

**INVESTMENT ADVISER BROCHURE**

**GOLDNER HAWN JOHNSON & MORRISON INCORPORATED**

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**This Investment Adviser Brochure (“Brochure”) provides information about the qualifications and business practices of Goldner Hawn Johnson & Morrison Incorporated (the “Management Company”). If you have any questions about the contents of this Brochure, please contact us at (612) 338-5912. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state authority.**

The Management Company is an investment adviser registered with the SEC under the Investment Advisers Act of 1940, as amended (the “Advisers Act”). However, such registration does not imply a certain level of skill or training.

Additional information regarding the Management Company is also available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

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## **ADVISORY BUSINESS**

Goldner Hawn Johnson & Morrison Incorporated (the “Management Company”), a Minnesota corporation, is a private investment management firm and a registered investment adviser. The Management Company commenced operations in 1989.

The Management Company and its affiliates (collectively, “GHJM”), including Miltiades L.P. (“Miltiades”), a Delaware limited partnership and a registered investment adviser, provide investment supervisory services to their clients, which consist of private investment funds (the “Funds” and together with any future private investment fund managed by the Management Company, the “Private Investment Funds”).

Miltiades is the general partner of Marathon Fund Limited Partnership V (“Fund V”), a Delaware limited partnership. Miltiades LLC, a Delaware limited liability company and another affiliate of the Management Company, is the general partner of Marathon Fund Limited Partnership IV, a Delaware limited partnership (“Fund IV”). Miltiades LLC has no personnel other than those persons associated with the Management Company and relies on the Management Company’s registration as an investment adviser.

The Funds are private equity funds and invest through negotiated transactions in operating entities. Pursuant to each Fund’s partnership agreements (each, a “Partnership Agreement”), Miltiades and Miltiades LLC (each, a “General Partner,” and collectively, the “General Partners”) each has the authority to manage the business and affairs of Fund V and Fund IV, respectively. The General Partners have each delegated day-to-day responsibility for the management and operation of the Funds to the Management Company pursuant to a management agreement (each, a “Management Agreement”).

The Management Company’s and the General Partners’ (collectively, the “Advisers”) investment advisory services to the Funds consist of identifying and evaluating investment opportunities, negotiating investments, managing and monitoring investments and achieving dispositions for such investments. Each Fund invests predominantly in non-public companies, although each Fund may invest in public companies, subject to any limitations set forth in its Partnership Agreement. The Funds generally seek to take a controlling position when investing in a portfolio company, and generally at least one of the Managing Directors (as defined herein) serves on a portfolio company’s board of directors in order to represent the applicable Fund’s interests in the portfolio company.

The Management Company’s advisory services for the Funds are detailed in the applicable private placement memoranda, Management Agreements and Partnership Agreements (collectively, the “Fund Documents”) and are further described below under “Methods of Analysis, Investment Strategies and Risk of Loss.” Investors in Private Investment Funds participate in the overall investment program for the applicable fund, but may be excused from a particular investment due to legal, regulatory or other applicable constraints. The Funds or the General Partners may enter into side letters or other similar agreements with certain investors that have the effect of establishing rights under or altering or supplementing the Partnership Agreements with respect to those investors that are a party to the side letter.

As of October 31, 2011, the Management Company managed \$387.8 million in client assets on a discretionary basis. The Management Company is managed by its managing directors, who are Van Zandt Hawn, Timothy D. Johnson, John L. Morrison, Michael T. Sweeney, Jason T. Brass and Joseph M. Heinen (the “Managing Directors”).

## **FEES AND COMPENSATION**

In general, the Management Company receives a management fee (the “Management Fee”) and the applicable General Partner receives a carried interest in connection with advisory services provided to the Funds. For each Fund, the carried interest distributed to a General Partner is subject to a potential giveback at the end of the Fund’s life if the General Partner has received excess cumulative distributions. The Management Company or other GHJM entities or affiliates may receive additional compensation in connection with management and other services performed for portfolio companies of Private Investment Funds and such additional compensation may offset in whole or in part the Management Fees otherwise payable to the Management Company. Investors should review the applicable Fund’s Partnership Agreement for details regarding the fee structures summarized below. Terms not defined herein are defined in the applicable Partnership Agreement.

### **Fund IV Fees**

#### Fund IV

Fund IV’s Management Fee was originally equal to 2.0% of aggregate commitments, but the Management Company no longer receives a Management Fee from Fund IV because the time during which the Management Fee was payable has expired.

#### Carried Interest

Miltiades LLC is entitled to receive a carried interest with respect to Fund IV equal to 20% of all realized profits in excess of an 8% compound preferred return, as more fully described in Fund IV’s Partnership Agreement.

### **Fund V Fees**

#### Management Fee

Initially, Fund V’s Management Fee was equal to 2.0% of aggregate commitments, but the Management Fee has been reduced now that Fund V’s active investment period has expired. The Management Fee is now equal to 2.0% on an annual basis of aggregate capital contributions less distributions to the extent of capital invested in investments which have been disposed of and capital invested in any investment that has been completely written-off, to the extent distributions were not made with respect to such investment. The Management Fee is payable on a quarterly basis in advance. Installments of the Management Fee payable for any period other than a full three-month period are adjusted on *pro rata* basis according to the actual number of days in such period.

