

# **Camden Partners Private Equity Advisors, LLC**

500 East Pratt Street, Suite 1200

Baltimore, MD 21202

(410) 878-6800

[www.camdenpartners.com](http://www.camdenpartners.com)

## **I. Cover Page**

**This brochure provides information about the qualifications and business practices of Camden Partners Private Equity Advisors, LLC. If you have any questions about the contents of this brochure, please contact us at (410) 878-6800. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority. Additionally, registration with the SEC as an investment adviser does not imply a certain level of skill or training.**

**Additional information about Camden Partners Private Equity Advisors, LLC, also is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).**

**Date: December 21, 2011**

## **II. Material Changes**

As of May 16, 2011, Camden Partners Private Equity Advisors, LLC is an indirect subsidiary of Wilmington Trust Corporation (“WT Corp.”), who in turn is owned by M&T Bank Corporation (“M&T”). This Brochure dated December 21, 2011 was revised as a result of the WT Corp.’s merger into the M&T organization.

Currently, our Brochure may be requested by contacting Donald Hughes at 410-878-6820 or [dhughes@camdenpartners.com](mailto:dhughes@camdenpartners.com). Our Brochure is also available on our web site [www.camdenpartners.com](http://www.camdenpartners.com), also free of charge.

Additional information about Camden Partners Private Equity Advisors, LLC is also available via the SEC’s web site [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). The SEC’s web site also provides information about any persons affiliated with Camden Partners Private Equity Advisors, LLC who are registered, or required to be registered, as investment adviser representatives of Camden Partners Private Equity Advisors, LLC.

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## **VI. Advisory Business**

Camden Partners Private Equity Advisors, LLC (the “Registrant”), together with Camden Partners Equity Managers I, LLC (“CPEM”) and the Registrant’s affiliates, Camden Partners Holdings, LLC (“CPH”) and Camden Partners Strategic Manager, LLC (“CPSM”), provide investment advice to private investment funds. CPEM, CPH, and CPSM are each registered as investment advisers under the Investment Advisers Act of 1940, as amended. The Registrant and CPEM are sometimes referred to herein collectively as “Camden Private Capital” or “CPC.”

The Registrant has been providing investment advisory services since 2002 and is wholly owned by CPH.

The Registrant provides investment advisory services to the private investment funds discussed below.

### *A. Advisory Services*

The Registrant provides investment advisory services and acts as the management company to the private investment funds discussed below. However, the Registrant is not the General Partner of the below funds. CPEM is the General Partner of the below funds. CPC currently offers eight diversified private equity funds of funds products to institutional investors and private individuals. The seven funds are as follows:

- Camden Private Capital Corporate Finance, LLC (“Corporate Finance Fund”)
- Camden Private Capital Venture, LLC (“Venture Fund”)
- Camden Private Capital II, LLC and Camden Private Capital II-A, LLC (“CPC II”)
- Camden Private Capital III, LLC and Camden Private Capital III-A, LLC (“CPC III”)
- Camden Private Capital IV, LLC and Camden Private Capital IV-A, LLC (“CPC IV”)

The investment objective of each fund is to realize long-term compounded returns in excess of those available through conventional investments in the public equity markets. Each fund will invest in investment funds investing in the United States and, to a lesser extent, offshore, particularly in Western Europe (“Portfolio Funds”). This includes interests in Portfolio Funds previously held by third parties (“Secondary Investments”). The funds also may co-invest with Portfolio Funds in privately negotiated transactions with operating companies (“Co-Investments”). Detailed information regarding each fund is provided in that fund’s private placement memorandum.

CPEM serves as the Managing Member of each fund’s General Partner and will exercise final approval with respect to the selection of Portfolio Funds, Secondary Investments, and Co-

Investments. CPEM will also determine the amount of each fund's capital committed to each such investment. The Registrant, meanwhile, will provide investment management services through a management agreement with CPEM. Pursuant to the management agreement, the Registrant will perform due diligence on investment opportunities, negotiate the terms of each investment, and advise CPEM on the selection of Portfolio Funds, Secondary Investments, and Co-Investments for the funds. Additionally, the Registrant will perform such other duties as are delegated to it by CPEM.

#### *B. Tailored Services*

Generally, the Registrant does not tailor advisory services to the individual needs of its clients. The General Partner of each of the above funds exercises final approval over the selection of investments and determines the amount of capital committed to each investment.

#### *C. Wrap Fee Programs*

The Registrant does not provide portfolio management services to wrap fee programs.

#### *D. Client Assets*

The Registrant manages client assets. As of June 30, 2010, the following assets are under the Registrant's supervision:

Discretionary Basis	\$ 111,542,473
Non-Discretionary Basis	-
Total Assets under Management	<u>\$ 111,542,473</u>

### **V. Fees and Compensation**

#### *A. Management Fees*

The Registrant offers investment advisory services for a percentage of the assets under its management. The Registrant is compensated through management fees as described below:

<b>Fund</b>	<b>Timing of Fee Payment</b>	<b>Fee Calculation</b>
Corporate Finance Fund	Quarterly in advance	Annual rate based on the capital committed to the fund
Venture Fund	Quarterly in advance	Annual rate based on the capital committed to the fund

CPC II	Quarterly in advance	Annual rate based on the capital committed to the fund
CPC III	Quarterly in advance	Annual rate based on the capital committed to the fund
CPC IV	Quarterly in advance	Annual rate based on the capital committed to the fund

After a specified number of years, the management fee rate for each fund will decrease. Members will, in effect, pay two sets of management fees on investments in Portfolio Funds: one at the fund level and one at the Portfolio Fund level. As a result of the two levels of fees, members will pay more in fees by investing in one of the above funds than they would by investing directly in the Portfolio Funds. Fees and expenses for Co-Investments will be charged only at the fund level.

Management fees are generally deducted from capital contributions made to each fund by the client. As mentioned in the table above, each client pays the management fee in advance each quarter.

