Primary business name of custodian; SILICON VALLEY BANK The location of the custodian's off City: NEWTON Is the custodian a related person of the custodian of the custodian's off City: NEWTON	Record(s) Filed. es," respond to questions (b) through g) be you must complete questions (b) through (g) through	elow for each custodian the <i>private fund</i> uses. In good separately for each custodian. Sund's assets (city, state and country): Country: United States	Yes N
If fu (b) (c) (d)	the answer to question 25.(a) is "yeard uses more than one custodian; you be a seen of custodian; SILICON VALLEY BANK Primary business name of custodian; SILICON VALLEY BANK The location of the custodian's off City: NEWTON Is the custodian a related person of the custodian of the custodian's off City: NEWTON	Record(s) Filed. es," respond to questions (b) through g) be you must complete questions (b) through (g) through	elow for each custodian the <i>private fund</i> uses. In good separately for each custodian. Sund's assets (city, state and country): Country: United States	Yes N
If fu (b) (c) (d)	the answer to question 25.(a) is "yend uses more than one custodian; SILICON VALLEY BANK Primary business name of custodian; SILICON VALLEY BANK The location of the custodian's off City: St NEWTON Max Is the custodian a related person of the custodian is a broker-dealer - CRD Number (if any):	Record(s) Filed. es," respond to questions (b) through g) be you must complete questions (b) through (c) through	elow for each custodian the <i>private fund</i> uses. In good separately for each custodian. Sund's assets (city, state and country): Country: United States	Yes N
If fu (b) (c) (d)	the answer to question 25.(a) is "yeard uses more than one custodian: SILICON VALLEY BANK Primary business name of custodian SILICON VALLEY BANK The location of the custodian's off City: NEWTON Is the custodian a related person of the custodian is a broker-dealer - CRD Number (if any):	Record(s) Filed. es," respond to questions (b) through g) be you must complete questions (b) through (c) through	elow for each custodian the <i>private fund</i> uses. In generately for each custodian. Ind's assets (city, state and country): Country: United States	Yes N
If fu (b) (c) (d)	the answer to question 25.(a) is "yeard uses more than one custodian; SILICON VALLEY BANK Primary business name of custodian's SILICON VALLEY BANK The location of the custodian's off City: St NEWTON Ma Is the custodian a related person of the custodian is a broker-dealer - CRD Number (if any): If the custodian is not a broker-dealer identifier (if any)	Record(s) Filed. es," respond to questions (b) through g) be you must complete questions (b) through (c) through	elow for each custodian the <i>private fund</i> uses. In generately for each custodian. Ind's assets (city, state and country): Country: United States	Yes N

Additional Administrator Information : 1 Record(s) Filed.

	If the answer to question 26.(a) administrator, you must comple	ete questions (b) through (f) separately f	or each administrator.	man one
	(b) Name of administrator: ULTIMUS LEVERPOINT			
	(c) Location of administrator (c			
	City: CLIFTON PARK	State: New York	Country: United States	
	SEN FOR FARRIC	New York	omited etates	Yes No
	(d) Is the administrator a relate	ed person of your firm?		○ ●
	' '	pare and send investor account statemestors) ${\color{red}\mathrm{C}}$ Some (provided to some but no	nts to the <i>private fund's</i> investors? t all investors) ONo (provided to no investo	ors)
	11		nvestor account statements to the (rest of to the) private fund's investors, respond "not	
you 100 Inc rele	ur <i>related person</i> ? 0% Ilude only those assets where (i) su	uch <i>person</i> carried out the valuation prod n used for purposes of investor subscript	alue) was valued by a <i>person</i> , such as an acceptance and acceptance and set along the stablished for that asset, if any, inclinance, redemptions or distributions, and fee constants.	uding obtaining any
Markete	<u>ers</u>			Voc No
28 (a)	Does the private funduse the serv	vices of someone other than you or your	amployees for marketing purposes?	Yes No
20. (u)	You must answer "yes" whether t similar <i>person</i> . If the answer to qu	the <i>person</i> acts as a placement agent, co lestion 28.(a) is "yes," respond to quest	onsultant, finder, introducer, municipal adviso ons (b) through (g) below for each such ma questions (b) through (g) separately for each	rketer the <i>private fund</i>
		No Informa	ion Filed	
PRIVA	TE FUND			
1. (a)	Name of the <i>private fund</i> : NEW ENERGY CAPITAL INFRASTRU Private fund identification number: (include the "805-" prefix also) 805-1563940866			
2. Und	der the laws of what state or count			
	State: Delaware	Country: United States		
2 (2)		ager, Trustee, or Directors (or <i>persons</i> se	rving in a similar capacity):	
	me of General Partner, Manager,	Trustee, or Director		
Na				
Na	CICF II GP, LLC			
Na NE	CICF II GP, LLC	entify the <i>filing adviser</i> and/or <i>relying ad</i> v No Informatio	<i>iser(s)</i> that sponsor(s) or manage(s) this <i>pri</i> n Filed	ivate fund.

5.	List the name and country, in English, of each <i>foreign financial regulatory authority</i> with which the <i>private fund</i> is registered. No Information Filed		
	No information riled	Yes	No
6.	(a) Is this a "master fund" in a master-feeder arrangement?	0	•
	(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
	(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 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 for the master-feeder arrangement or reporting on the funds separately.	7.B.([1)
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 the feeder funds answer the following questions:	r eacl	h of
	No Information Filed		
8.	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 multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund. (a) Is this <i>private fund</i> a "fund of funds"? 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, regardless of whether they are also <i>private funds</i> or registered investment companies. (b) If yes, does the <i>private fund</i> invest in funds managed by you or by a <i>related person</i> ?	Yes O	No ©
9.	During your last fiscal year, did the <i>private fund</i> invest in securities issued by investment companies registered under the Investment	Yes O	
	Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?		
10.	. What type of fund is the <i>private fund</i> ?		
	O hedge fund O liquidity fund O private equity fund O real estate fund O securitized asset fund O venture capital fund O Other priva	te fur	าd:
	NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.		
11.	Current gross asset value of the <i>private fund</i> : \$ 48,700,000		
<u>Ow</u>	<u>vnership</u>		
12.	. Minimum investment commitment required of an investor in the <i>private fund</i> : \$ 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 <i>private fund's</i> beneficial owners: 1		
14.	. What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> :		

0%

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

15.	15. (a) What is the approximate percentage of the p 0%	ivate fund beneficially owned (in the aggregate) by funds of funds:	
		Yes	No
	(b) If the private fund qualifies for the exclusion f Company Act of 1940, are sales of the fund lin	om the definition of investment company under section 3(c)(1) of the Investment on the definition of investment of the I	0
16.	16. What is the approximate percentage of the <i>privat</i>0%	e fund beneficially owned by non-United States persons:	
<u> Υοι</u>	Your Advisory Services		
		Yes	No
17.	17. (a) Are you a subadviser to this <i>private fund</i> ?	ide the name and SEC file number, if any, of the adviser of the <i>private fund</i> . If the answer to	⊙
	question 17.(a) is "no," leave this question bl	ink.	
		No Information Filed	
18	18 (a) Do any investment advisers (other than the in	Yes vestment advisers listed in Section 7.B.(1).A.3.(b)) advise the <i>private fund</i> ?	
10.		ide the name and SEC file number, if any, of the other advisers to the private fund. If the answ	⊙ /er
		No Information Filed	
		Yes	No
19.	19. Are your <i>clients</i> solicited to invest in the <i>private fu</i>	nd?	•
	NOTE: For purposes of this question, do not conside	feeder funds of the private fund.	
0.0			
20.	20. Approximately what percentage of your <i>clients</i> ha0%	invested in the private rund?	
Priv	Private Offering		
		Yes	No
21.	21. Has the <i>private fund</i> ever relied on an exemption f	rom registration of its securities under Regulation D of the Securities Act of 1933?	0
22	22. If yes, provide the <i>private fund's</i> Form D file number	r (if any):	
	Form D file number	(ii dily).	
	021-322434		
B. S	B. SERVICE PROVIDERS		
Auc	<u>Auditors</u>		
22	22 (2) (1) And the profession for all fire and all that are not		No
23.	23. (a) (1) Are the <i>private fund's</i> financial statements	" are the financial statements prepared in accordance with U.S. CAAD?	0
	•		0
	you must complete questions (b) through (f)	espond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditing firm eparately for each auditing firm.	1,
	Additional Auditor Information : 1 Record() Filed.	
	,	respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one (b) through (f) separately for each auditing firm.	
	(b) Name of the auditing firm: PRICE WATERHOUSE COOPERS		
	(c) The location of the auditing firm's office	responsible for the private fund's audit (city, state and country):	
		responsible for the <i>private fund's</i> audit (city, state and country): ate: Country:	
	II	onnecticut United States	
		Yes I	No
	(d) Is the auditing firm an independent publ	c accountant?	0
	(a) le the enditi c	Nublic Commons Accounting Overstalet Descript	
	(e) is the auditing firm registered with the	Public Company Accounting Oversight Board?	0

