

# Preqin Pro Glossary Of Terms

## Contents

Click a destination below to jump to the page

### **2** [Alternative Asset Investor Types](#)

### **3** [Key ESG Concepts](#)

Types of ESG Investing  
and Strategies

ESG-Related Affiliations and Initiatives

### **6** [Private Capital Investment Terms](#)

General Terms

Private Debt-Specific

Infrastructure-Specific

Natural Resources-Specific

### **10** [Private Capital Fund Structures](#)

Fund Structures

Legal Structures

### **12** [Private Capital Fund Strategies](#)

Private Equity & Venture Capital

Private Debt

Real Estate

Real Estate Debt

Infrastructure

Natural Resources

Natural Strategies Process

### **17** [Private Capital Performance Terms](#)

### **19** [Companies & Deals Terms](#)

Buyout and Venture Capital Deals

Buyout and Venture Capital Deals (continued)

Buyout and Venture Capital Exits

Infrastructure Deals

Companies

General Terms

Private Debt Deals

Real Estate Deals

Real Estate Deals (continued)

Stock Terms of a Deal

### **26** [Secondary Market](#)

General Terms

### **27** [Hedge Funds](#)

Structures

Performance

Strategies

Alternative Risk Premia

CTAs

Benchmark Indices

Investment Methodology

### **34** [Fund Terms & Conditions](#)

Private Capital Terms

Hedge Fund Terms

# Alternative Asset Investor Types

<b>Asset Manager</b>	Provides investment management and consultancy to a range of investors. The asset manager will invest the pooled funds of its clients in a diverse range of asset classes, minimizing risk while maximizing return.
<b>Bank</b>	A financial institution in which money is kept for commercial or savings purposes or is invested, used for loans, or exchanged. It mainly acts as a payment agent for its customers to lend and borrow money, as well as provide a variety of financial services.
<b>Endowment Plan</b>	A fund created in support of the work of a particular non-profit institution, frequently seen for universities.
<b>Foundation</b>	Non-profit organization with some sort of philanthropic purpose in the sense that it either invests in order to accumulate capital to donate funds and support to other organizations, or provides the sole source of funding for its own charitable activities.
<b>Fund of Funds Manager</b>	Specialist fund manager, raising funds from the capital of institutional investors with which investments in other private capital funds are made. It may provide exposure to funds that would otherwise be inaccessible to smaller investors.
<b>Government Agency</b>	A permanent or semi-permanent unit of a government which is responsible for the oversight and administration of specific functions. Its functions are executive in character.
<b>Hybrid Manager</b>	An investment manager that offers a vast range of services often similar to the services provided by advisory firms, investment banks, private capital firms, hedge funds, and asset managers. It mostly invests in private capital and hedge funds simultaneously.
<b>Insurance Company</b>	Guarantees compensation for loss or damage in return for a premium. Insurance is therefore a form of risk management.
<b>Investment Bank</b>	An institution that acts as an agent or underwriter for corporations and governments issuing securities. Some also provide broker/dealer operations, as well as offering advisory services to investors. It facilitates mergers and acquisitions, private equity placements, and corporate restructuring.
<b>Investment Company</b>	Invests the pooled capital of its shareholders in a variety of asset classes. Investment companies take three forms: open-ended investment companies (mutual funds), closed-end investment companies (closed-end funds), and Unit Investment Trusts (UITs).
<b>Multi-Family Office</b>	A privately-owned firm that manages investments and trusts for multiple wealthy families.
<b>Private Capital Firms</b>	Investment managers that raise funds through limited partnerships which make investments in unlisted companies or assets. May also make primary commitments to other private capital funds. Includes private equity, private debt, real estate, infrastructure, and natural resources firms.
<b>Private Sector Pension Fund</b>	Pool of fund contributions that invests in a variety of asset classes for the exclusive purpose of financing pension plan benefits. Private sector pension funds are regulated under private sector law.
<b>Public Pension Fund</b>	A fund set up by a government entity to invest the pension contributions of members and employees in securities and a variety of assets, as well as pay out pensions to those people when they reach retirement age.
<b>Secondary Fund of Funds Manager</b>	A manager that raises fund of funds vehicles through which it purchases fund stakes on the secondary market.
<b>Single Family Office</b>	A privately owned firm that manages investments and trusts for a single wealthy family.
<b>Sovereign Wealth Fund</b>	A state-owned investment fund which is composed of financial assets such as stocks, bonds, property, precious metals, or other financial instruments. It is usually of major economic and fiscal importance and is sometimes invested for the purposes of investment return.
<b>Superannuation Fund</b>	A pension fund that can be either public or private. It is mostly prevalent in Australasia, although can be found in other places.
<b>Wealth Managers</b>	Wealth managers are firms that provide advisory services, investment management, and financial planning services to private investors, generally high-net-worth, ultra-high-net-worth, and family office investors. Some entities also provide family office services to clients.

# Key ESG Concepts

<b>Corporate Responsibility (CR)</b>	CR is a business model whereby companies commit to and integrate social and environmental considerations into their operations and interactions with stakeholders. It allows businesses to think beyond profits and consider the potential impact of their activities on their customers, employees, communities and suppliers.
<b>ESG</b>	<p>ESG refers to the environmental, social and governance factors of an investment, that may have a material impact on the performance of that investment. The integration of ESG considerations is used to enhance traditional financial analysis by identifying potential risks and opportunities beyond technical valuations.</p> <p>ESG factors provide a comprehensive picture of a company's exposure to environmental and social issues, and how they govern such issues. Below is a breakdown of different types of E, S and G factors, and how they might affect a company's risk and impact profile.</p> <p><b>Environmental Factors</b></p> <p>Environmental factors reflect how a company performs as a steward of nature. Financial market participants are increasingly recognizing that climate risk is a financial risk. By incorporating factors such as energy consumption, pollution, waste production, and biodiversity protection, investors can mitigate risks and harness the new opportunities arising as we transition to a more environmentally sustainable economy.</p> <p><b>Social factors:</b></p> <p>Social factors consider how a company interacts with its employees, suppliers, customers and communities at large. These factors include human rights, labor standards, workplace and board diversity, racial justice, community engagement, privacy and data protection, and employee health and safety.</p> <p><b>Governance factors:</b></p> <p>Governance factors assess how a company is internally managed. Examples of factors within this category include corporate board composition, compliance, executive compensation, and anti-bribery and anti-corruption policies.</p>
<b>Materiality</b>	A factor is material if it will drive long-term financial value in a particular business. Identifying material ESG factors of a potential investment is a key aspect of ESG investing.
<b>ESG Risk Management</b>	<p>IESG risks refer to risks that arise in relation to specific environmental, social and governance issues. There are a variety of ways for investors to manage such risks throughout the investment cycle. Examples include incorporating ESG factors in the due diligence process, using exclusion lists, and actively engaging with investee companies on ESG issues.</p> <p>ESG risks can be classified as either manageable or unmanageable. Manageable risks are those which can be addressed and mitigated through proper intervention. When a company fails to manage such risks, there is a management gap. Unmanageable risks are those risks which cannot be mitigated by a company.</p>
<b>Risk Exposure</b>	Risk exposure refers to the level of potential loss a company may incur resulting from a specific activity or event, and the likelihood of this loss occurring.
<b>ESG Indicators</b>	<p>ESG Indicators refer to specific data points used to measure the integration of ESG practices, policies and initiatives in investment decisions and processes. The indicators can point to different levels of governance, including the firm, the portfolio, and the asset</p> <p>For more information on how these Indicators were formulated, please refer to our methodology: <a href="https://docs.preqin.com/pro/Preqin-ESG-Solutions-Methodolgy.pdf">https://docs.preqin.com/pro/Preqin-ESG-Solutions-Methodolgy.pdf</a></p>

# Types of ESG Investing and Strategies

<b>Sustainable Investing</b>	Sustainable investing refers to investing approaches that aim to promote societal impact and corporate responsibility alongside financial returns. It is a broad term, encompassing a variety of strategies and approaches to incorporating ESG factors into the investment decision process.
<b>Impact Investing</b>	Impact investing refers to investments made with the objective of generating specific, positive and measurable goals that are beneficial to society or the environment. Unlike philanthropy, financial return on the investment is expected. However, it is not the primary driver for the investment, distinguishing it from traditional sustainable investing approaches.
<b>Socially responsible investing (SRI)</b>	SRI is a form of investing whereby investors decrease exposure to assets that are deemed to be less socially responsible, and/or increase exposure to assets promoting ethically and socially responsible themes. SRI is often associated with negative exclusionary screening and positive best-in-class screening.
<b>ESG Integration</b>	ESG integration refers to the practice of explicitly and systematically incorporating ESG issues in the investment analysis and decision-making process. This involves identifying material ESG factors, assessing their potential impacts and incorporating these assessments into the decision-making process to manage risk and enhance returns.
<b>Negative/exclusionary screening</b>	Negative or exclusionary screening is an investment strategy which involves ruling out potential investments based on the investor's preferences or peer comparisons. Based on these preferences or comparisons, investors can formulate a formal exclusion list containing companies, or even whole industries, that it will not invest in. It is considered one of the largest and oldest sustainable investment strategies.
<b>Best-in-class/positive screening</b>	<p>Positive screening is an investment strategy through which investors identify companies that score highly on ESG factors relative to their peers. It is therefore the opposite of negative screening, which involves filtering out those companies that score low on such factors. Investors often conduct the two forms of screening (positive and negative) simultaneously when identifying potential investment opportunities.</p> <p>Best-in-class is a subset of positive screening and identifies the leading companies using specific ESG factors within a certain sector or industry.</p>
<b>Ethical and faith-based investing</b>	Ethical and faith-based investing, also known as values-based investing, refers to making investments that maximize returns whilst aligning with certain beliefs and values. Faith-based investors usually incorporate negative screening in their investment decisions to avoid companies whose products or services are deemed immoral according to the investor's underlying belief or value.
<b>Thematic Investing</b>	Thematic investing refers to selecting companies that fall within specific sustainability-related themes, such as clean-tech, sustainable agriculture, healthcare or climate change mitigation.
<b>Stewardship</b>	Stewardship refers to investors actively utilizing their influence to maximize overall long-term value on behalf of their clients. Investors can influence a broad range of stakeholders, including current or potential investees, policy makers and service providers.
<b>Active Ownership</b>	Active ownership refers to activity exercising one's right as owner of a company. This is mainly done through active engagement and dialogues with the investee company. It is regarded as one of the most effective methods to influence a company's behavior, reduce its ESG risks, maximize returns and enhance its positive impact on society and the environment.

# ESG-Related Affiliations and Initiatives

**The UN Principles for Responsible Investment (UNPRI or PRI)**

The PRI is a United Nations-supported international network of investors. Through committing to six aspirational principles, the signatories of the PRI work together to support the integration of ESG in investment decisions and create a more sustainable global financial system.

**Task Force on Climate-related Financial Disclosures (TCFD)**

The TCFD was created by the G20 Financial Stability Board to facilitate and improve reporting of climate-related financial information. It provides a set of disclosure recommendations to support informed capital allocation, and enhance market participants' understanding of material climate-related risks and opportunities.

The recommendations focus on four core areas:

1. Governance: the organization's governance around climate-related risks and opportunities.
2. Strategy: the actual and potential impacts of climate-related risks and opportunities on the organization's businesses, strategy and financial planning.
3. Risk management: the processes used by the organization to identify, assess and manage climate-related risks.
4. Metrics and targets: the metrics and targets used to assess and manage relevant climate-related risks and opportunities.

**Sustainability Accounting Standards Boards (SASB)**

SASB is a non-profit organization providing a set of industry-specific disclosure standards across ESG topics. The standards are available across 77 industries, and identify the most relevant ESG issues to financial performance in each industry. Alongside the SASB Materiality Map, these standards help investors determine which ESG issues are material for reporting as well as helping facilitate more standardized benchmarking.

**Global Impact Investing Network (GIIN)**

GIIN is a global network of investors, focusing on reducing barriers to impact investment by building critical infrastructure and developing activities, education and research to facilitate the development of a coherent impact investing industry.

**Global Reporting Initiative (GRI)**

The GRI is a global reporting initiative. Through the GRI Standards, they provide guidance on ESG disclosures for investors and other stakeholders.

**Global ESG Benchmark for Real Assets (GRESB)**

GRESB is an investor-led organization providing standardized ESG data to capital markets. It is considered the leading ESG benchmark for real estate and infrastructure investments.

**CDP**

CDP (formerly known as the Carbon Disclosure Project) is a non-governmental organization (NGO) supporting companies, financial institutions and cities in disclosing and managing their environmental impact. It runs a global environmental disclosure system in which nearly 10,000 companies, cities, states and regions report on their risks and opportunities related to climate change, water security and deforestation.

**Climate Disclosure Standards Board (CDSB)**

The CDSB is an international consortium of businesses and environmental non-governmental organizations (NGOs) committed to advancing and aligning the global mainstream corporate reporting model to equate natural capital with financial capital.

**Sustainable Development Goals (SDGs)**

The SDGs are a set of 17 global goals, established by the UN General Assembly in 2015. The goals address key global challenges, covering issues such as poverty, inequality, climate change, environmental degradation, peace and justice. They are often referred to in the context of impact investing, as a framework for defining and assessing impact.

**Institutional Limited Partners Association (ILPA)**

ILPA is a global organization dedicated to advance the interests of limited partners and their beneficiaries through education, research, advocacy and events. Through their Due Diligence Questionnaire and Diversity Metric Template, they provide a standardized framework for integrating and monitoring ESG and DEI.