Accordingly, the Management Fee is payable until all portfolio investments are distributed or written-off or until the Advisers' relationship with Fund V is terminated for other reasons (as described in Fund V's Partnership Agreement).

### Carried Interest

Miltiades is entitled to receive a carried interest with respect to Fund V equal to 20% of all realized profits in excess of an 8% compound preferred return, as more fully described in Fund V's Partnership Agreement.

### **Other Information**

The Funds invest on a long-term basis. Accordingly, investment advisory and other fees are expected to be paid, except as otherwise described in the Partnership Agreement, over the term of the Fund and investors generally are not permitted to withdraw from or redeem interests in the Fund.

The Managing Directors or other employees of GHJM may receive a portion of the Management Fee, carried interest or other compensation received by the Management Company or its affiliates. In addition, the Advisers may exempt certain Fund investors, including the Advisers and their affiliates, from payment of all or a portion of Management Fees and/or carried interest.

As set forth in the applicable Partnership Agreement, the Management Fee may be reduced, although not below zero, by all or a portion of any additional compensation received by the Management Company or its affiliates, including directors' fees, management services, advisory consulting fees or transactional fees received from a portfolio company or break-up fees.

A Partnership Agreement may allow the General Partner to waive or agree to reduce the Management Fee. Any such waived or reduced portion of the Management Fee reduces the amount of capital the General Partner would otherwise be required to contribute to such Fund. The limited partners of the Fund may be required to make a *pro rata* contribution according to their respective Commitments to fund any contribution that would otherwise be required of the General Partner in connection with any such waiver or reduction as described above and, as a result, the exercise of such waiver may result in an acceleration of investor capital contributions. Waived or reduced Management Fees are not subject to the Management Fee offsets described above.

In addition to the Management Fee and carried interest, each Fund generally bears certain expenses. As set forth in the applicable Partnership Agreement, each Fund generally bears all expenses relating to the Fund's activities, investments and business (to the extent not borne or reimbursed by a portfolio company), including, without limitation, (i) costs, expenses, liabilities and obligations attributable to acquiring, holding and disposing of the Fund's investments or incurred by or on behalf of the Fund relating to investment and disposition opportunities for the Fund not consummated, (ii) legal, accounting, auditing, consulting, insurance, financing, appraisal, filing, taxes, governmental charges, private placement fees and other fees and expenses and (iii) expenses of the Fund's advisory board, if any, but not the Advisers' expenses

in connection with maintaining and operating their offices (such as compensation of their employees, rent, utilities and general office expenses). Brokerage fees may be incurred in accordance with the practices set forth in “Brokerage Practices.”

It is expected that any future Private Investment Funds will have similar fee structures.

#### **PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT**

The Advisers currently advise only the Funds, each of which is charged a performance-based fee.

#### **TYPES OF CLIENTS**

The Management Company provides investment advice to Private Investment Funds. Private Investment Funds may include investment partnerships or other investment entities formed under domestic or non-U.S. laws and operated as exempt investment pools under the Investment Company Act of 1940, as amended. The investors participating in Private Investment Funds may include high net worth individuals, banks or thrift institutions, insurance companies, pension and profit-sharing plans, trusts, estates or charitable organizations, corporations or other business entities or other investment entities and may include, directly or indirectly, the Managing Directors or other employees of the Management Company and its affiliates.

The Funds are closed to new investors, but both Marathon IV and Marathon V generally required a minimum investment amount of \$5 million for third-party investors. Such minimum investment amount was waivable by the applicable General Partner.

#### **METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS**

##### **General**

The Management Company provides day-to-day investment advisory services to the Funds, subject to the supervision of the applicable General Partner. The Advisers’ investment committee (“Investment Committee”) has ultimate decision-making authority for each Fund. The Advisers have common owners and personnel. Accordingly, the Advisers’ general investment methodology is described below. Investors should refer to the applicable Fund Documents for investment strategies employed specifically for that Fund.

There can be no assurance that the Advisers will achieve the investment objectives of each Fund and a loss of investment may be possible.

##### **Investment Strategy and Process**

The Advisers’ investment strategy for each Fund generally focuses on making control investments in lower middle market companies based in the Midwestern United States, with a significant concentration in the Upper Midwest. Each Fund typically invests in approximately 10 to 12 companies. The Advisers generally have focused their investing activities on the lower middle market, which they believe has less competition among private equity investors and can

offer greater opportunities for higher returns compared to the M&A market for larger transactions.

The Advisers target companies that they believe have a history of stable cash flows, growth prospects and operate in the Advisers' targeted industries. The Advisers invest Fund assets across multiple industry sectors in which the Advisers have expertise and prior experience. Key attributes of industries which the Advisers find attractive include limited cyclical exposure and offshore risk, a strong base of recurring revenues, and solid growth prospects. Examples of these target industries, and ones in which the Advisers have prior experience, include: food manufacturers and distributors, outsourced business service providers, manufacturers of industrial and consumer products, forest products and retailing.