(a)		itad financial atatamanta for the most may	andly completed fined year distributed to the private funds	Yes N
(g,	investors?	ited financial statements for the most rece	ently completed fiscal year distributed to the <i>private fund's</i>	⊙ (
(h)			nd since your last annual updating amendment contain unqualit	fied opinions?
	● Yes O No O Report N			
	If you check "Report Not Ye	et Received," you must promptly file an ame	endment to your Form ADV to update your response when the re	oort is available
<u>Prime</u>	<u>Broker</u>			Yes N
24. (a)	Does the <i>private fund</i> use	one or more prime brokers?		0 (
	·		through (e) below for each prime broker the <i>private fund</i> uses ns (b) through (e) separately for each prime broker.	. If the <i>private</i>
		No. Ir	nformation Filed	
		INO III	iioi mation riieu	
Custod	ian			Yes N
				162 1
25. (a)		any custodians (including the prime broke	ers listed above) to hold some or all of its assets?	• (
25. (a)	Does the <i>private fund</i> use a lift the answer to question 2	25.(a) is "yes," respond to questions (b)	through (g) below for each custodian the <i>private fund</i> uses. If	⊙ (
<u>2</u> 5. (a)	Does the <i>private fund</i> use a lift the answer to question a fund uses more than one of	25.(a) is "yes," respond to questions (b) custodian, you must complete questions (⊙ (
25. (a)	Does the <i>private fund</i> use a lift the answer to question a fund uses more than one of	25.(a) is "yes," respond to questions (b)	through (g) below for each custodian the <i>private fund</i> uses. If	⊙ (
25. (a)	Does the <i>private fund</i> use a lift the answer to question a fund uses more than one of Additional Custodian Info	25.(a) is "yes," respond to questions (b) custodian, you must complete questions (formation: 1 Record(s) Filed. on 25.(a) is "yes," respond to questions (b)	through (g) below for each custodian the <i>private fund</i> uses. If (b) through (g) separately for each custodian. b) through g) below for each custodian the <i>private fund</i> uses. If	the private
25. (a)	Does the <i>private fund</i> use a lift the answer to question a fund uses more than one of Additional Custodian Info	25.(a) is "yes," respond to questions (b) custodian, you must complete questions (formation: 1 Record(s) Filed. on 25.(a) is "yes," respond to questions (b)	through (g) below for each custodian the <i>private fund</i> uses. If (b) through (g) separately for each custodian.	the private
25. (a)	Does the <i>private fund</i> use a lift the answer to question a fund uses more than one of Additional Custodian Info	25. (a) is "yes," respond to questions (b) custodian, you must complete questions (formation: 1 Record(s) Filed. on 25. (a) is "yes," respond to questions (be custodian, you must complete questions odian:	through (g) below for each custodian the <i>private fund</i> uses. If (b) through (g) separately for each custodian. b) through g) below for each custodian the <i>private fund</i> uses. If	the private
25. (a)	Does the private fund use a lift the answer to question if fund uses more than one of the control of the lift the answer to question fund uses more than one lift the answer to question fund uses more than one lift the answer to question fund uses more than one lift the lift the answer to question fund uses more than one lift the lift the lift the lift the lift that the lift the lift that the	25.(a) is "yes," respond to questions (b) custodian, you must complete questions (formation: 1 Record(s) Filed. on 25.(a) is "yes," respond to questions (but custodian, you must complete questions odian: NK ame of custodian:	through (g) below for each custodian the <i>private fund</i> uses. If (b) through (g) separately for each custodian. b) through g) below for each custodian the <i>private fund</i> uses. If	the private
25. (a)	Does the private fund use a If the answer to question if fund uses more than one of the control	25.(a) is "yes," respond to questions (b) custodian, you must complete questions (formation: 1 Record(s) Filed. on 25.(a) is "yes," respond to questions (but custodian, you must complete questions odian: NK ame of custodian:	through (g) below for each custodian the <i>private fund</i> uses. If (b) through (g) separately for each custodian. b) through g) below for each custodian the <i>private fund</i> uses. If	the private
25. (a)	Does the private fund use a If the answer to question if fund uses more than one of the answer to question fund uses more than one fund uses more than one (b) Legal name of custom SILICON VALLEY BANK (c) Primary business nation of the fund the location of the control of the	25.(a) is "yes," respond to questions (b) custodian, you must complete questions (formation: 1 Record(s) Filed. on 25.(a) is "yes," respond to questions (b) e custodian, you must complete questions odian: NK ame of custodian: NK custodian's office responsible for custody of	through (g) below for each custodian the <i>private fund</i> uses. If (b) through (g) separately for each custodian. b) through g) below for each custodian the <i>private fund</i> uses. It is (b) through (g) separately for each custodian.	the private
25. (a)	Does the private fund use a lift the answer to question if fund uses more than one of the Additional Custodian Info lift the answer to question fund uses more than one (b) Legal name of custom SILICON VALLEY BANK (c) Primary business na SILICON VALLEY BANK	25.(a) is "yes," respond to questions (b) custodian, you must complete questions (formation: 1 Record(s) Filed. on 25.(a) is "yes," respond to questions (b) eccustodian, you must complete questions odian: NK ame of custodian: NK	through (g) below for each custodian the <i>private fund</i> uses. If (b) through (g) separately for each custodian. b) through g) below for each custodian the <i>private fund</i> uses. It is (b) through (g) separately for each custodian.	the private
25. (a)	Does the private fund use a lift the answer to question afund uses more than one of the answer to question fund uses more than one (b) Legal name of custon SILICON VALLEY BANK (c) Primary business na SILICON VALLEY BANK (d) The location of the of City: NEWTON	25. (a) is "yes," respond to questions (b) custodian, you must complete questions (formation: 1 Record(s) Filed. on 25. (a) is "yes," respond to questions (b) e custodian, you must complete questions odian: NK ame of custodian: NK custodian's office responsible for custody of State: Massachusetts	through (g) below for each custodian the <i>private fund</i> uses. If (b) through (g) separately for each custodian. b) through g) below for each custodian the <i>private fund</i> uses. It is (b) through (g) separately for each custodian.	the private f the private Yes No
25. (a)	Does the private fund use a lift the answer to question a fund uses more than one of the answer to question fund uses more than one (b) Legal name of custon SILICON VALLEY BANK (c) Primary business na SILICON VALLEY BANK (d) The location of the of City: NEWTON	25. (a) is "yes," respond to questions (b) custodian, you must complete questions (formation: 1 Record(s) Filed. on 25. (a) is "yes," respond to questions (b) e custodian, you must complete questions odian: NK ame of custodian: NK custodian's office responsible for custody of State:	through (g) below for each custodian the <i>private fund</i> uses. If (b) through (g) separately for each custodian. b) through g) below for each custodian the <i>private fund</i> uses. It is (b) through (g) separately for each custodian.	the private f the private
25. (a)	Does the private fund use a If the answer to question a fund uses more than one of Additional Custodian Info If the answer to question fund uses more than one (b) Legal name of custon SILICON VALLEY BAN (c) Primary business na SILICON VALLEY BAN (d) The location of the of City: NEWTON (e) Is the custodian a re-	25. (a) is "yes," respond to questions (b) custodian, you must complete questions (formation: 1 Record(s) Filed. on 25. (a) is "yes," respond to questions (b) e custodian, you must complete questions odian: NK ame of custodian: NK custodian's office responsible for custody of State: Massachusetts	through (g) below for each custodian the <i>private fund</i> uses. If (b) through (g) separately for each custodian. b) through g) below for each custodian the <i>private fund</i> uses. It is (b) through (g) separately for each custodian. of the <i>private fund's</i> assets (city, state and country): Country: United States	the private f the private Yes No
25. (a)	Does the private fund use a If the answer to question a fund uses more than one of Additional Custodian Info If the answer to question fund uses more than one (b) Legal name of custon SILICON VALLEY BAN (c) Primary business na SILICON VALLEY BAN (d) The location of the of City: NEWTON (e) Is the custodian a re-	25. (a) is "yes," respond to questions (b) custodian, you must complete questions (formation: 1 Record(s) Filed. In 25. (a) is "yes," respond to questions (b) e custodian, you must complete questions odian: NK ame of custodian: NK custodian's office responsible for custody of State: Massachusetts related person of your firm?	through (g) below for each custodian the <i>private fund</i> uses. If (b) through (g) separately for each custodian. b) through g) below for each custodian the <i>private fund</i> uses. It is (b) through (g) separately for each custodian. of the <i>private fund's</i> assets (city, state and country): Country: United States	the private f the private Yes No

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

If yes, Public Company Accounting Oversight Board-Assigned Number:

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

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

. (2. ((include the "805-" prefix also) 805-2664010088 Under the laws of what state or country is the p State: Delaware (a) Name(s) of General Partner, Manager, Trustee, of State: Name of General Partner, Manager, Trustee, of State:	Country: United States ee, or Directors (or <i>persons</i> se	ving in a similar capacity):	
((include the "805-" prefix also) $805-2664010088$ Under the laws of what state or country is the p State:	Country:		
	(include the "805-" prefix also)			
	(a) Name of the <i>private fund</i>:NEW ENERGY CAPITAL INFRASTRUCTURE CRE(b) <i>Private fund</i> identification number:	EDIT FUND, LP		
	IVATE FUND mation About the <i>Private Fund</i>			
		No Informat	on Filed	
	(a) Does the <i>private fund</i> use the services of sor You must answer "yes" whether the <i>person</i> similar <i>person</i> . If the answer to question 28.0 uses. If the <i>private fund</i> uses more than one	acts as a placement agent, co (a) is "yes," respond to questi	nsultant, finder, introducer, municipal adv ons (b) through (g) below for each such	marketer the <i>private fund</i>
!	your related person? 100% Include only those assets where (i) such person relevant quotes, and (ii) the valuation used for pallocations) was the valuation determined by sucketers	ourposes of investor subscripti	•	
27. I	· · · · · · · · · · · · · · · · · · ·	ents are not sent to the (rest c	f the) <i>private fund's</i> investors, respond "I	not applicable."
		ome (provided to some but not	all investors) No (provided to no invented account statements to the (rest of	
	(d) Is the administrator a related person of	f your firm?		O
	(c) Location of administrator (city, state a City: CLIFTON PARK	nd country): State: New York	Country: United States	Yes No
	(b) Name of administrator: ULTIMUS LEVERPOINT			
	If the answer to question 26.(a) is "yes," radministrator, you must complete question		•	2 5110

No Information Filed

Additional Administrator Information : 1 Record(s) Filed.

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?	\circ	•			
	(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	Nc			
	(c) Is this a "feeder fund" in a master-feeder arrangement?	0	•			
	(d) If yes, what is the name and <i>private fund</i> identification number (if any) of the master fund in which this <i>private fund</i> invests? Name of <i>private fund</i> :		٠			
	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 for the master-feeder arrangement or reporting on the funds separately.	า 7.B.((1)			
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 the feeder funds answer the following questions:	or eac	h of			
	No Information Filed					
	No Information Filed					
8.	NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially a 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 multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund. (a) Is this <i>private fund</i> a "fund of funds"? 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, regardless of whether they are also <i>private funds</i> or registered investment companies.	t issue Yes O	ed N o			
	(b) If yes, does the private fund invest in funds managed by you or by a related person?	0	C			
9.	During your last fiscal year, did the <i>private fund</i> 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.)?	Yes O				
10.	What type of fund is the private fund?					
	O hedge fund O liquidity fund O private equity fund O real estate fund O securitized asset fund O venture capital fund O Other private	ate fur	าd:			
	NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.					
11.	Current gross asset value of the <i>private fund</i> : \$ 99,500,000					
<u>Ow</u>	nership_					
12.	Minimum investment commitment required of an investor in the <i>private fund</i> : \$ 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).	ie				

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

95

14.	4. What is the approximate percentage of the private fund beneficially owned by you and your related persons: 1%	
15.	5. (a) What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds: 6%	
	(b) If the private fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Company Act of 1940, are sales of the fund limited to qualified clients?	Yes No ne Investment © O
16.	6. What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> :	
You	our Advisory Services	
17.	7. (a) Are you a subadviser to this <i>private fund</i> ?	Yes No
	(b) If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the <i>priva</i> question 17.(a) is "no," leave this question blank.	~ ~
	No Information Filed	
10		Yes No
18.	(a) Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the priva(b) If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to to question 18.(a) is "no," leave this question blank.	~ ~
	No Information Filed	
		Yes No
19.	9. Are your <i>clients</i> solicited to invest in the <i>private fund</i> ?	○ ⊙
	NOTE: For purposes of this question, do not consider feeder funds of the private fund.	
20.	O. Approximately what percentage of your <i>clients</i> has invested in the <i>private fund</i>?0%	
<u>Priv</u>	rivate Offering	
21.	1. Has the <i>private fund</i> ever relied on an exemption from registration of its securities under Regulation D of the Securitie	Yes No es Act of 1933?
22.	2. If yes, provide the <i>private fund's</i> Form D file number (if any):	
	Form D file number	
	021-258128	
B. SI	SERVICE PROVIDERS	
Aud	<u>uditors</u>	
23.	3. (a) (1) Are the <i>private fund's</i> financial statements subject to an annual audit?	Yes No
	(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GA	
	If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses you must complete questions (b) through (f) separately for each auditing firm.	more than one auditing firm,
	Additional Auditor Information : 1 Record(s) Filed.	
	If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> use auditing firm, you must complete questions (b) through (f) separately for each auditing firm.	s more than one
	(b) Name of the auditing firm: PRICE WATERHOUSE COOPERS	
	(c) The location of the auditing firm's office recognished for the project for the coult (1)	
	(c) The location of the auditing firm's office responsible for the <i>private fund's</i> audit (city, state and country): City: State: Country:	
	HARTFORD Connecticut United States	
	(d) Is the auditing firm an independent public accountant?	Yes No
	(a) 13 the dualiting intri an independent public decountant:	⊙ ⊖