**EU Sustainable Finance Action Plan**

The EU Sustainable Finance Action Plan is the European Union's strategy for sustainable finance. It aims to reorient capital flows towards sustainable finance, manage financial risk stemming from ESG issues, and facilitate more transparency and long-termism in financial activities.

The Plan consists of several components, including:

1. The EU Taxonomy: provides a framework for defining environmentally sustainable economic activities. It identifies three criteria an economic activity must satisfy to be considered sustainable, and a list of six environmental objectives.
2. The Sustainable Finance Disclosure Regulation (SFDR): imposes a set of disclosure requirements for asset managers and other financial market participants to provide standardized disclosures on how ESG factors are integrated at the entity and product level.

# Private Capital Investment Terms

## General Terms

<b>Bitesize</b>	A range of money that an investor looks to commit to each vehicle in which it invests. In some cases, it is taken as an investor's average commitment to funds it has committed to in the past, and can vary with different fund types.
<b>Commitment</b>	The specified sum of capital an LP has agreed to contribute to a private capital fund. The sum of commitments to a private equity fund equals the total size of the fund.
<b>Credit Facility</b>	Short-term loans provided by banks to private capital funds secured against the LP commitments in the fund.
<b>Current Allocation</b>	The total amount invested in a specified asset class as a percentage of an institutional investor's total assets or total investment portfolio.
<b>Drawdown</b>	The actual act of transferring capital into the fund's portfolio companies. When the GP has decided where it would like to invest the fund capital, it will approach its LPs in order to draw down some of the capital that has already been committed to the vehicle.
<b>Direct Investment</b>	Company or asset acquired for investment purposes, that is not made through an investment in private funds or similar structures.
<b>Dry Powder</b>	The amount of capital that has been committed to a private capital fund minus the amount that has been called by the GP for investment.
<b>First-Close Investor</b>	An investor that will commit to a fund before it has held a first close. The investor is usually given an incentive by the fund manager to make a commitment before the first close, such as reduced fees.
<b>First-Time Fund</b>	The first vehicle raised by a fund manager. Usually from a firm or fund management team that has not previously raised any funds.
<b>Fundraising Outlook</b>	Announced – a fund has been announced / the fund manager has confirmed directly that they are planning to start fundraising in the future. Estimated – fund has been mentioned in the news or public domain that it is planned to start fundraising in the future.
<b>General Consultant</b>	Provides advice on the overall investment strategy of an institution.
<b>General Partner (GP)</b>	The partner in a limited partnership responsible for all management decisions of the partnership. The GP has a fiduciary responsibility to act for the benefit of the limited partners (LPs) and is fully liable for its actions.
<b>Interim Close</b>	While the fund is in market it may have interim closes. These closes are named in the sequence they occur. The first interim close is termed 'first close', 'second close', 'third close', etc. Once the fund has held a first close, it can begin to make investments.
<b>Investment Consultant</b>	A firm that provides advisory services for a fee. Different consultants can be hired for an individual investor operating on different parts of their investment portfolios and/or strategies. Consultants can be: Discretionary: Makes all investment decisions on behalf of an institution, but within specific guidelines. Non-Discretionary: The investor retains the decision on whether or not to invest in the consultants recommendations.
<b>Leverage</b>	Borrowed money to finance the acquisition of an asset or company.
<b>Leverage Ratio</b>	Any ratio used to measure the ability of a company to meet financial obligations; main factors likely include debt, equity, assets, and interest expenses.
<b>Limited Partner (LP)</b>	Institutions or high-net-worth individuals/sophisticated investors that contribute capital to a fund.
<b>Limited Partnership</b>	Consists of the GP that makes the fund investments and the LPs that have committed capital to the fund. The partnership generally has a 10-year life span, although the capital is usually invested after 3-5 years, before the GP exits the underlying companies for a return on behalf of the LPs.
<b>Listed Investment</b>	Instruments that are publicly traded on a stock exchange. This includes asset class specific-instruments like Real Estate Investment Trusts (REITs), as well as shares of other listed companies, and listed funds.

**General Terms (continued)**

<b>Preferred Equity</b>	Senior equity on the capital structure over common or subordinate classes.
<b>Primary Fund</b>	An investment vehicle that invests directly in a company or asset.
<b>Private Capital</b>	Refers to a broad spectrum of private investment funds that invest in unlisted companies and assets. Includes private equity, venture capital, private debt, real estate, infrastructure, and natural resources.
<b>Route to Market</b>	An investor's preferred method for investing in private capital. Investors may have preferences for investing in unlisted or listed funds, or for investing directly in an asset class.
<b>Single Deal Fund</b>	A dedicated vehicle created for the purpose of making an investment in a single target opportunity. Investors have full transparency on the underlying investment that will be made.
<b>Source of Allocation</b>	The specific segment of their portfolio from which investors allocate to a specific asset class. For example, natural resources investors may have a distinct allocation, or it may be considered part of their other allocation brackets such as private equity, real assets, or infrastructure.
<b>Source of Capital</b>	Specifies the range of methods that a fund manager uses to raise capital to make investments. Fund managers can raise capital from listed or unlisted funds, separate accounts or their own balance sheet, or they can raise capital from investors on a deal-by-deal basis.
<b>Spin-off</b>	A fund management team that has spun out from a previous firm to create its own organisation to raise and manage funds under the umbrella of their new firm.
<b>Target Allocation</b>	Pre-determined proportion of total assets to be invested in a specified asset class. Often a percentage, an institutional investor will seek to reach or maintain this target in the long term.

**Private Debt-specific**

<b>Arranger</b>	One or several commercial or investment banks that structures, arranges, and administers a syndicated loan.
<b>Bilateral</b>	Involving a single lender and a single borrower.
<b>Bookrunner</b>	Main underwriter or manager in a new issuance of a debt security.
<b>Bridge Loan</b>	A short-term loan providing immediate cash flow that is used until a company secures permanent financing. Loans are typically short term, relatively high interest, and backed by collateral.
<b>Bullet Loan</b>	Loan requiring a balloon payment at the end of the term. This arrangement anticipates a refinancing of the loan to meet payment obligation.
<b>Collateralized Loan Obligation (CLO)</b>	A security backed by a pool of debt, which includes several levels of credit ratings and repayment structures.
<b>Covenant</b>	An indenture in a formal debt agreement for certain activities to be carried or not carried out.
<b>Covenant-Lite (Cov-Lite)</b>	A loan with limited restrictions on the debt-service capabilities of the borrower, including fewer restrictions on collateral and payment terms than traditional covenants.
<b>Debenture</b>	Debt instrument backed exclusively by the creditworthiness and reputation of the issuer, generally issued by governments and corporations.
<b>EBITDA</b>	Earnings before Interest, Taxes, Depreciation, and Amortization. Usually where cash flow for debt repayment is sourced.
<b>First Lien</b>	Primary rights of a creditor to sell the collateral property of a borrower that fails to meet the obligations of a loan contract.
<b>Fixed Rate</b>	A predetermined rate for either the entirety or part of a loan term.
<b>Floating Rate</b>	A variable interest rate that moves with market factors or an index. Opposite of a fixed rate.
<b>High Yield</b>	Investments in debt securities that are below investment grade. Such bonds typically pay higher yields than investment-grade government or corporate bonds to compensate for the perceived higher risk of default.
<b>Non-Bank Lender</b>	Also referred to as 'shadow bankers,' any entity engaging in loan activity and not classified as a banking institution. Examples are private equity firms, specialty finance companies, and hedge funds.

**Private Debt-specific (continued)**

<b>Non-Performing Loans (NPLs)</b>	A loan that is in default or is close to being in default.
<b>Non-Sponsored</b>	A direct loan transaction between a lender and borrower without involvement of a private equity sponsor.
<b>Notes</b>	Certificates evidencing the amount owed by the private placement borrower to the investor. Transferable on completion of a certificate sent to the borrower.
<b>Payment in Kind (PIK)</b>	Arrangement that pays interest or dividends to investors of bonds, notes, or preferred stock with additional debt or equity instead of cash.
<b>Primary Loan</b>	Loan made directly to a borrower/company.
<b>Private Debt</b>	Non-listed debt issues. May take the form of bonds, notes, or loans. Includes all non-bank lending.
<b>Refinance</b>	Revising or replacing an older loan with new debt offering more favourable terms for the borrower.
<b>Revolving Credit</b>	A line of credit allowing the borrower to use funds when they are needed, depending on cash flow needs.
<b>Royalty-Backed Lending</b>	An alternative loan to be repaid using a percentage of the borrowing business's revenue, traditionally found in industries such as mining, film production, and drug development.
<b>Second Lien</b>	Debts that are subordinate to the rights of other, more senior debts issued against the same collateral.
<b>Secondary Loan</b>	A loan sold on a secondary market.
<b>Secured Loan</b>	A loan backed by the borrower's assets, typically real estate, equipment, or cash flows.
<b>Senior Stretch</b>	A type of loan to a business that includes characteristics of both asset-based and cash-flow loans. Senior stretch loans are cheaper than cash-flow loans as the borrowing company has a healthy balance sheet.
<b>Special Purpose Vehicle (SPV)</b>	A company that has activities limited to buying and financing certain assets by issuing bonds to investors.
<b>Sponsored</b>	A deal involving a third-party purchase of a company, typically a private equity firm.
<b>Subscription Credit Facility</b>	Short-term loans provided to alternative asset fund managers to cover transactional costs, suppressing the need to immediately call up capital from limited partners.
<b>Syndicated</b>	A loan offered by a group of lenders that work together to provide funds to a single borrower.
<b>Term Loan</b>	Bank loan for a specific amount that has a pre-determined repayment schedule as well as a floating interest rate.
<b>Term Loan B</b>	A sub-prime loan to a borrower with credit graded 'B' according to credit history.
<b>Term Loan C</b>	A sub-prime loan to a borrower with credit graded 'C' according to credit history.
<b>Unsecured</b>	A loan not backed by collateral or assets.

## Infrastructure-specific

<b>Brownfield</b>	Involves an existing asset or structure that requires improvements, repairs, or expansion. The infrastructure asset or structure is usually partially operational and may already be generating income.
<b>Economic Infrastructure</b>	The combination of basic facilities which are helpful in economic development of a nation, region, or city. Includes energy, logistics, telecommunications, transportation, utilities, and waste management.
<b>Greenfield</b>	Involves an asset or structure that does not currently exist and needs to be designed and constructed. Investors fund the building of the infrastructure asset as well as the maintenance after it is designed, built, and operational.
<b>Infrastructure Bond</b>	A debt investment in which an investor loans capital to an infrastructure project or company for a defined period of time at a fixed interest rate. Bonds are traditionally issued by companies, municipalities, and both local and central governments.
<b>Organisation for Economic Co-operation and Development (OECD)</b>	The OECD is an intergovernmental economic organization founded in 1961 committed to democracy and the market economy. The organization aims to support sustainable economic growth, boost employment, raise living standards, maintain financial stability, assist other countries' economic development, and contribute to growth in world trade. As of January 2020 there are 37 member countries: Australia, Austria, Belgium, Canada, Chile, Colombia, Czech Republic, Denmark, Estonia, Finland, France, Germany, Greece, Hungary, Iceland, Ireland, Israel, Italy, Japan, Latvia, Lithuania, Luxembourg, Mexico, Netherlands, New Zealand, Norway, Poland, Portugal, Slovakia, Slovenia, South Korea, Spain, Sweden, Switzerland, Turkey, the UK, and the US. Countries whose membership is under consideration is Argentina, Brazil, Bulgaria, Croatia, Peru, and Romania.
<b>Private Finance Initiative (PFI)</b>	A form of PPP developed by the Australian and UK Governments.
<b>Public-Private Partnerships (PPP/P3)</b>	Contractual agreements between public bodies, local authorities or central government, and private companies to deliver a public, social, or economic infrastructure project.
<b>Real Assets</b>	Generally applied to those assets that are tangible in nature, and often expected to provide valuation protection during inflationary periods. The definition of 'Real Assets' varies across the industry but can include real estate, infrastructure, and natural resources. Also known as Hard Assets.
<b>Secondary Stage</b>	Involves a fully operational asset or structure that requires no investment for development.
<b>Social Infrastructure</b>	Assets that accommodate social services. Includes educational facilities, defence-related assets, government buildings, healthcare/medical facilities, and judicial buildings.

## Natural Resources-specific

<b>Commodity Preference</b>	The underlying natural resource which the fund seeks to cultivate or extract. For example, an energy fund may focus on investments in oil, natural gas, uranium, coal, or renewable energy.
<b>Master Limited Partnership (MLP)</b>	A type of limited partnership that is publicly traded on an exchange. MLPs combine the tax pass-through benefits of a limited partnership with the liquidity of a publicly-traded vehicle. In order to qualify as an MLP the partnership must earn at least 90% of its income from qualified sources such as natural resources, commodities, or real estate. Qualifying natural resources include: oil, gas, coal, and timber.
<b>Primary – Debt</b>	A fund's preference for direct investment in the debt securities of portfolio companies, as opposed to equity securities or investments through other natural resources funds.
<b>Primary – Equity</b>	A fund's preference for direct investment in the equity securities of port.
<b>Process/Stage Preference</b>	The stage of the extraction/cultivation process on which the fund focuses. For example, an energy fund may specialize in upstream, midstream, or downstream energy investments and a mining fund may focus on investments in companies that directly extract minerals or those that refine them.
<b>Project/Asset-Stage Preference</b>	The stage of a natural resources project at which the natural resources fund seeks to invest. For example, funds may focus on investments in projects that are already established or come in at an earlier stage such as the initial construction or development stage.
<b>Strategy Allocation</b>	The proportion of a fund's capital dedicated to primary investments in equity and debt, fund of funds investments, or secondary investments.