The following description of the Advisers' investment process is a general description and individual processes may vary in some respects. The Advisers' process involves a preliminary review of an investment prospect's business and its financial statements, together, if appropriate, with a discussion of the prospect with any business intermediary engaged by the prospect to explore a sale. If the Investment Committee, which consists of all the Managing Directors, approves a preliminary indication of interest, and the prospect invites the Adviser to conduct further inquiries, the Adviser will typically engage counsel, and other experts as appropriate, such as accountants, environmental engineers and industry consultants, to assist in a "due diligence" investigation of the prospect and the proposed transaction. Third party financing sources will be secured to finance the purchase price required to complete the acquisition. Discussions with the owners and managers of the prospect will be conducted. A definitive investment memorandum will be prepared by the Adviser's team working on the project and will be reviewed by the Investment Committee.

The Investment Committee will review the definitive investment memorandum and conduct in-depth discussions of the project with the Adviser's team members. If the Investment Committee is unanimously in favor of proceeding with the investment, the team is authorized to negotiate definitive arrangements for the acquisition and, if such negotiations are successful, the acquisition is consummated.

The decision to sell an investment is similarly controlled by the Investment Committee. In general, the Investment Committee considers whether it believes the value of a portfolio investment can continue to increase at a rate consistent with the Adviser's return expectations for the Fund as a whole. If so, the investment will remain in the portfolio; if not, the investment will be sold in a manner best calculated to maximize value for the Fund. If a portfolio company has met the outset expectations called out in the investment memorandum, the Investment Committee is generally disposed to sell the investment rather than develop a new rationale for holding it.

## **Risks of Investment**

Each Fund and its investors bear the risk of loss that the Advisers' investment strategy entails. Investors should review each Fund's private placement memorandum for information regarding risks specific to each Fund. In general, the risks involved with the Advisers'

investment strategy and an investment in each Fund include, but are not limited to those described below.

*Business Risks.* A Fund's investment portfolio consists primarily of securities issued by privately held companies, and operating results in a specified period are difficult to predict. Such investments involve a high degree of business and financial risk which can result in substantial losses. There generally will be little or no publicly available information regarding the status and prospects of prospective portfolio companies. Many investment decisions by the Advisers will be dependent upon the ability of the Managing Directors to obtain relevant information from non-public sources, and the Advisers may be required to make decisions without complete information or in reliance upon information provided by third parties that is impossible or impracticable to verify.

*Leveraged Transactions.* A Fund may intend to invest primarily in companies with a substantial degree of financial leverage. Due to this leverage, a substantial portion of the cash flow from operations of the portfolio companies will be needed to service debt and will not be available for other purposes. This leverage will also limit the ability of the portfolio companies to obtain additional debt financing in the future and react to changes in industry and economic conditions. In addition, this portfolio company leverage will accelerate and magnify declines in the value of a Fund's investments in the leveraged portfolio companies in a down market.

*Default Risk.* A Fund's portfolio companies could experience adverse business conditions which could result in a default on all or part of their obligations to the Fund. A portfolio company's ability to satisfy its obligations to a Fund could be impacted by market or industry conditions, national or international economic or political factors or other developments beyond a company's control. The conduct of management and employees of companies in which investments are made will be outside the Advisers' ability to control and may adversely affect Fund performance. Defaults could ultimately result in a loss of investment principal. The Advisers will actively attempt to manage default risk through disciplined due diligence and monitoring but there can be no absolute protection against defaults and losses of investment principal.

*Future and Past Performance.* The performance of the Managing Directors' prior investments is not necessarily indicative of a Fund's future results. While the Advisers intend for a Fund to make investments that have estimated returns commensurate with the risks undertaken, there can be no assurances that the targeted returns will be achieved. On any given investment, loss of principal is possible.

*Investment in Junior Securities.* The securities in which a Fund invests may be among the most junior in a portfolio company's capital structure and, thus, subject to the greatest risk of loss. Generally, there will be no collateral to protect an investment once made.

*Concentration of Investments.* A Fund may participate in a limited number of investments and may seek to make several investments in one industry or one industry segment. As a result, a Fund's investment portfolio could become highly concentrated, and its aggregate return may be affected substantially by the performance of a few holdings. A consequence of a limited number of portfolio company investments is that the aggregate returns realized by the partners may be



substantially adversely affected by the unfavorable performance of a small number of the portfolio company investments. In this regard, a default under a small number of the portfolio company investments could have a material adverse effect on the aggregate returns realized by the partners. Specifically, in the event of a loss of capital invested in any of the portfolio company investments, the current income and capital appreciation from a Fund's other portfolio company investments may not equal the loss recognized by such Fund from the portfolio company investment in default. Additionally, a Fund could be subject to significant losses if it holds a large position in a particular portfolio company investment that declines in value or is otherwise adversely affected, including default of the issuer. Furthermore, to the extent that the capital raised is less than the targeted amount, a Fund may invest in fewer portfolio companies and thus be less diversified.

*Lack of Sufficient Investment Opportunities; Competitive Environments.* It is possible that a Fund will never be fully invested if enough sufficiently attractive investments are not identified. The business of identifying and structuring private equity transactions is highly competitive and involves a high degree of uncertainty. There are a number of institutions and private funds both regionally and nationally which are actively seeking private equity investment opportunities. Competitors for investment opportunities may have access to greater amounts of capital and to capital that may be committed for longer periods of time or may have different return thresholds than a Fund, and thus these competitors may have advantages not shared by such Fund. However, increased competition among providers of private equity capital could result in fewer available opportunities and/or lower investment returns. A Fund may incur significant expenses in connection with identifying portfolio company investment opportunities and investigating other potential portfolio company investments which are ultimately not consummated, including expenses relating to due diligence, transportation, legal expenses and the fees of other third-party advisers. In addition, limited partners are required to pay annual management fees based on the entire amount of their Commitments.