#### *B. Additional Fees and Expenses*

In addition to the management fees described above, the individual investment funds are responsible for a number of expenses that are incurred by or on behalf of the fund. Below is a list of general expenses and fees that could be expected to be incurred by a Registrant-managed private investment fund of funds:

- Fees and expenses associated with the organization of the fund and the offer/sale of interests
- Costs of selecting, acquiring, holding, monitoring and disposing of investments
- All expenses relating to litigation and threatened litigation involving the fund
- Legal, auditing, tax and accounting services, brokerage, travel, marketing and other fees, commissions and expenses incurred by the fund
- Taxes, insurance, and any costs incurred from dissolving and liquidating the fund

The above list is not all-encompassing and only provides a sampling of the fees and expenses that may be incurred in running an investment fund of funds. For more information, please refer to each fund's offering documents. Clients will incur brokerage and other transaction costs as an investor in the above funds; refer to Item XII – Brokerage Practices within this brochure for details.

### *C. Compensation for Sale of Securities or Other Investment Products*

As a registered investment adviser, Camden Partner Private Equity Advisors, LLC is required to disclose whether any officer, partner, director, or employee receives compensation for the sale of specific securities or other investment products. However, information required by this Item is not applicable to the Registrant.

## **VI. Performance-Based Fees and Side-By-Side Management**

The Registrant does not directly receive performance-based fees. The General Partner of each fund receives a carried interest distribution from its fund, which is indirectly paid by the client. Carried interest distributions are based on the return of a fund in excess of the investors' original capital contributions plus a specified return. The principal owners of the Registrant are partners in the General Partner.

Conflicts of interest may exist where an adviser and its affiliates manage more than one private investment fund. The Registrant or an affiliate may give advice to a fund which differs from the advice given to another fund, even though the funds' investment objectives may be the same or similar. Conflicts of interest also may exist in the allocation of an investment opportunity among the funds for which CPEM serves as the Managing Member and funds advised by the Registrant or CPH. Potential conflicts of interest are expected to be limited because the funds have different investment objectives.

Because of differing objectives or other factors, the members, managers, employees, and related persons of the Registrant and the funds they manage may take investment positions in securities that are different from, or opposite to, the positions taken by a fund. Generally, the Registrant, its members, managers, employees, or related persons may become aware of, and participate in, business opportunities in which a client and/or fund will not be given an opportunity to participate, even if such opportunity is of a character that, if presented to the client and/or fund, could be taken by the client and/or fund.

CPEM may organize an Advisory Board of each fund consisting of from three to five persons, selected by CPEM, who are not affiliated with the Registrant, CPEM, or Wilmington Trust Corporation. Each Advisory Board will consult with and advise CPEM on such matters as it from time to time requests assistance, including conflict of interest and valuation issues.

The Registrant has adopted a Code of Ethics that sets forth standards of ethical conduct and requires compliance with federal securities laws. The code of ethics requires designated personnel report personal securities holdings and transactions and obtain preapproval of certain

investments. The Registrant has also adopted an insider trading policy that restricts the use and communication of material nonpublic information.

## **VII. Types of Clients**

The Registrant provides investment advisory services to the private investment funds discussed above in Item IV - Advisory Services. Each of these funds requires investors to make a specified minimum investment. The General Partner of each fund, at its sole discretion, may waive the minimum investment or reject any investment in the fund. For some funds, the minimum investment required is different depending on whether the client is an institutional investor or an individual accredited investor. Refer to the table below for details on each fund's minimum investment requirement:

<b>Fund</b>	<b>Institutional Investor Min.</b>	<b>Individual Investor Min.</b>	<b>Negotiable?</b>
Corporate Finance Fund	\$1,000,000	\$250,000	Yes
Venture Fund	\$1,000,000	\$250,000	Yes
CPC II	\$1,000,000	\$100,000	Yes
CPC III	\$1,000,000	\$250,000	Yes
CPC IV	\$1,000,000	\$250,000	Yes

The Corporate Finance Fund, the Venture Fund, CPC II and CPC III are each closed to new investors. Institutional investors may include pension and other funds subject to the Employee Retirement Income Security Act of 1974, as amended ("ERISA"). Each fund may require certain customary representations or assurances from Benefit Plan Investors (as defined in 29 C.F.R. §251 0.3-1 01) to determine the fund's compliance with legal provisions applicable to them.

## **VIII. Methods of Analysis, Investment Strategies and Risk of Loss**

### *A. Methods of Analysis & Investment Strategies*

The General Partners of each Registrant-managed private investment fund of funds developed unique investing strategies to identify potential portfolio funds. Refer below for a discussion of each fund's strategy. As previously mentioned, the Corporate Finance Fund, the Venture Fund, CPC II and CPC III are each closed to new investors.



### Corporate Finance Fund

The Corporate Finance Fund intends for substantially all investments to be in corporate finance type investments, including leveraged buyouts, structured equity/minority stake transactions, special situations, consolidations and expansion capital/growth equity, and other types of investments in the private equity market.

### Venture Fund

The Venture Fund intends for substantially all investments to be in private, venture capital-type investments, including seed, start-up and other early-stage venture capital, later-stage venture capital, expansion capital, and technology-related growth capital investments.

### CPC II, CPC III and CPC IV

CPC II, CPC III and CPC IV intend for substantially all investments to be in (1) corporate finance-type investments, (2) private, venture capital-type investments, and (3) other types of investments in the private equity market. Corporate finance-type investments include leveraged buyouts, structured equity/minority stake transactions, special situations, and consolidations and expansion capital/growth equity. Private, venture capital-type investments include seed, start-up and other early-stage venture capital, later-stage venture capital, expansion capital, and technology-related growth capital investments. Other types of private equity market investments include special situation investments with a current income component including mezzanine debt, subordinated debt, equipment leasing, royalty funds and other income generating investments.