# Private Capital Fund Structures

## Fund Structures

<b>Closed-End Fund</b>	A fund with a fixed life span that typically does not allow redemptions or the entry of additional investors after the initial formation of the fund. Closed-end funds typically acquire a portfolio of companies/assets during an initial investment period and do not invest the sales proceeds.
<b>Co-Investment</b>	Direct investment made by a limited partner in a company/asset backed by a fund. The limited partner therefore acquires two separate stakes in the company/asset: one indirectly through the fund and one directly in the company/asset.
<b>Fund of Funds</b>	Invests its capital in a number of limited partnerships.
<b>Joint Venture</b>	An arrangement where two or more parties agree to pool their resources for investment in a specific asset or company.
<b>Listed Fund</b>	A fund that is publicly traded on a stock exchange and invests in assets or companies. This includes master limited partnerships ( <a href="#">MLPs</a> ).
<b>Open-Ended Fund</b>	A fund with no finite life that allows the continuous entry and exit of investors and typically engages in ongoing investment purchase and sale activities.
<b>Separate Account</b>	Customized investment accounts held with a fund manager that are financed by one institutional investor. The fund manager makes multiple investments from the account to meet the strategic and other portfolio management needs of the institutional investor.
<b>Unlisted Fund</b>	A fund that is not listed on a stock market.

## Legal Structures

<b>AB</b>	Aktiebolag. A Swedish stock company. Privately-held ABs must have capital of at least SEK 100,000 upon incorporation.
<b>ASA</b>	Allmennaksjeselskap. The Norwegian term for a public limited company.
<b>BV</b>	Besloten Vennootschap. The Dutch term for a private limited liability company.
<b>CERPIs</b>	Long-term investment vehicles for infrastructure and energy projects in Mexico and are listed on the BMV and BIVA stock exchanges.
<b>CKD</b>	Certificados de Capital de Desarrollo or Certificates of Capital Development are legal structures granting investors access to private equity, real estate, and infrastructure investments within Mexico.
<b>CV</b>	Commanditaire Vennootschap. A Dutch limited partnership.
<b>FCP</b>	Fonds Commun de Placement. A co-proprietorship whose joint owners are only liable up to the amount they have contributed and whose rights are represented by units. An FCP does not have legal personality and requires a Luxembourg-based management company.
<b>FIL</b>	Fondo de Inversión Libre. A Spanish investment fund.
<b>GK</b>	Godō Kaisha. A Japanese structure; similar to a limited liability company.
<b>GmbH</b>	Gesellschaft mit beschränkter Haftung. Translates as Company with Limited Liability. The structure exists in Germany, Austria and Switzerland. In Germany the company is incorporated, but not publicly traded, and must have at least two partners. In Austria there must be at least two founding shareholders.
<b>Immobilienfond</b>	A German open-ended fund. Generally established for retail investors, there are various limitations imposed on the nature and geographic location of investments.

**Legal Structures (continued)**

<b>Incorporated (Inc.)</b>	A legal entity where the ownership has been arranged into shares. A shareholder has no responsibilities to the company and the potential losses of the shareholder are limited to the value of the stock turning to zero in the case of a bankruptcy.
<b>KY</b>	Kommandiittiyhtiö. A Finnish limited partnership.
<b>Limited Partnership</b>	A form of partnership consisting of both <a href="#">GPs</a> and <a href="#">LPs</a> . GPs have authority as agents of the firm to bind all the other partners in contracts.
<b>LLC</b>	Limited Liability Company. A US structure in which shareholders have limited liability for the actions of the company/fund.
<b>NV</b>	Naamloze Vennootschap. A Dutch public open stock company.
<b>PLC</b>	Public Limited Company. PLCs are limited companies in the UK and Ireland that are allowed to sell their shares to the public.
<b>Private REIT</b>	Private Real Estate Investment Trust. A REIT that is not registered with the Securities and Exchange Commission (SEC) or traded on a national exchange.
<b>Property Unit Trust</b>	A collective investment scheme in property which invests in a portfolio of investment-grade properties that is held for its rental income and capital appreciation.
<b>Public REIT</b>	A Real Estate Investment Trust that files with the Securities and Exchange Commission (SEC) and whose shares trade on national stock exchanges.
<b>SARL</b>	Société à responsabilité limitée. A company whose liability is limited to the contributions of its members.
<b>SCA</b>	Societe en Commandite Par Actions. A hybrid partnership with joint stock company and civil aspects, formed by two classes of shareholders, (i) the <a href="#">GP(s)</a> with unlimited, joint and several liabilities, and (ii) the limited shareholders with limited liability.
<b>SICAF</b>	Société d'Investissement à Capital Fixe. An investment company with fixed capital. It is subject to formalities when changes are made to its capital.
<b>SICAR</b>	Société d'investissement en capital à risque. A Luxembourg structure designed to facilitate the raising of funds and to allow investment in risk-bearing capital.
<b>SICAV</b>	Société d'Investissement à Capital Variable. An investment company whose capital is always equal to its net assets.
<b>SIF</b>	Société de Participations Financières. A Luxembourg-branded investment vehicle for sophisticated investors. Can be structured as a common fund (FCP) or investment company (SICAV or SICAF).
<b>Specialfonds</b>	German Special Funds or Spezial-Sondervermögen. These are funds managed by Germany-based investment management companies for institutional investors.
<b>Unlisted REIT</b>	A publicly registered, non-traded Real Estate Investment Trust. It files with the Securities and Exchange Commission (SEC), but is not traded on a national exchange.
<b>YK</b>	Yugen Kaisha. A Japanese vehicle often held by a Cayman SPV.

# Private Capital Fund Strategies

## Private Equity and Venture Capital

<b>Balanced</b>	Invests in companies at all stages of development, from early stage to buyout.
<b>Buyout</b>	Invests in established companies, often with the intention of improving operations and/or financials. Investment often involves the use of leverage.
<b>Early Stage</b>	Type of venture capital fund that invests only in the early stage of a company's life. Can be either Seed or Start-up.
<b>Early Stage: Seed</b>	Allows a business concept to be developed – perhaps involving the production of a business plan, prototypes, and additional research – prior to bringing a product to market and commencing large-scale manufacturing.
<b>Early Stage: Start-Up</b>	Supports a non-commercial company's product development and marketing.
<b>Expansion/Late Stage</b>	Invests in companies towards the end of the venture stage cycle. Provides capital injections for expansion into a position of stable profit streams. Typical with venture capital deals, expansion/late-stage funds take short- to mid-term, minority positions.
<b>Growth</b>	Typically takes significant minority positions in companies without the use of leverage. Targets profitable, but still maturing, investee companies with significant scope for growth. Investment horizons are mid-to-long term, similar to those seen with buyout funds.
<b>Hybrid</b>	A fund that focuses on investing in private equity and also considers investing in another alternative asset class.
<b>Private Investment in Public Equity (PIPE)</b>	Focuses on investments made by a private equity or venture capital firm in a public company, which remains public post-investment.
<b>Secondaries</b>	Acquires stakes in private equity funds from existing LPs.
<b>Turnaround</b>	Aims to revitalize companies with poor performance or those that are experiencing trading difficulties.
<b>Venture Capital (General)</b>	Provides capital to new or growing businesses with perceived long-term growth potential.

## Private Debt

<b>Blended/Opportunistic Debt</b>	A strategy that seeks attractive risk-adjusted returns throughout the fixed income universe by using a diverse set of investments.
<b>Direct Lending</b>	The practice of non-bank lenders extending loans to small and medium-sized businesses in return for debt securities rather than equity.
<b>Distressed Debt</b>	Debt of companies that have filed for bankruptcy or have a significant chance of filing for bankruptcy in the near future.
<b>Junior/Subordinated Debt</b>	Subordinated debt is a loan or security that ranks lower than other loans with regard to claims on assets or earnings. Subordinated debt is not repaid until after unsubordinated (senior) debt holders have been repaid in full and is consequently a riskier form of debt loan. Also known as a junior security or subordinated loan.
<b>Mezzanine</b>	Investments in debt subordinate to the primary debt issuance and senior to equity positions.
<b>Mid-Market Lending</b>	A form of direct lending typically to smaller and more-leveraged companies than traditional direct lending.
<b>Senior Debt</b>	Highest on the capital structure, a loan to be repaid first if borrowing business failed.
<b>Senior Subordinated Debt</b>	Debt that is subordinated in its rights to receive its principal and interest payments from the borrower to the rights of the holders of senior debt. Such loans are sometimes secured by significant collateral; the firm will principally rely on the borrower's cash flow for repayment. Additionally, the manager often receives warrants to acquire shares of stock in connection with these loans.

## Private Debt (continued)

<b>Special Situations</b>	Classification covering several areas including distressed and mezzanine, where loan decision or grade is defined by something other than underlying company fundamentals.
<b>Subordinated Junior Secured Term Loan</b>	Subordinated debt has a lower priority than senior debt holders in a company's capital structure but is secured against some assets or collateral of the company.
<b>Unitranche Debt</b>	A type of debt combining senior and subordinated debt into one instrument. This instrument was created to simplify debt structure.

## Real Estate

<b>Core</b>	Investment in low-risk real estate that provides relatively low returns. Investments are typically located in primary markets and in the main property types (office, retail, industrial, and residential). Properties are stable, well maintained, well leased, and often of the class A variety. Investments require little or no leverage (0-30%) or additional capital investment
<b>Core-Plus</b>	Investment in moderate-risk real estate that provides moderate returns. Investments are predominantly core but with an emphasis on a modest value-add approach. Focus is on the main property types, in both primary and secondary markets, in buildings of class A or lower quality that require some form of enhancement (i.e. repositioning and/or re-leasing). Investments typically utilize 30-55% leverage and some additional capital investment.
<b>Debt</b>	The origination or acquisition of loans secured by real estate. May include mezzanine debt, preferred equity, or senior loans. See 'Real Estate Debt'.
<b>Distressed</b>	Investments in distressed assets. Investments can be made in a variety of ways, including providing debt or equity to owners with liquidity problems, or to those that are seeking to recapitalize properties.
<b>Opportunistic</b>	Investment in high-risk real estate that provides high returns. Investments are typically in lower-quality buildings in primary, secondary, or emerging markets across all property types, including niche sectors. Buildings often require significant enhancement to upgrade them to class A buildings (i.e. development and/or extensive redevelopment/repositioning/releasing). Investments typically utilize leverage of 60% or more, and significant capital investment, and will target an IRR in the high teens and upwards.
<b>Value Added</b>	Investment in moderate-to-high-risk real estate that provides moderate-to-high returns. Investments are typically in lower-quality buildings, in both primary and secondary markets in the main property types. Buildings often require enhancement to upgrade them to class A buildings (i.e. redevelopment/repositioning/releasing). Investments require 50-70% leverage, and additional capital investment, and will acquire an expected internal rate of return (IRR) in the low double digits to the mid-teens.

## Real Estate Debt

<b>B-Note</b>	Financing that is secured by a shared first lien with cash flow subordinated via an inter-creditor agreement.
<b>Bridge Loan</b>	Interim financing for an individual or business until permanent or the next stage of financing can be obtained. Bridge loans are often used for commercial real estate purchases to quickly close on a property, retrieve real estate from foreclosure, or take advantage of a short-term opportunity in order to secure long-term financing.
<b>Commercial Mortgage-Backed Security (CMBS)</b>	A security backed by mortgages on commercial real estate.
<b>Commercial Real Estate Collateralized Debt Obligation (CRE CDO)</b>	A CDO backed primarily by commercial real estate assets. A CDO is a type of asset-backed security and structured credit product.
<b>First Mortgage</b>	A mortgage that has priority over all other mortgages.
<b>Non-Performing Loan</b>	A loan that is in default or close to being in default.
<b>Preferred Equity</b>	Financing that is senior to sponsor equity. Can resemble a mezzanine loan.
<b>Residential Mortgage-Backed Securities (RMBS)</b>	A security backed by mortgages on residential real estate.

## Real Estate Debt (continued)

<b>Senior Loan</b>	A form of debt that takes priority over other debt securities sold by the issuer.
<b>Sub-Performing Loan</b>	A loan that is making payments but not the full principal and interest payments that the mortgage note demands.
<b>Whole Loan</b>	A mortgage loan where the owner of the debt also owns the servicing rights.

## Infrastructure

<b>Core</b>	Strategies target essential assets with no operational risk where the asset is already generating returns. These are typically secondary stage assets in developed countries with transparent regulatory and political environments. Key features of the underlying assets include monopoly position, demonstrated demand, and long-term stable cash flows that are forecastable with a low margin for error.
<b>Core-Plus</b>	Strategies typically target assets that exhibit similar characteristics to core assets but are more affected by and correlated with the economic cycle, thus exposed to demand and market risk. These assets do however have features that act to limit the aforementioned risks, including long-term contracts, long-term government or regulatory price support and/or high barriers to entry for competitors.
<b>Infrastructure Debt</b>	Strategies tend to be less risky than other infrastructure strategies, targeting assets and/or infrastructure developers/owners, that produce regulated revenues for essential services or user revenues from assets with a monopoly position, as well as contracted assets. The risk/return exposure of the strategy depends on the type of debt provided, though most infrastructure assets are typically financed by senior debt and have simple capital structures.
<b>Opportunistic</b>	Strategies have the highest-risk/return profile of infrastructure strategies, with less focus on stable cash flows and greater emphasis on capital growth via the value of the underlying assets. Assets will not typically have an existing cash flow.
<b>Value Added</b>	Strategies are deemed moderate- to high-risk, targeting assets where enhancements are being made, and where the growth in usage of said asset or demand for service provided or produced is the focus. These are typically greenfield or brownfield assets, potentially involving new or unproven technologies that do not have pricing power at the time of the investment but can be developed over time to have this at some time in the future.

