



Incline Equity Partners

625 Liberty Avenue
EQT Plaza – 3rd floor
Pittsburgh, PA 15222
412-315-7800
www.inclineequity.com

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This Brochure provides information about the qualifications and business practices of Incline Equity Partners (the “Adviser”). If you have any questions about the contents of this Brochure, please contact the Adviser at 412-315-7800. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority. The Adviser may refer to itself as a “registered investment adviser” which does not imply a certain level of skill or training. Additional information about the Adviser is available on the SEC’s website at www.adviserinfo.sec.gov.

Item 2 – Material Changes

Since our last Brochure filed on November 30, 2011, the following material business changes have taken place.

In March 2012, Incline Equity Partners moved into new offices in downtown Pittsburgh. The web address for Incline Equity Partners and the email address for each of our employees remain unchanged.

Clients or prospective clients of the Adviser may request a copy of the Adviser's current Brochure at any time by contacting Wangdali ("Wali") Bacdayan, Chief Compliance Officer, at (412) 315-7782 or wali.bacdayan@inclineequity.com. Additional information about the Adviser is available on the SEC's website at www.adviserinfo.sec.gov.

IMPORTANT NOTE ABOUT THIS BROCHURE

This Brochure is not:

- ***an offer or agreement to provide advisory services to any person;***
- ***an offer to sell interests (or a solicitation of an offer to buy interests) in any Fund advised by the Adviser (as defined in this disclosure);***
- ***a complete discussion of the features, risks or conflicts associated with any Fund advised by the Adviser.***

As required by the Investment Advisers Act of 1940, as amended (“Advisers Act”), the Adviser provides this Brochure to current and prospective clients. The Adviser may also, in its discretion, provide this Brochure to current or prospective investors in certain Funds, together with other relevant offering materials, such as the Fund’s private placement memorandum, prior to, or in connection with, such persons’ investment in such Funds.

Although this Brochure describes the investment advisory services of the Adviser, persons who receive this Brochure (whether or not from the Adviser) should be aware that it is designed solely to provide information about the Adviser as necessary to respond to certain disclosure obligations under the Advisers Act. As such, the information in this Brochure may differ from information provided in relevant offering materials.

More complete information about each Fund advised by the Adviser is included in relevant offering materials which may be provided to current and eligible prospective investors only by the Adviser or its authorized agents. If there is any conflict between information conveyed in this disclosure document and that conveyed in any offering materials, the information contained in the relevant offering materials shall be deemed to govern and control.

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Item 4 – Advisory Business

The Company

Incline Management Corp. (the “Adviser”) is a private investment management company, also doing business as Incline Equity Partners. The Adviser, headquartered in Pittsburgh PA, was formed in April 2011 to provide investment advisory services to private equity fund clients through limited partnership interests, focusing on private investments in lower middle-market growth companies. Incline Equity Partners is 100% owned and managed by the investment team of John (“Jack”) C. Glover, Wangdali (“Wali”) C. Bacdayan and Justin L. Bertram (collectively, the “Principals”) who have worked together in the private equity market since 1998.

In August 2011, Incline Equity Partners registered as an investment adviser with the SEC to provide investment management services exclusively to private equity funds that are pooled investment vehicles exempt from registration under the Investment Company Act of 1940, as amended (“Investment Company Act”). Certain employees, principals and owners of the Adviser were formerly employees, principals and owners of PNC Equity Management Corp., a private investment management company.

The Funds

In September 2011, the Adviser assumed management of certain private investment funds previously managed by PNC Equity Management Corp. These private investment funds consist of PNC Equity Partners, L.P. (“Fund I”) and PNC Equity Partners II, L.P. (“Fund II”). Fund I is fully invested, and Fund II is approximately 75% invested. The Adviser also provides advisory services to Incline Equity Partners III, L.P. (together with parallel funds and certain other related vehicles, “Fund III”), a private fund established as an independent investment vehicle with no ownership ties to PNC Equity Management Corp. The Adviser’s services are provided pursuant to a management agreement with the general partner of each of Fund I, Fund II and Fund III (collectively, “the Funds”). Affiliate entities of the Adviser serve as general partners of the Funds. As of December 31, 2011, the Adviser had \$465,693,046 discretionary regulatory assets under management.

Advisory Services

The Adviser tailors its advisory services to the specific investment objectives and restrictions of each Fund pursuant to the investment guidelines and restrictions set forth in each Fund’s confidential private placement memorandum, limited partnership agreement and other governing documents (collectively, the “Governing Documents”). Information about each Fund and the particular investment objectives, strategies, restrictions and risks associated with an investment are described in the Governing Documents, which are made available to investors only through the Adviser and its authorized agents.