The Registrant will conduct due diligence to screen Portfolio Funds, negotiate the terms of each investment, and advise CPEM on the selection of Portfolio Funds. The Registrant's recommendations will focus on Portfolio Funds that are managed by professionals with extensive experience within their respective sectors. Each fund will seek portfolio fund managers that demonstrate a high level of care when selecting investments as well as the ability to anticipate and solve problems quickly and effectively.

Generally, CPC will seek to invest in Portfolio Funds in which the Portfolio Fund Managers or their principals have a proven ability to access high-performing investment opportunities, a track record of paying particular attention to attractive "going in" valuations, and a variety of skills vital to different phases of corporate growth, as well as the ability to exit investments. Ultimately, though, CPEM will make the final investment decision.

In addition to Portfolio Funds, each fund may invest in Secondary Funds and in Co-Investments. It is anticipated that approximately 70% of each fund's capital commitments will be allocated to U.S.-based Portfolio Funds. It is contemplated that an aggregate of up to 30% of each fund's capital commitments may be allocated to: (1) Portfolio Funds that are non-U.S. based or that otherwise seek investments primarily in non-U.S.-based entities; (2) Secondary Investments in Portfolio Funds; and (3) investments that are made directly into the securities of a portfolio company as a co-investment with a Portfolio Fund. Refer below for a discussion on potential investments for the remaining capital.

### Offshore Investing

One or more Portfolio Funds may be authorized to invest offshore even if offshore investing is not a primary investment focus. Therefore, it is possible that a fund may ultimately hold more than 30% of its assets in Co-Investments, Secondary Investments, and Portfolio Funds that hold offshore investments.

### Secondary Investments

CPC will seek Secondary Investments using its knowledge of, and contacts throughout, the private equity industry. Prior to purchasing a Secondary Investment, the Registrant will use the same criteria identified for Portfolio Funds to conduct due diligence on the Secondary Investment Fund, its portfolio manager, and, to the extent practicable, on each underlying portfolio company. The final investment decision will be made by CPEM.

### Co-Investments

Prior to recommending any Co-Investment opportunity to a fund, the Registrant will analyze the Portfolio Fund's due diligence and, to the extent practicable, conduct its own due diligence. The Registrant will evaluate whether the company has a strong management team, is a leader in its market, and if it possesses technological superiority over its competitors. The Registrant will need to be satisfied that each Co-Investment has the potential to achieve a high rate of return and will consider potential exit strategies before it recommends an investment opportunity to CPEM. The final investment decision will be made by CPEM.

Each fund may, from time to time, invest cash on hand in short-term money market instruments, U.S. Treasury obligations, bank certificates of deposit, and other instruments having short maturities or call features until such time or times when capital contributions are needed to fund a fund's unpaid committed capital contributions to any Portfolio Fund, Secondary Investment, or Co-Investment or to pay fund expenses (including management fees).

## *B. Risk Factors*

Potential investors should be aware that an investment in any of the funds managed by CPH involves a significant degree of risk. There can be no assurance that the funds' investment objectives will be achieved, or that an investor will receive a return of capital. Risks associated with an investment in the funds include, but are not limited to, the following, and should be carefully evaluated before making an investment in the funds in which the Registrant acts as the managing member of the General Partner.

### *General*

The private equity class of investments, including investments in venture capital funds, is high-risk and subject to loss, including the loss of part or all of an investor's investment in the funds. The success of private equity investment vehicles in general is subject to risks related to: (1) the quality of the management of the respective Portfolio Funds and of the companies in which they invest; (2) the ability of the management of the Portfolio Funds to select successful investment opportunities; (3) general economic conditions; and (4) the ability of the Portfolio Funds to liquidate their investments. There is no assurance that the investments made by the funds will be profitable or that distributions will be made to the investors. Any return on investment to the investors will depend upon successful investments being made by the funds.

### *Suitability of Investors*

An investment in the funds is suitable only for sophisticated investors with substantial other assets who are capable of making an informed independent decision as to the risks involved in an investment in the funds. Because of the risks involved, the lack of a public market for the interests and restrictions on transfer of interests, an investment in the funds is only suitable for sophisticated investors who are willing to hold their interests for the term of the funds and who understand that they may lose all or a significant portion of their invested capital. The Registrant expects the funds to hold their investments, and the managers of the Portfolio Funds to hold their investments, in each case, for a number of years. In addition, in some cases the funds may be prohibited by contract or applicable laws from selling certain securities for a period of time.

### *Highly Competitive Market for Investment Opportunities*

The activity of identifying, completing and realizing private equity investments is highly competitive and involves a high degree of uncertainty. The funds and the Portfolio Funds in which they invests will be competing for investments with other private equity investment

vehicles, as well as individuals, financial institutions and other institutional investors. Further, over the past several years, an ever-increasing number of private equity investment vehicles, including those that invest in other investment vehicles, have been formed (and many such existing investment vehicles have grown in size). Additional investment vehicles with similar investment objectives may be formed in the future by other unrelated parties. In addition, many top-tier private equity investment vehicles have become more selective by adopting policies or practices that exclude certain types of investors, such as fund-of-funds which are directly or indirectly subject to governmental reporting obligations or statutory investment restrictions, or that require investors to make capital commitments to an affiliated private equity investment vehicle in addition to the main vehicle. Moreover, as top-tier private equity investment vehicles have grown in size, many have also raised the minimum capital commitment amounts. No assurance can be given that the funds will be able to identify investment opportunities that satisfy the funds' investment objectives and desired diversification goals or, if the funds are successful in identifying such investment opportunities, that the funds will be permitted to invest, or invest in the amounts desired, in such opportunities.

### *Taxation Risks*

Certain risks relating to tax matters are discussed under the section entitled "Certain Regulatory and Tax Considerations - Tax Matters," which prospective investors should read carefully.