## Natural Resources

<b>Agriculture/Farmland</b>	Encompasses the investment of capital into land used for growing crops or harvesting livestock.
<b>Energy</b>	A strategy defined as the investment of capital into the processes behind the discovery, production, storage, distribution, and/or retail of energy resources.
<b>Metals and Mining</b>	Involves the investment of capital into metals/minerals as a raw product, the exploration for these commodities, or in the process of refining such materials to produce their pure form.
<b>Timberland</b>	Involves the investment of capital into land covered with trees or other woody vegetation (either in the form of privately-owned tree farms, or naturally-occurring forests).
<b>Water</b>	Involves investment of capital into water-related assets and/or processes.

## Natural Strategies Process

<b>AgTech</b>	Economic sector focused on the use of technology to improve current agricultural practices, either to increase productivity or reduce environmental and social costs.
<b>Annual/Row</b>	A crop that can be planted in rows wide enough to allow it to be tilled or otherwise cultivated by agricultural machinery. Row crops are most commonly annuals, crops that complete their lifecycle in one year and must be replanted, or short-lived perennials grown as annuals. Includes wheat, corn, maize, and barley.
<b>Aquaculture</b>	The production of fish, shellfish, crustaceans, seaweeds, or algae in a managed environment, often enhancing production beyond that which would normally be achieved naturally.

**Natural Strategies Process (continued)**

<b>Base Metals</b>	Metals that oxidize, tarnish, or corrode when exposed to air or moisture. They are more abundant in nature and therefore cheaper than precious metals. Examples include aluminium, copper, lead, nickel, tin, and zinc.
<b>Biomass</b>	Biological matter used as a renewable energy source, including purpose-grown energy crops and the biodegradable proportion of industrial, municipal, agricultural, and forestry residues.
<b>Construction Minerals</b>	Minerals used by the construction sector. Typical construction minerals are aggregates (sand, gravel and crushed natural stone), various brick clays, gypsum, and natural stone.
<b>Downstream</b>	The final stage in energy industry operations. Includes all activities relating to the refinement and distribution of energy and any by-products. For example, refining crude oil and distributing the by-products (e.g. gasoline, natural gas liquids, and diesel) down to the retail level. End customers for this distribution can include residential, industrial, and agricultural entities.
<b>Exploration</b>	The process of searching for new mineral deposits that can be commercially mined.
<b>Ferrous Metals</b>	Metals containing iron, such as iron ore and steel.
<b>Geothermal</b>	An energy production method that uses hot water and steam from underground reservoirs to power turbine generators.
<b>Hardwood</b>	Wood from angiosperms (flowering plants), mainly deciduous trees, and broad-leaf evergreen trees. Hardwoods all have enclosed nuts or seeds. Examples include cherry, mahogany, maple, and oak.
<b>Hydroelectric</b>	Electricity produced by the use of flowing water to power a turbine.
<b>Industrial Minerals</b>	Non-metallic, non-fuel minerals used in a range of industrial applications including the manufacture of chemicals, glass, fertilisers, and fillers in pharmaceuticals, plastics, and paper. Examples of industrial minerals include salt, clays, limestone, silica sand, phosphate rock, talc, and mica.
<b>Land Owner</b>	Investment strategy based on owning agricultural land and leasing/renting this out to others. See Operator and Owner-Operator.
<b>Livestock</b>	Domestic or domesticated animals raised for food or in the production of food. For example, beef and dairy cattle, poultry, sheep, and swine.
<b>Midstream</b>	Refers to the collection, processing, storage, and transportation of energy. It is the middle stage of energy industry operations between the initial extraction/production of upstream energy and the final distribution of downstream energy.
<b>Natural Forests</b>	Naturally-occurring large area of land covered with trees or other woody vegetation which is harvested for timber production.
<b>Non-Metallic Minerals</b>	All commercially mined minerals that are not metals or fuel. Divided into construction minerals, industrial minerals, and precious stones.
<b>Non-Renewables</b>	Energy from a source that cannot be readily replaced by natural means on a level equal to its consumption, such as oil and natural gas.
<b>Oil Field Services</b>	Companies that assist oil & gas producers with their production activities. These companies manufacture, repair, and maintain equipment used in oil & gas extraction and transport, and provide additional services to the energy industry.
<b>Operator</b>	Investment strategy based on carrying out agricultural activity without owning the underlying land, which is instead leased/rented from others. See Land Owner and Owner-Operator.
<b>Owner-Operator</b>	Investment strategy that involves both owning farmland and carrying out agricultural activity on that land. See Land Owner and Operator.
<b>Perennial/Permanent</b>	A crop produced from plants that lasts many seasons and can be harvested multiple times without needing to be replanted. Includes grapes, nuts, and citrus fruits, among other crops.
<b>Platinum Group Metals (PMG)</b>	The platinum group metals are platinum, palladium, ruthenium, rhodium, osmium, and iridium. Their production is very limited and they are used for a number of different industrial applications.
<b>Precious Metals</b>	Precious metals are metals that are rare and/or considered to have high economic value such as gold, silver, and the platinum group metals. Among other reasons, they are considered valuable because of their rarity, their use in industrial applications, or as jewellery, and their possible use as a store of value.

### Natural Strategies Process (continued)

<b>Refining</b>	The processing of mined products to reduce them to a pure state. For example, the processing of iron ore to extract iron.
<b>Renewables</b>	Energy from a source that can be naturally replenished at a rate equal to that at which it is consumed, such as wind and solar power.
<b>Royalty-Backed Lending</b>	A form of financing in which a fund provides capital in return for a share in the revenue generated by the extraction of a particular resource.
<b>Softwood</b>	Wood from gymnosperm (seed-producing) trees – conifers, cone-bearing seed plants. Examples include cedar, fir, and pine.
<b>Tree Farms</b>	Trees planted and grown specifically for timber production – includes trees grown in plantations and nurseries.
<b>Upstream</b>	Upstream operations involve the exploration, recovery, development, and production of energy resources. Upstream firms will take the first steps to locate and search for new energy resources and, at a later stage, extract them.
<b>Water Industrials</b>	Companies that provide products or services used by water utility companies. For example, pump, pipe, and valve manufacturers, filtration and treatment companies, and desalination plants.
<b>Water Utilities</b>	Companies that provide water and/or wastewater services consumed by the public or other businesses.

# Private Capital Performance Terms

For full details of Preqin's methodology surrounding private capital performance, see our [Performance Data Guide](#)

## Definitions of performance metrics

<b>Adjusted valuation</b>	Determined by calculating the incremental change per transaction and its relative impact on valuation. Summation of deltas from inception to the point of interest is also required to calculate the adjusted value. Cash adjustments do not consider non-capital events (management fees, <i>Income</i> , etc.).
<b>Average Net IRR %</b>	Average IRR is simply the mathematical mean. Average IRRs must be analyzed with care because the mean value may be strongly affected by outlier IRR values.
<b>Called Up %</b>	The proportion of the LP's aggregate commitments to the partnership that have been contributed to the partnership. These figures are as reported by the LP, so that in cases where the GP and LP have treated part of a distribution as a refund of contributions (and potentially liable to being recalled at a later date) the called up % will be amended accordingly.
<b>Distributed (DPI – Distributions to Paid-in) %</b>	The proportion of the called-up capital that has been distributed or returned back to LPs. This will include cash and stock distributions, with the latter valued as at the date of distribution and treated in the same way as a cash distribution. Distributed % is one measure of the cash performance of the partnership that is not subject to judgemental factors (as for value and IRR).
<b>Distributions</b>	<i>Proceeds and Income.</i>
<b>Gross DPI (Distributed to Paid In)</b>	The ratio of money distributed by the portfolio company, relative to <i>Investments</i> . Excludes fees.
<b>Gross IRR (Internal Rate of Return)</b>	Money-weighted return expressed as a percentage. Uses the present sum of <i>Investments</i> , the sum of <i>Distributions</i> , and the current unrealized value of a portfolio company and applies discount. Excludes fees.
<b>Gross RVPI (Residual Value to Paid In)</b>	The ratio of the current value of remaining <i>Investments</i> within a portfolio company to the total contributions into the portfolio company to date. Excludes fees.
<b>Gross TVPI (Total Value to Paid In)</b>	The ratio of the current value of remaining <i>Investments</i> in a portfolio company, plus the total value of all <i>Distributions</i> to date, relative to the total amount of capital paid into the company to date. Excludes fees.
<b>Income</b>	Total amount received on realization of <i>Investment</i> (see also <i>Proceeds</i> ).
<b>Investments</b>	Total recorded amount invested into a portfolio company (most of the data relates to indirect investments, or companies invested in by a private equity fund, data on which is reported by the fund (the investor)).
<b>Net Multiple</b>	The ratio between the total value that the LP has derived from its interest in the partnership – i.e. distributed cash and securities plus the value of the LP's remaining interest in the partnership – and its total cash investment in the partnership, expressed as a multiple. It is important to note that this measure does not reflect the time value of money, and therefore will not show whether one partnership has returned value to LPs more quickly or more slowly than another. However, it is one measure of 'profit' or 'loss' for the LP.
<b>Net IRR %</b>	The net IRR earned by an LP to date, after fees and carry. The internal rate of return (IRR) is based upon the realized cash flows and the valuation of the remaining interest in the partnership. IRR is an estimated figure, given that it relies upon not only cash flows but also the valuation of unrealized assets. The IRR estimates shown are both those as reported by the LP and/or GP and those that Preqin has calculated internally, based upon cash flows and valuations, provided for individual partnerships.
<b>Pooled Net IRR %</b>	This is calculated by combining multiple funds' cash flows and calculating an IRR using all funds' contributions, distributions, and remaining values as if they were from a single fund. Pooled IRRs take into account the timing of each cash flow and the size of each fund. Larger funds will have more influence than the smaller funds and the timing of the distributions will affect performance.

<b>Proceeds</b>	Total amount received on realization of <i>Investment</i> .
<b>Quartile Ranking</b>	This shows which quartile of the relevant peer group the fund falls into. When calculating the quartile ranking, equal weight is placed on IRR and multiple. Top-quartile funds are funds with an IRR or multiple equal to or above the upper-quartile benchmark; second-quartile funds are funds with an IRR or multiple equal to or above the median-quartile figures but below the upper-quartile figures, etc.
<b>Remaining Value (RVPI - Residual Value to Paid-in) %</b>	The value of the LPs' remaining interest in the partnership, as derived from the GP's valuation of the unrealized portfolio and its allocation of this to the LP. Valuation of unrealized investments expressed as a percentage of called capital.
<b>Total Value to Paid-in (TVPI) %</b>	Sum of distribution to paid-in and residual value to paid-in, i.e. distributed cash and securities plus the value of the LP's remaining interest in the partnership.
<b>Vintage</b>	Defined as the first year of investment/drawdown from the investor.
<b>Weighted Net IRR %</b>	An aggregate IRR calculated by weighting each fund IRR with its fund size, effectively meaning that large funds have more impact on the weighted IRR than small funds.

# Companies & Deals Terms

## Buyout and Venture Capital Deals

<b>Acquired</b>	Companies that have been acquired by another entity via a trade sale.
<b>Add-on</b>	A private equity- or venture capital-backed portfolio company acquires a smaller company, or the assets of another company. This is typically to consolidate market position, or acquire proprietary technologies from competitors, and often involves acquiring smaller rivals.
<b>Aggregate Deal Value USD Bn</b>	The total value of deals that occurred in the specified time period, for the specified asset class.
<b>Angel</b>	An initial stage of funding provided by angel investors, typically friends, relatives, or individual entrepreneurs.
<b>Average Deal Size</b>	The average deal size for the specified time period, for the specified asset class, for deals where we hold the deal size. Because we calculate this using only deals where we have a deal size, the average may be different to total deal value divided by total deal count, as we may hold deals where we do not know the deal size.
<b>Buyout</b>	A leveraged acquisition where the private equity firm will typically acquire the whole, majority of, or a controlling stake in, a private company.
<b>Est. Fully Diluted Shares</b>	The sum of issued shares and the option pool. This is the total number of shares an acquirer would have to purchase if a company gets bought out under the assumption that all options will be exercised.
<b>Expansion Capital</b>	A later-stage venture capital round in companies that are looking for capital to expand or restructure operations, enter new markets, or finance a significant acquisition without a change of control of the business.
<b>Grant</b>	An award of financial assistance, typically by a government, to an eligible grantee with no expectation that the funds will be paid back.
<b>Growth Capital</b>	An equity investment in a private company, where a private equity firm typically acquires a non-controlling or minority stake with a view to providing capital to increase the expansion plans of the company.
<b>Issued Shares</b>	The total number of shares issued by the company. Includes Issued common and preferred on an if converted basis.
<b>Merger</b>	Where a private equity or venture capital-backed company merges with another company to form a new entity.
<b>Number of Deals</b>	The total number of deals that occurred during the specified time period, for the specified asset class. This may include deals where the deal size has not been disclosed.
<b>Option Pool</b>	Total number of options that could be exercised, expressed in terms of their impact on the share count.
<b>PE-Backed</b>	A company actively financed by private equity
<b>PIPE (Private Investment in Public Equity)</b>	An investment made by a private equity or venture capital firm in a public company, which remains public post-investment.
<b>Post-Money Valuation</b>	The value of the company's equity after taking into consideration the funds raised, generally in the context of venture deals.
<b>Pre-IPO</b>	An investment in a company that is set to complete its IPO in the near future, often at a discounted price relative to expected IPO pricing amount.
<b>Pre-Money Valuation</b>	The value of the company's equity ignoring the funds raised, generally in the context of venture deals.
<b>Price per share</b>	The cost of a single share in a company.
<b>Public-to-Private</b>	Where a company is bought from the stock exchange and de-listed by the private equity firm.
<b>Recapitalization</b>	An investment that typically includes the restructuring of debt and equity, with a view to stabilizing the company's capital structure.
<b>Secondary Stock Purchase</b>	Where part or all of an investor's stake in a venture capital-backed company is acquired directly from a shareholder/investor, rather than purchasing stock from the company.