		⊙	0		
If yes, Public Company Accounting Oversight Board-Assigned I 238	Number:				
(f) If "yes" to (e) above, is the auditing firm subject to regular in accordance with its rules?	spection by the Public Company Accounting Oversight Board in	•	О		
		v	es No		
(g) Are the <i>private fund's</i> audited financial statements for the most rece investors?	ntly completed fiscal year distributed to the private fund's		© 0		
(h) Do all of the reports prepared by the auditing firm for the <i>private fur</i>	nd since your last annual updating amendment contain unqualified	opini	ons?		
If you check "Report Not Yet Received," you must promptly file an ame	endment to your Form ADV to update your response when the report	is ava	ailable.		
ne Broker					
		Υ	es No		
(a) Does the <i>private fund</i> use one or more prime brokers?	blessiale (a) lealais fair each malais leachan bhe malaiste fair duisea le		○ ⊙		
If the answer to question 24.(a) is "yes," respond to questions (b) t fund uses more than one prime broker, you must complete question	• • • • • • • • • • • • • • • • • • • •	the <i>pi</i>	rivate		
No In	formation Filed				
(a) Does the <i>private fund</i> use any custodians (including the prime broke If the answer to question 25.(a) is "yes," respond to questions (b) t <i>fund</i> uses more than one custodian, you must complete questions (b)	through (g) below for each custodian the <i>private fund</i> uses. If the		⊙ O nte		
Additional Custodian Information : 1 Record(s) Filed.					
If the answer to question 25.(a) is "yes," respond to questions (b) through g) below for each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.					
(b) Legal name of custodian:					
SILICON VALLEY BANK					
SILICON VALLEY BANK (c) Primary business name of custodian:	of the <i>private fund's</i> assets (city, state and country):				
(c) Primary business name of custodian: SILICON VALLEY BANK (d) The location of the custodian's office responsible for custody of City: State:	Country:				
SILICON VALLEY BANK (c) Primary business name of custodian: SILICON VALLEY BANK (d) The location of the custodian's office responsible for <i>custody</i> of		Yes	s No		
SILICON VALLEY BANK (c) Primary business name of custodian: SILICON VALLEY BANK (d) The location of the custodian's office responsible for <i>custody</i> of City: State:	Country:	Yes	s No		
(c) Primary business name of custodian: SILICON VALLEY BANK (d) The location of the custodian's office responsible for custody of City: State: NEWTON Massachusetts	Country: United States		_		
(c) Primary business name of custodian: SILICON VALLEY BANK (d) The location of the custodian's office responsible for <i>custody</i> of City: NEWTON State: NEWTON Massachusetts (e) Is the custodian a <i>related person</i> of your firm?	Country: United States				

	Additional Administrator Informatio	n : 1 Record(s) Filed.		
	If the answer to question 26.(a) is "gadministrator, you must complete qu	•	rough (f) below. If the <i>private fund</i> uses more tha y for each administrator.	an one
	(b) Name of administrator: ULTIMUS LEVERPOINT			
	(c) Location of administrator (city, s	state and country): State:	Country:	
	CLIFTON PARK	New York	United States	
	(d) Is the administrator a related pe	rson of your firm?		Yes No ○ ⊙
			nents to the <i>private fund's</i> investors?	
	e Yes (provided to all investors)) $_{ m C}$ Some (provided to some but i	not all investors) ONo (provided to no investors)	
	1		e investor account statements to the (rest of the) st of the) private fund's investors, respond "not ap	•
Inc	lude only those assets where (i) such p	person carried out the valuation pr	ocedure established for that asset if any includi	
relo allo rket	evant quotes, and (ii) the valuation use ocations) was the valuation determined ers Does the <i>private fund</i> use the services You must answer "yes" whether the <i>p</i> similar <i>person</i> . If the answer to questice	d for purposes of investor subscriby such <i>person</i> . of someone other than you or your erson acts as a placement agent, on 28.(a) is "yes," respond to que	ptions, redemptions or distributions, and fee calcular ur employees for marketing purposes? consultant, finder, introducer, municipal advisor of stions (b) through (g) below for each such marketing purposes.	Yes NO CONTROL OF THE PRIVATE FUND
rele allo	evant quotes, and (ii) the valuation use ocations) was the valuation determined ers Does the <i>private fund</i> use the services You must answer "yes" whether the <i>p</i> similar <i>person</i> . If the answer to questice	d for purposes of investor subscriby such <i>person</i> . of someone other than you or your erson acts as a placement agent, on 28.(a) is "yes," respond to que an one marketer you must comple	ptions, redemptions or distributions, and fee calc ur <i>employees</i> for marketing purposes? consultant, finder, introducer, municipal advisor of	Yes N Or other solicitor, or eter the private fund
relo allo rket	evant quotes, and (ii) the valuation use ocations) was the valuation determined ers Does the <i>private fund</i> use the services You must answer "yes" whether the <i>p</i> similar <i>person</i> . If the answer to questice	d for purposes of investor subscriby such <i>person</i> . of someone other than you or your erson acts as a placement agent, on 28.(a) is "yes," respond to que an one marketer you must comple	ptions, redemptions or distributions, and fee calcurate ur employees for marketing purposes? consultant, finder, introducer, municipal advisor of stions (b) through (g) below for each such market te questions (b) through (g) separately for each in the state of the	Yes N Or other solicitor, or eter the private fund
reliallo	evant quotes, and (ii) the valuation use ocations) was the valuation determined ers Does the <i>private fund</i> use the services You must answer "yes" whether the <i>p</i> similar <i>person</i> . If the answer to questice	d for purposes of investor subscriby such <i>person</i> . of someone other than you or your erson acts as a placement agent, on 28.(a) is "yes," respond to que an one marketer you must comple	ptions, redemptions or distributions, and fee calcurate ur employees for marketing purposes? consultant, finder, introducer, municipal advisor of stions (b) through (g) below for each such market te questions (b) through (g) separately for each in the state of the	Yes Nor other solicitor, or eter the private fund
relicalidation (a)	evant quotes, and (ii) the valuation use ocations) was the valuation determined ers Does the private fund use the services You must answer "yes" whether the p similar person. If the answer to questic uses. If the private fund uses more that	d for purposes of investor subscriby such <i>person</i> . of someone other than you or your erson acts as a placement agent, on 28.(a) is "yes," respond to que an one marketer you must comple	ptions, redemptions or distributions, and fee calcurate ur employees for marketing purposes? consultant, finder, introducer, municipal advisor of stions (b) through (g) below for each such market te questions (b) through (g) separately for each in the state of the	Yes N Or other solicitor, or eter the <i>private fund</i>
relicalidade (a)	evant quotes, and (ii) the valuation use ocations) was the valuation determined ers Does the private fund use the services You must answer "yes" whether the p similar person. If the answer to questic uses. If the private fund uses more tha	d for purposes of investor subscriby such <i>person</i> . of someone other than you or your serson acts as a placement agent, on 28.(a) is "yes," respond to que an one marketer you must comple	ur employees for marketing purposes? consultant, finder, introducer, municipal advisor of stions (b) through (g) below for each such market te questions (b) through (g) separately for each ination Filed	Yes I or other solicitor, or eter the private fund
relicality (a)	Does the <i>private fund</i> use the services You must answer "yes" whether the <i>p</i> similar <i>person</i> . If the answer to questic uses. If the <i>private fund</i> uses more that TE FUND tion About the <i>Private Fund</i> Name of the <i>private fund</i> : NEW ENERGY CAPITAL INFRASTRUCTURE Private fund identification number: (include the "805-" prefix also)	of someone other than you or your erson acts as a placement agent, on 28. (a) is "yes," respond to que in one marketer you must comple No Inform	ur employees for marketing purposes? consultant, finder, introducer, municipal advisor of stions (b) through (g) below for each such market te questions (b) through (g) separately for each ination Filed	Yes I or other solicitor, or eter the private fund
relication (a)	Does the private fund use the services You must answer "yes" whether the p similar person. If the answer to questic uses. If the private fund uses more that TE FUND Tion About the Private Fund: Name of the private fund: NEW ENERGY CAPITAL INFRASTRUCTUR Private fund identification number: (include the "805-" prefix also) 805-4036331004	d for purposes of investor subscriby such person. of someone other than you or your person acts as a placement agent, on 28.(a) is "yes," respond to que in one marketer you must comple No Inform RE OFFSHORE CREDIT FUND II, LP the private fund organized: Country:	ur employees for marketing purposes? consultant, finder, introducer, municipal advisor of stions (b) through (g) below for each such market te questions (b) through (g) separately for each ination Filed	Yes Or other solicitor, or eter the <i>private fund</i>

 \odot \circ

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

NECICF II GP, LLC

	(b) If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.		
	No Information Filed		
4	The private fixed (about all that apply, you rejet about and).		
4.	The <i>private fund</i> (check all that apply; you must check at least one): [In the private fund (check all that apply; you must check at least one): [In the private fund (check all that apply; you must check at least one): [In the private fund (check all that apply; you must check at least one): [In the private fund (check all that apply; you must check at least one): [In the private fund (check all that apply; you must check at least one): [In the private fund (check all that apply; you must check at least one): [In the private fund (check all that apply; you must check at least one): [In the private fund (check all that apply; you must check at least one): [In the private fund (check all that apply; you must check at least one): [In the private fund (check all that apply; you must check at least one): [In the private fund (check all that apply; you must check at least one): [In the private fund (check all that apply; you must check at least one): [In the private fund (check all that apply; you must check at least one): [In the private fund (check all that apply; you must check at least one): [In the private fund (check all that apply; you must check at least one): [In the private fund (check all that apply; you must check at least one): [In the private fund (check all that apply; you must check at least one): [In the private fund (check all that apply; you must check at least one): [In the private fund (check all that apply; you must check at least one): [In the private fund (check all that apply; you must check at least one): [In the private fund (check all that apply; you must check at least one): [In the private fund (check all that apply; you must check at least one): [In the private fund (check all that apply; you must check at least one): [In the private fund (check all that apply; you must check at least one): [In the private fund (check all that apply; you must check at least one): [In the private fund (check all that apply; you must check at least one): [In the private fund (c		
	(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940		
	(2) qualified for the exchange from the definition of investment company and a section of (5)(7) of the investment company rice of 1716		
5.	List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.		
	No Information Filed		
6	(a) Is this a "master fund" in a master-feeder arrangement?	_	No
Ο.	(b) If yes, what is the name and <i>private fund</i> identification number (if any) of the feeder funds investing in this <i>private fund</i> ?	0	⊙
	No Information Filed		
		Yes	No
	(c) Is this a "feeder fund" in a master-feeder arrangement?	0	\odot
	(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 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, Sectio	n 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 the feeder funds answer the following questions:	or eac	h of
	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 a 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 multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.	it issue	
3.	(a) Is this private fund a "fund of funds"?		•
	NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investme		٠
	vehicles, regardless of whether they are also <i>private funds</i> or registered investment companies.		
	(b) If yes, does the private fund invest in funds managed by you or by a related person?	0	0
0	During your last fiscal year, did the private fund invest in securities issued by investment companies registered under the Investment		No
9.	During your last fiscal year, did the <i>private fund</i> 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.)?	0	•
10.	What type of fund is the private fund?		
	O hedge fund O liquidity fund O private equity fund O real estate fund O securitized asset fund O venture capital fund O Other <i>pri</i> v	⁄ate fui	nd:
	NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.		
11.	Current gross asset value of the <i>private fund</i> :		
	\$ 79,800,000		
<u>Ow</u>	<u>vnership</u>		
12	Minimum investment commitment required of an investor in the <i>private fund</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

\$ 250,000

organizational documents of the fund).

