



Proskauer»

SEC Exams of Private Equity Managers: Lessons from Recent Experience

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Joshua Newville, Michael Suppappola
and Christopher Wells

[NOTE: This is a compilation of various recent Office of Compliance Inspections and Examinations document requests lists issued by different SEC offices, not an actual request list. This also includes examples of recent separate cybersecurity and digital assets requests.]

RE: [XYZ Advisors LP] (the "Registrant") SEC File No. 801-XXXXXX

Dear:

The staff of the U.S. Securities and Exchange Commission is conducting an examination of Registrant pursuant to Section 204 of the Investment Advisers Act of 1940 (the "Advisers Act"). The purpose of the examination is to assess Registrant's compliance with provisions of the Advisers Act and the rules thereunder.

Additional information about compliance examinations and the examination process is **included** in the enclosed "*Examination Information*" **brochure** (SEC Form 2389). Also enclosed **is** information regarding the **Commission's** authority to obtain the information requested and additional information: "*Supplemental Information for Regulated Entities Directed to Supply Information Other Than Pursuant to a Commission Subpoena*" (SEC Form **1661**).

Information Requested

Please provide all of the information specified in the enclosed information request list, covering the period **January 1, 2018 through December 31, 2018** ("Examination Period"). All items should be provided to the staff by _____, **2019**. **Items can be sent in a "rolling production" as they** are ready. The staff requests that items be provided in an electronic format to the extent possible.

If Registrant becomes aware of the need for delay in the production of any requested information that extends beyond _____, **2019**, Registrant should immediately contact the undersigned at the telephone number indicated. During the examination, the Staff may also request additional or follow-up information, and will discuss time frames for Registrant to produce this information.

Organizing the Information to be Provided

In order to efficiently process the material assembled for the staffs review, please label the information so that it corresponds to the item number in the request list. If information provided is responsive to more than one request item, you may provide it only once and refer to it when responding to the other request item numbers. If any request item does not apply to your business, please indicate "N/A" (not applicable).

The On-Site Phase of Examination

The on-site phase of the examination will begin on _____, **2019**. The staff appreciates Registrant's cooperation in facilitating the examination process. The staff requests that you make

adequate office facilities available to us during the on-site examination to ensure the confidentiality and efficiency of the examination. While on-site, the staff would like to speak to the following individuals:

- Senior management to discuss Registrant's organization, business, compliance program, and compliance culture as it relates to the focus of the examination. Please make arrangements for this discussion to take place shortly after the staff arrives.
- Registrant's Chief Compliance Officer to discuss the compliance program as well as specific policies and procedures. Please make arrangements for this discussion to take place early in the on-site portion of the examination.
- Persons responsible for certain functions to understand fully Registrant's operations and compliance controls as they relate to the focus of the examination. The staff will make these requests throughout the examination.

As part of the pre-examination planning process, the staff actively coordinates examination oversight to ensure that regulatory efforts are not duplicative. If you have any concerns in this regard, please contact the undersigned.

Please also contact the exam team if you have any questions regarding file format or if the nature of your production requires additional data delivery guidance or technical specifications.

Your cooperation is greatly appreciated in the examination process. If you have any questions, please contact _____ or _____.

Initial Examination Request List

Registrant: XYZ Advisors LP (the "Registrant")

Examination Period:

Information is requested for the period **January 1, 2018 through December 31, 2018** (the "Examination Period") unless otherwise noted.

Data Delivery:

Unless a file format is specifically requested by the exam team, please provide all requested data electronically in the file format ordinarily used and maintained by your business (*i.e.*, "native format"). **For example, if a requested spreadsheet is created by your business in Microsoft Excel, produce the file in Microsoft Excel format.** Please contact the exam team if you have any questions regarding file format or if the nature of your production requires additional data delivery guidance or technical specifications. If you are producing a Concordance load file, please ask exam staff for additional guidance. The requested electronic data may be delivered through the following methods:

Secure and Preferred Methods:

Accellion. Accellion is OCIE's preferred file transfer system. The use of Accellion should minimize the risk of inadvertently disclosing or compromising personally identifiable information (PII). Accellion may also be quicker and less expensive than other delivery methods. The SEC External Guide for Using Accellion can be found on sec.gov or by clicking here: <https://www.sec.gov/about/offices/ocie/accellionguide.pdf>

Secure Email. Secure Email (smail) encrypts emails and attachments sent to the SEC. For attachments under 15MBs, smail is a preferred and secure delivery method. To use smail, you must first register with Zixmail. The SEC External Guide for Using the E-mail Encryption Solution, which includes Zixmail registration instructions, can be found on sec.gov or by clicking here: <https://www.sec.gov/about/offices/ocie/secureemailguide.pdf>

Transport Layer Security. If your business has created a Transport Layer Security (TLS) connection with the SEC, you may securely send the requested data via email.