## Buyout and Venture Capital Deals (continued)

<b>Seed</b>	The first stage of venture capital financing by a professional venture capital firm, typically a small investment in a very early-stage company that has usually not yet established commercial operations.
<b>Series A</b>	Series A preferred stock leads on from the Angel/Seed Stages, and is the first significant round of venture capital funding offered by a portfolio company to the venture capitalist. Series A preferred stock is convertible into common stock in certain cases such as an IPO or the sale of the company.
<b>Series B, Series C, etc.</b>	A mid-stage second round of financing provided by venture capitalists. Successive rounds are then termed Series C, Series D, and so forth, each offering preferred stock typically once a company has accomplished certain milestones in developing its business.
<b>Unspecified Round</b>	A venture capital financing round where the stage/series has not been disclosed.
<b>VC-Backed</b>	A company actively financed by venture capital
<b>Venture Debt</b>	A type of debt financing provided to venture capital-backed companies by a specialized financier to fund-working capital or capital expenses. Venture debt providers combine their loans with warrants or rights to purchase equity, to compensate for the higher risk of lending.

## Buyout and Venture Capital Exits

<b>Ceased Operations</b>	A company that no longer trades, is closed down and/or filed for bankruptcy
<b>IPO (Initial Public Offering)</b>	A company is listed on the stock exchange. Also known as a flotation.
<b>Merger</b>	A private equity firm sells a stake in one of its portfolio companies to another company as part of a merger of operations.
<b>Private Placement</b>	A private equity firm sells some/all of its shares in a publicly listed portfolio company.
<b>Recapitalization</b>	A portfolio company issues debt in order to pay a dividend to a private equity firm (dividend recap) or a portfolio company is sold as part of a recapitalization.
<b>Restructuring</b>	A company restructures its debt, often leading to the investors ceding control of the company to the debt providers. Equivalent to Chapter 11 in US bankruptcy law.
<b>Sale to GP</b>	A private equity-backed company is sold to another private equity/venture capital firm.
<b>Sale to Management</b>	The management team of the portfolio company buy it from the private equity firm.
<b>Trade Sale</b>	The portfolio company is sold to another company.
<b>Write-off</b>	The portfolio company discontinues operations and goes into liquidation, with the result that the private equity firm no longer has a stake in an operating entity. Equivalent to Chapter 7 in US bankruptcy law.

## Infrastructure Deals

<b>Availability-based PPP</b>	A type of PPP, wherein the private entity delivers a public, social, or economic infrastructure project in return for regular government payments.
<b>Brownfield</b>	Involves an existing asset or structure that requires improvements, repairs, or expansion. The infrastructure asset or structure is usually partially operational and may already be generating income.
<b>Concession Period</b>	A pre-defined time frame within which the private entity/concessionaire is entitled to build, own, operate, and/or maintain a public, social, or economic infrastructure project.
<b>Concession-based PPP</b>	A type of PPP, wherein the private entity is granted the right to build, own, operate, and/or maintain a project and generates revenue by charging a usage fee.
<b>Greenfield</b>	Involves an asset or structure that does not currently exist and needs to be designed and constructed. Investors fund the building of the infrastructure asset as well as the maintenance after it is designed, built, and operational.
<b>Secondary Stage</b>	Involves a fully operational asset or structure that requires no investment for development.

## Companies

<b>Board Representatives</b>	Individual(s) at the investor firm who took a seat on the board of the portfolio company as a result of the deal.
<b>Capitalization Table (Cap Table)</b>	An overview of the ownership of a company across multiple funding rounds, usually in the context of a venture-backed firm.
<b>Company Filing</b>	A document filed at a registry for a given jurisdiction by a company. Filings may be useful for extracting company information of various kinds, for example financial performance information, or valuation information. Filing requirements can differ significantly from one jurisdiction to another, meaning that data available for companies in a given jurisdiction may not be available for companies in other jurisdictions.
<b>Company Stage</b>	The maturity stage of a given company. Especially relevant in the context of venture-backed firms, before a liquidity event such as a buyout or IPO has occurred.
<b>Compound Annual Growth Rate</b>	The mean annual growth rate of a metric, calculated over a period of 2 years or more (in Preqin's case, normally measured over 3 and 5 years).
<b>EBITDA</b>	Earnings generated by a company after paying for costs such as wages and raw materials, but before interest, tax, depreciation and amortization expenses.
<b>Employee Count</b>	The total number of employees that work at a company at a given point in time.
<b>Executives</b>	The Individual(s) serve as primary contact for a portfolio company, which include senior executives (such as CEO, CFO), founders, and co-founders.
<b>Financial Sponsor</b>	In the context of private capital markets, a financial sponsor is an entity that provides financial backing to another firm.
<b>Lead Partner</b>	Name of the individual at the investor firm who acted as a lead partner on the deal involving an asset. The lead partner is the key individual in the investor company responsible for the investment in the asset.
<b>Net Income</b>	Profit a company earns after the total of all deductions and expenses are subtracted from total revenue.
<b>Operating Income</b>	The amount of profit an entity earns from operations in a given period, after deducting operating expenses such as wages, depreciation and direct expenses such as cost of goods sold.
<b>Percentage EBITDA Margin</b>	Measure of a company's profit before interest, taxes, depreciation, and amortization as a percentage of revenue.
<b>Percentage Net Margin</b>	How much net income or profit is generated as a percentage of revenue.
<b>Percentage Operating Margin</b>	Measures how much profit an entity earns on a unit of sales after paying for costs such as wages and raw materials, but before interest or tax expenses.
<b>Percentage Revenue Growth - Year on Year</b>	The percentage amount by which a company's revenue grows every year.
<b>Private</b>	A company whose stock/shares may not be offered to the public for sale or traded
<b>Public</b>	A company whose stock/shares are traded freely on a stock exchange
<b>Reported Currency</b>	The original currency in which a given piece of information (for example annual revenue) was filed by a company, before the impact of any currency conversion.
<b>Revenue</b>	Earnings generated from normal business operations before any costs are deducted. Also referred to as Sales or Top Line.
<b>Sponsor-backed Companies</b>	Sponsor-backed companies are firms that have taken some kind of external financial backing, for example through a venture capital equity raise, or through being the subject of a buyout deal.

## General Terms

<b>Abandoned</b>	The transaction has been terminated before completion.
<b>Advisor - Buyer</b>	A firm that has provided investment advice, analysis, due diligence, or legal advice for a fee on behalf of the buyer.
<b>Advisor - Seller</b>	A firm that has provided investment advice, analysis, due diligence, or legal advice for a fee on behalf of the seller.
<b>Announced</b>	The deal has been agreed and announced, and is subject to regulatory filings and customary closing conditions before completion.
<b>Announced Date</b>	The date the deal was first announced by the portfolio company or investor.
<b>Bid</b>	The buyers have submitted a bid for a target, and are awaiting a response.
<b>Bid – Failed</b>	The transaction has been terminated before completion or the offer was rejected by the seller.
<b>Brokerage</b>	An intermediary that advises on behalf of the sellers and/or buyers in a transaction.
<b>Completion Date</b>	The date the transaction was finalized and completed.
<b>Deal Date</b>	The date the transaction was fully finalized and completed, or alternatively, the date the transaction was agreed and announced where it is subject to regulatory filings and customary closing conditions before completion.
<b>Debt Provider</b>	A bank or firm that has provided financing commitments and leverage for the transaction.
<b>Financial Advisor</b>	A firm that has provided investment advice, analysis, or due diligence to the parties involved in the transaction.
<b>Legal Advisor</b>	A firm that has provided legal advice to parties involved in the transaction.
<b>Market Share Price</b>	The actual share price on the stock exchange at the time of the offer from the buyers.
<b>Offer per Share</b>	The share price at which the buyers have acquired the company. This is relevant for public-to-private and PIPE investments. This will generally represent a premium to the market share price.
<b>P/E Ratio (Price-Earnings Ratio)</b>	A valuation ratio of a company's current share price compared to its per-share earnings.
<b>Rejected</b>	A bid from a fund manager for a company has been rejected by the company management/shareholders
<b>Restructuring</b>	A transaction where significant modification is made to the debt, operations, or structure of a company/asset.
<b>Total Assumed Debt</b>	The asset's pre-existing debt obligations taken on by the investor(s).
<b>Total Deal Size</b>	The size of the transaction, including leverage.
<b>Total Equity Invested</b>	The aggregate amount of equity involved in the transaction.
<b>Total Stake</b>	The aggregate total equity stake acquired by the investor(s) in the transaction.
<b>Total Transactional Debt</b>	The aggregate amount of leverage involved in the transaction.

## Private Debt Deals

<b>Call Protection</b>	A protective provision prohibiting the issuer of the loan from calling back the loan for a period early in its life.
<b>Cash Sweep</b>	A stipulation that any free cash flow must be used to pay down the debt of the company.
<b>Convertible Debt</b>	Converts into equity if the company's effective sale price per share is over the conversion price that was set by the loan issuer.
<b>Convertible Preferred Stock</b>	Preferred stock that includes an option for the holder to convert the preferred shares into a fixed number of common shares
<b>Interest Rate Floor</b>	An interest rate floor is a derivative contract in which the buyer receives payments at the end of each period in which the interest rate is below the agreed strike price.
<b>LTV (Loan to Value)</b>	The loan amount a fund will lend to a company as a percentage of the value of the company.
<b>Origination/Underwriting Fees</b>	A fee charged by a lender on entering into a loan agreement to cover the cost of processing the loan. Therefore, this fee takes into account the administration that goes into setting up the structure of the loan.
<b>PD-Backed</b>	A company solely financed by private debt

## Real Estate Deals

<b>Initial Capitalization Rate (Cap Rate)</b>	The rate of return on a real estate property based on the income that the property is expected to generate. Cap rate = Net operating income / Current market value (sale price) of the asset.
<b>Single Asset Deal</b>	A transaction involving the sale of a single building. Transactions involving business parks consisting of multiple buildings in one location are also considered single-asset transactions.
<b>Portfolio Deal</b>	A single transaction that involves the sale of multiple buildings.
<b>Entity-Level Deal</b>	A single transaction that involves the investment in or acquisition of an entity (e.g. a company or a REIT) to gain access to its real estate holdings, rather than acquiring the physical assets separately.
<b>Office</b>	A room, set of rooms, or building used as a place for commercial, professional, or bureaucratic work.
<b>CBD Office</b>	An office in the central business district (CBD) – the commercial and business center of a city.
<b>Suburban Office</b>	An office in an area outside – but near to – a city, consisting mainly of homes.
<b>Government Building</b>	A building that houses a branch of government.
<b>Medical Office</b>	A combination of office and clinic facilities, often located near or on a hospital campus, specifically constructed and designed for use by physicians and other healthcare personnel to provide services to their patients.
<b>Office – R&amp;D</b>	An office specifically focused on research & development.
<b>Creative/Loft</b>	Anything that falls outside of a traditional office environment.
<b>Condominium</b>	A large residential property complex comprised of individual units, where each unit is owned separately. Sometimes referred to as a Condo.
<b>Data Center</b>	A property that companies use to house their critical applications, data, and server functions.
<b>Development Site</b>	A land plot or project in the process of being built – must be in the process of being altered/constructed in some way.
<b>Distribution Warehouse</b>	A large building used for temporarily storing goods until they are sold and transported to stores.
<b>Executive Suite</b>	An office property that provides tenants with a smaller portion of office space than available when purchasing commercial real estate outright, with the perks of staff services such as an in-house administration team.
<b>Flex</b>	Short for flexible space, a property that offers a multi-purpose work space, typically with separate manufacturing, warehouse, and office areas.
<b>Free Standing</b>	A standalone single retail property occupied by one tenant.
<b>Garden/Low-Rise Multi-Family</b>	A residential property that is only a few storeys tall with natural green space.
<b>Industrial</b>	A property designed for or used by companies or persons for manufacturing, warehousing, or assemblage of components.
<b>Land</b>	A plot designated by fixed spatial boundaries. Property of some kind is often developed on land, but it can also be used for land-banking purposes.
<b>Logistics</b>	A property which is used for storage, order picking, and distribution of goods.
<b>Manufacturing</b>	A property that houses equipment used to produce goods or materials.
<b>Mid-/High-Rise Multi-Family</b>	A residential property with a significant number of storeys, requiring an elevator.
<b>Mixed Use</b>	A property consisting of multiple asset types, usually involving commercial in some form.
<b>Multi-Family</b>	A residential property in which more than one family/group lives.
<b>Neighbourhood Center</b>	A property which is generally a straight-line strip center with a grocery store anchor, sometimes a drugstore, and other small retailers.
<b>Office Showroom</b>	A property combining office and retail display space with extensive on-site storage and distribution.
<b>Outlet Center</b>	A shopping center devoted to discount outlets for brand-name manufacturers.
<b>Power Center</b>	A large outdoor shopping mall that usually includes three or more "big box" or chain stores.