The Funds are offered exclusively to individuals who qualify as “accredited investors” under Regulation D promulgated under the Securities Act of 1933, as amended (the “1933 Act”), and/or “qualified purchasers” as defined under Section 2(a)(51) of the Investment Company Act

and are therefore not required to register as investment companies with the SEC in accordance with the exemptions set forth in Sections 3(c)(1) or 3(c)(7) of the Investment Company Act. Investment strategies and guidelines are not tailored to the individualized needs of any particular investor in a Fund. Investments in the Funds involve significant risks and should be regarded as long-term in nature, forming only one portion of an investor's diversified investment portfolio.

Market Focus

The primary investment responsibility of the Adviser to the Funds is making equity investments in lower middle-market companies located in the United States and Canada. Each Fund focuses on change of control buyouts, corporate divestitures and minority recapitalizations in niche manufactured products, distribution services, and outsourced services sectors in the lower end of the "middle-market" as that term describes the enterprise value of the target portfolio company. The Funds' typical investment in a target company will range from \$10 million to \$30 million in companies with enterprise values ranging from \$20 million to \$100 million.

The Funds seek to enhance value of portfolio companies by transforming small, entrepreneurial enterprises into larger, professional companies by utilizing the management expertise of the Adviser to effect the following: (i) upgrade and broaden the portfolio company's management talent; (ii) complete strategic acquisitions to improve the competitive capability of the portfolio company; (iii) improve operations; and (iv) refine stand-alone business strategies to attract prospective corporate parent interest. The investment term of each Fund is specified in the applicable Fund's Governing Documents. Each Fund will generally utilize one of the following exit strategies to monetize portfolio assets: (i) sell a portfolio company privately; or (ii) take the portfolio company public via an initial public offering. It is anticipated that the large majority of portfolio companies will be sold to a private company.

The Funds mainly invest in non-public companies, although they may invest in public companies subject to any limits set forth in the applicable Fund's Governing Documents. Each Fund may also hold public company investments as a result of a sale of all or a portion of the Fund's investments in a portfolio company, such as when a portfolio company goes public or is sold to a public company and the Fund receives stock. When investing in portfolio companies, the Principals of the Adviser or its affiliate entities often serve on portfolio company boards of directors or otherwise act to influence the management of these companies until the applicable Fund exits the investment.

Item 5 – Fees and Compensation

Fees and Compensation

The Adviser typically charges a quarterly advisory fee (the "management fee") as described in relevant Governing Documents. Fees and other compensation paid by a Fund to the Adviser may vary from Fund to Fund and may be different from the fees and compensation payable in respect of any successor fund. Investors should carefully review the Governing Documents of the relevant Fund in conjunction with this Brochure for complete information about fees and

compensation. Similar advisory services may be available from other investment advisers for similar or lower fees.

Management fees are initially derived from capital commitments assigned to the limited partner investors in a Fund. The management fee will subsequently “step down” to be calculated on the net invested capital of the Fund when the investment period is over.

Performance Fees

In addition to the payment of ongoing management fees, the Funds (and indirectly the limited partner investors) are also required to pay the general partner of the Fund, an affiliate of the Adviser, performance fees based upon a percentage of a Fund’s return on invested capital. For additional details about such performance-based compensation, please refer to Item 6 – *Performance-Based Fees and Side-by-Side Management*.

Management fees, performance-based compensation, and/or any other compensation payable to the Adviser or its affiliates by a Fund are generally negotiated with the Fund or its underlying investors and may depend on, among other factors, the amount of capital committed to the Fund.

Waiver of Management Fees

The Adviser may opt to waive a portion of its management fee and instead have the limited partner investors contribute a portion of the general partner’s capital commitment to the Funds. The Adviser will not assess management fees on the general partner’s and its affiliated limited partners’ portion of the Fund’s committed capital but will share in distributions related to the amount contributed by the limited partners on its behalf. The Adviser retains the right to reduce the management fee due from a limited partner investor at its discretion.

Other Fees and Expenses

The Adviser is liable for its normal operating overhead and administrative expenses, including salaries, bonuses and benefits, office facilities, back office support, accounting, management/finance functions, marketing, travel and other management-related costs.

Clients of the Adviser may bear certain other fees, expenses and costs (aside from the management fees and performance-based compensation discussed above) which are incidental or related to the maintenance of the Fund or the buying, selling and holding of investments.

These fees and expenses may include, but not necessarily be limited to:

- ◆ The fees and expenses of professional advisers such as legal counsel, administrators, custodians, consultants, and accountants.
- ◆ Any taxes or fees assessed by government jurisdictions or their agents that are levied against the Fund.
- ◆ Expenses related to the preparation, printing and distribution of reports to the limited partners of the Fund and costs associated with any meeting of the Fund’s limited partner advisory board or investment committee or any advisory board fees.