The Registrant intends to structure the funds' investments in a manner that is intended to achieve the funds' investment objectives and, notwithstanding anything contained herein to the contrary, there can be no assurance that the structure of any investment will be tax efficient for any particular investor or that any particular tax result will be achieved. In addition, tax reporting requirements may be imposed on investors under the laws of the jurisdictions in which investors are liable to taxation or in which the funds or the Portfolio Funds make portfolio investments. Furthermore, the funds' returns in respect of their investments may be reduced by withholding or other taxes imposed by jurisdictions in which the funds' investments or the Portfolio Funds' portfolio companies are organized. Finally, the tax rules, or their interpretation in relation to an investment in the funds, may change during the life of the funds.

Prospective investors should consult their own professional tax advisors with respect to the tax consequences to them of an investment in the funds in light of their particular tax situations.

### Changes

Changes in legal, fiscal and regulatory regimes may occur during the life of the funds which may have an adverse effect on them or the Portfolio Investments. Changes in economic conditions may occur during the life of the funds that may have an adverse effect on their investments, such as rising interest rates, downturns in the economy or deteriorations in the condition of the industry sector in which a Portfolio Investment operates or invests.

### Illiquidity of the Investments by the Fund

A limited market exists for the sale of the funds' investments in Portfolio Funds and the transferability of such investments is generally restricted. There are no assurances that the funds will be able to liquidate a particular interest in a Portfolio Fund at the time and upon the terms they desire.

### Lack of Liquidity of the Interests in the funds

Prospective investors should be aware of the long-term nature of their investment in the funds. There is not now and likely will not be a public market for the interests. The interests may not be assigned, transferred or encumbered without the prior written permission of the Registrant. Accordingly, an investor may not be able to liquidate their investment and must be prepared to bear the risks of owning their interest for an extended period of time. The interests are not likely to be registered under the securities laws of the country, state or jurisdiction of residence of any investor.

### Dependence on Senior Professionals

The funds will enter into an advisory agreement with CPEA pursuant to which CPEA will provide certain services to the Registrant and the funds, including investment management, technical analysis and administrative services. Services to be provided by CPEA there under will be dependent upon the activities of certain senior professionals of CPEA. The loss of any of these individuals could have a significant adverse impact on the ability of the Registrant to perform their duties as the Managing Member of the funds.

### Reliance on Management

All decisions with respect to the management of the funds and the investments of the funds will be made by the Registrant, and thus the investors must rely on the ability of the Registrant to make appropriate investments for the funds and to manage and dispose of such investments. Investors will have no right or power to participate in the affairs or investment

activities of the funds or to replace the Registrant. Accordingly, no person should purchase an interest unless such person is willing to entrust all aspects of the management of the funds and the investments of the funds to the Registrant.

#### *Difficulty of Locating Suitable Investments*

The funds may be unable to find a sufficient number of attractive opportunities to meet their investment objectives. The investment performance of prior funds managed by the Registrant cannot be relied on as an indicator of the funds' future performance or success. An investor must rely on the ability of the Registrant's and CPEA's management teams to identify, structure, and implement investments consistent with the funds' objectives and policies. Investors will not have the opportunity to evaluate the business, financial and other information which will be used by the Registrant and CPEA in their analysis, selection and monitoring of investments for the funds.

#### *Reliance on Management of Portfolio Funds*

The funds will invest in Portfolio Funds managed by investment managers unrelated to the Registrant and its affiliates and therefore in investments selected by such unrelated investment managers. The funds will not have an active role in the day-to-day management of the Portfolio Funds. Moreover, the funds will not have an opportunity to evaluate the specific investments made by the Portfolio Funds. As a result, the returns of the funds will depend in large part on the performance of these unrelated investment managers and could be substantially and adversely affected by the unfavorable performance of a small number of investment managers.

#### *Penalty for Failure to Make Capital Contributions*

Upon failure to make any installment payment of its capital commitment, an investor's interest will be subject to substantial or total reduction.

#### *Establishment of Additional Funds*

The Registrant and its affiliates may organize a new fund substantially similar to the funds. Any such new fund may be interested in the same investment opportunities as the funds. There is no assurance that investors in this funds will be offered the opportunity to participate in any subsequent funds.

### Value of Investment

The value of an investment in the funds may fluctuate. An investor's capital commitment will be allocated to investments over a fixed period of time of approximately three years. The Portfolio Funds will then make investments in companies, which will require the funds to pay their commitments to the Portfolio Funds over a total of approximately ten to thirteen years. Historically, private equity returns have varied greatly over time, depending on the conditions at the time investments were made and when investments were exited by the partnerships. In addition, each private equity subclass also may exhibit considerable volatility of returns. No assurance can be given that the funds will return to investors all or any part of their contributed capital commitment.

### Portfolio Valuation and Reporting

Private equity funds use varying reporting and valuation standards (particularly with respect to the calculation of fees and expenses) that may make it difficult for the Registrant to accurately (1) assess the prior performance of the general partner or the manager of the potential Portfolio Investments and (2) value and monitor Portfolio Investments.

### Risk of Early Termination of Portfolio Funds

The governing documents of the Portfolio Funds are expected to include provisions that would enable the general partner, the manager, or a majority in interest (or higher percentage) of their limited partners or members, under certain circumstances, to terminate the Portfolio Funds prior to the end of their respective stated terms. Early termination of a Portfolio Fund may result in (1) the funds having distributed to them a portfolio of immature and illiquid securities, or (2) the funds' inability to invest all of their capital commitments as anticipated, either of which could have a material adverse effect on the performance of the funds.

### Termination of a Fund's Interest in a Portfolio Fund

A Portfolio Fund may, among other things, terminate the funds' interest in that Portfolio Fund if the funds fails to satisfy any capital call by that Portfolio Fund or if the general partner or the manager of that Portfolio Fund determines that the continued participation of the funds in such Portfolio Fund would have a material adverse effect on such Portfolio Fund or its assets. As a result, the funds may lose part or all of their investment in the Portfolio Fund.