Disfavored Methods:

Unencrypted Email. Sending documents through unencrypted email is not secure. There is a risk it may be intercepted and revealed to outside parties. Emailing password protected files reduces the risk, but remains inferior to TLS or smail.

Electronic Media. Electronic media such as hard drives, compact disks, thumb drives and laptops are also a disfavored means of data delivery. There is a heightened risk that information on electronic media could be lost or stolen. Any produced electronic media should be encrypted. If your business chooses to provide documents on electronic

media, please provide passwords separately either via email or in a separate cover letter from the electronic media. Please be advised that such electronic media may be retained, returned or destroyed.

Requested Documents

General Information

1. A slide deck presentation or other materials summarizing the following:
 - a. Advisor overview and history as of December 31, 2018
 - b. Clients (fund overview and structure)
 - c. Lifecycle stage of each fund, e.g., fundraising, investment period, harvesting, liquidation. Note any funds in an extension period, along with the date of the extensions) and any funds where management fees have been waived, including the effective date of the waiver
 - d. Limited partners
 - e. Affiliated entities
 - f. Investment strategies/investment objectives
 - g. Valuation methodologies
 - h. All sources of fees or other compensation received by the Adviser or any affiliated entities;
 - i. General expense allocation process between the funds, the Adviser, and any affiliated entities;
 - j. Structure and use of any operating partners, strategic, senior advisors and/or consultants
 - k. Compliance Program
 - l. Controls for Material Non-Public Information
2. A copy of the Registrant's organization chart showing: ownership percentages and control persons; a schedule or chart of all affiliated entities; the structure by name and title of the management team and the compliance department.
3. In Excel, a list of current full-time and part-time employees, interns, consultants, secondees, partners, directors, officers, strategic advisors, operating advisors, senior advisors or similar, as applicable. Provide titles, areas of responsibility, start and departure dates (as applicable), locations(s), whether the individual has been deemed an access persons for purpose of the Adviser's Code of Ethics and whether the individual is

exempt from any of the Adviser's other compliance policies and procedures. Note if any of the above individuals resigned, were disciplined for compliance purposes, or terminated, along with the dates and reason for termination, discipline or resignation. Provide any executed separation agreement.

4. Names of any of the Registrants' officers, employees, and/or directors who resigned, were disciplined, and/or terminated and information regarding the reason for their departure.
5. List of entities the Registrant shares office space with.
6. A list of names of public and private companies for which employees of the Advisor or their affiliates serve as officers, on the board of directors, or creditors' committees. For the past 3 years, please detail the employee name, the position(s) held, the relevant company, and the dates such position(s) were held. Please indicate whether there have been any client or access person transactions in any such company.
7. A list of the names of any joint ventures or any other businesses in which the Registrant or any officer, director, portfolio manager, or trader participates, has any interest (other than their employment with the Registrant), or is an officer or director, including a description of each relationship. Please include a description of any services that such joint venture or business provides to portfolio companies held by clients, and total fees or billings paid by a client directly or indirectly to such entity. State whether there has been any personal or firm trading by any Advisor personnel or the Advisor in such businesses.
8. A copy of the Registrant's most recent version of Form ADV Part 2B.
9. Details of all accounts and assets included in Item 5 *Regulatory Assets under Management* (RAUM) of Registrant's most recent ADV filing.
10. Documentation supporting the Adviser's calculation of RAUM.
11. List of all committees, the members of each committee, and the responsibilities of each committee and all committee minutes (if meeting minutes are maintained).
12. For each private fund, meeting minutes for fund Board of Directors/Trustees and/or Management Committee, and Registrant's minutes, to the extent available.
13. A list of all portfolio company restructurings. Please do not limit your response to the review period for this item.
14. List of companies in the fund portfolio that have gone public and in which Adviser, Adviser's supervised persons or the fund retained ownership
15. Any threatened, pending, and settled litigation or arbitration involving Registrant or any "supervised person" (if the matter relates to the supervised person's association with Registrant or a securities-related matter) including a description of the allegations, the status, and a brief description of any "out of court" or informal settlement. Note that "supervised person" is any partner, officer, director (or other person occupying a similar

status or performing similar functions), or employee of an investment adviser, or other person who provides investment advice on behalf of the investment adviser and is subject to the supervision and control of the investment adviser (defined in Section 202(a)(25) of the Investment Advisers Act of 1940). If none, please provide a written statement to that effect.