13.	15		
14.	What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> : 1%		
15.	(a) What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds: 8%		
	(b) If the private fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940, are sales of the fund limited to <i>qualified clients</i> ?	Yes O	No.
16.	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> : 54%		
Υοι	ur Advisory Services		
17	(a) Are you a subadviser to this <i>private fund</i> ?	Yes	_
17.	(b) If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the <i>private fund</i>. If the answer question 17.(a) is "no," leave this question blank.	to	•
	No Information Filed		
18.	(a) Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the <i>private fund</i>?(b) If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>private fund</i>. If the	_	•
	to question 18.(a) is "no," leave this question blank. No Information Filed		
	No miornation riled	Yes	Nc
19.	Are your <i>clients</i> solicited to invest in the <i>private fund</i> ?		•
	NOTE: For purposes of this question, do not consider feeder funds of the private fund.		
20.	Approximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ? 0%		
Priv	vate Offering		
21.	Has the <i>private fund</i> ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?	Yes ©	
22.	If yes, provide the <i>private fund's</i> Form D file number (if any):		
	Form D file number		
	021-322369		
3. S	ERVICE PROVIDERS		
Aud	<u>ditors</u>		
		Yes	No
23.	(a) (1) Are the private fund's financial statements subject to an annual audit?(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?	•	_
	If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditing you must complete questions (b) through (f) separately for each auditing firm.	⊙ J firm	, C
	Additional Auditor Information : 1 Record(s) Filed.		
	If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.		
	(b) Name of the auditing firm: PRICE WATERHOUSE COOPERS		
	(c) The location of the auditing firm's office responsible for the <i>private fund's</i> audit (city, state and country):		
	City: State: Country:		

	HARTFORD	Connecticut	United States		
	(d) Is the auditing firm ar	n independent public accountant?		Yes ©	No O
					~
	(e) Is the auditing firm re	gistered with the Public Company Accountin	ng Oversight Board?	•	0
	If yes, Public Compan 238	y Accounting Oversight Board-Assigned Nun	nber:		
	(f) If "yes" to (e) above, accordance with its ru		ction by the Public Company Accounting Oversight Board in	•	0
				Υ¢	es No
(g)	Are the <i>private fund's</i> audite investors?	d financial statements for the most recently	completed fiscal year distributed to the private fund's	6	• c
(h)		ed by the auditing firm for the <i>private fund</i> s	ince your last <i>annual updating amendment</i> contain unqualific	ed opinic	ons?
		Yet Received			
	If you check "Report Not Yet	Received," you must promptly file an amendn	nent to your Form ADV to update your response when the repo	ort is ava	ailable.
Prime I	<u>Broker</u>				
24 (2)	Does the <i>private fund</i> use or	ao ar mara prima brakars?			es No
24. (a)	If the answer to question 24	I.(a) is "yes," respond to questions (b) thro	ough (e) below for each prime broker the <i>private fund</i> uses.	_	○ ⊙ rivate
	fund uses more than one pri	me broker, you must complete questions (b	b) through (e) separately for each prime broker.		
		No Inforr	nation Filed		
25. (a)	Does the <i>private fund</i> use an	y custodians (including the prime brokers l	isted above) to hold some or all of its assets?	Ye G	es No
	•	5.(a) is "yes," respond to questions (b) thro stodian, you must complete questions (b) t	ugh (g) below for each custodian the <i>private fund</i> uses. If the hrough (g) separately for each custodian.	ne <i>privat</i>	te
	Additional Custodian Infor	mation : 1 Record(s) Filed.			
	The state of the s	custodian, you must complete questions (b)	arough g) below for each custodian the <i>private fund</i> uses. If through (g) separately for each custodian.	the <i>priva</i>	rate
	SILICON VALLEY BANK				
	(c) Primary business nam SILICON VALLEY BANK				
	(d) The location of the cu City: NEWTON	stodian's office responsible for <i>custody</i> of th State: Massachusetts	ne <i>private fund's</i> assets (city, state and country): Country: United States		
				Yes	No
	(e) Is the custodian a rela	ated person of your firm?		0	•
	(f) If the custodian is a b	roker-dealer, provide its SEC registration nu	umber (if any):		
	- CRD Number (if any):				
	(g) If the custodian is not identifier (if any)	a broker-dealer, or is a broker-dealer but	does not have an SEC registration number, provide its <i>legal</i>	entity	

NE	CIC GP, LLC		
(b)	If filing an <i>umbrella registration</i> , identify the <i>filing adviser</i> and/or <i>relying adviser(s)</i> that sponsor(s) or manage(s) this <i>private fund</i> . No Information Filed		
	e 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		
List	the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.		
	No Information Filed		
		es	Vo
	Is this a "master fund" in a master-feeder arrangement? If yes, what is the name and <i>private fund</i> identification number (if any) of the feeder funds investing in this <i>private fund</i> ?		•
(b)	No Information Filed		
	Y	es	No
	Is this a "feeder fund" in a master-feeder arrangement?		•
	If yes, what is the name and <i>private fund</i> identification number (if any) of the master fund in which this <i>private fund</i> invests? Name of <i>private fund</i> :		
	Private fund identification number: (include the "805-" prefix also)		
for t	TE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7 the master-feeder arrangement or reporting on the funds separately. ou 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		
for t	the master-feeder arrangement or reporting on the funds separately. ou 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 feeder funds answer the following questions:		
for t	the master-feeder arrangement or reporting on the funds separately. ou 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		
If you the	the master-feeder arrangement or reporting on the funds separately. ou 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 feeder funds answer the following questions: No Information Filed TE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all cets 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 is litiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.	each	of
If you the NOT assemul	the master-feeder arrangement or reporting on the funds separately. ou 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 feeder funds answer the following questions: No Information Filed TE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of ets 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 is litiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.	f the	of eir
If you the NOT assemul (a)	the master-feeder arrangement or reporting on the funds separately. ou 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 feeder funds answer the following questions: No Information Filed TE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of ets 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 is litiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.	each	of eir
If you the NOT assemul (a) NOT veh	ou 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 feeder funds answer the following questions: No Information Filed TE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of ets 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 is litiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund. Is this private fund a "fund of funds"? TE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment icides, regardless of whether they are also private funds or registered investment companies.	f the	of No
If you the NOT assemul (a) NOT veh	ou 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 feeder funds answer the following questions: No Information Filed TE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of tests 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 is litiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund. Is this <i>private fund</i> a "fund of funds"? TE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment icides, regardless of whether they are also <i>private funds</i> or registered investment companies. If yes, does the <i>private fund</i> invest in funds managed by you or by a <i>related person</i> ?	f the sueco	of No
If you the NOT assormul (a) NOT veh (b)	the master-feeder arrangement or reporting on the funds separately. ou 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 feeder funds answer the following questions: No Information Filed TE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of ets 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 is litiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund. Is this private fund a "fund of funds"? TE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment icides, regardless of whether they are also private funds or registered investment companies. If yes, does the private fund invest in funds managed by you or by a related person?	f the sued	of No
If you the NOT assemul (a) NOT veh (b)	ou 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 feeder funds answer the following questions: No Information Filed TE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all dets 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 is litiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund. Is this private fund a "fund of funds"? TE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment icles, regardless of whether they are also private funds or registered investment companies. If yes, does the private fund invest in funds managed by you or by a related person?	f the sueco	of No
If you the NOT assermul (a) NOT veh (b) Dur Com	the master-feeder arrangement or reporting on the funds separately. ou 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 feeder funds answer the following questions: No Information Filed TE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all cets 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 is tiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund. Is this private fund a "fund of funds"? TE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment icles, regardless of whether they are also private funds or registered investment companies. If yes, does the private fund invest in funds managed by you or by a related person? In yes, does the private fund invest in funds invest in securities issued by investment companies registered under the Investment in pany Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?	f the sued	
for the If you the NOT assemul (a) NOT veh (b) Dur Com	the master-feeder arrangement or reporting on the funds separately. ou 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 feeder funds answer the following questions: No Information Filed TE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of ets 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 is litiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund. Is this private fund a "fund of funds"? TE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment idicles, regardless of whether they are also private funds or registered investment companies. If yes, does the private fund invest in funds managed by you or by a related person? In yes, does the private fund invest in securities issued by investment companies registered under the Investment inpany Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?	f the sued	of No

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 <i>related persons</i> (even if different from the amount set forth in the organizational documents of the fund).	;	
13.	Approximate number of the <i>private fund's</i> beneficial owners: 7		
14.	What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> : 1%		
15.	(a) What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds: 11%		
	(b) If the private fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940, are sales of the fund limited to <i>qualified clients</i> ?	Yes O	No.
16.	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> : 72%		
You	ur Advisory Services	Yes	No
17	(a) Are you a subadviser to this <i>private fund</i> ?	1 C 3	
17.	(b) If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the <i>private fund</i>. If the answer question 17.(a) is "no," leave this question blank.	to	•
	No Information Filed		
		Yes	No
18.	(a) Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the private fund?	0	•
	(b) If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>private fund</i> . If the to question 18.(a) is "no," leave this question blank.	answ	'er
	No Information Filed		
		Yes	No
19.	Are your <i>clients</i> solicited to invest in the <i>private fund</i> ?	\circ	•
	NOTE: For purposes of this question, do not consider feeder funds of the private fund.		
20.	Approximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ? 0%		
Priv	vate Offering		
		Yes	No
21.	Has the private fund ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?	•	С
22.	If yes, provide the <i>private fund's</i> Form D file number (if any):		
	Form D file number		
	021-258133		
B. SE	ERVICE PROVIDERS		
Aud	<u>litors</u>	Yes	. NI
23.	(a) (1) Are the private fund's financial statements subject to an annual audit?	· •	0
	(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?	•	
	If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditing you must complete questions (b) through (f) separately for each auditing firm.		۱,
	Additional Auditor Information : 1 Record(s) Filed.		
	If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.		
	(b) Name of the auditing firm:		