### Indemnification Obligations of the Fund

The governing documents of each Portfolio Fund are expected to include provisions which would require the Portfolio Fund to indemnify its general partner or manager (and certain other related or affiliated parties), if any, and their affiliates, and their respective directors, officers, employees, managers, partners, members, stockholders and agents, for certain claims, losses, damages and expenses arising out of their activities on behalf of such Portfolio Fund or such other related or affiliated parties. Such indemnification obligations could decrease the returns to investors in such Portfolio Funds and, consequently, to investors in the funds.

Furthermore, to the extent that the assets of any Portfolio Fund are insufficient to satisfy such indemnification obligations, the governing documents of that Portfolio Fund may provide that, as a limited partner or member of such Portfolio Fund, the funds will be liable therefore to the extent of their undrawn capital commitments to such Portfolio Fund and of any previous distributions made to them by such Portfolio Fund. If the funds is required to return a distribution previously received from one of the Portfolio Funds, and the funds has already redistributed such funds to the investors, the investors may be required to return such distributions. In addition, the funds may be required to indemnify the Portfolio Funds and their respective general partners and managers or investment advisers, if any, and such related or affiliated parties for claims, losses, damages, and expenses arising out of any breach by the funds of representations, warranties or agreements made to or with the Portfolio Funds.

Similarly, to the extent permitted by applicable law, the funds will indemnify the Registrant, CPEA, their members and partners and their related affiliated parties for certain claims, losses, damages and expenses arising out of their activities on behalf of the funds, and to the extent the funds' assets are insufficient to satisfy such indemnification obligations, the investors will be liable therefore to the extent of their remaining unpaid capital commitments and any distributions previously made to them by the funds.

### Contingent Liabilities

The Limited Liability Company Agreement will authorize the Registrant to establish such reserves for unknown or contingent liabilities as the Registrant in its sole discretion deems advisable. The Registrant may withhold a portion of any distribution to an investor in order to discharge such investor's pro rata share of liabilities of the funds. In addition, an investor could be required to return amounts previously distributed to such investor to cover such investor's pro rata share of liabilities.



### *Certain Risks with Respect to Performance Allocations*

The Registrant will receive compensation based on appreciation in certain assets of the funds. In addition, the managers of the Portfolio Funds also may receive incentive fees or performance allocations. Such compensation arrangements may create an incentive for the Registrant or such managers to make investments that are riskier or more speculative than would be the case absent such compensation arrangements.

### *Risks of Leverage*

Some of the Portfolio Companies may use leverage. Debt carries incremental risk. Debt service requirements may deplete cash flow and inhibit the ability of such companies to expand. In the event that a leveraged Portfolio Company is unable to meet its debt service obligations, there likely will be a material adverse effect upon the performance of the investment related to such company. In addition, the funds may borrow for the purpose of short-term financing to cover shortfalls of capital contributions arising from defaulting investors or for other purposes related to the funds' business. This leverage would be in addition to the leverage described above. Tax-exempt investors should note that the use of leverage by the funds may create "unrelated business taxable income."

### *Secondary Investments*

The funds expect to acquire interests in Secondary Investments primarily from existing investors in such Secondary Investments (and not from the issuers of such investments). Because the funds will not be acquiring such interests directly from the issuers thereof, it is not expected that the funds will have the opportunity to negotiate the terms of the interests therein or other special rights or privileges. There can be no assurance as to the number of investment opportunities that will be presented to the funds. In addition, valuation of such Secondary Investments may be difficult, as there generally will be no established market for such investments or for the privately-held Portfolio Companies in which the Secondary Investments may own securities. Moreover, the purchase price of interests in Secondary Investments will be subject to negotiation with the sellers of the Secondary Investments. The overall performance of the funds will depend in large part on the acquisition price paid by the funds for their Secondary Investments and the structure of such acquisitions. In many cases, the funds expect to have the opportunity to acquire a portfolio of Secondary Investments from a seller, on an "all or nothing" basis. In some such cases, certain of the Secondary Investments may be less attractive than others, and certain of the investment managers managing such Secondary Investments may be more familiar to the funds than others or may be more experienced or highly regarded than others.

### Expedited Transactions

The Registrant may be required to make investment decisions on an expedited basis in order to take advantage of certain investment opportunities for the funds. In such cases, the Registrant may not have access to detailed information regarding a Portfolio Investment at the time the investment decision is made. Therefore, no assurance can be given that the Registrant will have knowledge of all factors that may adversely affect a Portfolio Investment.

### Lack of Portfolio Liquidity

The securities or other financial instruments or obligations of Portfolio Companies in which a Portfolio Fund invests may, at any given time, be very thinly traded, have no public market, or be restricted as to their transferability under federal or state or non U.S. securities laws. In some cases, a Portfolio Fund may also be prohibited by contract from selling securities of Portfolio Companies or other assets for a period of time or otherwise are restricted from disposing of such securities or other assets. In other cases, the investments of a Portfolio Fund may require a substantial amount of time to liquidate, as there may not be any public market for the securities of the Portfolio Companies or any potential acquirers of the Portfolio Companies. Consequently, there is significant risk that a Portfolio Fund will be unable to realize its investment objectives by sale or other disposition of its securities or other assets at attractive prices, or will otherwise be unable to complete any exit strategy with respect to its Portfolio Companies. These risks can be further increased by changes in the financial condition or business prospects of the Portfolio Companies, changes in national or international economic conditions, and changes in laws, regulations, fiscal policies or political conditions of countries in which Portfolio Companies are located or in which they conduct their business.

### The Fund May Make Illiquid In-Kind Distributions

Certain investments may not be ready for harvesting at the end of the funds' term, even if extended as permitted by the funds' organizational documents. At such time as the funds is terminated, there may be in-kind distributions by the funds of interests in such investments and distributions of such investments by the funds to the investors, all of which are likely to be illiquid. There can be no assurance that any investors would be able to dispose of such investments or that the value of such investments as determined by the Registrant in connection with the determination of distributions and the calculation of the carried interest will ultimately be realized.