- ◆ Investment banking and similar consulting and professional fees associated with the acquisition, management and sale of Fund assets, including broken deal expenses, brokerage, solicitation, and other transaction costs.
- ◆ Any insurance, indemnity or litigation expenses relating to the Fund's activities.
- ◆ All other costs incurred related to the administration of the Fund or authorized by the Fund's Governing Documents.

For further discussion of brokerage fees, commissions and other related transaction costs and expenses, please refer to Item 12 – *Brokerage Practices*.

Portfolio Company Fees

Throughout the term of a Fund investment, from its acquisition and continuing through its management and ultimate sale, the Principals or personnel of the Adviser may assume directorship, managerial or other executive positions within or on behalf of portfolio companies for which the Adviser may be compensated. This compensation may include but is not limited to monitoring fees, directors' fees, transaction fees, break-up fees and other fees (collectively, "transaction fees") from portfolio companies and prospective portfolio companies of the Fund advised by the Adviser. The management fees payable by a Fund to the Adviser will be reduced by 80% of any transaction fees paid in respect of such Fund's portfolio companies or prospective portfolio companies.

Deduction of Fees and Timing of Payment

The Adviser is authorized under the Governing Documents of each Fund to charge and deduct advisory fees directly from the contributed capital and/or other assets of the applicable Fund. Management fees are generally payable by a Fund on a quarterly basis. The general partner of the Fund typically makes capital calls on investors for their pro rata share of Fund expenses (including management fees). Following the dissolution of a Fund, the general partner of the Fund will, in accordance with the partnership agreement, make a final determination of all items of income, gain, loss and expense. After payment or provision for payment of all liabilities and obligations of the Fund, the remaining assets, if any, will, in accordance with the partnership agreement, be distributed to investors.

Item 6 – Performance-Based Fees and Side-By-Side Management

Performance-Based Fees

In addition to the compensation discussed in Item 5 – *Fees and Compensation*, an affiliate of the Adviser, as the general partner of a Fund, may be eligible to receive performance-based compensation, sometimes referred to as "carried interest." Carried interest is equal to a percentage of the Fund's net profits. Any performance-based compensation will be paid in accordance with Section 205(3) of the Advisers Act and the rules promulgated thereunder, which specify certain qualification thresholds for clients of the Adviser being assessed such a fee. Any share of profits paid to the general partners of the Funds is separate and distinct from the management fees charged by the Adviser for advisory services to the Funds.

Performance fees are subject to individualized negotiation with the limited partners investing in each Fund. In addition to limited partners invested in the main pooled fund, the Adviser may use side arrangements (“side-by-side funds” or “parallel funds”) to accommodate other qualified purchasers that require amendments to the partnership agreement governing the “main fund.” These parallel funds generally invest side-by-side with the main fund in each investment proportionate to their respective committed capital.

Mitigating Conflicts of Interest Associated with Carried Interest

Carried interest in a Fund may create an incentive for the Adviser and the Fund’s general partner to make more speculative investments for the Funds than it would otherwise make in the absence of such performance-based compensation. However, conflicts of interest associated with carried interest are mitigated by: (i) the requirement that invested capital and related expenses be returned to investors before the general partner of a Fund becomes entitled to receive any carried interest; (ii) the requirement that the general partner have a capital commitment to the Fund; and (iii) a general partner clawback obligation under dissolution of the Fund.

Item 7 – Types of Clients

Types of Clients and Investment Vehicles

As noted in Item 4 – *Advisory Business*, the Adviser provides discretionary investment advisory services to the Funds, which are pooled investment vehicles exempt from registration under the Investment Company Act.

Feeder Funds

One or more feeder funds may be formed for the purpose of facilitating an investment in a Fund by the investors in such feeder fund (each, a “Feeder Fund”). A Feeder Fund is a limited partner of the Fund whose interests in the Feeder Fund are held by the investors who elect to participate in the Fund through such Feeder Fund. As an example, employees of the Adviser may participate in a Feeder Fund to a main fund which is advised by the Adviser. Certain alternative investment vehicles may also be developed by the general partner of a Fund to facilitate certain investments by a Fund or other investors.

Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss

Methods of Analysis and Investment Strategies

As discussed in Item 4 – *Advisory Business*, the Adviser’s primary investment strategy is making private equity investments in lower middle-market companies generally defined as companies with enterprise values in the \$20 million to \$100 million range. The Adviser believes that the lower middle-market offers attractive investment opportunities to experienced investors because it remains a relatively less efficient market than the mergers and acquisitions market for larger companies. Investment opportunities may include transactions with capitalization and ownership structures that are difficult for traditional venture capital firms or middle-market buyout firms to

finance. This inefficiency is manifest in the valuations of smaller companies which are frequently discounted relative to larger companies within the same industry and generally receive less attention from larger, more sophisticated buy-out intermediaries.

The Adviser employs an investment strategy developed by its Principals during the course of their professional careers in the private equity markets. Key elements of this investment strategy are as follows:

- ◆ Invest in portfolio companies with an enterprise value of \$20 million to \$100 million and which retain strong barriers to entry, recurring cash flows, loyal and diverse customer bases, high operating margins, and stable market share dynamics.
- ◆ Acquire portfolio companies in the North American lower middle-market focusing upon the Adviser's core business sectors (i.e., value-added distribution services, outsourced business and industrial services, and specialized light manufacturing).
- ◆ Impart the Adviser's management expertise and operating metrics to portfolio company management.
- ◆ Apply a disciplined, rigorous investment due diligence process wherein the Adviser will typically perform primary management, market, financial, accounting, environmental, and customer reference research.
- ◆ Utilize available leverage financing to facilitate minority recapitalizations, change of control buyouts, and corporate divestitures.
- ◆ Embed an exit strategy in the originating investment thesis for a prospective portfolio company acquisition.

Material Investment Risks

The Adviser's investment activities involve a high degree of risk with no certainty of any return of contributed limited partner capital. There can be no assurance that a Fund will meet its investment objective or be able to successfully carry out its investment program. The following summary of material risks attendant to investments in the Funds is not a complete list of all investment and operating risks associated with such investments, a more detailed discussion of which is set forth in the Governing Documents of the applicable Fund.

The risk sets below are categorized according to: (i) adviser selection risks; (ii) portfolio strategy risks; (iii) private equity risks; and (iv) general investment risks. Clients of the Adviser, as well as investors in each Fund, should be prepared to bear losses in both principal invested and unrealized capital gains.

Adviser Selection Risks

No Operating History – The Adviser was established in April, 2011. Clients must rely upon the ability of Principals to implement investment strategies in a manner consistent with Fund investment objectives and policies. Principals of the Adviser have successfully managed other companies, ventures, and investments in their professional careers however their expertise and past performance is not a guarantee of future investment performance.

Dependence on the Adviser and its Affiliates – Decisions with respect to the management of a Fund and the acquisition, management and liquidation of highly illiquid investments will be made by the Adviser and its affiliate serving as the general partner of a Fund, and will be conducted in accordance with Fund Governing Documents and the Adviser's compliance policies. Limited partner investors of a Fund may have no right or power to take part in managing the Fund and may not have an opportunity to evaluate the specific investments made by the Fund or the terms of any investment. Accordingly, no investor should purchase interests in a Fund unless willing to entrust all aspects of Fund management to the Adviser and its affiliates. The success of a Fund will depend significantly on the skill and expertise of the Principals and the Adviser's affiliates in selecting investment opportunities, negotiating appropriate terms of acquisition, managing portfolio companies, and arranging for a profitable exit strategy. The loss of key advisory personnel could have a material adverse effect on a Fund.

Portfolio Strategy Risks

Illiquid and Long-Term Investments – There is no public market for all or most of the securities held by a Fund. A Fund will generally not be able to sell its securities publicly unless their sale is registered under applicable securities laws, or unless an exemption from registration is available. Practical limitations, unfavorable market conditions, and/or contractual restrictions may inhibit, for an indefinite period of time, a Fund's ability to liquidate its investments in portfolio companies. The expenses of operating a Fund may exceed its income, with the difference having to be paid from investor capital. Losses on unsuccessful investments in portfolio companies may be realized before gains on successful investments are realized. Although investments made by the Fund may occasionally generate nominal current income, the return of capital and realization of capital gains, if any, from a Fund investment generally will occur only upon the partial or complete sale of portfolio companies in the Fund. Although a portfolio company in the Fund could be sold at any time, it is expected that the sale of most Fund assets will not occur for a number of years following acquisition.

No Assurance of Investment Return – The Adviser cannot provide assurance that it will be able to profitably source, acquire, manage, and/or monetize Fund investments in any particular company or portfolio of companies. There can be no assurance that a Fund will be able to generate returns for its investors or that the returns will offset the risks of investing in the type of companies and transactions set forth in its Governing Documents. Accordingly, an investment in a Fund should only be considered by investors who can afford a loss of their entire investment. Past activities of investment entities associated with the Adviser, its Principals, and affiliates provide no assurance of future success.