	/				
	(c) The location of the auditi	ing firm's office responsible for the <i>privat</i> State:	te fund's audit (city, state and country): Country:		
	HARTFORD	Connecticut	United States		
				Yes	No
	(d) Is the auditing firm an in	dependent public accountant?		•	0
	(e) Is the auditing firm regis	stered with the Public Company Accounti	ng Oversight Board?	•	0
	If yes, Public Company A	accounting Oversight Board-Assigned Nur	mber:		
	(f) If "yes" to (e) above, is to accordance with its rules		ection by the Public Company Accounting Oversight Board in	•	0
				Υє	es No
(g)	Are the private fund's audited finvestors?	inancial statements for the most recently	y completed fiscal year distributed to the <i>private fund's</i>	(9 0
(h)			since your last annual updating amendment contain unqualified	d opinic	ns?
		et Received			
	If you check "Report Not Yet Red	ceived," you must promptly file an amendr	ment to your Form ADV to update your response when the repor	t is ava	ilable
<u>Prime</u>	<u>Broker</u>			V	es No
24. (a)) Does the <i>private fund</i> use one o	or more prime brokers?		76	
			ough (e) below for each prime broker the <i>private fund</i> uses. If b) through (e) separately for each prime broker.	the pri	
		No Inform	mation Filed		
Custod	lian				
<u> </u>	nan			Υє	es No
25. (a)	If the answer to question 25.(a	a) is "yes," respond to questions (b) thro	listed above) to hold some or all of its assets? Sough (g) below for each custodian the <i>private fund</i> uses. If the through (g) separately for each custodian.	e <i>privat</i>	o C te
	Additional Custodian Informa		trirough (g) separately for each custodian.		
	Additional Custodian miorma	ation . T Record(s) Filed.			
			nrough g) below for each custodian the <i>private fund</i> uses. If t) through (g) separately for each custodian.	he <i>priva</i>	ate
	(b) Legal name of custodian SILICON VALLEY BANK	:			
	(c) Primary business name of SILICON VALLEY BANK	of custodian:			
	City:	State:	he <i>private fund's</i> assets (city, state and country): Country:		
	NEWTON	Massachusetts	United States	Vac	No
	(e) Is the custodian a related	d person of your firm?		o o	⊙
	(f) If the custodian is a brok	ker-dealer, provide its SEC registration nu	umber (if any):		
	CRD Number (if any):				

PRICE WATERHOUSE COOPERS

Adminis	trator				
Adminis	<u>trator</u>			Ye	es No
26. (a)	Does the <i>private fund</i> use an administra	tor other than your firm?		e	
	If the answer to question 26.(a) is "yes,	" respond to questions (b) through	(f) below. If the <i>private fund</i> uses more than one admin		
	must complete questions (b) through (f)) separately for each administrator.			
	Additional Administrator Information	: 1 Record(s) Filed.			
	If the answer to question 26.(a) is "ye administrator, you must complete que		h (f) below. If the <i>private fund</i> uses more than one each administrator.		
	(b) Name of administrator:				
	ULTIMUS LEVERPOINT				
	(c) Location of administrator (city, sta	ate and country):			
	City: CLIFTON PARK	State: New York	Country: United States		
	CLIFTON PARK	New fork	United States	Yes N	Jo
	(d) Is the administrator a related pers	son of your firm?			9
		,		•	
		nd send investor account statement $oldsymbol{\mathbb{C}}$ Some (provided to some but not a	s to the <i>private fund's</i> investors? all investors) O No (provided to no investors)		
			vestor account statements to the (rest of the) private futhe) private fund's investors, respond "not applicable."	ınd's	
you 100 Incl rele	r <i>related person</i> ? % ude only those assets where (i) such <i>pe</i>	rson carried out the valuation proced for purposes of investor subscriptio	ue) was valued by a <i>person</i> , such as an administrator, dure established for that asset, if any, including obtainins, redemptions or distributions, and fee calculations (in	ng any	
Markete	<u>ers</u>			٧e	es No
28. (a)	Does the <i>private fund</i> use the services of	of someone other than you or your ϵ	mployees for marketing purposes?		_
	similar person. If the answer to question	28.(a) is "yes," respond to question	sultant, finder, introducer, municipal advisor or other sons (b) through (g) below for each such marketer the pr	olicitor, o	or
	uses. If the <i>private fund</i> uses more than	one marketer you must complete q	uestions (b) through (g) separately for each marketer.		
		No Informatio	n Filad		
		No Informatio	n Filed		
A. PRIVA	TE FLIND				
A. I KIVA	TE TOND				
Informa	tion About the <i>Private Fund</i>				
1. (a)	Name of the private fund:				
	VICTORY HASHDEX NASDAQ CRYPTO INC	DEX FUND LLC			
(b)	Private fund identification number: (include the "805-" prefix also)				

(g) If the custodian is not a broker-dealer, or is a broker-dealer but does not have an SEC registration number, provide its *legal entity*

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

805-1569416403

identifier (if any)

	Delaware United States		
3.	(a) Name(s) of General Partner, Manager, Trustee, or Directors (or <i>persons</i> serving in a similar capacity):		
	Name of General Partner, Manager, Trustee, or Director		
	VICTORY CAPITAL DIGITAL ASSETS LLC		
	(b) If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.		
	No Information Filed		
4.	The private fund (check all that apply; you must check at least one):		
4.	(1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940		
	(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940		
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	s No
6.	(a) Is this a "master fund" in a master-feeder arrangement?	0	•
	(b) If yes, what is the name and <i>private fund</i> identification number (if any) of the feeder funds investing in this <i>private fund</i> ?		•
	No Information Filed		
	No illioimation i lieu		
		Voc	s No
	(a) Is this a "fooder fund" in a master fooder arrangement?		
	(c) Is this a "feeder fund" in a master-feeder arrangement?	⊙	0
	(d) If yes, what is the name and <i>private fund</i> identification number (if any) of the master fund in which this <i>private fund</i> invests?		
	Name of private fund:		
	HASHDEX NASDAQ CRYPTO INDEX ETF		
	Private fund identification number:		
	(include the "805-" prefix also)		
	805-1058973856		
7.	NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 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), fo 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 al 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 multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.	issu	ed
-			s No
8.	(a) Is this <i>private fund</i> a "fund of funds"?	0	⊙
	NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investmen vehicles, regardless of whether they are also <i>private funds</i> or registered investment companies.	t	
	(b) If yes, does the private fund invest in funds managed by you or by a related person?	0	0
		Yes	No.
9.	During your last fiscal year, did the <i>private fund</i> 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.)?	0	•
10.	What type of fund is the <i>private fund</i> ?		
	C hedge fund C liquidity fund C private equity fund C real estate fund C securitized asset fund C venture capital fund C Other <i>priva</i> ALTERNATIVE FUND	ate fu	ınd:
	NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.		
11.	Current gross asset value of the <i>private fund</i> :		

Country:

State:

\$ 1,909,996

OV	vner	<u>"SNIP</u>		
12	. Mi	nimum investment commitment required of an investor in the <i>private fund</i> :		
		25,000		
		OTE: Report the amount routinely required of investors who are not your <i>related persons</i> (even if different from the amount set forth in the ganizational documents of the fund).		
13	. Ap	proximate number of the <i>private fund's</i> beneficial owners:		
	19			
14		hat is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> :		
15	. (a)) What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds:		
	(b)) If the private fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940, are sales of the fund limited to <i>qualified clients</i> ?	Yes ©	No C
16	. WI 0%	hat is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> :		
<u>Yo</u>	ur A	Advisory Services		
47	, ,		Yes	
1/) Are you a subadviser to this <i>private fund?</i>) If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the <i>private fund</i> . If the answer	_	•
	(0)	question 17.(a) is "no," leave this question blank.	10	
		No Information Filed		
			Yes	No
18	. (a)) Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the private fund?	0	•
	(b)) If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>private fund</i> . If the to question 18.(a) is "no," leave this question blank.	answe	∍r
		No Information Filed		
			Yes	No
19		e your <i>clients</i> solicited to invest in the <i>private fund</i> ?	\odot	С
	NC	OTE: For purposes of this question, do not consider feeder funds of the private fund.		
20	. Ap	proximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?		
	0%	% 6		
Pr	ivate	e Offering	Yes	Νı
21	. На	as the private fund ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?	⊙	0
22	. If	yes, provide the <i>private fund's</i> Form D file number (if any):		
	Fo	orm D file number		
	02	21-411079		
В. S	SERV	/ICE PROVIDERS		
Au	<u>idito</u>	<u>ors</u>	Yes	ΝI
23	. (aː) (1) Are the <i>private fund's</i> financial statements subject to an annual audit?	. 	-
		(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?	•	O
		If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditing you must complete questions (b) through (f) separately for each auditing firm.		

Additional Auditor Information : 1 Record(s) Filed.

	·	mplete questions (b) through (f) separa	ately for each auditing firm.	
	(b) Name of the auditing fi	rm:		
	COHEN & COMPANY			
	(c) The location of the aud	iting firm's office responsible for the $ ho$	rivate fund's audit (city, state and country):	
	CITYELAND	State: Ohio	Country:	
	CLEVELAND	Offio	United States	Yes No
	(d) Is the auditing firm an	independent public accountant?		• o
	(e) Is the auditing firm req	gistered with the Public Company Acco	unting Oversight Board?	⊙ ○
	If yes, Public Company 925	Accounting Oversight Board-Assigned	Number:	
	(f) If "yes" to (e) above, is accordance with its rul	3	nspection by the Public Company Accounting Oversight Board	ⁱⁿ ⊙ O
				Yes No
(g)		financial statements for the most reco	ently completed fiscal year distributed to the private fund's	© 0
(h	investors? Do all of the reports prepared	d by the auditing firm for the <i>private fu</i>	and since your last annual updating amendment contain unqual	ified opinions?
	⊙ Yes O No O Report Not		, 3	'
	·		endment to your Form ADV to update your response when the re	enort is available
	n yeu eneek nepert net ret n	econoca, you much promptly me an am	enament to your reministration apactor your respective internation	spert te avanable
Prime	<u>Broker</u>			
				Yes No
24. (a)	Does the <i>private fund</i> use one	•		0 0
	•		through (e) below for each prime broker the <i>private fund</i> uses ns (b) through (e) separately for each prime broker.	s. If the <i>private</i>
	·			
		No Ir	nformation Filed	
Custoc	lian_			
				Yes No
25. (a)	Does the <i>private fund</i> use any	y custodians (including the prime brok	ers listed above) to hold some or all of its assets?	⊙ C
	•	•	through (g) below for each custodian the <i>private fund</i> uses. I (b) through (g) separately for each custodian.	f the <i>private</i>
	Additional Custodian Inform	nation : 1 Record(s) Filed.		
			b) through g) below for each custodian the <i>private fund</i> uses. s (b) through (g) separately for each custodian.	If the <i>private</i>
	(b) Legal name of custodia CITIBANK, N.A.	เท:		
	(c) Primary business name CITIBANK, N.A.	e of custodian:		
	(d) The location of the cus	todian's office responsible for <i>custody</i>	of the <i>private fund's</i> assets (city, state and country):	
	City:	State:	Country:	
	NEW YORK	New York	United States	Yes No
	TI.			155 140
	(e) Is the custodian a rela	ted person of your firm?		0 0
		<i>ted person</i> of your firm? oker-dealer, provide its SEC registration	on number (if any):	