**Real Estate Deals (continued)**

<b>R &amp; D</b>	A property which has more than fifty percent (50%) of its net rentable area dedicated to research and development space.
<b>Regional Center/Mall</b>	A shopping mall with at least two anchor stores.
<b>Residential</b>	A property which is purposed as living space.
<b>Restaurant</b>	A property where customers pay to sit and eat meals that are cooked and served on the premises.
<b>Retail</b>	A property that is used for a store, shopping center, or service business – a property used for the selling of goods.
<b>Retail Warehouse</b>	A property which has large, single-level stores, normally selling goods for home improvement or gardening, furniture, electrical goods, carpets and so on.
<b>Shopping Center</b>	An area or complex of shops/retail.
<b>Single Family</b>	A residential property purposed for one family/group.
<b>Speciality Center</b>	A shopping center devoted to a particular market segment.
<b>Street Retail</b>	A property which is retail on a street (ie. a high street retail store integrated on a regular street, rather than a dedicated shopping center).
<b>Strip Center</b>	A type of shopping center common in North America where the stores are arranged in a row, with a pavement/ sidewalk in front.
<b>Super Regional Center</b>	A property similar to a regional center, but because of its larger size, a super-regional center has more anchors, a deeper selection of merchandise, and draws from a larger population base.
<b>Vehicle-Related</b>	A property consisting of any retail specifically focused on vehicles.
<b>Niche</b>	A property that fits into a specialized sector of real estate.
<b>Assisted Living</b>	A property which has system of housing and limited care designed for the elderly who need some assistance with daily activities but do not require care in a nursing home.
<b>Car Park</b>	An area or building where cars or other vehicles may be left temporarily, also known as a parking lot.
<b>Casino</b>	A property where a range of gambling games are played.
<b>Cinema</b>	A property where films are shown for public entertainment, also known as movie theatre.
<b>Congregate Senior Home</b>	A multiple-dwelling residential facility for the elderly, featuring a central lobby, common dining area, and recreational rooms. Usually includes at least one meal per day in the common dining area.
<b>Education</b>	A property purposed for the facilitation of learning, usually a school.
<b>Full-Service</b>	A hotel property which offers a variety of different services and includes all of these in the price. These generally have a higher price, though guests will not encounter further significant costs.
<b>Hotel</b>	A property providing accommodation, meals, and other services for travelers and tourists.
<b>Leisure/Entertainment</b>	A diverse range of properties that can be generalized as purposed for enjoyment and recreation.
<b>Medical/Healthcare</b>	A property such as a hospital or clinic, purposed for the prevention, treatment, and management of illness and injury.
<b>Mid-Size</b>	A standard hotel property which provides uniformed service, food and beverage room service, in-room entertainment and usually wifi. Does not provide elaborate service but usually has a 3 to 4 star rating.
<b>Resort</b>	A full-service hotel property, intended primarily for vacationers. Usually located in places frequented for relaxation or recreation, such as beaches, seashores, scenic or historic areas, ski parks, and spas.
<b>Self-Storage</b>	A property where storage space (such as containers, lockers, and/or outdoor space) is rented to tenants, usually on a short-term basis.
<b>Senior Home</b>	A multi-residence housing facility intended for the elderly.
<b>Stadium</b>	An athletic or sports ground with tiers of seats for spectators. Also used for entertainment shows – live music, comedy etc.
<b>Student Housing</b>	A residential property for occupancy by groups of people not defined as a family, designed for students of a college, university, trade school, or nonprofit organization for the purpose of providing rooms for sleeping and living.

## Stock Terms of a Deal

<b>Anti-Dilution</b>	Determinates how the conversion price of preferred shares will be adjusted if the company raises a new round of funding at a valuation lower than the previous round.
<b>Capped Participation</b>	Whether there is a ceiling on the distribution on excess funds to preference shareholders in the event of liquidation.
<b>Cumulative Dividends</b>	Whether unpaid dividends are lost if not declared or if they are cumulative through time and will eventually have to either be paid out or an adjustment to the conversion price will have to be made.
<b>Dividend Rate</b>	The dividend rate on a particular series of preferred shares.
<b>Liquidation Multiple</b>	The price per share an investor would receive if the company were to be liquidated.
<b>Liquidation Preference</b>	The order in which the shares will be paid out in the event of liquidation.
<b>Pay to Play</b>	Whether the investors would have to invest in a subsequent round in order to maintain the current terms of the shares. This is a clause for the benefit of the company.
<b>Redemption</b>	Whether the shares are redeemable at the option of the holder or not.
<b>Reorganization</b>	Restructuring of the company's equity capital.
<b>Round Direction</b>	Whether this round of funding values the company higher, lower and equal to the previous round.
<b>Stock Type</b>	Whether the preference shareholders are entiteled to participate in the distribution of excess funds in conjunction with the common shareholders.

# Secondary Market

## General Terms

<b>Contribution</b>	The total call-up obligations the <a href="#">LP</a> has met since the fund's inception.
<b>Delinquency</b>	Non-payment of a <a href="#">drawdown</a> when due.
<b>Direct Secondary</b>	The sale of an interest in a direct private equity investment or a portfolio of direct private equity investments to a new third-party investor. The buyer either manages the investment/portfolio or appoints a manager, typically a direct secondaries manager, to do so.
<b>Early Secondaries</b>	Secondary market transactions involving the transfer of LP interests in funds that are less well funded. Early secondaries are also referred to as 'secondary-lite' transactions.
<b>Earn-out Clause</b>	See <a href="#">fund terms &amp; conditions</a> .
<b>Net Asset Value (NAV)</b>	The total value of a fund's portfolio less liabilities. The NAV of LP interest is valued on the LPs contribution to its commitment.
<b>Partial Sale</b>	Secondary market transaction where the seller retains a proportion of its original interest in a fund.
<b>Secondaries Fund</b>	A private capital fund raised by secondary fund of funds managers, which acquires LP interests in private capital funds from the original investors.
<b>Secondary Co-Investment</b>	The direct investment of a secondary market buyer alongside the GP of the fund in which it has acquired an LP interest.
<b>Secondary Fund of Funds Manager</b>	An investment specialist whose main business is the management of secondaries funds, which acquire LP interests in private capital funds.
<b>Secondary Market Intermediary</b>	A third-party that facilitates a deal between buyers and sellers of fund interests. In order to accurately assess the value of an offering, the intermediary undertakes extensive due diligence of the underlying assets held by the funds in which interests are to be sold. The intermediary sources potential buyers of the offering and tailors the structure of the transaction to the needs of both parties.
<b>Stapled Secondary</b>	A secondary transaction where the buyer of the LP interest agrees to commit fresh, primary capital to a new fund being raised by the GP of the fund in which the interest was purchased.
<b>Structured Sale</b>	Enables distressed LPs to finance their drawdown obligations, while retaining ties with their fund managers. The LP contributes its fund interests to a <a href="#">joint venture</a> , co-owned by a counter-party, which contributes cash to the joint venture and finances 100% of future capital calls. The LP and the counter-party each receive 50% of the future distributions generated by the joint venture, providing the counter-party first receives an agreed-upon return on their contribution.
<b>Synthetic Secondaries</b>	Investment by third-party investors in a new limited partnership formed specifically for the acquisition of an entire portfolio of direct investments from a parent company or private capital firm. The existing management team can be retained or new management can be brought in to manage the portfolio.
<b>Tail-End Secondaries</b>	When an LP purchases a stake in a vehicle that is approaching, or has exceeded, its anticipated lifespan.
<b>Treasury Regulation 1.7704</b>	Tax rule that limits the annual transfer limit for US limited partnerships to 2%. Exceeding this limit can result in the fund losing its private status, which would subject it to higher taxation. The threshold can be raised to 10% provided a qualified matching service is employed to transact the transfer.
<b>Unfunded Commitments</b>	Total <a href="#">commitment</a> less contributions to date. The unfunded commitment is the remaining capital the LP is obliged to pay to the GP of the fund for future investments.
<b>Vendor</b>	A term for the seller of fund interests.

# Hedge Funds

## Structures

<b>Alternative Mutual Fund</b>	A '40 Act mutual fund that uses an alternative strategy similar to a hedge fund. Retains the typical characteristics of a traditional mutual fund such as a US domicile, daily liquidity, and no performance/incentive fee.
<b>Commingled Fund</b>	An investment structure that pools investments from multiple external investors into one account managed or advised by the fund manager. Investors share in the assets of the fund.
<b>Domestic Feeder</b>	An onshore-domiciled feeder fund designed for US taxable investors. These investors take advantage of investing in a US limited partnership feeder fund which is tax effective for such US taxable investors.
<b>Fonds Commun de Placement (FCP)</b>	A contractual undertaking for collective investment, based on the legal investment structures in Luxembourg.
<b>Listed Fund</b>	A fund that is listed on a smaller market exchange – such as the Irish Stock Exchange – usually in order to provide a degree of regulatory oversight demanded by investors. This type of fund is identified with an ISIN number.
<b>Managed Account</b>	A vehicle sub-advised by a hedge fund manager whose role is limited to the right to make investment decisions on behalf of an investor. Investors own actual assets as opposed to limited partnership interests in a pool of assets. They also have full transparency of the assets being managed and may tailor the portfolio according to their specific needs. They may also nominate their own service providers as a way of lowering counter-party risk. Due to the operational and logistical difficulties of this arrangement for the manager, a sizeable capital commitment is required from investors in order to open a managed account.
<b>Master Feeder</b>	Structure that is commonly used to accumulate funds raised from each of US taxable, US tax-exempt and non-US investors into one central master fund. This is in order to enhance the critical mass of tradable assets, improve the economies of scale under which the fund operates and enhance operational efficiencies, thereby reducing costs such as tax. The structure generally involves the use of a master fund company (incorporated in a tax-neutral offshore jurisdiction e.g. Cayman Islands or Bermuda) into which separate distinct feeder funds invest.
<b>Open-Ended Investment Company (OEIC)</b>	A fund structured to invest in other companies with the ability to constantly adjust its investment criteria and fund size.
<b>Offshore Feeder</b>	An offshore-domiciled feeder fund designed for non-US and US tax-exempt investors that wish to subscribe via a separate offshore feeder company to avoid coming directly within the US tax regulatory net applicable to US taxable investors.
<b>Qualifying Investor Fund (QIF)</b>	A regulated vehicle aimed at Irish investors which allows the use of leverage and the holding of derivative products. This is a flexible vehicle which can quickly be brought to market.
<b>Société d'Investissement à Capital Variable (SICAV)</b>	A SICAV is a fund structure that is common throughout Western Europe, especially in Luxembourg, Switzerland, Italy, Spain, Belgium, and France. SICAVs are typically open-ended, but may also be closed-end.
<b>Side by Side – Domestic</b>	In a side-by-side – domestic structure, US investors typically invest in a limited partnership organized in the US. This fund runs parallel to an offshore structure which follows the same strategy as the domestic fund. However, there are certain inherent inefficiencies in management; for example, the manager must allocate trades among its domestic fund and offshore fund while trying to achieve equivalent returns between the two.
<b>Side by Side – Offshore</b>	In a side-by-side – offshore structure, both US tax-exempt and non-US investors typically invest in an offshore corporation. This fund runs parallel to an onshore structure which follows the same strategy as the offshore fund. The same inefficiencies apply to side-by-side offshore as to their domestic counterparts.
<b>Standalone – Domestic</b>	A domestic partnership that invests without 'feeding' into or investing alongside another vehicle.
<b>Standalone – Offshore</b>	The most common structure for offshore managers with no US presence and that therefore expect to gear the fund predominately to non-US investors (and possibly US tax-exempt investors).

## Structures (continued)

### Undertakings for Collective Investment in Transferable Securities (UCITS)

The European regulatory framework for an investment vehicle which allows it to be marketed to investors across the EU. It aims to promote high levels of investor protection through greater transparency of investment activity. UCITS funds have to offer their investors at least fortnightly liquidity and monthly transparency documentation outlining the strategy and investments of the fund. UCITS funds have restrictions on the underlying investments that they are allowed to make as well as a cap on the level of leverage they are allowed to employ.

## Performance

### Annualized Performance

Annualized returns express a fund's rate of return on an annual basis, or a return per year, over a given time period. This is calculated as a geometric mean of the reported monthly returns (M) for the given time period in the following manner:

$$((1 + M1) \times (1 + M2) \times \dots \times (1 + Mn) ^{12/n}) - 1.$$

The annualized performance represents the rate of return that, if compounded each year, would produce the cumulative return for the same period. It is a measure that describes the change in a fund's net asset value as if it grew or declined at the same rate each year during the period. The annualized performance is typically measured over trailing periods greater than 12 months, such as three years, five years or 10 years. It is also commonly measured for the entire period since a fund's inception.