16. The names and location of all service providers/consultants (including affiliates) used by Registrant or any private funds managed by Registrant during the examination period and the services they perform for the Registrant or the client accounts the Registrant manages. For each service provider referenced in the list, please provide the following:
 - a. Service provider name;
 - b. Description of service;
 - c. Whether the service provider is a related or affiliated person of the Advisor or its personnel (including if any senior service provider personnel are affiliated with the Advisor or its personnel);
 - d. Amount of compensation paid to the service provider during the Examination Period;
 - e. Whether all or a portion of compensation is paid or reimbursed by clients; and
 - f. Whether formal due diligence was conducted on the service provider prior to engaging and after Engagement.
17. Any correspondence with the staff of the Commission or other U.S. regulatory agencies.
18. Any agreements with any financial entities, including any sub-advisory agreements.
19. A list of all acronyms and definitions utilized by the Adviser.

Financial Records

20. Registrant's balance sheet, income statement, cash flow statements, trial balance, cash receipts and disbursements record, and general ledger. Also include a copy of Registrant's chart of accounts. Provide this information for the most recent completed fiscal year and year-to-date as of **December 31, 2018**. To the extent possible, please provide the general ledger in Microsoft Excel.
21. List of all brokerage and bank accounts utilized by Registrant, the general partners, and the funds managed by Registrant.
22. Copy of Registrant's brokerage and bank statements for the fourth quarter of 2018.
23. List of compensation arrangements, in addition to advisory and performance-based fees, if any. Please provide the amount of compensation received, quarterly.

24. Schedule of any expenses paid by anyone other than Registrant.
25. List of companies/firms, clients, and/or investors for which the Advisor and/or their affiliates provided or arranged for loans, equity sales and/or promissory notes. As part of this response, indicate if the Advisor or its affiliates served as the guarantor for any loans or promissory notes for any portfolio investments or investors. In addition, please provide details for any such loans, promissory notes or contractual debt obligations outstanding at any time during the Examination Period. In addition, please provide details for any such loans or promissory notes outstanding at any time during the Examination Period.
26. A schedule of loans (or other indebtedness), which were outstanding at any time during the Examination Period, made to the Advisor or its employees by clients or investors in client funds.
27. Any sales of Registrant's or any related person's stock to clients or investors.
28. Documents concerning any revenue sharing between the Advisor and any third party, including but not limited to, agreement(s), total revenue sharing paid and/or received during the Examination Period, and correspondence.
29. Information regarding any compensation, whether direct or indirect, received by the Fund's adviser from any of the Fund's service providers. Please include information provided to the Board regarding this compensation

Client and Investor Information

30. Provide the information below for all current advisory clients as of **December 31, 2018**. The preferred format for this information is in Excel.
 - a. Account number;
 - b. Account name;
 - c. Account balance;
 - d. Account inception date;
 - e. Whether the client is a related person or a proprietary account;
 - f. Type of account (e.g., unregistered fund, government entity);
 - g. Whether the account is governed by ERISA;
 - h. Whether Registrant, an officer, an employee, or an affiliate acts as trustee, co-trustee, or successor trustee or has full power of attorney for the account;
 - i. Whether Registrant has discretionary or non-discretionary authority;
 - j. Whether the account is sub-advised;

- k. Whether Registrant or related persons are deemed to have custody of, possession of or access to the client's assets;
 - l. The account portfolio manager(s);
 - m. Most recent advisory fee charged to client's account, and the value of the client's account used for purposes of calculating the advisory fee;
 - n. Whether the client pays a performance fee and the performance fee amount charged;
 - o. Whether advisory fees are paid directly from the client's custodial account;
 - p. Name(s) of consultant(s) related to obtaining the client, if any; and
 - q. Year-to-date performance return for account.
31. Provide the information below for all clients or fund investors lost during the exam period. The preferred format for this information is in Excel.
- a. Client or investor name;
 - b. Effective date of termination;
 - c. Asset value at termination;
 - d. Reason for termination; and
 - e. Amount of any refund.
32. Indicate whether the adviser has invested any client(s) or proprietary account(s) in a security or financial instrument that was recommended directly or indirectly by a Government Entity or Official (as defined in Rule 206(4)-5(f)(6)).
33. Provide the information below for each private investment fund managed by Registrant or its affiliate(s). The preferred format for this information is in Excel.
- a. Name as shown in organizational documents (as amended);
 - b. Domicile (country);
 - c. Investment strategy;
 - d. Number of investors and total assets as of **December 31, 2018**;
 - e. Amount, if any, of Registrant's equity interest in each fund as of **December 31, 2018**;