### Securities Law Matters

The interests are not and will not be registered under the Securities Act, or any other securities laws, including state securities or blue-sky laws. The interests will only be offered and sold to “accredited investors” as defined in Rule 501 of Regulation D promulgated under the Securities Act. Such interests will be offered without registration in reliance upon the Securities Act exemption for transactions not involving a public offering. investors will be required to make certain representations to the funds, including that they are acquiring interests in the funds for their own account, for investment purposes only and not with a view to their distribution.

### Investment Company Act Considerations

The funds are not registered under the Investment Company Act of 1940, as amended (the “Investment Company Act”). Therefore, investors in the funds are not afforded the protection provided by the Investment Company Act and the extensive regulations there under.

### Confidential Information

The Limited Liability Company Agreement will contain confidentiality provisions intended to protect proprietary and other information relating to the funds, the funds’ investments and the underlying portfolio investments. To the extent that such information is publicly disclosed, competitors of the funds and/or their portfolio investments, and others, may benefit from such information, thereby adversely affecting the funds, their portfolio investments, the Registrant, and the economic interests of the investors. In addition, the governing agreements of each of the Portfolio Funds will likely contain confidentiality provisions intended to protect proprietary and other information relating to the Portfolio Fund and its investments. Pursuant to such provisions, the Portfolio Funds may have the ability to limit the funds’ ability to disclose proprietary and other information to the funds’ investors and, in certain circumstances, may also have the ability to withhold making any disclosures of information to the funds. Consequently, the investors in the funds and, in certain circumstances, the Registrant will be limited in their ability to monitor the performance of the Portfolio Funds or the investments of the Portfolio Funds.

### Portfolio Company Risks

The Portfolio Funds in which the funds will invest may invest in Portfolio Companies that involve a high degree of business or financial risk. The Portfolio Companies may be start ups or in an early stage of development, may be distressed or have operating losses or

significant variations in operating results and may be engaged in a rapidly changing business with products subject to a substantial risk of obsolescence. The Portfolio Companies may also include companies that are experiencing or are expected to experience financial difficulties, which may never be overcome. In addition, they may require substantial additional capital to support their operations, to finance expansion or to maintain their competitive position, or may otherwise have a weak financial condition. Portfolio Companies may face intense competition, including competition from companies with greater financial resources, more extensive development, manufacturing, marketing and other capabilities and a larger number of qualified managerial and technical personnel.

#### Annual Tax Information

In order for the funds to provide annual tax information to their investors, they must first receive tax information from the Portfolio Funds. If the receipt of such information is delayed, the funds may not be able to provide such tax information to the investors to allow them to timely file their tax returns. As a result, investors may be required to obtain extensions for their tax returns each year.

#### Risk upon Disposition of Investments

In connection with the disposition of a Portfolio Company, a Portfolio Fund may be required to make representations about the business and financial affairs of such Portfolio Company and/or such Portfolio Fund typical of those made in connection with the sale of any business, or may be responsible for the contents of disclosure documents under applicable securities laws. Such Portfolio Fund may also be required to indemnify the purchasers of such Portfolio Company or underwriters to the extent that any such representations or disclosure statements turn out to be incorrect, inaccurate or misleading. These arrangements may result in a Portfolio Fund requiring the funds to return distributions previously made to the funds.

#### Absence of Effective Remedies against the Registrant

There can be no assurance that adequate remedies will be available to any investor if the Registrant fails to perform its duties and the Limited Liability Company Agreement does not afford the investors rights to remove the Registrant. The Limited Liability Company Agreement includes provisions for exculpation and indemnification of the Registrant and its respective partners, members, managers, officers, directors, shareholders, employees and affiliates.

### *Risks Associated with Non-U.S. Investments*

Some of the Portfolio Funds may be organized outside of the U.S., and some of the investments made by the Portfolio Funds may be in companies organized outside of the U.S. Non-U.S. securities involve certain risk factors not typically associated with investing in U.S. securities, including risks relating to: (1) differences between the U.S. and foreign securities markets, including greater price volatility in and less liquidity of some foreign securities markets, the absence of uniform accounting, auditing and financial reporting standards, practices and disclosure requirements and less government supervision and regulation; (2) certain economic, social and political risks, including potential exchange control regulations and restrictions on foreign investment and repatriation of capital, the risks of political, economic or social instability and the possibility of expropriation or confiscatory taxation; (3) the possible imposition of foreign taxes on income and gains recognized with respect to such securities; and (4) the impact of changes in the value of foreign currencies relative to the U.S. dollar and other currencies.

### *Lack of Separate Legal Counsel*

Wilmer Cutler Pickering Hale and Dorr LLP (“WilmerHale”) serves as legal counsel to the Registrant, the General Partners of the funds, the funds and certain of their affiliates. WilmerHale does not serve as legal counsel to any investor that becomes a limited partner of the funds by virtue of an investment in the funds. Although WilmerHale assisted in the preparation of this brochure and may from time to time advise the Registrant, the General Partner of the funds, the funds and certain of their affiliates with respect to their respective obligations to the funds, WilmerHale has not independently verified any factual assertions made in this brochure and is not responsible for either the funds’ compliance with its investment program or applicable law. No person should invest in the funds as a result of participation in the preparation of this brochure by WilmerHale or its representation of the Registrant, the General Partner, the funds and certain of their affiliates. The General Partner, the funds, and WilmerHale urge each prospective investor to consult with his, her or its own legal, accounting, business, investment, pension and tax advisors to determine the appropriateness and consequences of an investment in the funds and arrive at an independent evaluation of the merits of such investment.

### *C. Recommending Specific Security-Types*

As part of its role as management company of the funds of funds already discussed, the Registrant does not recommend specific types of securities to clients.