	CRD Number (if any):			
	(g) If the custodian is not a broker-dealer, or is identifier (if any)	s a broker-dealer but	does not have an SEC registration number, provide i	ts <i>legal entity</i>
Adminis	trator			
26. (a)	Does the <i>private fund</i> use an administrator other t	than your firm?		Yes No
	·	I to questions (b) thro	ough (f) below. If the <i>private fund</i> uses more than one ator.	~ ~
	Additional Administrator Information : 1 Recor	d(s) Filed.		
	If the answer to question 26.(a) is "yes," respo administrator, you must complete questions (b)	•	hrough (f) below. If the <i>private fund</i> uses more than only for each administrator.	one
	(b) Name of administrator: THEOREM FUND SERVICES, LLC			
	(c) Location of administrator (city, state and co	ountry):		
	City: BOCA RATON	State: Florida	Country: United States	
	BOCA RATON	rioriua	Utilited States	Yes No
	(d) Is the administrator a related person of your	firm?		0 0
	(f) If the answer to question 26.(e) is "no" or	"some," who sends t	t not all investors) No (provided to no investors) he investor account statements to the (rest of the) prest of the) private fund's investors, respond "not appli	
you 100 Incl rele	related person? % ude only those assets where (i) such person carrie	ed out the valuation passes of investor subsc	by value) was valued by a <i>person</i> , such as an administ procedure established for that asset, if any, including riptions, redemptions or distributions, and fee calcula	obtaining any
Markete	<u>rs</u>			
28. (a)	Does the <i>private fund</i> use the services of someone	e other than you or v	our <i>employees</i> for marketing purposes?	Yes No
	You must answer "yes" whether the <i>person</i> acts a similar <i>person</i> . If the answer to question 28.(a) is	as a placement agent "yes," respond to qu	t, consultant, finder, introducer, municipal advisor or destions (b) through (g) below for each such marketer lete questions (b) through (g) separately for each ma	other solicitor, or the <i>private fund</i>
		No Infor	mation Filed	
A. PRIVA	E FUND			
<u>Informat</u>	ion About the <i>Private Fund</i>			
1. (a)	Name of the <i>private fund</i> :			

VICTORY THB SMALLCAP FUND, LLC

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

• hedge fund • liquidity fund • private equity fund • real estate fund • securitized asset fund • venture capital fund • Other private fund:

	NOT	TE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.					
11.		rent gross asset value of the <i>private fund</i> : 2,105,594					
<u>Ow</u>	ners	<u>hip</u>					
12.	\$ 50	imum investment commitment required of an investor in the <i>private fund</i> : 00,000					
		ΓΕ: Report the amount routinely required of investors who are not your <i>related persons</i> (even if different from the amount set forth in anizational documents of the fund).	n the				
13.	 13. Approximate number of the <i>private fund's</i> beneficial owners: 3 14. What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i>: 						
14.	Wha						
15.	(a) 0%	What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds:	V N				
	(b)	If the private fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940, are sales of the fund limited to <i>qualified clients</i> ?	Yes No				
16.	Wha	at is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> :					
You	ır Ac	dvisory Services					
17.		Are you a subadviser to this <i>private fund</i> ? If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the <i>private fund</i> . If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the <i>private fund</i> .	Yes No • •				
	(6)	question 17.(a) is "no," leave this question blank.	3WCI 10				
		Name of adviser to private fundSEC file numberCRD numberVICTORY CAPITAL MANAGEMENT INC.801-46878106189					
			Yes No				
18.	(a)	Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the private fund?	0 0				
	(b)	If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>private fund</i> . If to question 18.(a) is "no," leave this question blank.	the answer				
		No Information Filed					
			Yes No				
19.		your <i>clients</i> solicited to invest in the <i>private fund</i> ?	⊙ ○				
	NOT	TE: For purposes of this question, do not consider feeder funds of the private fund.					
20.	App	proximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?					
<u>Pri</u>	vate	Offering					
21.	Has	the private fund ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?	Yes No				
22.	If y	es, provide the <i>private fund's</i> Form D file number (if any):					
	For	m D file number					
	021	1-1500700					
B. S	ERVI	CE PROVIDERS					
•							
Aud	ditors		Yes No				
23.	(a)	(1) Are the <i>private fund's</i> financial statements subject to an annual audit?	0 0				

(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?

	Additional Auditor Information : 1 Record(s) Filed.							
	If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.							
	(b) Name of the auditing firm: COHEN & COMPANY							
	(c) The location of the auditing firm's office responsible for the <i>private fund's</i> audit (city, state and country): City: State: Country:							
	CLEVELAND Ohio United States							
	(d) Is the auditing firm an independent public accountant?	Yes ©	No O					
	(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?	•	0					
	If yes, Public Company Accounting Oversight Board-Assigned Number: 925							
	(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?	•	0					
		Y	es No					
(g)	Are the <i>private fund's</i> audited financial statements for the most recently completed fiscal year distributed to the <i>private fund's</i>	(• 0					
	investors? Do all of the reports prepared by the auditing firm for the <i>private fund</i> since your last <i>annual updating amendment</i> contain unqualified opin							
(h)								
(h)		·	5115:					
(h)	● Yes O No O Report Not Yet Received	·						
(h)		·						
	● Yes O No O Report Not Yet Received	t is ava	ailable.					
me E	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 repor Broker	t is ava	ailable. es No					
ime E	• 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	t is ava	ailable. es No					
ime E	• 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 Broker Does the private fund use one or more prime brokers? If the answer to question 24.(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If	t is ava	ailable. es No					
ime E	For Yes No 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 Rocker Does the private fund use one or more prime brokers? If the answer to question 24.(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker. No Information Filed	t is ava	ailable. es No					
ime E	For Yes No 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 Rocker Does the private fund use one or more prime brokers? If the answer to question 24.(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker. No Information Filed	You	ailable. es No					
ime E	For Yes No 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 Rocker Does the private fund use one or more prime brokers? If the answer to question 24.(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker. No Information Filed	You the pr	es No					
ime E	Yes No 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 Rocker Does the private fund use one or more prime brokers? If the answer to question 24.(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker. No Information Filed	You the pr	es No civate es No civate					
. (a)	Poes the private fund use one or more prime brokers? If the answer to question 24. (a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker. No Information Filed 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 question 25. (a) is "yes," respond to questions (b) through (g) below for each custodian the private fund uses. If the answer to question 25. (a) is "yes," respond to questions (b) through (g) below for each custodian the private fund uses. If the	You the pr	es No civate es No civate					
. (a)	Yes C No C Report Not Yet Received If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report Rocker Does the private fund use one or more prime brokers? If the answer to question 24. (a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker. No Information Filed 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 question 25. (a) is "yes," respond to questions (b) through (g) below for each custodian the private fund uses. If the fund uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.	t is ava	es No civate es No te					
(a)	© 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 stroker Does the private fund use one or more prime brokers? If the answer to question 24.(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker. No Information Filed The answer to question 25. (a) is "yes," respond to questions (b) through (g) below for each custodian the private fund uses. If the fund uses more than one custodian, you must complete questions (b) through (g) separately for each custodian. Additional Custodian Information: 1 Record(s) Filed. If the answer to question 25. (a) is "yes," respond to questions (b) through g) below for each custodian the private fund uses. If the fund uses to question 25. (a) is "yes," respond to questions (b) through g) below for each custodian the private fund uses. If the fund uses to question 25. (a) is "yes," respond to questions (b) through g) below for each custodian the private fund uses. If the fund uses to question 25. (a) is "yes," respond to questions (b) through g) below for each custodian the private fund uses. If the fund uses the fund uses to question 25. (a) is "yes," respond to questions (b) through g) below for each custodian the private fund uses. If the fund uses the fund use	t is ava	es No civate es No te					
me I	© Yes © No © Report Not Yet Received." you must promptly file an amendment to your Form ADV to update your response when the reportion index. Does the private fund use one or more prime brokers? If the answer to question 24. (a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker. No Information Filed an 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 question 25. (a) is "yes," respond to questions (b) through (g) below for each custodian the private fund uses. If the fund uses more than one custodian, you must complete questions (b) through (g) separately for each custodian. Additional Custodian Information : 1 Record(s) Filed. If the answer to question 25. (a) is "yes," respond to questions (b) through (g) below for each custodian the private fund uses. If the fund uses more than one custodian, you must complete questions (b) through (g) separately for each custodian the private fund uses. If the fund uses more than one custodian, you must complete questions (b) through (g) separately for each custodian the private fund uses. If the fund uses more than one custodian, you must complete questions (b) through (g) separately for each custodian. (b) Legal name of custodian:	t is ava	es No civate es No te					
(a)	© 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 Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report Not Yet Received, "you must promptly file an amendment to your Form ADV to update your response when the report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report Not Yet Received, "you must complete questions (b) through (e) below for each prime broker the private fund uses. If find uses more than one prime broker, you must complete questions (b) through (g) below for each custodian the private fund uses. If the fund uses more than one custodian, you must complete questions (b) through (g) separately for each custodian. Additional Custodian Information: 1 Record(s) Filed. If the answer to question 25.(a) is "yes," respond to questions (b) through (g) separately for each custodian the private fund uses. If the fund uses more than one custodian, you must complete questions (b) through (g) separately for each custodian the private fund uses. If the fund uses more than one custodian, you must complete questions (b) through (g) separately for each custodian. (b) Legal name of custodian: BROWN BROTHERS HARRIMAN & CO. (c) Primary business name of custodian:	t is ava	es No civate es No te					

	NEW YORK	New York	United States	
				Yes No
	(e) Is the custodiar	n a <i>related person</i> of your firm?		0 0
	(f) If the custodian	is a broker-dealer, provide its SEC registratio	n number (if any):	
	-	,		
	CRD Number (if	any):		
	104487			
	(g) If the custodian	ı is not a broker-dealer, or is a broker-dealer l	but does not have an SEC registration number, p	provide its <i>legal entity</i>
	identifier (if any))		
lminist	rator			
	<u>ator</u>			Yes No
. (a) [Does the <i>private fund</i>	use an administrator other than your firm?		⊙ ○
	·		through (f) below. If the <i>private fund</i> uses more	than one administrator, you
r	nust complete questi	ons (b) through (f) separately for each admini	strator.	
	Additional Administi	rator Information : 1 Record(s) Filed.		
	·	• • • • • • • • • • • • • • • • • • • •	through (f) below. If the private fund uses mor	e than one
	administrator, you r	must complete questions (b) through (f) separ	ately for each administrator.	
	(b) Name of admini	strator:		
	SEI GLOBAL FUI	ND SERVICES, INC.		
		ninistrator (city, state and country):		
	City: OAKS	State: Pennsylvania	Country: United States	
				Yes No
	(d) Is the administr	rator a related person of your firm?		○ ●
		nistrator prepare and send investor account st	tatements to the <i>private fund's</i> investors? but not all investors) n No (provided to no inves	etore)
	Tes (provided	Tto all investors) O some (provided to some	but not all investors) one (provided to no inves	stor 3)
	(f) If the answer to	o question 26.(e) is "no" or "some," who send	Is the investor account statements to the (rest o	of the) <i>private fund's</i>
	investors? If inv	vestor account statements are not sent to the	(rest of the) private fund's investors, respond "r	not applicable."
7 - D				
	ig your last fiscal yea related person?	r, what percentage of the <i>private rund's</i> assets	s (by value) was valued by a <i>person</i> , such as an	administrator, that is not
1009				
	•	•	on procedure established for that asset, if any, in	
		the valuation used for purposes of investor substion determined by such <i>person</i> .	bscriptions, redemptions or distributions, and fee	e calculations (including
	,	,		
<u>arketer</u>	<u>s</u>			
(a) [Daga tha private fund	the convices of company other than you		Yes No
	,	use the services of someone other than you c		O O
			ent, consultant, finder, introducer, municipal adv questions (b) through (g) below for each such r	
L	ises. If the <i>private fui</i>	nd uses more than one marketer you must cor	mplete questions (b) through (g) separately for e	each marketer.
		No In	formation Filed	
		Funds per Page:	15 Total Funds: 8	