- f. A schedule of Registrant's expenses that the fund(s) paid for during the Examination Period;
 - g. Date the fund began accepting unaffiliated investors;
 - h. Amount, if any, of ERISA-governed investors' interest in the fund;
 - i. Whether the fund is currently closed to new investors and when it was closed;
 - j. Specific exemption(s) from registration under the Securities Act of 1933 and/or the Investment Company Act of 1940 upon which each fund relies;
 - j. Services Registrant or an affiliate (e.g., general partner, adviser, managing member) is providing;
 - k. The advisory fee charged for the period ending **December 31, 2018**;
 - l. Whether the fund pays a performance fee and the most recent performance figures;
- 34. For each privately offered fund (please include special purpose vehicles or other entities formed for investment purposes) for which the Adviser, its officer(s), or any affiliated entities serves as adviser, general partner, or manager, and for all proprietary and employee investment vehicles, provide the following, as applicable:
 - a. Offering memorandum or private placement memorandum;
 - b. Limited partnership agreement or LLC agreement (including amendments);
 - c. Copy of standard subscription documents;
 - d. Summary of side letters or side arrangements or similar documents (including emails) that alters or amends the organizational documents of the privately offered funds;
 - e. Any investment advisory agreement and expense reimbursement agreement between Registrant and the fund;
 - f. Copy of all flowcharts or diagrams of the fund's structure;
 - g. Audited financial statements of each fund for the two most recent fiscal year ends;
 - h. Year-to-date unaudited financial statements for the fund;
 - i. Correspondence with investors evidencing the most recent delivery of audited financial statements;

- j. General ledger, trial balance, and cash receipts/disbursements for the fund for most recent completed fiscal year and year-to-date as of **December 31, 2018**;
 - k. Monthly brokerage and bank statements for **November and December, 2018**. Please ensure that these statements include copies of cancelled checks and/or check images;
 - l. For each private fund with an outside administrator please provide the most recent administrator package;
 - m. The fund's/vehicle's most recent due diligence questionnaire;
 - n. Current amount of audit holdbacks;
 - o. Whether the adviser charges management fees on audit holdbacks;
 - p. If applicable, whether fund is in claw-back;
 - q. Each custodian used by the fund/vehicle;
 - r. Primary fund/vehicle counsel; and
 - s. Auditor of the fund/vehicle.
35. For clients and proprietary and employee investment vehicles other than private funds, in Excel, provide the information below :
- a. The account number;
 - b. The account name;
 - c. The account's fair market value as of December 31, 2018;
 - d. Whether the client is a related person, affiliated person, or a proprietary account;
 - e. The type of account (e.g. Managed Account, Fund of One, Feeder Fund, etc.);
 - f. The strategy executed by the client (e.g., L/S Equity, Buyout, Venture Debt, etc.);
 - g. The account custodian and location;
 - h. Whether or not the Advisor has discretionary authority;
 - i. Whether the Advisor, an officer, an employee, or an affiliate acts as trustee, co-trustee, or successor trustee, has full power of attorney for the account or provides any other service to the client;

- j. Whether Advisor or related persons are deemed to have custody of, possession of or access to the client's assets, and if so, the location of the assets;
 - k. The client's portfolio manager(s);
 - l. The value of each client's account that was used for purposes of calculating its advisory fee for the most recent billing period; and
 - m. Whether the client pays a performance fee and the most recent account performance figures.
36. The names of securities and other financial interests held in each fund/vehicle listed in items 34 & 35.
37. A list of investors in private funds managed by the Registrant, including:
- a. Name of private fund;
 - b. Account number, account name and current balance, as of **December 31, 2018**;
 - c. Whether the investor is a related person, affiliated person, or a proprietary account (i.e. list of employees that own units, directly or indirectly, in the various private funds);
 - d. The type of account (*e.g.*, individual, defined benefit retirement plan, registered fund, or unregistered fund);
 - e. Date of initial investment;
 - f. The name of the third party consultant used (if any);
 - g. Whether such investor is/was advised by a member of any Limited Partners Advisory Committee (or equivalent), and, if applicable, identify the committee member and provide a statement as to whether the committee member or the investor they represent have any ownership interest or other affiliation with the Adviser other than as investors in the fund.
 - h. The value of each investor's account that was used for purposes of calculating its advisory fee for the most recent billing period; and
 - i. Country of Domicile
38. Please provide electronically a list of all subscriptions and redemptions for each private fund, which includes:
- a. Name of investor subscribing or seeking the redemption;
 - b. Date of subscription or redemption request;

- c. Amount subscribed or redeemed;
- d. Name of the fund from which the request was made; and
- e. Whether or not the request has been honored.