Valuations - It is difficult to determine the true fair market value of private company securities. While information presented to the Fund by the Adviser is done in good faith, there can be no assurance that explicit or implicit valuations of a Fund's current or prospective private company securities, as periodically reported to investors, will reflect the ultimate fair market value of a particular asset or portfolio of assets.

Risks upon Disposition of Investments – Upon the sale or liquidation of an investment in a portfolio company or the completion of a successful initial public offering of the securities issued

by a portfolio company, a Fund may be required to make representations about the business and financial affairs of the portfolio company or assume responsibility for the contents of disclosure documents under applicable securities laws. A Fund may be required to indemnify the buyers of such investments or underwriters of the securities of a portfolio company, to the extent that any such representations or disclosure documents involve material inaccuracies. These arrangements may result in contingent liabilities for the Fund. The partnership agreement contains provisions stating that a limited partner may be required to return distributions received from a Fund for purposes of meeting its ratable share of the Fund's indemnity or other obligations in an amount not exceeding 25% of such limited partner's capital commitment to the Fund.

Lack of Diversification and Reliance on Portfolio Company Management – A Fund will invest in a limited number of investments. Therefore, the total return of a Fund may be adversely affected by the negative performance of relatively few investments. A Fund generally cannot invest more than 25% of its commitments in a single industry. The Adviser regularly monitors portfolio company performance. However, it is primarily the responsibility of portfolio company management to operate a portfolio company on a day-to-day basis and there is no assurance that management will perform in accordance with the Adviser's expectations. Some portfolio companies will depend for their success on the management talents and efforts of one person or a small group of persons whose death, disability or resignation would adversely affect the business. To mitigate these risks, the Adviser will not generally recommend investment of more than 20% of aggregate Fund capital commitments in any one company.

Operating and Financial Risks of Portfolio Companies – While a Fund will generally target quality investments, portfolio companies may still present a high degree of risk relative to their ongoing management and ultimate disposition. Portfolio companies may face competition from companies with greater financial resources, more extensive development, manufacturing, marketing and other capabilities, and a larger number of qualified personnel. Operating results of companies in which a Fund invests could deteriorate because of, among other factors, an adverse development in their business, a change in the competitive environment, or an economic downturn. The companies in which a Fund invests may be highly leveraged. Excessive debt may subject a Fund's portfolio company to restrictive financial and operating covenants, impairing the ability of the company to obtain future financing and thereby limit the company's flexibility to respond to changing business conditions and opportunities. A leveraged company's income and net assets generally will tend to increase or decrease more rapidly than if borrowed money were not used. The leveraged capital structure of such a company will increase its exposure to adverse economic factors such as rising interest rates, downturns in the economy, or declines in the financial condition of the company or its industry.

Private Equity Risks

No Market For Limited Partner Interests in Funds and Restrictions on Transfer – The limited partner interests in the Funds have not been registered under the 1933 Act or the securities laws of any state or other jurisdiction, and, therefore, cannot be resold unless they are subsequently registered under applicable securities laws or an exemption from registration is available. Investors are not permitted to assign their Fund interests without the prior written consent of the general partner of the Fund, and any such assignment is subject to the terms and conditions of a

Fund's Governing Documents. Therefore, an investment in the Fund should be considered illiquid and investors must be prepared to bear the risks of owning their interests for an indefinite period of time.

Investments Longer than Term – The Funds are generally formed for a specified term as stated in Governing Documents. However, a Fund may make investments that may not be advantageously sold prior to the date the Fund is required to be dissolved. Although it is expected that Fund investments will be disposed of prior to dissolution or will be suitable for in-kind distribution at dissolution, a Fund may have to sell, distribute or otherwise dispose of investments at a disadvantageous time due to the terms of the Fund dissolution.

Follow-on Investments – A Fund may be called upon to make additional “follow-on” investments in a portfolio company after the Fund's initial investment. The Adviser may deem these investments to be appropriate to improve the performance of a particular Fund asset or to increase the exposure of the Fund to the particular company. However, there can be no assurance that a Fund will wish to make follow-on investments or that it will have sufficient funds to do so. Any decision by a Fund to decline a follow-on investment, for whatever reason, may have a substantial negative impact on a portfolio company in need of such an investment and may diminish the Fund's ability to influence the portfolio company's future development. Under no circumstances will the Fund increase its exposure to a portfolio company beyond 20% of aggregate capital commitments.