*Illiquidity; Lack of Current Distributions.* An investment in a Fund should be viewed as illiquid. It is uncertain as to when profits, if any, will be realized. Losses on unsuccessful investments may be realized before gains on successful investments are realized. The return of capital and the realization of gains, if any, will generally occur only upon the partial or complete disposition of an investment. While an investment may be sold at any time, it is not generally expected that this will occur for a number of years after the initial investment. Prior to such time, there often will be no current return on the investments. Furthermore, the expenses of operating a Fund (including the Management Fee) may exceed its income, thereby requiring that the difference be paid from such Fund's capital.

*Limited Transferability of Fund Interests.* There is no public market for Fund interests, and none is expected to develop. There are substantial restrictions upon the transferability of Fund interests under the applicable Partnership Agreement and applicable securities laws. In general, withdrawals of Fund interests are not permitted. In addition, Fund interests are not redeemable.

*Restricted Nature of Investment Positions.* Generally, there is no readily available market for a substantial number of a Fund's investments, and hence, most of a Fund's investments are difficult to value. Certain investments may be distributed in kind to the Partners.

*No Operating History.* Initially, a Fund has no operating history. There is, therefore, little information upon which investors may base an evaluation of the likely performance of such Fund. An investor in the limited partnership interests must rely upon the ability of the Advisers in making investments consistent with a Fund's objectives and priorities. The investor will not have the opportunity to evaluate personally the relevant economic, business, financial and other information that will be used by the Advisers in making investment decisions. There may be a significant period of time before all of the net proceeds from this offering are committed to investments. In the meantime, a Fund may expend funds in the investigation of businesses which, after investigation, are determined to be unsuitable for investment.

*Reliance on the Advisers.* All decisions with respect to the management of a Fund will be made by the Advisers, and such Fund's future profitability will depend upon the business and investment skills of the Advisers. Limited partners have no right or power to take part in the management of a Fund. Accordingly, no person should purchase limited partnership interests unless such person is willing to entrust all aspects of the success of the Fund to the Advisers. Given this reliance, prospective investors should also consider that the individuals who comprise the management of the Advisers and their affiliates may change in the future. The departure of one or more individuals could adversely affect a Fund's business.

*Projections.* Projected operating results of a company in which a Fund invests normally will be based primarily on financial projections prepared by each company's management. In all cases, projections are only estimates of future results that are based upon assumptions made at the time the projections are developed. There can be no assurance that the results set forth in the projections will be attained, and actual results may be significantly different from the projections. Also, general economic factors, which are not predictable, can have a material impact on the reliability of projections.

*Need for Follow-On Investments.* Following its initial investment in a given portfolio company, a Fund may decide to provide additional funds to such portfolio company or may have the opportunity to increase its investment in a successful portfolio company. There is no assurance that a Fund will make follow-on investments or that a Fund will have sufficient funds to make all or any of such investments. Any decision by a Fund not to make follow-on investments or its inability to make such investments may have a substantial negative impact on a portfolio company in need of such an investment or may result in a lost opportunity for such Fund to increase its participation in a successful operation.

*Foreign Investments.* A Fund may invest in portfolio companies that are organized outside of the United States, its territories and possessions. Such investments may be subject to certain additional risk due to, among other things, potentially unsettled points of applicable governing law, the risks associated with fluctuating currency exchange rates, capital repatriation regulations (as such regulations may be given effect during the term of such Fund) and the application of complex tax rules to cross border investments.

*Significant Default Penalties.* A Fund's Partnership Agreement contains significant penalties in the event a limited partner defaults on its commitment or other payment obligations.

*Dilution.* Limited partners admitted to a Fund at subsequent closings will participate in then existing investments of such Fund, thereby diluting the interest of existing limited partners in such investments. Although any such new limited partner will be required to contribute its pro rata share of previously-made capital contributions, there can be no assurance that this contribution will reflect the fair value of a Fund's existing investments at the time of such contributions.

*Adviser's Carried Interest.* The fact that a General Partner's carried interest is based on a percentage of net profits may create an incentive for the Advisers to cause a Fund to make riskier or more speculative investments than would otherwise be the case.

*Director Liability.* A Fund will often obtain the right to appoint a representative to the board of directors of the companies in which it invests. Serving on the board of directors of a portfolio company exposes the Fund's representatives, and ultimately the Fund, to potential liability. Although portfolio companies often have insurance to protect directors and officers from such liability, such insurance may not be obtained by all portfolio companies and may be insufficient if obtained.

## **Conflicts of Interest**

During a Fund's active investment period, the Managing Directors will generally pursue all appropriate investment opportunities exclusively through that Fund, subject to certain limited exceptions provided in the applicable Fund's Partnership Agreement. From time to time, however, the Advisers may be presented with investment opportunities that would be suitable for more than one Fund. In determining which Fund should participate in such investment opportunities, the Advisers and their affiliates are subject to conflicts of interest among the investors in such investment vehicles. The Advisers attempt to resolve such conflicts of interest in light of their obligations to investors in their Funds, and attempt to allocate investment opportunities among the Funds in a fair and equitable manner. Where necessary, an Adviser may consult and receive consent to conflicts from an advisory committee consisting of limited partners of a Fund.