Investment and Trading Information

- 39. A list of securities held in all client portfolios as of **January 1, 2018 and December 31, 2018.**
- 40. A list of any principal transactions between current or former clients and/or proprietary accounts made for the Examination Period.
- 41. A list of any cross trades between current or former clients and/or proprietary clients.
- 42. A list of co-investments made by any of adviser's employees, affiliates or other related parties in any portfolio holdings together with the funds. Please include in the list, the investor's name; the name of the investment; date of agreement to co-invest; co-investment amount contributed; and any subsequent contributions or withdrawals in the investment.
- 43. A list of rejected investment opportunities, associated expenses and the clients or other entities to which the expenses were allocated.
- 44. Please provide a list of all securities for which the Adviser or its related persons made 13F, 13D and/or 13G filings for the relevant reporting dates, including corresponding ownership percentages.
- 45. List of all PIPE investments that the Adviser participated in during the Examination Period.

Compliance Program, Risk Management, and Internal Controls

- 46. A copy of the Registrant's compliance manual currently in use.
- 47. Copies of any annual reviews conducted of Registrant's compliance program during the Examination Period.
- 48. A list of compliance risks, including conflicts of interest, (i.e., an inventory of compliance risks) that Registrant has identified and has used as part of its compliance process.
- 49. Documentation maintained regarding any reviews conducted of Registrant's policies and procedures, including any annual and/or interim reports.
- 50. A record of any breach with Registrant's compliance policies and procedures and of any action taken as a result of such non-compliance.

51. Registrant's Code of Ethics and insider trading policies and those of participating affiliates, and a list of all access persons, including contract employees, required to report transactions.
52. A list of all approved private investments held by employees of the Adviser during the Examination Period. The list should include, but is not limited to, the following:
 - a. name of the employee;
 - b. date of investment;
 - c. name of investment;
 - d. date of the Adviser's approval;
 - e. amount invested; and
 - f. employee role with private investment.
53. A list of all payments or gratuities and or gifts provided by the Registrant or its employees and receipt of gratuities and/or gifts from outside entities to the Registrant.
54. Provide copies of the Annual Holdings Report and the most recent Quarterly Transactions Report for all access persons during the Examination Period.
55. Provide copies of the Initial Holdings Report for all access persons before and during the Examination Period.
56. Records of violations of the Code of Ethics.
57. Any client/investor complaints, and information about the process used for monitoring client/investor correspondence and/or complaints.
58. Documentation supporting the Adviser's basis for registration with the Commission.

Custody Information

59. Please identify any advisory accounts in which you, or a related person:
 - a. serve as trustee, have been granted power of attorney, or have been given standing letters of authorization;
 - b. provide bill paying services or are otherwise authorized to withdraw funds or securities from client accounts;
 - c. directly access online accounts (i.e., password/login access) creating an ability to withdraw funds or securities from client accounts, including, but not limited to: 401(k), 529 plan, bank account, or other;

- d. are a general partner of a limited partnership or a comparable position in a pooled investment vehicle;
 - e. have physical possession of client assets, such as securities certificates;
 - f. have signatory or check writing authority;
 - g. are/have been in receipt of checks made out to the client;
 - h. are/have been in receipt of any legal settlements on behalf of clients; and are deemed to have custody by any other means, other than those identified above.
60. Identify clients listed in Form ADV Item 9 Custody A. (2) and the respective dollar amount for each. Also, provide the date of the information.
61. Provide the account number and contact information (i.e. name, mailing address, phone number and e-mail address) for the entities that maintain custody of the cash and securities of each client's account during the Examination Period. For private fund clients, please be sure to include all bank and brokerage accounts. For any securities that were not maintained with a qualified custodian, please include a description of the security, security name, location of the security, and the name of the clients who held such securities. Such information, if applicable, may be requested later. The staff may request that the custodian(s) of specific client accounts provide the staff directly with a confirmation of all positions, including cash and loans, held as of particular dates.