Investment in Restructurings – A Fund may invest in restructurings of existing portfolio companies that are experiencing financial difficulties or that require an alternative capital structure to compete in their business sector. A Fund may also invest in companies that have already experienced financial difficulties and appear to provide an attractive entry point for the Fund. These financial difficulties may never be overcome and may cause such companies to become subject to bankruptcy or other liquidation proceedings. These investments could subject a Fund to potential liabilities that may exceed the value of the Fund's original investment. For instance, under certain circumstances, payments to a Fund (and related distributions made to its limited partners) by a distressed portfolio company may be reclaimed if any such payment or distribution is later determined to have been a fraudulent conveyance, preferential payment, or similar transaction under applicable anti fraud, bankruptcy and insolvency laws. Investments in restructurings also may be adversely affected by statutes relating to, among others, lender liability and the court's discretionary power to disallow, subordinate or disenfranchise particular claims.

Bridge Investments – A Fund may provide bridge financing for one or more of its investments. While such securities are outstanding, a Fund will bear the risk of changes in the capital markets that may adversely affect the ability of a portfolio company to refinance bridge investments with a third party. If the portfolio company cannot complete a refinancing of the bridge loan, for example, a Fund may have a long-term investment in a junior security or the security may have issuer conversion features which reduce its seniority to other securities in the portfolio company's capital structure. Aggregate borrowings are subject to a cap equal to lesser of 20% of aggregate commitments and undrawn commitments.

Non-Controlling Investments – A Fund may hold a non-controlling interest in certain portfolio companies and, therefore, may have a limited ability to protect its position in such portfolio companies. As a condition to investment in a portfolio company, it is expected that appropriate rights will be sought by the general partner to protect a Fund’s interests although there is no guarantee or assurance to Fund investors that such rights will be obtained.

Risk of Receiving Liquidating Distributions of Illiquid Securities – Funds may under certain circumstances be required to make liquidating distributions of restricted or otherwise illiquid securities. Fund investors must be prepared to bear the risks of owning such securities for an indefinite period of time.

Indemnification – A Fund will be required to indemnify the Adviser and its affiliate acting as the general partner, their affiliates and each of their respective members, officers, directors, employees, stockholders, shareholders, partners and other persons who serve at the request of the general partner on behalf of the Fund, for liabilities incurred in connection with the affairs of the Fund. Members of any limited partner advisory board that have been appointed by the general partner of a Fund also will generally be entitled to the benefit of certain indemnification and exculpation provisions as set forth in the partnership agreement. Liabilities resulting from such indemnification obligations may be material. The indemnification obligation of a Fund would be payable from the assets of the Fund, including the unpaid capital commitments of the limited partners. If the assets of a Fund are insufficient, the general partner of the Fund may recall distributions previously made to the limited partners, subject to certain limits set forth in the partnership agreement.

Risk Arising from Provision of Management Assistance – A Fund will use its reasonable best efforts to structure its investments to qualify as a “venture capital operating company” (a “VCOC”) within the meaning of regulations promulgated under the Employee Retirement Income Security Act of 1974, as amended (“ERISA”). This structure is designed to ensure that the equity participation of ERISA investors in a Fund is not “significant” within the meaning of the Plan Assets Regulation issued by the Department of Labor. To qualify as a VCOC requires that a Fund obtain directly and by contract the rights to participate substantially in, and to influence substantially the conduct of the management of, a majority (valued at cost) of the Fund’s investments. A Fund typically will name one or more directors to serve on the boards of directors of portfolio companies or will receive observer rights on such boards. Naming representatives and other measures could expose the assets of a Fund to claims by a portfolio company, its security holders and creditors, including claims the Fund is a controlling person and thus is liable for securities laws violations of such portfolio company. While the general partner will seek to minimize Fund exposure to any such risks, the possibility of successful claims cannot be precluded.

Competitive Investment Environment – Private equity investing involves a significant degree of uncertainty. The Adviser will compete with strategic buyers and other investors, including other private equity funds, hedge funds, direct investment firms, industrial groups, and merchant banks for investment opportunities. There can be no assurance that the Adviser will be able to source and liquidate investments that satisfy the Fund’s rate of return objectives, or that it will be able to fully invest the investors’ capital commitments.

General Investment Risks

Foreign Investments – Investments in certain foreign capital markets and securities involve risks and special considerations not typically associated with investing in the more developed and established U.S. capital markets and securities. These risks may relate to: (i) currency exchange; (ii) differences between the U.S. and foreign securities markets, including general market volatility, liquidity, and regulation among other differences; (iii) certain economic and political risks, including potential exchange control regulations and limits on foreign investment and repatriation of capital, the risk of political, economic, or social instability, including war and the possibility of expropriation or confiscatory taxation; (iv) the possible imposition of foreign taxes on income and gains recognized on such securities; (v) dependence on exports and the corresponding importance of international trade; (vi) higher rates of inflation; (vii) governmental involvement in and control over the economies; (viii) longer settlement periods for securities transactions; and (ix) less developed corporate laws regarding fiduciary duties and investor protections. While a Fund may be managed to minimize exposure to the foregoing risks, there can be no assurance of success.