The Advisers will devote as much time to each Fund as they believe is reasonably required to achieve the Fund's objectives. However, the Managing Directors may also manage other Private Investment Funds or investments similar to those in which the Fund will be investing, and may direct certain relevant investment opportunities to those other Private Investment Funds and investments. There also may be occasions in which the interests of the Advisers and the Funds will not be identical, although the Advisers believe that the significant investment of the Managing Directors in the Fund, as well as the Managing Directors' interest in the carried interest, operate to align, to some extent, the interest of the Managing Directors with the interest of each Fund's limited partners. Following a Fund's active investment period, the Managing Directors may focus their investment activities on other opportunities and areas unrelated to the Fund's investments.

The agreements and arrangements between a Fund and GHJM, including compensation to be received by each party, have been established by the applicable General Partner and are not the result of arm's length negotiations. In addition, because each General Partner's carried

interest is based on a percentage of net realized profits, there may be an incentive for the Advisers to cause a Fund to make riskier or more speculative investments than would otherwise be the case.

### **DISCIPLINARY INFORMATION**

The Management Company and its management persons have not been subject to any material legal or disciplinary events required to be discussed in this Brochure.

### **OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS**

The Management Company is affiliated with Miltiades, the general partner of Fund V and an investment adviser registered with the SEC under the Advisers Act, and Miltiades LLC, the general partner of Fund IV. Certain of the Managing Directors, officers, employees and/or consultants of Miltiades serve the Management Company or other GHJM affiliates in a similar capacity.

### **CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING**

The Advisers have adopted a Code of Ethics and Securities Trading Policy and Procedures (the “Code”), which sets forth standards of conduct that are expected of the Advisers’ personnel and addresses conflicts that arise from personal trading. The Code requires the Advisers’ personnel and affiliates to report their personal securities transactions and to obtain approval from the Advisers’ Chief Compliance Officer prior to, directly or indirectly, acquiring beneficial ownership of securities in an initial public offering or in a limited offering and prior to acquiring or disposing of beneficial ownership in securities on the Advisers’ restricted list, subject to limited exceptions stated in the Code. A copy of the Code will be provided to any investor or prospective investor upon request to GHJM’s Chief Compliance Officer at (612) 338-5912. Personal securities transactions by employees who manage the Funds (or any other client account) are required to be conducted in a manner that prioritizes the Funds’ (and such other client’s) interests.

The Advisers and their affiliated persons may come into possession, from time to time, of material nonpublic or other confidential information about public companies which, if disclosed, might affect an investor’s decision to buy, sell or hold a security. Under applicable law, the Advisers and their affiliated persons would be prohibited from improperly disclosing or using such information for their personal benefit or for the benefit of any person, regardless of whether such person is a client of the Advisers.

Accordingly, if the Advisers or any of their affiliated persons come into possession of material nonpublic or other confidential information with respect to any public company, the Advisers would be prohibited from communicating such information to the Funds (or any other clients), and the Advisers will have no responsibility or liability for failing to disclose such information to the Funds (or any other clients) as a result of following the Advisers’ policies and procedures designed to comply with applicable law. Similar restrictions may be applicable as a result of the Advisers’ personnel serving as directors of public companies and may restrict trading on behalf of clients, including the Funds.

The Managing Directors and employees of the Management Company and its affiliates may directly or indirectly own an interest in the Funds, including through a co-investment vehicle. To the extent that co-investment vehicles exist, such vehicles may invest in one or more of the same portfolio companies as the Funds, subject to any limitations in the relevant Partnership Agreements. Currently, GHJM and its affiliates hold approximately 1.25% of the partnership interests in both Fund IV and Fund V.

The Advisers and their affiliates, the Managing Directors and employees may carry on investment activities for their own account and for family members, friends or others who do not invest in the Private Investment Funds, and may give advice and recommend securities to vehicles which may differ from advice given to, or securities recommended or bought for, the Private Investment Funds, even though their investment objectives may be the same or similar.

### **BROKERAGE PRACTICES**

The Advisers focus on securities transactions of private companies and generally purchase and sell such companies through privately-negotiated transactions in which the services of a broker-dealer may be retained. However, the Advisers may also distribute securities to investors in the Funds or sell such securities, including through using a broker-dealer, if a public trading market exists. Although the Advisers do not intend to regularly engage in public securities transactions, to the extent they do so, they would expect to follow the brokerage practices described below.

If an Adviser sells publicly traded securities for a Fund, it is responsible for directing orders to broker-dealers to effect securities transactions for accounts managed by the Adviser. In such event, the Adviser will seek to select brokers on the basis of best price and execution capability. In selecting a broker to execute client transactions, the Adviser may consider a variety of factors, including: (i) execution capabilities with respect to the relevant type of order; (ii) commissions charged; (iii) the reliability, integrity, financial condition and execution capability of the firm being considered for effecting transactions in light of the size and difficulty of executing the order; and (iv) responsiveness to requests for trade data and other financial information.