Marketing, fundraising and investor reporting

62. Copies of all pitch books, one-on-one presentations, pamphlets, brochures, and any other promotional and/or marketing materials furnished to existing and/or prospective clients on behalf of the Registrant or its privately offered funds, for each investment strategy and/or mandate.
63. In connection with marketing or fundraising and investor or client reporting during the Examination Period, the most recent version(s) of the following:
- a. General firm presentation;
 - b. Product-specific presentation for each product-type and strategy within each product type;
 - c. Client quarterly letter (or equivalent);
 - d. Submitted, comprehensive RFP/DDQ responses to prospective investors or to any existing investors; and
 - e. annual meeting materials provided to investors (include for all meetings held during the Examination Period).

64. A log of all presentations provided to existing or prospective investors during the Examination Period that contains the following data-points:
 - a. Title of presentation;
 - b. Approximate date distributed;
 - c. General description of the recipient or recipient group; and
 - d. Whether the piece was presented in a one-on-one meeting.
65. All advertisements used to inform or solicit clients/investors. If information on services and investments are available on the Internet, such as websites and blogs, make all versions available as either printouts or electronic archives.
66. A list of any placement agents, finders, marketers, or solicitors engaged to attract or solicit investments in the fund, the total compensation paid to the each such person or entity to date, and whether or not the person or entity is due to receive future payments in connection with the fund. Please include copies of any agreements executed with any placement agents, finders, marketers, or solicitors, any written correspondence with such third-party solicitors that amends the agreements or reflects new arrangements, and any separate disclosure documents disseminated to fund investors by such person or entity.
67. Information regarding any compensation, whether direct or indirect, received by the Fund's adviser from any of the Fund's service providers. Please include information provided to the Board regarding this compensation.
68. Any restricted, watch, or grey lists that were in effect for the Examination Period.

Valuation

69. Names of all pricing services, quotation services, valuation appraisers, and externally-acquired portfolio accounting systems used in the valuation process. Also, please provide engagement agreements executed with these providers.
70. A summary of the valuation process used during the Examination Period by security type in terms of the data and models used, analysis performed, and output of the analysis.
71. A list of securities for which the price provided by a pricing service was overridden by Registrant, a sub-adviser, or Board of Directors and the date of the override.
72. A list of members on the Valuation Committee.
73. Any minutes or notes from the Valuation Committee meetings.

Crypto-Assets [NOTE THIS IS NOT PART OF TYPICAL EXAM REQUEST LIST]

74. Please provide a detailed narrative describing the Adviser's future plans for Crypto-Assets.

75. Please provide a list of any Crypto-Assets held in all client portfolios as of March 31, 2018 (preferably in Excel):
- a. Crypto-Asset name;
 - b. Crypto-Asset instrument (e.g., coin/token, SAFT, DPA, other)
 - c. CUSIP (or other identifier, if any);
 - d. Client name;
 - e. Client account number;
 - f. Client type (e.g., individual, joint, separately managed, IRA, 401(k), trust);
 - g. Where the Crypto-Asset is held (i.e., identify the individual wallet provider, third party custodian, exchange, etc.), and the public address in which it is held, if any;
 - h. Date of initial purchase;
 - i. Quantity or principal/notional amount owed by client; and
 - j. Market value of the position.
76. Please provide a detail narrative describing the advisory fees charged to clients for services related to Crypto-Assets.
77. Please provide a detailed narrative describing the way in which Crypto-Assets are valued for the purposes of assessing advisory fees and client reporting.
78. Please provide copies of all written policies and procedures regarding Crypto-Assets.
79. To the extent Crypto-Assets are held by the Adviser in an individual wallet or exchange, please explain any measures taken to ensure security and safe-keeping of the Crypto-Assets.
80. Please provide copies of all disclosures, advertising, and marketing materials provided to advisory clients regarding Crypto-Assets.
81. Please describe how trades in Crypto-Assets are executed and priced, and how best execution obligations are satisfied.
82. Please provide a list of crypto exchanges and brokers used.
83. If employees and/or principals are permitted to invest in Crypto-Assets, please explain how the Adviser monitors and reviews employee/principal investments in Crypto-Assets in conjunction with its compliance program.

84. Please indicate whether the Adviser has received any customer complaints regarding Crypto-Assets, provide a log of such complaints, including for each complaint: (i) the date of the complaint; (ii) a description; and (iii) the Adviser's response to the complaint.