Legal, Tax and Regulatory Risk – Legal, tax and regulatory changes could occur during the term of a Fund that may adversely affect a Fund and its portfolio companies or limited partners.

Financial Market Variations – General swings in the market prices of securities and interest rates may affect the value of the investments held by a Fund. Instability in the capital markets may also increase the risk inherent in a Fund's investments. The ability of portfolio companies to refinance or redeem securities held by a Fund may depend on their ability to sell new securities in the market or obtain financings.

Financial Crisis and Financing Market Risk - Economic conditions in recent years are less certain relative to the business cycles of the prior twenty five years. This condition has resulted in significant declines in the value of most types of equity and debt securities, a significant consolidation in the financial services sector (including those entities upon which the Funds rely to obtain financing), and unprecedented economic intervention programs by national governments. Continuing adverse global economic conditions (and factors such as consumer confidence/demand, investor sentiment, the availability and cost of credit, the liquidity of global financial markets, unemployment, general business activity and social discord in developed economies), may adversely impact a Fund's investment strategy, results of portfolio company operations, and/or investment returns to Fund investors.

General Tax Considerations – A Fund is expected to be treated as a partnership for U.S. federal income tax purposes. Each U.S. partner in a Fund, in calculating its U.S. federal income tax liability, will consider its allocable share of items of income, gain, loss, deduction and credit of the Fund, without regard to whether it has received distributions from the Fund. An investment in a Fund may result in various complex tax issues for limited partners. Prospective investors are urged to consult their own tax advisors with specific reference to their own situations concerning an investment in a Fund. When a Fund invests in a company operating in a certain jurisdiction, the Fund or its limited partners may be subject to income or other tax in that jurisdiction.

Withholding taxes or branch taxes may be imposed on earnings of a Fund from investments in such jurisdiction.

Item 9 – Disciplinary Information

Registered investment advisers must disclose facts about any legal or disciplinary events that would be material to a client's evaluation of the adviser's business or the integrity of the adviser's management. The Adviser has no legal or disciplinary events of any kind to report.

Item 10 – Other Financial Industry Activities and Affiliations

Neither the Adviser nor its management persons is registered as, and does not have an application pending as, a securities broker-dealer, futures commission merchant, commodity pool operator, or commodity trading advisor.

As noted throughout this Brochure, the Adviser and its advisory affiliates or persons controlled by or under common control with the Adviser (its "related persons") are, directly or indirectly, managing members of the general partner of each of the Funds. Certain Principals and related persons of the Adviser spend a substantial portion of their business time on one or more of the Funds as required under the terms of each Fund's Governing Documents. Principals, employees, and affiliate entities of the Adviser often become actively involved in portfolio company operations throughout the investment cycle. Please refer to Item 4 – *Advisory Business* for a discussion of this component of the Adviser's services. A related person's involvement with portfolio company operations may introduce a conflict of interest between the fiduciary duty he or she owes as a member of a portfolio company board and the fiduciary duty he or she owes to the Fund. In order to meet its fiduciary duty, the Adviser will take such action as may be necessary to reduce, and where possible, eliminate any such conflict of interest. Such action may include refraining from voting on certain portfolio company matters, or resigning its portfolio company Board or executive position. While the risk of these conflicts cannot be eliminated, the Adviser has implemented policies and procedures to address certain of these conflict situations.

The Adviser has entered into and may enter into additional agreements, or "side letters," with certain prospective or existing investors whereby such investors negotiate certain terms and conditions in addition to those set forth in the offering memoranda of the Funds. The modifications are solely at the discretion of the Funds and may, among other things, be based on the size of the investor's investment in the Funds or other similar commitment by an investor. The terms of side letter arrangements do not impact the economics of the Fund or an investment therein nor serve to disadvantage other Fund investors.

Item 11 – Code of Ethics

Code of Ethics and Fiduciary Duty

The Adviser has adopted a code of ethics ("Code of Ethics") that sets forth standards of conduct that are expected of the Adviser's employees and addresses conflicts that may arise from personal trading conducted by the Adviser's "access persons," as that term is defined in Rule

204A-1 under the Advisers Act. The Code of Ethics is the primary policy document of the Adviser which defines the expectation and requirement of professional and ethical conduct by all employees.

The Code of Ethics contains policies and procedures relating to: (i) standards of conduct; (ii) personal securities transactions; (iii) insider trading; and (iv) gifts, entertainment, and political contributions. Employees must affirmatively acknowledge the terms of the Code of Ethics each year. Employees who fail to honor the Code of Ethics will be subject to disciplinary sanctions or termination.