## **IX. Disciplinary Information**

As a registered investment adviser, the Registrant is required to disclose all material facts regarding any legal or disciplinary events that would materially affect an evaluation of the Registrant or the integrity of its management. However, information required by this Item is not applicable to the Registrant.

## **X. Other Financial Industry Activities and Affiliations**

The Registrant is affiliated with the following financial industry entities in addition to the private investment funds of funds previously discussed.

### *Camden Partners Holdings, LLC*

CPH is the sole owner of the Registrant. CPH is the management company of a group of private equity direct investment funds. CPH receives proceeds from the Registrant's management of the funds of funds discussed above. CPH is a registered investment adviser with the SEC. The Form ADV prepared for CPH describes its activities in more detail.

### *Camden Partners Equity Managers I, LLC*

CPEM is the Managing Member of the General Partner of the funds of funds products mentioned throughout this brochure. The Registrant and CPEM are sometimes referred to herein collectively as "Camden Private Capital" or "CPC". CPEM is an investment adviser registered with the SEC. The Form ADV prepared for CPEM describes its activities in more detail.

### *Cahill, Warnock & Co., LLC and Camden Partners Strategic Manager, LLC*

Cahill, Warnock & Co., LLC is an investment adviser affiliated with the Registrant.

CPSM is the Managing Member of the General Partner of two of the direct investment funds which CPH acts as the management company. CPSM is an investment adviser registered with the SEC. The Form ADV prepared for CPSM describes its activities in more detail.

WT Investments, Inc., Wilmington Trust Corporation, and M&T Bank Corporation

WT Investments, Inc. (“WTI”) is a subsidiary of Wilmington Trust Corporation, a Delaware chartered bank and trust, which in turn is owned 100% by M&T Bank Corporation. WTI has a 25% membership interest in CPH (the Registrant’s sole owner). WTI has the right to receive up to 50 basis points of the management fee paid to CPH for accounts referred by WTI and its affiliates that invest in private equity fund offerings sponsored by CPH and its affiliates. Another Wilmington Trust subsidiary, WTC Camden, Inc., has a 25% membership interest in CPEM.

M&T Bank Corporation, Wilmington Trust Corporation, or their affiliates provides custodian and banking services to CPH, CPEM, CPSM and the Registrant, for which it is compensated.

Related persons of the Registrant are General Partners or Managing Members of other investment related limited partnerships and limited liability companies.

As part of its investing activities, the Registrant does not recommend or select other investment advisers to its clients where the Registrant receives direct compensation.

## **XI. Code of Ethics, Participation or Interest in Client Transactions and Personal Trading**

### *A. Code of Ethics*

The Registrant has adopted a code of ethics that sets forth standards of ethical conduct and requires compliance with federal securities laws. The code of ethics requires that designated personnel report personal securities holdings and transactions and obtain preapproval of certain investments. The Registrant has also adopted an insider trading policy that restricts the use and communication of material nonpublic information. The Registrant will provide a copy of the code of ethics and insider trading policy to clients and prospective clients upon request. The fundamental position of the Registrant is that, in effecting personal securities transactions, personnel of the Registrant must place the interests of clients ahead of their own pecuniary interests at all times. Key elements of the Registrant’s Code of Ethics include the following:

- Officers, Directors and employees are prohibited from trading, either personally or on behalf of others, in securities while in possession of material non-public information regarding these securities or communicating material non-public information to others.
- Employees are required to place the interest of clients above the interests of the Registrant or other Employees whenever a conflict may be present.

- Certain employees are required to submit annual and quarterly reports of security transactions for their own accounts or any account in which they have a direct or indirect beneficial interest. However, reports are not submitted for accounts that are not directly or indirectly controlled by the Registrant or the reporting individual. Transactions in money market instruments, direct obligations of the United States government, and shares of U.S. registered open-ended mutual funds are also excluded.
- Employees are required to certify annually that they have complied with the Registrant's Code of Ethics.
- Employees may not give or accept gifts or entertainment that are inappropriate or could be seen as overly generous or which could influence Employee decision-making.
- Certain employees are required to obtain advance approval to serve as a director or trustee of for-profit organizations and disclose any service on the board of any organization, including non-profit organizations.
- Certain employees are required to pre-clear any transactions in privately offered securities and initial public offerings.
- Employees that become aware of any violation of the Code of Ethics are required to report such violation to the Chief Compliance Officer.

#### *B. Conflicts of Interest*

Due to the nature of its business activities, the Registrant and its related persons may experience times where a conflict of interest might arise between certain parties. Refer to the descriptions below where possible conflicts of interest are identified and the course of action the Registrant takes to mitigate these conflicts is explained.

##### *Other Business Activities*

The Registrant, CPEM, and their principals are required to devote as much of their time to the business of the funds as is reasonably required in their sole and absolute discretion. The Registrant, CPEM, and their affiliates may engage or have an interest in any other business venture or activity of any kind, even if such venture or activity is competitive with the business of a fund. The Registrant and CPEM generally have no obligation or responsibility to disclose or refer any particular investment or other opportunity of any kind whatsoever to a fund, even if such opportunity is of a character that, if presented to a fund, could be taken by the fund.



### Outside Investment Opportunities

Employees of the Registrant and Portfolio Fund Managers and members of CPEM may invest for their own personal accounts in the same areas of investment opportunity as those in which the funds or Portfolio Funds may invest. Because of differing objectives or other factors, the employees and clients of the Registrant and CPEM and their respective affiliates and the employees and clients of the Portfolio Fund Managers may take investment positions in securities that are different from, or opposite to, the positions taken by each fund or the Portfolio Funds. Moreover, the Registrant, CPEM, the Portfolio Fund Managers, or any of their respective officers, directors, or employees may become aware of, and participate in, business opportunities in which each fund or the Portfolio Funds will not be given an opportunity to participate.