1.	Name of the private fund:		
	ALLIANCE FUND II, LP		
2.	Private fund identification number:		
	(include the "805-" prefix also)		
	805-5103573782		
3.	Name and SEC File number of adviser that provides information about this <i>private fund</i> in Section 7.B.(1) of Schedule D of its Form ADV filing Name:		
	NORTH SKY CAPITAL, LLC		
	SEC File Number:		
	801 - 63853		
		Yes	
4.	Are your <i>clients</i> solicited to invest in this <i>private fund</i> ?		•
	In answering this question, disregard feeder funds' investment in a master fund. For purposes of this question, in a master-feeder arrangem 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 fundsting in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or seriests substantially all of its assets in a single master fund.	nd"	е
1	Name of the private fund		
1.	Name of the <i>private fund</i> : CLEANTECH ALLIANCE DIRECT FUND, LP		
2.	Private fund identification number:		
	(include the "805-" prefix also) 805-5566423967		
	003-3300423707		
3.	Name and SEC File number of adviser that provides information about this private fund in Section 7.B.(1) of Schedule D of its Form ADV filing		
J.	Name:		
	NORTH SKY CAPITAL, LLC		
	SEC File Number:		
	801 - 63853		
4.	Are your <i>clients</i> solicited to invest in this <i>private fund</i> ?	Yes	
4.	In answering this question, disregard feeder funds' investment in a master fund. For purposes of this question, in a master-feeder arrangem		•
	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 seriests substantially all of its assets in a single master fund.	nd"	
Iter	n 8 Participation or Interest in <i>Client</i> Transactions		
con	this Item, we request information about your participation and interest in your <i>clients</i> ' transactions. This information identifies additional areas in flicts of interest may occur between you and your <i>clients</i> . Newly-formed advisers should base responses to these questions on the types of paid interest that you expect to engage in during the next year.		
Like	e Item 7, Item 8 requires you to provide information about you and your related persons, including foreign affiliates.		
Pro	oprietary Interest in <i>Client</i> Transactions		
Α.		Yes	
	(1) buy securities for yourself from advisory <i>clients</i> , or sell securities you own to advisory <i>clients</i> (principal transactions)?	0	•
	(2) buy or sell for yourself securities (other than shares of mutual funds) that you also recommend to advisory <i>clients</i> ?	•	0
	(3) recommend securities (or other investment products) to advisory <i>clients</i> in which you or any <i>related person</i> has some other proprietary (ownership) interest (other than those mentioned in Items 8.A.(1) or (2))?	⊙	0

Yes No

SECTION 7.B.(2) Private Fund Reporting

Sales Interest in *Client* Transactions

B. Do you or any related person:

	(1) as a broker-dealer or registered representative of a broker-dealer, execute securities trades for brokerage customers in wh client securities are sold to or bought from the brokerage customer (agency cross transactions)?	ich advisory	0 (⊚
	(2) recommend to advisory <i>clients</i> , or act as a purchaser representative for advisory <i>clients</i> with respect to, the purchase of sec	urities for	0 (_
	which you or any related person serves as underwriter or general or managing partner?		•	
	(3) recommend purchase or sale of securities to advisory <i>clients</i> for which you or any <i>related person</i> has any other sales interest the receipt of sales commissions as a broker or registered representative of a broker-dealer)?	t (other than) (0
Inv	nvestment or Brokerage Discretion			
C.	C. Do you or any <i>related person</i> have <i>discretionary authority</i> to determine the:	Υe	es N	VО
	(1) securities to be bought or sold for a client's account?	e	5 (0
	(2) amount of securities to be bought or sold for a client's account?	e	9 (0
	(3) broker or dealer to be used for a purchase or sale of securities for a client's account?	•		0
	(4) commission rates to be paid to a broker or dealer for a <i>client's</i> securities transactions?	•	0	
D.	D. If you answer "yes" to C.(3) above, are any of the brokers or dealers <i>related persons</i> ?	c		•
E.	E. Do you or any <i>related person</i> recommend brokers or dealers to <i>clients</i> ?			
_	If you apply to Each out are any of the brokers or declars related response.	_	_	_
F.			0 (0
G.	G. (1) Do you or any <i>related person</i> receive research or other products or services other than execution from a broker-dealer or a t ("soft dollar benefits") in connection with <i>client</i> securities transactions?	nird party 🧑	0 (0
	(2) If "yes" to G.(1) above, are all the "soft dollar benefits" you or any related persons receive eligible "research or brokerage se section 28(e) of the Securities Exchange Act of 1934?	ervices" under 🥫	•	0
Н.	H. (1) Do you or any related person, directly or indirectly, compensate any person that is not an employee for client referrals?	c		•
	(2) Do you or any <i>related person</i> , directly or indirectly, provide any <i>employee</i> compensation that is specifically related to obtaining the firm (cash or non-cash compensation in addition to the <i>employee's</i> regular salary)?	g <i>clients</i> for ©	0	0
1.	. Do you or any <i>related person</i> , including any <i>employee</i> , directly or indirectly, receive compensation from any <i>person</i> (other than you <i>person</i>) for <i>client</i> referrals?	or any <i>related</i>) (0
	In responding to Items 8.H. and 8.I., consider all cash and non-cash compensation that you or a related person gave to (in answering from (in answering Item 8.I.) any person in exchange for client referrals, including any bonus that is based, at least in part, on the nur referrals.			nt.
In t	tem 9 Custody n this Item, we ask you whether you or a <i>related person</i> has <i>custody</i> of <i>client</i> (other than <i>clients</i> that are investment companies regis nvestment Company Act of 1940) assets and about your custodial practices.	tered under the		
A.	A. (1) Do you have <i>custody</i> of any advisory <i>clients'</i> :	Υє	es N	10
	(a) cash or bank accounts?	e	5 (o
	(b) securities?	•	0	0
	If you are registering or registered with the SEC, answer "No" to Item 9.A.(1)(a) and (b) if you have custody solely because (i) you dec directly from your clients' accounts, or (ii) a related person has custody of client assets in connection with advisory services you provid have overcome the presumption that you are not operationally independent (pursuant to Advisers Act rule 206(4)-2(d)(5)) from the re	le to clients, but you elated person.	и	
	(2) If you checked "yes" to Item 9.A.(1)(a) or (b), what is the approximate amount of <i>client</i> funds and securities and total number you have <i>custody</i> :	er of <i>clients</i> for whi	ich	
	U.S. Dollar Amount Total Number of <i>Clients</i>			
	(a) \$ 465,889,285 (b) 76			
	If you are registering or registered with the SEC and you have custody solely because you deduct your advisory fees directly from your include the amount of those assets and the number of those clients in your response to Item 9.A.(2). If your related person has custo connection with advisory services you provide to clients, do not include the amount of those assets and number of those clients in you Instead, include that information in your response to Item 9.B.(2).	ody of client assets	in	эt

B. (1) In connection with advisory services you provide to clients, do any of your related persons have custody of any of your advisory clients':

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

(a) cash or bank accounts?

(b) securities?

Yes No

 \odot

 \odot \circ

 \circ

	(2)	If you checked "yes" to Item 9.B.(1)(a) of your related persons have custody:	or (b), what is the approximate amount of client funds and securities and total number of clients for	which
		U.S. Dollar Amount	Total Number of <i>Clients</i>	
		(a) \$ 598,166,225	(b) 27	
		(4) + 0 / 0 / 1 0 0 / 1 2 0		
C.	-	ou or your <i>related persons</i> have <i>custody</i> of t apply:	f client funds or securities in connection with advisory services you provide to clients, check all the	following
			statements at least quarterly to the investors in the pooled investment vehicle(s) you manage.	✓
	(2)	An independent public accountant audits a are distributed to the investors in the po	annually the pooled investment vehicle(s) that you manage and the audited financial statements ools.	፟
	(3)	An independent public accountant conduc	ts an annual surprise examination of client funds and securities.	
	(4)	An independent public accountant prepare are qualified custodians for client funds a	es an internal control report with respect to custodial services when you or your <i>related persons</i> and securities.	
	an ii	internal control report. (If you checked Item	in Section 9.C. of Schedule D the accountants that are engaged to perform the audit or examination or 9.C.(2), you do not have to list auditor information in Section 9.C. of Schedule D if you already provide you advise in Section 7.B.(1) of Schedule D).	
D.	Do y	you or your <i>related person(s)</i> act as qualifi	ied custodians for your <i>clients</i> in connection with advisory services you provide to <i>clients</i> ?	Yes No
	(1)	you act as a qualified custodian		0 0
	(2)	your related person(s) act as qualified cu	ustodian(s)	0 0
	206	•	d persons that act as qualified custodians (other than any mutual fund transfer agent pursuant to rule .A. of Schedule D, regardless of whether you have determined the related person to be operationally inc	dependent
E.	-	ou are filing your <i>annual updating amendm</i> all year, provide the date (MM/YYYY) the ear	nent and you were subject to a surprise examination by an independent public accountant during you xamination commenced:	ur last
F.	-	· ·	f <i>client</i> funds or securities, how many <i>persons</i> , including, but not limited to, you and your <i>related pe</i> nection with advisory services you provide to <i>clients?</i>	rsons, act
CEO	TLON	NO. And an and and Dublic Assessment		
SEC	HON	N 9.C. Independent Public Accountant		
			No Information Filed	
Iten	า 10	Control Persons		
		tem, we ask you to identify every <i>person</i> to be provided for the <i>filing adviser</i> only.	that, directly or indirectly, controls you. If you are filing an umbrella registration, the information in It	em 10
and	exec	cutive officers. Schedule B asks for inform	rt, you must complete Schedule A and Schedule B. Schedule A asks for information about your direnation about your indirect owners. If this is an amendment and you are updating information you regord you filed with your initial application or report, you must complete Schedule C.	
A.	Doe	es any <i>person</i> not named in Item 1.A. or S	schedules A, B, or C, directly or indirectly, control your management or policies?	0 0
	If ye	es, complete Section 10.A. of Schedule D.		
В.		ny <i>person</i> named in Schedules A, B, or C on hange Act of 1934, please complete Section	or in Section 10.A. of Schedule D is a public reporting company under Sections 12 or 15(d) of the Section 10.B. of Schedule D.	curities
SEC	TION	N 10.A. <i>Control Persons</i>		
			No Informative City	
			No Information Filed	
		N 10 B. Control Person Public Reporting		