### Asset Flows

The net of all cash inflows and outflows at either industry, strategy, region, or fund level.

### Average Month

The average (mean) of a fund's individual monthly returns. The average positive month provides an average of all months in which a return of zero or greater has been recorded. The average negative month is an average of all months in which a loss has been recorded.

### Best Month/Worst Month

The best month represents the highest net return achieved by the fund in a single month. The worst month represents the lowest net return achieved by the fund in a single month.

### Constituent Funds

A list of all the funds that contribute to the benchmark return. To avoid benchmarks being weighted by a single fund, only one share class per fund appears in any one benchmark, and only one fund or share class per master-feeder structure can appear in any one benchmark. Consequently, constituent fund lists are smaller than the number of funds for which returns are available for a particular period. Contributing funds and share classes are chosen based on set criteria, with those with the longest track record prioritized.

### Cumulative Performance

The aggregate percentage increase or decrease in a fund's net asset value over a given period of time. This is calculated by geometrically linking the reported monthly returns (M) for the given time period in the following manner:

$$(1 + M1) \times (1 + M2) \times \dots \times (1 + Mn) - 1$$

The cumulative performance is typically measured over trailing periods such as the past three months, one year, three years or five years. It is also commonly measured for individual years, the current calendar year (year to date), and the entire period since a fund's inception.

### Distribution of Monthly Returns

An overview of the frequency of distribution of a fund's monthly returns. This provides an insight into the number of a fund's monthly returns that are close to the average return and the number that are extreme values (outliers).

### Downside Deviation

Unlike standard deviation, this risk measure only takes account of returns that fall below a defined minimum acceptable return (MAR). The excess returns for each month (or other period) are calculated and those that are positive are taken as zero values. The sum of the squares of the negative excess returns is taken. The downside deviation is then the square root of the mean (sum of squares divided by number of returns).

### Drawdown Length

The number of months between a fund's highest net asset value and its lowest net asset value (before recovering to its previous peak level).

### Drawdown Period

A drawdown period represents the period of time when the fund net asset value has declined from a previous peak. The period ends when the fund's net asset value reaches its lowest point (before recovering to its previous peak). The lowest net asset value, and therefore the drawdown period, can only be determined once the fund has fully recovered to its previous peak net asset value.

### Drawdown Size

The percentage loss that a fund incurs from its peak net asset value to its lowest net asset value (before recovering to its previous peak level).

### Emerging Manager

A fund manager with a track record of less than two years.

**Performance (continued)**

<b>Excess Return</b>	Provides an indication of the degree to which the fund has been successful at adding value or meeting a hurdle rate. Calculated by subtracting a predetermined rate of return (such as a risk-free rate, minimum acceptable return, or benchmark return) from the net return of a fund over a specified period. It is used in the calculation of statistics such as the Sharpe and Sortino ratios.
<b>Investment Growth/Value Added Monthly Index (VAMI)</b>	The growth of a hypothetical \$1,000 investment in a fund. VAMI is calculated as follows: Previous VAMI x (1 + current return). It can be taken as a proxy for a fund's net asset value to calculate other statistics, such as a fund's drawdowns.
<b>Kurtosis</b>	A measure of how peaked or flat a fund's return distribution is, relative to a normal distribution. Positive kurtosis indicates a peaked distribution, with returns close to the mean and a higher frequency of outliers (in the shape of very high returns or significant losses). Negative kurtosis indicates a flatter distribution, with frequent and moderate deviations from the mean. The kurtosis measure used is adjusted to give excess kurtosis, which represents the level of kurtosis in relation to a normal distribution. A normal distribution is an important assumption of statistics such as the Sharpe ratio.
<b>Market Benchmarks</b>	Benchmark returns comprise unweighted averages of constituent fund returns and provide an indication of industry and sub-sector performance in individual months and over longer periods. Funds are grouped based on their type, key strategy, sub-strategies, geographic scope, and currency denomination.
<b>Minimum Acceptable Return (MAR)</b>	Used in the calculation of the excess return in the Sortino ratio, and in the calculation of downside and upside deviation. It is typically set according to the individual investor's goals and can reflect the risk-free rate, the return of another benchmark, zero, or some other target.
<b>Monthly Returns (Net, %)</b>	The percentage change in the fund's month-end net asset value from the previous month-end net asset value, after fees have been deducted. Net-of-fees returns are used to provide an indication of fund performance from the perspective of investors.
<b>NAV per Unit</b>	The net asset value per share of a fund. Represents the market value of a fund's total net assets (total assets minus liabilities) divided by the number of shares outstanding. In many, but not all, cases this is the unit price or share price for new and existing investors in a fund.
<b>Performance Date/As At Date</b>	The date to which the performance statistic is measured. This reflects the last, or most recent, monthly return used in the calculation.
<b>Recovery Length</b>	The number of months between a fund's lowest net asset value and its new peak (or recovery of its previous peak) net asset value.
<b>Risk-Free Rate (RFR)</b>	The theoretical return of an investment with no risk. This is subtracted from a fund's actual returns to generate the excess return. It is factored into statistics such as the Sharpe ratio to account for the assumption that any investment with a degree of risk attached should deliver greater returns than the risk-free rate.
<b>Sharpe Ratio</b>	Provides an indication of a fund's returns relative to its level of risk. Calculated by subtracting a predetermined risk-free rate from the annualized period return to generate the fund's excess return, then divided by the fund's volatility over the same period. In general, the higher the Sharpe ratio, the better the risk/reward characteristics of a fund and volatile returns are not necessarily bad, provided they are accompanied by a proportionally higher return. The exception to this is a negative Sharpe ratio as a negative excess return will mean higher amount of risk will have a positive influence on the ratio. It should be enough to know that a Sharpe ratio is negative, without knowing its magnitude, as this indicates the fund has not generated additional returns by taking on extra risk.
<b>Skew</b>	A measure of the asymmetry of a distribution about the mean return. A positively skewed distribution is characterized by many low returns or losses and a few large returns. It is said to have a long right tail. A negatively skewed distribution is characterized by many high returns and a few low returns or losses. It is said to have a long left tail. A normal distribution is an important assumption of statistics such as the Sharpe ratio.
<b>Sortino Ratio</b>	Provides an indication of a fund's returns relative to its level of downside risk. It is similar to the Sharpe ratio but the Sharpe ratio can be negatively affected by volatility on the upside, as well as on the downside. In contrast, the Sortino ratio assumes that investors are tolerant of volatile returns if gains are being made. A fund's excess return (annualized return minus a pre-determined minimum acceptable return) is divided by its downside deviation below the minimum acceptable return.
<b>Volatility</b>	Measured by the annualized standard deviation of monthly returns during the specified period. An annualized figure is approximated by multiplying the standard deviation of monthly returns by the square root of 12 (for the number of periods in a year).
<b>Year to Date</b>	The cumulative return of a fund during the calendar year.

## Strategies

<b>130/30</b>	A 130/30 ratio implies shorting stocks up to 30% of the portfolio value and then using the funds to take a long position in the stocks the investor feels will outperform the market.
<b>Alternative Long Only</b>	A strategy that takes exclusively long positions in equities but also utilizes more alternative characteristics such as the prudent use of leverage or the use of derivatives for hedging purposes only. The fund will typically target absolute returns as opposed to returns relative to a benchmark, charge a performance fee and be aimed at more sophisticated investors.
<b>Alternative Risk Premia</b>	Aims to generate returns above the risk-free rate by systematically investing in alternative sources of return or factors. The strategy is actively managed and can invest long and short across multiple asset classes. This strategy tends to offer high liquidity to investors due to the frequent trading and rebalancing.
<b>Asset-Backed Lending Strategies</b>	A type of financing in which the asset bought is used as collateral. In asset-backed lending, the quality of the collateral and not the financial strength of the borrower is of prime importance.
<b>Capital Structure Arbitrage</b>	Funds that attempt to exploit the pricing inefficiency that exists in the capital structure of the same firm.
<b>Commodities</b>	Focused on investments in raw materials and/or primary agricultural products such as grains, meats and orange juice that can be bought and sold on a Commodities Exchange.
<b>Convertible Arbitrage</b>	Funds that attempt to exploit profits when there is a pricing error made in the conversion factor of the convertible security.
<b>Cryptocurrency</b>	Invests in cryptocurrencies directly or crypto-related securities. Can deploy strategies like long-only buy and hold, ICO investment or active trading through shorting, futures and relative value trading.
<b>Directional</b>	A strategy used by investors that open positions, either long or short, in the belief that they are able to correctly predict the movement of price in a security.
<b>Distressed</b>	A strategy that buys deeply discounted equity, debt or trade claims of companies in or facing bankruptcy or reorganization.
<b>Diversified</b>	For a fund of hedge funds, diversified implies its underlying funds invest across multiple hedge fund strategies. This is as opposed to a fund of hedge funds investing in multi-strategy-specific funds, i.e. funds that focus on managing a multi-strategy-themed vehicle.
<b>Equity Market Neutral</b>	Strategy that seeks to exploit differences in stock prices by being long and short in stocks within the same sector, industry, market capitalization, country, etc. This strategy creates a hedge against market factors.
<b>Event Driven</b>	Strategy that seeks to exploit pricing inefficiencies preceding or following corporate events such as bad news, distressed situations, mergers & acquisitions, recapitalizations, or spin-offs.
<b>Fixed Income</b>	Approach where a manager invests primarily in bonds (also annuities or preferred stock) which come with a fixed rate of interest (coupon) payable to the bondholder at maturity. Such funds are often highly leveraged.
<b>Fixed Income Arbitrage</b>	Strategy that consists of the discovery and exploitation of inefficiencies in the pricing of bonds.
<b>Foreign Exchange</b>	Funds that trade currencies on the foreign exchange market.
<b>Insurance-Linked Strategies</b>	Strategy linked to different forms of underlying insurance-related risk such as life/longevity products, natural catastrophes, and industry loss etc. This strategy offers little to no correlation with the capital markets.
<b>Long Bias</b>	Fund biased towards buying and holding securities such as a stock, commodity, or currency, with the expectation that the assets will rise in value.
<b>Long/Short Credit</b>	Takes long and short positions in credit instruments such as investment grade, high yield, convertible, or distressed debt in order to take advantage of opportunities in these asset classes. Views based on credit analysis of issuers and securities.
<b>Long/Short Equity</b>	Buying undervalued stocks and selling short overvalued stocks (usually in the same sector). Long/short funds typically benefit from variable exposure (they can be net long, market neutral, or even net short) and the use of leverage.
<b>Macro</b>	Aims to profit from changes in global economies, typically brought about by shifts in government policy that impact interest rates, in turn affecting currency, stock, and bond markets. Participates in all major markets – equities, bonds, currencies and commodities – though not always at the same time.
<b>Managed Futures/Commodity Trading Advisors (CTA)</b>	CTAs look after managed futures accounts, deciding on their positions based on expected profit potential. This will incorporate buying and selling commodity futures or futures options. Managed futures offer the potential for reduced portfolio volatility and the ability to earn profit in any economic environment.

## Strategies (continued)

<b>Real Estate</b>	A fund investing in the real estate market – can include investment in various property types.
<b>Relative Value Arbitrage</b>	Relative value strategies generate profits by capturing the spread between two closely related securities. For example, an investor can buy relatively undervalued off-the-run US Treasury Bills and simultaneously short relatively overvalued on-the-run US Treasury Bills with the same duration.
<b>Risk/Merger Arbitrage</b>	Form of arbitrage that typically involves the simultaneous purchase of shares in one company (the takeover target) and the short sale of shares in another (the acquirer). This strategy is typically used once a merger or acquisition has been announced and aims to capture the spread between the current price of the target's equity and the price offered by the acquirer.
<b>Sector-Focused</b>	A fund that invests solely in businesses that operate in a particular industry or sector of the economy.
<b>Short Bias</b>	Fund is biased towards the act of borrowing stock to sell high today with the expectation of buying it back at a lower price in the future and then returning the stock to the lender.
<b>Specialist Credit</b>	Invests purely on credit investment and employs a number of credit strategies.
<b>Special Situations</b>	Targets investment in event-driven situations such as mergers & acquisitions, hostile takeovers, reorganizations, or leverage buyouts.
<b>Statistical Arbitrage</b>	Mathematical modelling techniques are used to identify pricing inefficiencies between securities in order to make a profit.
<b>Value-Oriented</b>	Invests in securities perceived to be selling at deep discounts to their intrinsic or potential worth. Such securities may be out of favour or underfollowed by analysts. Long-term holding, patience, and strong discipline are often required until the ultimate value is recognized by the market.
<b>Variable Bias</b>	Fund that is able to take on elements of long and short bias.

## Alternative Risk Premia

<b>Carry</b>	Trading strategy that involves borrowing at a low interest rate and investing in an asset that provides a higher rate of return. The tendency being that higher-yielding assets provide higher returns than lower-yielding assets
<b>Defensive</b>	Seeks returns from low-risk strategies, generating incremental gains without taking on large amounts of risk.
<b>Liquidity/Size</b>	Investing on the assumption that smaller stocks will outperform their larger peers.
<b>Mean Reversion</b>	Investing on the assumption that all assets will revert to their long-term means over time.
<b>Momentum</b>	Investors buy recently outperforming assets and sell short recently underperforming assets. The typical approach is to look at the past 12 months of returns for a universe of assets, going long on the ones that have outperformed their peers, and shorting the underperformers. Inherent part of the majority of trend-following CTAs.
<b>Value</b>	Seeks value in underlying positions.
<b>Volatility</b>	Choosing an acceptable volatility target level and rebalancing a traditional 40/60 portfolio to ensure it hits that level of risk. The strategy can also be referred to as 'risk parity investing'.