### Managing Multiple Investment Funds

Conflicts of interest may exist where an adviser and its affiliates manage more than one private investment fund. The Registrant or an affiliate may give advice to a fund which differs from the advice given to another fund, even though the funds' investment objectives may be the same or similar. Conflicts of interest also may exist in the allocation of an investment opportunity among the funds for which CPEM serves as the Managing Member and funds advised by the Registrant or CPH. Potential conflicts of interest are expected to be limited because the funds have different investment objectives.

### Advisory Board

CPEM may organize an Advisory Board of each fund consisting of from three to five persons, selected by CPEM, who are not affiliated with the Registrant, CPEM, or Wilmington Trust Corporation. Each Advisory Board will consult with and advise CPEM on such matters as it from time to time requests assistance, including conflict of interest and valuation issues.

### Interaction between Registrant-Managed Funds

Other funds managed by the Registrant, or funds organized by its affiliates, may invest in some of the same Portfolio Funds and Secondary Investments as do the funds.

### Fundraising Assistance

The Registrant, the fund(s), and/or the Managing Member of the fund(s) may enter into arrangements with SEC-registered broker-dealers pursuant to which the broker-dealers will

provide the fund(s) with fundraising assistance for a fee. These fundraising activities will be conducted in accordance with applicable rules and regulations.

## **XII. Brokerage Practices**

CPC is responsible for the day-to-day management of each fund. Thus, CPC has the authority to select brokers or dealers to be used and commission rates paid, where applicable. In selecting brokers to execute transactions, CPC generally will seek to obtain the best price and execution for transactions. CPC takes into account factors such as price, size of order, difficulty of execution and operational facilities of a brokerage firm. Additional considerations are given to the scope and quality of brokerage services provided, and the firm's risk in positioning a block of securities. Subject to CPC's duty to obtain best execution, CPC may execute transactions through brokers that provide the fund(s) with fundraising assistance. See Items X and XI for a description of these fundraising arrangements.

The Registrant receives free research from a number of broker-dealers. This research is in each case given to the Registrant because of personal relationships of the Registrant's principals with persons at the broker-dealers and is not the result of soft dollar arrangements or any other arrangements with the broker-dealers. The Registrant will continue to receive the free research regardless of whether the Registrant chooses to execute client transactions with any of the broker-dealers providing the research. The value of research received by the Registrant is not considered when selecting brokers for execution of transactions in client accounts, but nevertheless could be perceived to create the potential for a conflict of interest under certain circumstances.

The Registrant does not consider client referrals from a broker-dealer or third parties when selecting broker-dealers.

In selecting brokers to execute transactions, the Registrant generally will seek to obtain the best price and execution for transactions. The Registrant takes into account factors such as price, size of order, difficulty of execution and operational facilities of a brokerage firm. Additional considerations are given to the scope and quality of brokerage services provided, and the firm's risk in positioning a block of securities.

## **XIII. Review of Accounts**

An investment committee was formed by CPC consisting of three of CPC's key principals - Mr. Hughes, Mr. Berkeley, and Ms. Burkett. CPC has delegated to the investment committee the responsibility to (1) select the Portfolio Funds and Secondary Investments in which each fund invests, (2) determine the amount of each fund's commitment to such investment, and (3)

approve the final terms on which each fund participates in a Portfolio Fund or a Secondary Investment. The investment committee will recommend Co-Investment opportunities to CPEM's board of managers, which then must determine whether to make an investment in a Co-Investment. CPC's investment committee review and monitor investments on a periodic basis.

Members will receive semiannual unaudited and annual audited reports on the results of a fund's Portfolio Funds, Secondary Investments, and Co-Investments, as well as all necessary tax reporting information (based upon reports received from the Portfolio Funds). Each fund may distribute reports more frequently.

#### **XIV. Client Referrals and Other Compensation**

The Registrant or a related person do not have any arrangements, oral or in writing, where it is paid cash by or receives some economic benefit (including commissions, equipment or non-research services) from a non-client in connection with giving advice to clients. The Registrant's Code of Ethics generally prohibits employees from accepting gifts, favors, and other inducements from counterparties or service providers, excepting certain common business courtesies. In addition, the Registrant does not compensate any person who is not a supervised person of the Registrant for client referrals.

#### **XV. Custody**

The funds and securities of the funds are held by qualified custodians. Investors receive account statements directly from the qualified custodian at least quarterly. Each fund is audited at least annually by an independent public accountant registered with, and subject to regulation inspection by, the Public Company Accounting Oversight Board and each investor receives audited financial statements within 180 days of the end of the fund's fiscal year. All clients should carefully review these statements.

#### **XVI. Investment Discretion**

CPEM serves as the Managing Member of each fund and will exercise final approval with respect to the selection of Portfolio Funds, Secondary Investments, and Co-Investments and will determine the amount of each fund's capital committed to each such investment. The General Partner of each fund assumes such authority through the execution of the fund's limited partnership agreement. The Registrant will provide investment management services through a management agreement with CPEM. Pursuant to the management agreement, the Registrant will perform due diligence on investment opportunities, negotiate the terms of each investment, and advise CPEM on the selection of Portfolio Funds, Secondary Investments, and Co-Investments for the fund, as well as perform such other duties as are delegated to it by CPEM.

## **XVII. Voting Client Securities**

The Registrant is responsible for voting proxies in a timely manner and for the exclusive purpose of providing benefits to the applicable fund(s). In this regard, the Registrant generally will, consistent with its fiduciary role, seek to enhance the value of the affected fund's portfolio by voting each company proxy in a manner that is designed to maximize the company's stock price.

A copy of the Registrant's proxy voting policies and procedures, as well as, information with respect to how the Registrant voted specific proxies is available upon request. Such request should be sent to the attention of Donald W. Hughes, Camden Partners Holdings, LLC, 500 East Pratt Street, Suite 1200, Baltimore, Maryland 21202.

## **XVIII. Financial Information**

Information required by this Item is not applicable to the Registrant.