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 1934, please provide the following information (you must complete a separate Schedule D Section 10.B company):	. for each public reportir	ng	
		VICTORY CAPITAL HOLDI	NGS,	ı
		NC. 157082		
	company):			
Itei	m 11 Disclosure Information			
	this Item, we ask for information about your disciplinary history and the disciplinary history of all your <i>advisory affiliates</i> . We	use this information to		
det inv one	ermine whether to grant your application for registration, to decide whether to revoke your registration or to place limitat estment adviser, and to identify potential problem areas to focus on during our on-site examinations. One event may result of the questions below. In accordance with General Instruction 5 to Form ADV, "you" and "your" include the filing adviser abbrella registration.	ons on your activities as It in "yes" answers to m	s an nore t	
of y	ur <i>advisory affiliates</i> are: (1) all of your current <i>employees</i> (other than <i>employees</i> performing only clerical, administrative, sup your officers, partners, or directors (or any <i>person</i> performing similar functions); and (3) all <i>persons</i> directly or indirectly <i>con</i> you are a "separately identifiable department or division" (SID) of a bank, see the Glossary of Terms to determine who you	trolling you or controlled		
foll disc	you are registered or registering with the SEC or if you are an exempt reporting adviser, you may limit your disclosure of any ever lowing the date of the event. If you are registered or registering with a state, you must respond to the questions as posed; you is closure to ten years following the date of an event only in responding to Items 11.A.(1), 11.A.(2), 11.B.(1), 11.B.(2), 11.D.(4), a culating this ten-year period, the date of an event is the date the final order, judgment, or decree was entered, or the date any refers, judgments, or decrees lapsed.	may, therefore, limit your and 11.H.(1)(a). For purp	r oses	of
You	u 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	(O
	r "yes" answers to the following questions, complete a Criminal Action DRP:			
	In the past ten years, have you or any <i>advisory affiliate</i> :		Yes	No
	(1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign, or military court to any felon	ıy?	0	•
	(2) been <i>charged</i> with any <i>felony</i> ?		0	•
B.	If you are registered or registering with the SEC, or if you are reporting as an exempt reporting adviser, you may limit your rescharges that are currently pending. 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 misder investments or an investment-related business, or any fraud, false statements, or omissions, wrongful taking of prop forgery, counterfeiting, extortion, or a conspiracy to commit any of these offenses?	neanor involving:	to O	•
	(2) been <i>charged</i> with a <i>misdemeanor</i> listed in Item 11.B.(1)?		0	•
	If you are registered or registering with the SEC, or if you are reporting as an exempt reporting adviser, you may limit your rescharges that are currently pending.	ponse to Item 11.B.(2) t	'О	
Foi	r "yes" answers to the following questions, complete a Regulatory Action DRP:			
C.	Has the SEC or the Commodity Futures Trading Commission (CFTC) ever: (1) found you or any advisory affiliate to have made a false statement or omission?		Yes	_
	(2) found you or any advisory affiliate to have been involved in a violation of SEC or CFTC regulations or statutes?		0	•
	(3) found you or any advisory affiliate to have been a cause of an investment-related business having its authorization to	do business denied,	0	⊙ ⊙
	suspended, revoked, or restricted? (4) entered an order against you or any advisory offiliate in connection with investment related activity?		_	_
	(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 des	ist from any activity?	0	•
	(3) imposed a civil money penalty on you or any advisory anniate, or ordered you or any advisory anniate to cease and des	st from any activity:	0	⊙
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, unfair, or une	thical?	\circ	\odot
	(2) ever found you or any advisory affiliate to have been involved in a violation of investment-related regulations or statut	es?	\circ	\odot
	(3) ever found you or any advisory affiliate to have been a cause of an investment-related business having its authorizati denied, suspended, revoked, or restricted?	on to do business	0	•
	(4) in the past ten years, entered an order against you or any advisory affiliate in connection with an investment-related a	activity?	0	•
	(5) ever denied, suspended, or revoked your or any advisory affiliate's registration or license, or otherwise prevented yo affiliate, by order, from associating with an investment-related business or restricted your or any advisory affiliate's act		0	•
E.	Has any self-regulatory organization or commodities exchange ever:			

	(2) found you or any advisory affiliate to have been involved in a violation of its rules (other than a violation designated as a "violation" under a plan approved by the SEC)?	minor rule	0	•
	(3) found you or any advisory affiliate to have been the cause of an investment-related business having its authorization to do) business denied,	0	•
	suspended, revoked, or restricted? (4) disciplined you or any advisory affiliate by expelling or suspending you or the advisory affiliate from membership, barring or	suspending you	_	_
	or the advisory affiliate from association with other members, or otherwise restricting your or the advisory affiliate's activiti	. 0 3	0	•
F.	F. Has an authorization to act as an attorney, accountant, or federal contractor granted to you or any advisory affiliate ever been suspended?	n revoked or	0	•
G.	G. Are you or any <i>advisory affiliate</i> now the subject of any regulatory <i>proceeding</i> that could result in a "yes" answer to any part of 11.D., or 11.E.?	Item 11.C.,	0	•
For	For "yes" answers to the following questions, complete a Civil Judicial Action DRP:			
H.	H. (1) Has any domestic or foreign court:		Yes	No
	(a) in the past ten years, enjoined you or any advisory affiliate in connection with any investment-related activity?		0	\odot
	(b) ever found that you or any advisory affiliate were involved in a violation of investment-related statutes or regulations?		\circ	\odot
	(c) ever dismissed, pursuant to a settlement agreement, an investment-related civil action brought against you or any ac a state or foreign financial regulatory authority?	lvisory affiliate by	0	•
	(2) Are you or any advisory affiliate now the subject of any civil proceeding that could result in a "yes" answer to any part of Ite	em 11.H.(1)?	0	•
lton	Item 12 Small Businesses			
	The SEC is required by the Regulatory Flexibility Act to consider the effect of its regulations on small entities. In order to do this, w	e need to determin	ne	
	whether you meet the definition of "small business" or "small organization" under rule 0-7.			
und	Answer this Item 12 only if you are registered or registering with the SEC and you indicated in response to Item 5.F.(2)(c) that you under management of less than \$25 million. You are not required to answer this Item 12 if you are filing for initial registration as a current state registration, or switching from SEC to state registration.	9		
	For purposes of this Item 12 only:			
	• Total Assets refers to the total assets of a firm, rather than the assets managed on behalf of <i>clients</i> . In determining your or assets, you may use the total assets shown on a current balance sheet (but use total assets reported on a consolidated by subsidiaries included, if that amount is larger).	'	otal	
	• Control means the power to direct or cause the direction of the management or policies of a person, whether through owner contract, or otherwise. Any person that directly or indirectly has the right to vote 25 percent or more of the voting securities, or more of the profits, of another person is presumed to control the other person.	•	_	cent
			Yes	No
A.	A. Did you have total assets of \$5 million or more on the last day of your most recent fiscal year?		\circ	\circ
If "	If "yes," you do not need to answer Items 12.B. and 12.C.			
B.	B. Do you:			
	(1) control another investment adviser that had regulatory assets under management (calculated in response to Item 5.F.(2)(of \$25 million or more on the last day of its most recent fiscal year?	(c) of Form ADV)	0	0
	(2) control another person (other than a natural person) that had total assets of \$5 million or more on the last day of its most year?	t recent fiscal	0	0
C.	C. Are you:			
	(1) controlled by or under common control with another investment adviser that had regulatory assets under management (caresponse to Item 5.F.(2)(c) of Form ADV) of \$25 million or more on the last day of its most recent fiscal year?	alculated in	0	0
	(2) controlled by or under common control with another person (other than a natural person) that had total assets of \$5 million last day of its most recent fiscal year?	n or more on the	0	0
C - '				
	Schedule A Direct Owners and Executive Officers			
1. (1. Complete Schedule A only if you are submitting an initial application or report. Schedule A asks for information about your direct	t owners and execu	utive	
	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

(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);

status or functions;

 \circ

(1) found you or any advisory affiliate to have made a false statement or omission?

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, <u>all</u> 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 your capital, and (ii) if managed by elected managers, all elected managers.
- 3. Do you have any indirect owners to be reported on Schedule B? Yes No
- 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 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.
 - (c) Complete each column.

FULL LEGAL NAME (Individuals:	DE/FE/I	Title or Status	Date Title or	-			CRD No. If None: S.S. No.
Last Name, First Name, Middle			Status Acquired	Code	Person		and Date of Birth, IRS Tax
Name)			MM/YYYY				No. or Employer ID No.
BROWN, DAVID, CRAIG	1	CHIEF EXECUTIVE OFFICER,	02/2011	NA	Υ	N	4104294
		CHAIRMAN, DIRECTOR					
POLICARPO, MICHAEL, DENNIS	1	PRESIDENT, CHIEF FINANCIAL	08/2013	NA	N	N	4316912
		OFFICER & CHIEF ADMINISTRATIVE					
		OFFICER, DIRECTOR					
VICTORY CAPITAL OPERATING, LLC	DE	SHAREHOLDER	10/2014	E	Υ	N	
CLIFF, KELLY, STEVENSON	I	PRESIDENT, INVESTMENT FRANCHISES	09/2014	NA	Υ	N	6623384
GUPTA, NINA	I	CHIEF LEGAL OFFICER, SECRETARY,	07/2016	NA	Υ	N	6401011
		DIRECTOR					
GARRETT, BARRY, STEFAN	ı	CHIEF COMPLIANCE OFFICER	06/2022	NA	N	N	7593043

Schedule B

Indirect Owners

- 1. Complete Schedule B only if you are submitting an initial application or report. 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, <u>all</u> 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.
- 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
 - D 50% but less than 75% 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.
 - (c) Complete each column.

FULL LEGAL NAME (Individuals: Last	DE/FE/I Entity in Whic	h Status	Date Status	Ownership	Control	PR CRD No. If None: S.S. No. and
Name, First Name, Middle Name)	Interest is		Acquired	Code	Person	Date of Birth, IRS Tax No. or
	Owned		MM/YYYY			Employer I D No.

VICTORY CAPITAL HOLDINGS, INC.	DE	VCH HOLDINGS,	SHAREHOLDER	10/2014	E	Υ	Υ	
		LLC						
VCH HOLDINGS, LLC	DE	VICTORY CAPITAL	MEMBER	10/2014	E	Υ	Ν	
		OPERATING, LLC						

Schedule D - Miscellaneous

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

Item 7.A. - Interests in portfolio companies held by Crestview Partners II, L.P. and its affiliates were excluded from consideration in answering Item 7. The registrant operates independently from any such portfolio companies and is not aware of any conflicts of interest stemming from Crestview Partners II, L.P.'s role as the common owner of the registrant and any other portfolio companies.

Schedule R

No Information Filed

DRP Pages

CRIMINAL DISCLOSURE REPORTING PAGE (ADV)

No Information Filed

REGULATORY ACTION DISCLOSURE REPORTING PAGE (ADV)

No Information Filed

CIVIL JUDICIAL ACTION DISCLOSURE REPORTING PAGE (ADV)

No Information Filed

Part 2

Exemption from brochure delivery requirements for SEC-registered advisers

SEC rules exempt SEC-registered advisers from delivering a firm brochure to some kinds of clients. If these exemptions excuse you from delivering a brochure to *all* of your advisory clients, you do not have to prepare a brochure.

Yes No

(

Are you exempt from delivering a brochure to all of your clients under these rules?

0

If no, complete the ADV Part 2 filing below.

Amend, retire or file new brochures:

Part 3

CRS Type(s) Affiliate Info Retire



Investment Advisor

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
BARRY GARRETT 09/08/2023

Printed Name: Title:

BARRY GARRETT CHIEF COMPLIANCE OFFICER

Adviser CRD Number:

106189

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

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 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

Printed Name: Title:

Adviser CRD Number:

106189