Privacy and Cybersecurity [NOTE THIS IS NOT PART OF TYPICAL EXAM REQUEST LIST]

85. Organizational charts that illustrate the positions and departments responsible for cybersecurity-related matters and where these individuals and departments fit within the Registrant's organization or hierarchy.
86. Identify the Chief Information Security Officer or equivalent position. If the role does not exist, explain where the principal responsibility for overseeing cybersecurity resides within the Registrant.
87. Provide a copy of firm policies and procedures addressing the protection of client records and information, including those that are designed to secure client documents and information; protect against anticipated threats to client information; protect against unauthorized access to client accounts or information; and address the storage and transmission (outside Registrant's network or Registrant's office) of client non-public information ("NPI") by its branch offices for the Examination Period. Please note that subsequent questions in this Request Letter may ask for policies and procedures that are covered by the documents produced in response to this question. For those questions, reference this question and specifically indicate where the information can be found within the documents produced.
88. A copy of Registrant's privacy policy provided to clients during the Examination Period.
89. A record of any non-compliance with Registrant's cybersecurity policies and procedures during the Examination Period and any action taken as a result of such non-compliance.
90. A record of any client / investor complaints during the Examination Period involving cybersecurity or privacy. Please include a brief description of the resolution of the complaints and any remediation efforts undertaken in response.
91. Provide a copy of Registrant's policies and procedures related to penetration testing.
92. Provide a copy of Registrant's policies and procedures related to vulnerability scans.
93. Provide a copy of Registrant's policies and procedures for patch management, including procedures designed to ensure the prompt installation of critical patches. Also provide documentation (e.g., a sample log or report) evidencing patch maintenance tracking.
94. A copy of Registrant's most recent assessment of its cybersecurity risks.
95. Any annual or interim reports or other documents regarding the review or testing of Registrant's compliance with its cybersecurity policies and procedures, including those policies related to penetration testing, vulnerability scanning, and patch management.

96. Provide a copy of Registrant's policies and procedures relating to data classification. Please include a list of the types of data classification, the risk level (e.g., low, medium, or high) associated with each data classification, and a description of how the factors and risks are considered when determining whether data fits within each classification.
97. Provide a copy of Registrant's policies and procedures related to verification of the authenticity of a client request to transfer funds. If no such written policies or procedures exist, please describe the process Registrant follows to verify the authenticity of fund transfer requests and describe the individuals and/or departments involved in the authentication process.
98. Provide a copy of Registrant's Regulation S-ID policy.
99. Provide a copy of all minutes and briefing material provided to the Registrant's board of directors (or senior management if the Registrant does not have a board of directors) regarding cybersecurity, including any testing of the Registrant's cybersecurity program, actual cybersecurity incidents, assessment of cybersecurity risks, and changes to its client privacy policy or cybersecurity program and policies and procedures.

Access Rights and Controls

100. Provide a copy of Registrant's inventory identifying where and how client NPI is maintained or stored, including a list of all third-party systems that are used to store client NPI.
101. Provide a copy of Registrant's policies and procedures that address the following:
 - a. Ensuring that unauthorized persons do not access its network resources and devices;
 - b. Restricting user (i.e., employee, contractor/vendor, other third parties) access based on role or job functions (e.g., access control policy, acceptable use policy, administrative management of systems, and corporate information security policy);
 - c. Updating access rights based on personnel or system changes (i.e., obtaining authorization to add, delete, or modify authorized user access to systems or applications);
 - d. Obtaining manager approval of changes to access rights or controls; and
 - e. Any ongoing review to ensure access rights continue to be accurately assigned.

If different policies and procedures apply to remote offices, contractors/vendors, or other third parties please provide those policies and procedures.

102. In reference to 101.b through 101.d, please also provide the following:

- a. For establishing access rights: a list of the last ten employees who were hired by Registrant during the Examination Period, including:
 - employee name;
 - title;
 - employment hire date;
 - employment start date;
 - access rights and date access rights granted; and
 - documentation evidencing manager approval.
 - b. For updating access rights: (1) a list of the last ten employees to leave Registrant during the Examination Period and documentation evidencing their last date of employment and the date their access to Registrant's network and systems was terminated and (2) a list of the last ten employees to be reassigned by Registrant to a new group or function during the Examination Period and documentation evidencing:
 - the date of employee's reassignment, manager approval of change in access rights including date manager approved change, and
 - the date employee's access to Registrant's systems and applications was modified.
103. If Registrant conducts reviews of user (i.e., employee, contractor/vendor, other third parties) access rights and restrictions with respect to role or job-specific resources within the network, provide a list of reviews conducted during the Examination Period and a brief description of each. If Registrant maintains documentation related to these reviews, provide a copy of the most recent report for each type of review.
104. Provide a list of any instances during the Examination Period where system users (including employees, clients, contractors/vendors, and any other third parties) received entitlements or access to Registrant's network, data, systems, or reports in contravention of Registrant's policies or practices and without authorization. Please include the date and a brief description of the instance and any remediation efforts undertaken in response.
105. Provide a list of the systems or applications for which Registrant uses **multi**-factor authentication for employee, contractor/vendor, other third parties, and client access. Also provide a list of the systems or applications for which Registrant does not use multi-factor authentication.
106. Provide a copy of Registrant's policies, procedures, and standards related to login attempts, failures, lockouts, and unlocks or resets. Please indicate how these policies are enforced.
107. Provide a list of all logs and reports that Registrant uses to review for failed log-in attempts, access lockouts, dormant user accounts, and unauthorized log-in attempts during the Examination Period. Please provide a description of each log or report, frequency in which it is generated and reviewed, and individual/department responsible for reviewing report or log.