Consistent with the Advisers seeking to obtain best execution, brokerage commissions on client transactions may be directed to brokers in recognition of research furnished by them, although the Advisers generally do not make use of such services at the current time. As a general matter, research provided by these brokers would be used to service all of the Advisers' Private Investment Funds. However, each and every research service may not be used for the benefit of each and every Private Investment Fund managed by the Advisers, any research provided by these brokers may be shared between the Advisers and their affiliates and such may be used to service one or more of the Private Investment Funds regardless of which Private Investment Fund paid the brokerage commissions being applied towards payment for such research services. To the extent the Advisers engage in any such soft dollars transactions in the future; they will seek to comply with the safe harbor set forth in Section 28(e) of the Securities Exchange Act of 1934, as amended, and adopt any necessary policies and procedures.

From time to time, the Advisers may, but are not obligated to, purchase or sell securities for several Private Investment Funds at approximately the same time. Such orders may be combined or “batched” to facilitate obtaining best execution and/or to reduce brokerage commissions or other costs. Batched transactions will be executed in a manner intended to ensure that no participating Private Investment Fund of the Advisers is favored over any other Private Investment Fund.

### **REVIEW OF ACCOUNTS**

The investments made by the Funds are generally private, illiquid and long-term in nature. Accordingly, the review process is not directed toward a short-term decision to dispose of securities. However, the Advisers’ Investment Committee closely monitors companies in which the Funds invest and is responsible for confirming that each Fund is managed in accordance with its investment objectives and guidelines. GHJM’s Chief Compliance Officer also periodically reviews each Fund’s investments to confirm that each Fund is invested in accordance with its stated investment objectives.

Each Fund generally provides to its limited partners: (i) annual GAAP audited financial statements, (ii) quarterly unaudited financial statements and reports providing a narrative summary of the status of each portfolio company investment and (ii) annual tax information necessary for each limited partner’s tax return.

### **CLIENT REFERRALS AND OTHER COMPENSATION**

The Advisers and their affiliates may enter into solicitation arrangements pursuant to which the Advisers compensate third parties for referrals that result in a potential investor becoming a limited partner in a Fund. Any fees and expenses payable to any such placement agents in respect of a Fund will generally be borne by the Advisers indirectly through an offset against such Fund’s Management Fee.

The Management Company and/or its affiliates may provide certain business or consulting services to a Fund’s portfolio companies and may receive compensation from these companies in connection with such services. As described in the Partnership Agreement, this compensation may, in many cases, offset a portion of the Management Fees paid by the Fund.

### **CUSTODY**

The Advisers maintain custody of each Fund’s assets held in each Fund’s name with US Bank, NA, a qualified custodian.

### **INVESTMENT DISCRETION**

The Management Company has discretionary authority to manage investments on behalf of the Funds pursuant to the Fund Documents described under “Advisory Business.” As a general policy, the Management Company does not allow clients to place limitations on this authority. Pursuant to the terms of a Fund’s Partnership Agreement, however, the Funds or the applicable General Partner may enter into “side letter” arrangements with certain limited partners whereby the terms applicable to such limited partner’s investment in the Fund may be altered or

varied, including, in some cases, the right to opt-out of certain investments for legal, tax, regulatory or other similar reasons.

### **VOTING CLIENT SECURITIES**

The Advisers have adopted Proxy Voting Policies and Procedures (the “Proxy Policy”) to address how they will vote proxies, as applicable, for each Fund’s (and any Private Investment Fund’s) portfolio investments. The Proxy Policy seeks to ensure that the Advisers vote proxies (or similar instruments) in the best interest of the Funds, including where there may be material conflicts of interest in voting proxies. The Advisers generally believe their interests are aligned with those of the Funds’ investors through the Managing Directors’ beneficial ownership interests in the Funds and therefore will not seek investor approval or direction when voting proxies. In the event that there is or may be a conflict of interest in voting proxies, the Proxy Policy provides that the Advisers may address the conflict using several alternatives, including by seeking the approval or concurrence of the Fund’s advisory board on the proposed proxy vote. The Advisers do not consider service on portfolio company boards by the Advisers’ personnel or the Advisers’ receipt of Management Fees or other fees from portfolio companies to create a material conflict of interest in voting proxies with respect to such companies. In addition, the Proxy Policy sets forth certain specific proxy voting guidelines followed by the Advisers when voting proxies on behalf of the Funds. Current and prospective investors who would like a copy of the Advisers’ complete Proxy Policy or information regarding how the Advisers voted proxies for particular portfolio companies should contact the Management Company’s Chief Compliance Officer at (612) 338-5912, and such information will be provided at no charge.

### **FINANCIAL INFORMATION**

The Management Company does not require prepayment of Management Fees more than six months in advance or have any other events requiring disclosure under this item of the Brochure.