## CTAs

<b>Arbitrage</b>	Objective to capitalize on the price difference between similar stocks trading on different markets. The price discrepancies are spotted by the manager which is exposed to some risk in the form of price fluctuations and the devaluation of a currency or derivative.
<b>Counter Trend</b>	Trading strategy in which investors buy or sell counter to the direction of the market. It looks to pick the top or bottom of the market using technical analysis and quick decision-making.
<b>Macro</b>	Aims to profit from changes in global economies, typically brought about by shifts in government policy that impact interest rates, which in turn affects currency, equity, and bond markets. Participates in all major markets, though not always at the same time.
<b>Multiple Strategy</b>	CTA that opts for at least two of arbitrage, counter-trend, macro, option-writing, pattern-recognition, or trend-following strategies.
<b>Option Writing</b>	Strategy that involves the collection of premiums in return for offering risk insurance to other market participants.
<b>Pattern Recognition</b>	Technique used to forecast price moves based on the identification of trading patterns or technical indicators such as flags and channels.
<b>Single Strategy</b>	CTA focused on one strategy, usually one of arbitrage, counter trend, macro, option writing, pattern recognition, or trend following.
<b>Trend Following</b>	Traders aim to profit by following short, medium- or long-term price trends in various markets. These trends arise from directional moves that reflect informational gaps, changes in sentiment, and supply/demand imbalances in markets.

## Benchmark Indices

<b>London Interbank Offered Rate (LIBOR)</b>	The most commonly used benchmark for short-term interest rates. The LIBOR is fixed on a daily basis by the British Bankers' Association.
<b>MSCI</b>	An index created by Morgan Stanley Capital International (MSCI) that is designed to measure equity market performances.
<b>Russell 3000</b>	Market capitalization-weighted equity index maintained by the Russell Investment Group that seeks to be a benchmark of the entire US market. This index encompasses the 3,000 largest US-traded stocks.
<b>S&amp;P 500</b>	An index from Standard & Poor, is a market-capitalization-weighted index of the 500 largest US publicly traded companies by market value.
<b>Treasury Bill (T-Bill)</b>	A short-term debt obligation backed by the US Government with a maturity of less than one year.
<b>Wilshire 5000</b>	A market capitalization-weighted index composed of over 5,000 publicly traded companies that meet the following criteria: the companies are headquartered in the US; the stocks are actively traded on an American stock exchange; the stocks have pricing information that is widely available to the public.

## Investment Methodology

<b>Activist</b>	Funds that generally buy a large enough part of a company to be able to actively participate in the management and decision-making, sometimes to catalyze change.
<b>Artificial Intelligence/Machine Learning</b>	Fund uses complex computer algorithms to replicate a human's ability to learn and make predictions before executing trades autonomously. Funds can identify new investment opportunities across financial markets using a multitude of sources and can consider human insights to a greater degree than traditional systematic funds that rely on chart movement.
<b>Bottom-up</b>	The emphasis is firmly on the individual company in the belief that individual companies can thrive in spite of the non-performing industry in which it is based. This approach focuses on thorough due diligence and research of the target company. Polar opposite approach to 'top-down' investing.
<b>Commodities</b>	Raw materials and/or primary agricultural products such as grains, meats, and orange juice that can be bought and sold on a Commodities Exchange.
<b>Currency</b>	Hedge funds that invest in currencies can implement a number of different strategies such as currency trading, currency options, and derivatives.
<b>Debt</b>	The amount of money borrowed by one party from another and on which a fixed rate of interest (coupon) is paid at a later date (maturity). Bonds, loans, and money-market instruments are examples of debt.
<b>Derivatives</b>	A security whose price is dependent on, or derived from, one or more underlying assets. The derivative itself is merely a contract between two or more parties. Value is determined by fluctuations in the underlying asset. The most common underlying assets include stocks, bonds, commodities, currencies, interest rates, and market indices. Most derivatives are characterized by high leverage.
<b>Discretionary</b>	A human system used to trade instruments that is characterized by proprietary approaches employing technical and/or fundamental analysis in a specific combination.
<b>Equities</b>	Stocks or other types of security that represent an ownership interest.
<b>ETFs</b>	A basket of securities that trades an index but can also be traded like a stock on an exchange.
<b>Forward Contracts</b>	Contract stipulating an agreement between two parties for the agreed delivery and time for a security to be exchanged. The quantity and price of the asset to be delivered in the future is specified.
<b>Futures Contracts</b>	Contract between two parties used to take advantage of market price movements. The buyer of the futures contract agrees on a fixed purchase price to buy the underlying commodity from the seller at the expiration of the contract. The seller of the futures contract agrees to sell the underlying commodity to the buyer at expiration and at the fixed sales price. As time passes, the contract's price changes relative to the fixed price at which the trade was initiated. This creates profits or losses for the trader.
<b>Options</b>	Gives an investor the right but not the obligation to buy an asset at a specific price and at a specific date or time.
<b>Swaps</b>	The exchange of one security for another between firms/traders for various reasons such as a change in investment objectives and the quality or maturity of the assets.
<b>Swaptions</b>	An option entitling the owner to the right, but not the obligation, to enter into a swap agreement.
<b>Systematic</b>	A computerized system using proprietary computer models to generate buy-and-sell decisions. The models utilize quantitative analysis of different technical factors.
<b>Top-down</b>	Approach that focuses on the industry as a whole in which targeted stocks are based. This approach puts emphasis on the significance of economic and market cycles on the value of stocks, thereby assuming that the industry must be performing for an individual company or stock in that industry to do the same.
<b>Trading Volatility</b>	Form of trading that seeks to take advantage of potential pricing movements in an asset, such as a stock. It is primarily traded through options as their value is directly affected by the volatility of its underlying asset.
<b>Warrants</b>	A security that entitles the holder to purchase the stock of the issuing company at a fixed exercise price until the expiry date.

# Fund Terms and Conditions

## Private Capital Terms

<b>Deal-by-Deal Distribution of Proceeds</b>	A GP earns carry related to the specific deal for which distributions are being made, as long as LPs have received back their contributions made with respect to investments realized up to that point in time, and commonly also contributions made with respect to any write-down amounts on unrealized investments, as well as expenses attributable to both (plus any specified preferred return).
<b>Earn-out Clause</b>	An agreement included within a secondary transaction that protects the interests of the seller. The pricing of the offering is directly related to the future performance of the underlying funds and can be structured, mainly, in two ways: <ol style="list-style-type: none"> <li>1. A minimum price can be agreed and paid in full, with the buyer agreeing to make further regular payments based on the performance of the funds.</li> <li>2. A buyer can purchase a portion of the offering, with the remainder purchased at a later date when the price can more easily be calculated by taking into account the performance of the underlying funds.</li> </ol>
<b>Fee Rebates to LPs</b>	Common practice for funds to provide corporate finance and other services to the portfolio companies/assets that they own, and to charge for these services. These fees can be significant, often amounting to 1.0-1.5% of the value of companies acquired. In addition, the firms will charge monitoring fees and directors' fees to the companies in the portfolio. It used to be common for managers to retain these fees, but now all or a significant proportion are rebated to investors in the fund, often offsetting against the management fee.
<b>Fund Formation Costs/ Organizational Expenses</b>	Most partnership agreements make a provision for the costs of setting up the fund to be borne by the fund itself (as opposed to being an expense for the GP), up to a stated amount. Allowable costs generally rise with fund size. Placement fees are generally explicitly excluded from the costs to be borne by the fund, as these are the responsibility of the GP.
<b>GP Carry</b>	GPs managing most private funds earn a share of the net investment gains from the fund through the carry, which can be structured in two principal ways: on a deal-by-deal basis or on a whole fund basis.
<b>GP Catch-up Rate</b>	Once the hurdle rate has been met, the GP catch-up rate is the proportion of subsequent gains that are allocated to the GP until the GP has caught up to its predetermined share of overall profits. For example, a GP catch-up rate of 100% would mean that after investors had received all the returns up to the hurdle rate, the GP would then receive all gains thereafter until its overall share of all gains reached the stated rate of carry.
<b>GP Commitment</b>	The GP managing a fund generally makes a financial commitment to the vehicle on the same basis as the LPs in the fund, and this is seen as an important factor driving the alignment of GP and LP interests.
<b>Hurdle Rate/Preferred Return</b>	The level of return that must be achieved by the GP before they are able to claim carry.
<b>Key-Man Provision</b>	Key-man provisions or key-man clauses are an important non-economic governance factor for funds. The clause gives LPs the opportunity to terminate the fund's investment period and/or appoint a new GP to manage the fund in the event that specified provisions are not met by the GP, including the number of original principals of the managing firm or the amount of time they have spent managing the fund.
<b>LP Advisory Committee</b>	The majority of funds have LP advisory committees, and include provisions for investors to be appointed to the board by the GP, with a majority of investors being independent of the fund manager. The membership of these committees tends to increase with fund size.
<b>Investment Period Management Fee</b>	Management fees during the investment period are almost invariably calculated as a percentage fee applied to the commitments made by the LP to the fund. The logic behind this is that the primary determinant of the workload for the GP is the search for potential investments, and this is driven by the size of total commitments to the fund, and not the actual amount invested at this stage in the fund's lifetime.

## Private Capital Terms (continued)

<b>Post-Investment Period Management Fee</b>	Almost all funds base their management fees during the investment period on a percentage fee rate multiplied by the LP's commitment to the fund. The investment period is generally the costliest period for managing the fund, due to the workload of finding and acquiring investments, and the management fees reflect this. Fees for most funds are reduced after the investment period, and the reduction can be effected through a range of mechanisms including a step-change in the percentage rate charged, an annual reduction in the rate charged, and/or changing the asset base for fee charging from commitments to the cost basis of the unrealized portfolio.
<b>Minimum LP Commitment</b>	Most funds impose restrictions on the minimum commitment that LPs can make to the fund. As might be expected, the minimum required size tends to be larger for funds targeting larger amounts of total capital.
<b>No-Fault Divorce Clause</b>	Funds have always had provisions for terminating the investment period and/or appointing a new GP to manage the fund in the event that the GP is guilty of gross misconduct or breaches material provisions of the partnership agreement. However, in a development aimed at improving governance and security for LPs, an increasing proportion of funds now have so-called no-fault divorce provisions, whereby a stated supermajority of LPs can elect to make these changes without cause. These provisions appeared during the late 1990s, and have now become an industry standard, with almost all funds now having a no-fault divorce clause included.
<b>Whole Fund Distribution of Proceeds</b>	The GP only starts to earn carry once LPs have received distributions equalling their total contributions to the fund (plus any specified preferred return). The total amount of carry should be the same as the 'deal-by-deal' method, but using 'whole fund' means the GP will have to wait longer to earn its share of the profits

## Hedge Fund Terms

<b>Gate Percentage</b>	Percentage of fund/investor's capital which can be redeemed from the fund at any one time.
<b>Gating Provisions</b>	Fund Level: Provision to limit the amount of capital that can be redeemed from the fund at any one time. Gate usually imposed on 20% of the fund's asset value. Investor Level: Provision to limit the amount of capital that can be redeemed from the fund at any one time. Gate usually imposed on up to 25% of an investor's money each quarter, over four quarters. Hybrid: Provision to limit the amount of capital that can be redeemed from the fund at any one time. Gate imposed at the investor- and fund-level.
<b>Hard Lock-up</b>	A period of time in which investors are not permitted to redeem their investment in the fund.
<b>High-Water Mark</b>	Mechanism that addresses the problem of managers being rewarded for poor performance. The high-water mark ensures that performance fees are based on the net new profits for each investor on an annual basis and that a manager does not collect a performance fee until previous losses have been recouped, at which time the high-water mark resets.
<b>Hurdle Rate</b>	Mechanism that ensures that performance fees are only levied after a performance target or rate has been met. Typical hurdle rates are either a fixed or variable rate, linked to specific benchmarks.
<b>Leverage</b>	Borrowed money that amplifies the risk/return profile of an investment and in turn amplifies any subsequent gains and losses.
<b>Management Fee</b>	Annual fee charged by the manager to investors to cover the costs and expenses of a hedge fund. This has typically been charged at 2% of the net asset value of a fund over a 12-month period; however, the amount varies.
<b>Maximum Leverage Employed</b>	The maximum amount of leverage a fund manager is willing to use in order to generate the returns it seeks.
<b>Performance Fee</b>	Fee charged to the investor to reward positive returns of the fund. The manager usually takes 20% of the fund's profits. Also known as an 'incentive fee.'
<b>Redemption Fees</b>	The fee charged by the fund to investors redeeming their capital earlier than their designated redemption date.
<b>Redemption Frequency</b>	Determines how often an investor can redeem capital from a hedge fund.
<b>Redemption Notice Period</b>	Determines the amount of notice required from investors wishing to redeem their capital from the fund.
<b>Rolling Lock-up</b>	A provision allowing investors to redeem capital on their designated redemption date but which enforces an additional lock-up period for investors in the event that they forfeit their right to redeem.
<b>Seed Capital</b>	The initial capital used to start a hedge fund.
<b>Soft Lock-up</b>	A period of time in which investors may withdraw their investment subject to a redemption fee (see Redemption Fees).
<b>Subscription Frequency</b>	Determines how often a new investor can invest in a hedge fund.