- a. Provide a sample of each log and report utilized during the Examination Period.
108. Provide a copy of Registrant's policies, procedures, and standards regarding any devices (i.e., Registrant-issued and personal devices) used by employees, contractors/vendors, and/or other third parties to access Registrant's system externally including any written policies or procedures addressing the encryption of such devices and the Registrant's ability to remotely monitor, track, and deactivate remote devices.

Data Loss Prevention

109. Provide a copy of Registrant's enterprise data loss prevention policies and procedures, including, monitoring of external removable storage devices, and employees' (including on-site contractors under the supervision of the Registrant) use of personal devices.
110. Provide a list of the systems, utilities, and tools used to prevent, detect, and monitor data loss as it relates to client NPI. Please include a brief description of their functions and whether the systems are proprietary, managed by a third party, or commercial off-the-shelf products.
111. Provide a copy of Registrant's policies and procedures relating to monitoring exfiltration and unauthorized distribution of client NPI outside of Registrant through email, physical media, hard copy, web-based file transfer programs, or via other electronic means. If Registrant maintains documentation of this monitoring, please include a copy of the most recent report.

Vendor Management

112. Provide a copy of Registrant's policies, procedures, and standards relating to contracting with third-party vendors, including cloud service providers (collectively, "Vendors"). If no written policies or procedures exist, please describe Registrant's processes related to Vendor selection, management, and oversight.
113. Provide a list of all Vendors with access to Registrant's network, systems, or data including a brief description of the service (or type of service) the Vendor provides to Registrant, whether Registrant has access to client NPI, and whether Registrant has an executed contract in place with the Vendor.
 - a. Please provide a sample contract that illustrates the typical contractual terms related to Vendors' access to Registrant's networks, systems or data, including client NPI.
114. Provide a copy of any written contingency plans Registrant has with its Vendors in case of bankruptcy, the development of conflicts of interest, or other issues that might put the Vendor out of business. If not documented, please describe any such contingency plans (e.g., software escrow).
115. Provide a sample of documentation or notification that Registrant requires (or has received) from third-party Vendors to provide prior to any significant changes to the

third-party Vendors' systems, components, or services that could potentially have security impacts to Registrant and its data containing NPI.

116. Provide a list of terminated Vendors during the Examination Period.

Training

117. Provide a list of any training offered by Registrant and/or third party vendors to its employees and contractors/vendors during the Examination Period related to cybersecurity and risks. For each training, please identify the date(s) offered, topics, nature of the training method (e.g. in person, computer based learning, or email alerts), and groups of participants (i.e., employees and contractors/vendors). Please also provide a copy of any written guidance or training materials provided for each training.
118. Provide a copy of Registrant's cybersecurity training policies and procedures.

Incident Response

119. Provide a copy of Registrant's written plan that addresses mitigation of the effects of a cybersecurity incident and/or recovery from such an incident, if such a plan exists. If Registrant maintains separate written cybersecurity incident response policies and procedures, please provide a copy.
120. Provide a copy of Registrant's policies and procedures for conducting tests or exercises of its incident response plan, including the frequency of such testing, if applicable.
121. If Registrant prepares a report related to testing of its incident response plan, please provide a copy of the most recent report.
122. Provide a list of all cybersecurity incidents or breaches that occurred during the Examination Period.
- a. For those cybersecurity incidents that have been resolved and involved unauthorized distributions of client NPI, provide a brief description of each incident, including the date of occurrence, date discovered, and a description of any remediation efforts undertaken in response.
 - b. For those cybersecurity incidents that have been not been resolved and involved unauthorized distributions of client NPI, provide a brief description of each incident, including the date of occurrence, date discovered, and a description of any remediation efforts in process.