**BROCHURE SUPPLEMENT OF GOLDNER HAWN JOHNSON & MORRISON INCORPORATED  
(THE “MANAGEMENT COMPANY”) - JASON T. BRASS**

**3700 Wells Fargo Center  
90 South Seventh Street  
Minneapolis, MN 55402-4128**

**This brochure supplement provides information about Jason T. Brass that supplements the Management Company brochure. You should have received a copy of that brochure. Please contact the Management Company’s Chief Compliance Officer at (612) 338-5912 if you did not receive the Management Company’s brochure or if you have questions about the contents of this supplement.**

**Educational Background and Business Experience**

Mr. Brass is a Managing Director of the Management Company. He joined the Management Company and its affiliates (collectively, “GHJM”) in 2002. From 1999 to 2002, he was employed in the Leveraged Buyout Group of Norwest Equity Partners in Minneapolis. From 1996 to 1999, Mr. Brass served as a mergers and acquisitions consultant in the Corporate Development Group of Arthur Andersen L.L.P. in Minneapolis. Mr. Brass is a graduate of the University of St. Thomas (B.A.) and the University of Notre Dame Mendoza College of Business (M.B.A.). Mr. Brass was born in 1972.

**Disciplinary History**

There are no legal or disciplinary events to disclose with respect to Mr. Brass.

**Other Business Activities**

Mr. Brass is not engaged in any investment-related business outside of his roles with GHJM and its affiliated investment advisers.

**Additional Compensation**

Mr. Brass does not receive any additional compensation that is required to be disclosed.

**Supervision**

As a Managing Director of the Management Company, Mr. Brass is part of a team that is responsible for implementing and overseeing GHJM’s investment strategy. Van Hawn (612-338-5912), Chief Compliance Officer for the Management Company and its affiliates, oversees Mr. Brass’s compliance with GHJM’s policies and procedures.



**BROCHURE SUPPLEMENT OF GOLDNER HAWN JOHNSON & MORRISON INCORPORATED  
(THE “MANAGEMENT COMPANY”) - VAN ZANDT HAWN**

**3700 Wells Fargo Center  
90 South Seventh Street  
Minneapolis, MN 55402-4128**

**This brochure supplement provides information about Van Zandt Hawn that supplements the Management Company brochure. You should have received a copy of that brochure. Please contact the Management Company’s Chief Compliance Officer at (612) 338-5912 if you did not receive the Management Company’s brochure or if you have questions about the contents of this supplement.**

**Educational Background and Business Experience**

Mr. Hawn is a Managing Director and the Chief Compliance Officer of the Management Company. He co-founded the Management Company and its affiliates (collectively, “GHJM”) in 1989 after spending ten years at Piper Jaffray as a Managing Director in corporate finance, where he focused on public underwritings and merger and acquisition advice. His career began as a corporate lawyer with Davis Polk & Wardwell in New York and Paris. Mr. Hawn is a graduate of Williams College (A.B.) and the University of Virginia School of Law (LL.B.). Mr. Hawn was born in 1945.

**Disciplinary History**

There are no legal or disciplinary events to disclose with respect to Mr. Hawn.

**Other Business Activities**

Mr. Hawn is not engaged in any investment-related business outside of his roles with GHJM and its affiliated investment advisers.

**Additional Compensation**

Mr. Hawn does not receive any additional compensation that is required to be disclosed.

**Supervision**

As a managing director of the Management Company, Mr. Hawn is part of a team that is responsible for implementing and overseeing GHJM’s investment strategy. Jason T. Brass (612-338-5912, oversees Mr. Hawn’s compliance with GHJM’s policies and procedures.

**BROCHURE SUPPLEMENT OF GOLDNER HAWN JOHNSON & MORRISON INCORPORATED  
(THE “MANAGEMENT COMPANY”) - JOSEPH M. HEINEN**

**3700 Wells Fargo Center  
90 South Seventh Street  
Minneapolis, MN 55402-4128**

**This brochure supplement provides information about Joseph M. Heinen that supplements the Management Company brochure. You should have received a copy of that brochure. Please contact the Management Company’s Chief Compliance Officer at (612) 338-5912 if you did not receive the Management Company’s brochure or if you have questions about the contents of this supplement.**

**Educational Background and Business Experience**

Mr. Heinen is a Managing Director of the Management Company. He joined the Management Company and its affiliates (collectively, “GHJM”) in 2001. From 2000 to 2001, Mr. Heinen was Director of Business Development for an e-commerce business. From 1997 to 2000, he was a mergers and acquisitions consultant in the Corporate Development Group of Arthur Andersen L.L.P. in Minneapolis. From 1995 to 1997, he was employed as a consultant with the Minneapolis office of Towers Perrin. Mr. Heinen is a graduate of Knox College (B.A.). Mr. Heinen was born in 1973.

**Disciplinary History**

There are no legal or disciplinary events to disclose with respect to Mr. Heinen.

**Other Business Activities**

Mr. Heinen is not engaged in any investment-related business outside of his roles with GHJM and its affiliated investment advisers.

**Additional Compensation**

Mr. Heinen does not receive any additional compensation that is required to be disclosed.

**Supervision**

As a Managing Director of the Management Company, Mr. Heinen is part of a team that is responsible for implementing and overseeing GHJM’s investment strategy. Van Hawn (612-338-5912), Chief Compliance Officer for the Management Company and its affiliates, oversees Mr. Heinen’s compliance with GHJM’s policies and procedures.

**BROCHURE SUPPLEMENT OF GOLDNER HAWN JOHNSON & MORRISON INCORPORATED  
(THE “MANAGEMENT COMPANY”) - TIMOTHY D. JOHNSON**

**3700 Wells Fargo Center  
90 South Seventh Street  
Minneapolis, MN 55402-4128**

**This brochure supplement provides information about Timothy D. Johnson that supplements the Management Company brochure. You should have received a copy of that brochure. Please contact the Management Company’s Chief Compliance Officer at (612) 338-5912 if you did not receive the Management Company’s brochure or if you have questions about the contents of this supplement.**

**Educational Background and Business Experience**

Mr. Johnson is a Managing Director of the Management Company. He co-founded the Management Company and its affiliates (collectively, “GHJM”) in 1989. From 1985 to 1989, Mr. Johnson was a Group Vice President of First Bank System, Inc. (now known as US Bank National Association), Minneapolis. He began his career at JP Morgan in New York in 1973. He is a graduate of Denison University (B.A.) and Northwestern University’s Kellogg Graduate School of Management (M.B.A.). Mr. Johnson was born in 1949.

**Disciplinary History**

There are no legal or disciplinary events to disclose with respect to Mr. Johnson.

**Other Business Activities**

Mr. Johnson is not engaged in any investment-related business outside of his roles with GHJM and its affiliated investment advisers.

**Additional Compensation**

Mr. Johnson does not receive any additional compensation that is required to be disclosed.

**Supervision**

As a Managing Director of the Management Company, Mr. Johnson is part of a team that is responsible for implementing and overseeing GHJM’s investment strategy. Van Hawn (612-338-5912), Chief Compliance Officer for the Management Company and its affiliates, oversees Mr. Johnson’s compliance with GHJM’s policies and procedures.

**BROCHURE SUPPLEMENT OF GOLDNER HAWN JOHNSON & MORRISON INCORPORATED  
(THE “MANAGEMENT COMPANY”) - JOHN L. MORRISON**

**3700 Wells Fargo Center  
90 South Seventh Street  
Minneapolis, MN 55402-4128**

**This brochure supplement provides information about John L. Morrison that supplements the Management Company brochure. You should have received a copy of that brochure. Please contact the Management Company’s Chief Compliance Officer at (612) 338-5912 if you did not receive the Management Company’s brochure or if you have questions about the contents of this supplement.**

**Educational Background and Business Experience**

Mr. Morrison is a Managing Director of the Management Company. He co-founded the Management Company and its affiliates (collectively, “GHJM”) in 1989. From 1975 to 1989, Mr. Morrison held a number of senior management positions at the Pillsbury Company in Minneapolis. From 1971 to 1975, Mr. Morrison was employed by Kidder, Peabody & Co., New York, in the firm’s corporate finance department. Mr. Morrison is a graduate of Yale University (B.A.) and Harvard Business School (M.B.A.). Mr. Morrison was born in 1945.

**Disciplinary History**

There are no legal or disciplinary events to disclose with respect to Mr. Morrison.

**Other Business Activities**

Mr. Morrison is not engaged in any investment-related business outside of his roles with GHJM and its affiliated investment advisers.

**Additional Compensation**

Mr. Morrison does not receive any additional compensation that is required to be disclosed.

**Supervision**

As a Managing Director of the Management Company, Mr. Morrison is part of a team that is responsible for implementing and overseeing GHJM’s investment strategy. Van Hawn (612-338-5912), Chief Compliance Officer for the Management Company and its affiliates, oversees Mr. Morrison’s compliance with GHJM’s policies and procedures.

**BROCHURE SUPPLEMENT OF GOLDNER HAWN JOHNSON & MORRISON INCORPORATED  
(THE “MANAGEMENT COMPANY”) - MICHAEL T. SWEENEY**

**3700 Wells Fargo Center  
90 South Seventh Street  
Minneapolis, MN 55402-4128**

**This brochure supplement provides information about Michael T. Sweeney that supplements the Management Company brochure. You should have received a copy of that brochure. Please contact the Management Company’s Chief Compliance Officer at (612) 338-5912 if you did not receive the Management Company’s brochure or if you have questions about the contents of this supplement.**

**Educational Background and Business Experience**

Mr. Sweeney is a Managing Director of the Management Company. Since November 2011, Mr. Sweeney has been Chairman and CEO of Steinway Musical Instruments (LVB-NYSE). He joined the Management Company and its affiliates (collectively, “GHJM”) in 2000 and served as the GHJM’s Managing Partner from 2001 to 2009. Prior thereto, he was employed in a variety of endeavors including as a chief executive officer of a former GHJM portfolio company. He began his career in the investment banking business with Merrill Lynch & Co. in New York in 1979. Mr. Sweeney is a graduate of Swarthmore College (B.A.). Mr. Sweeney was born in 1958.

**Disciplinary History**

There are no legal or disciplinary events to disclose with respect to Mr. Sweeney.

**Other Business Activities**

Mr. Sweeney is not engaged in any investment-related business outside of his roles with GHJM and its affiliated investment advisers.

**Additional Compensation**

Mr. Sweeney does not receive any additional compensation that is required to be disclosed.

**Supervision**

As a Managing Director of the Management Company, Mr. Sweeney is part of a team that is responsible for implementing and overseeing GHJM’s investment strategy. Van Hawn (612-338-5912), Chief Compliance Officer for the Management Company and its affiliates, oversees Mr. Sweeney’s compliance with GHJM’s policies and procedures.