Standards of Conduct

The Adviser's standards of conduct are designed to ensure that its clients, employees and the Adviser are protected from unethical and unprofessional conduct. The Adviser has policies to, among other things:

- ◆ Govern outside activities of employees
- ◆ Restrict employee political activity
- ◆ Protect confidential information
- ◆ Prohibit dealings with parties sanctioned by the Office of Foreign Assets Control
- ◆ Facilitate compliance with federal and state securities statutes

Personal Trading

Employees are permitted to have personal securities accounts as long as personal investing practices are consistent with fiduciary standards and regulatory requirements, and do not conflict with their duty to the Adviser and its clients. The Adviser will monitor and control personal trading through:

- ◆ Receipt and review of personal securities holdings and transactions reports
- ◆ Maintenance of a restricted list of securities in which employees may not trade or must receive pre-approval to trade
- ◆ Pre-approval of initial public offerings, limited offerings, and private placements

Insider Trading

The Adviser prohibits any employee from illegally acting on, misusing or disclosing any material nonpublic information, also known as "inside information".

The Adviser monitors risks associated with inside information by:

- ◆ Providing periodic employee education and training
- ◆ Authorizing and monitoring employee service on boards of public companies
- ◆ Monitoring and restricting personal trading of employees and certain household members
- ◆ Maintaining a compliance program to monitor employee activity

Gifts, Entertainment, and Political Contributions

As a fiduciary, the Adviser strives to place client interests first and foremost. The Adviser's compliance policies and procedures are designed to ensure that the fiduciary standard of care is evident in all interactions with and on behalf of its client Funds. The Adviser's compliance policies implement internal controls which address a number of business practices including gifts, entertainment, and political contributions. These controls include:

- ◆ Requiring employees to report gifts, entertainment, and political contributions
- ◆ Limiting the dollar value of gifts and political contributions
- ◆ Monitoring entertainment activities
- ◆ Maintaining a compliance program to ensure that the Adviser is informed of employee activity not directly related to the business of the Adviser

Participation or Interest in Client Transactions

Through the limited partnership structure, the Adviser's affiliates have indirect beneficial interests in the securities owned by the Funds and will share in any profits and losses generated by Fund investments. In certain situations, related persons of the Adviser may purchase interests in the portfolio investments held by one or more Funds through the general partner and Feeder Funds established to facilitate employee compensation programs for qualified employees.

Employees may only participate in discussions or authorizations to buy or sell a Fund security if the employee's only interest in the security is: (i) held indirectly through one of the general partner entities, the Funds, a Feeder Fund, or otherwise; or (ii) related to service as a director or executive of a portfolio company to facilitate the Adviser's ability to monitor Fund investments in the portfolio company. These activities are subject to the Adviser's compliance policies and Code of Ethics.

The Adviser will always endeavor to act in the best interest of the Funds; however, clients should be aware that the Adviser's and the general partner's receipt of compensation from the Funds creates a potential conflict of interest with respect to such transactions. These and other operating relationships have the potential for creating conflicts of interest. Where actual or potential conflicts of interest between the Adviser, related persons and the Funds are identified, procedures contained in the Governing Documents of the Funds may provide for submission of the proposed transaction to a limited partner advisory board for review and resolution. See Item 12 – *Brokerage Practices*, for information about how such conflicts of interest are managed. The role of a limited partner advisory board is further described in Item 13 – *Review of Accounts*.

The Adviser will provide its Code of Ethics to any client or prospective client upon request. To obtain this copy, please contact Wali Bacdayan at (412) 315-7782.

Item 12 – Brokerage Practices

Broker Selection and Best Execution

Typically, the purchase or sale of a security for a Fund will involve a privately negotiated transaction with the issuer, prospective seller or prospective purchaser(s) of the security, and generally will not involve the services of a traditional broker or dealer as is customary in the transaction of registered securities. The Adviser seeks to negotiate and execute transactions in compliance with the Governing Documents of the Funds, its fiduciary duty to Fund investors, and the Adviser's compliance policy and procedures.

With regard to the purchase and sale of certain portfolio companies however, it may be necessary for the Adviser to engage a broker or dealer to ensure that a transaction is closed in a manner most advantageous to the Fund. When executing portfolio transactions using brokers or dealers, the Adviser, through the general partner, seeks the best overall execution terms available to close the deal expeditiously and on terms most favorable to the Fund.

In assessing the best overall terms available for a transaction, the full range and quality of a broker or dealer's services are considered, including execution capability, experience in private equity transactions, network of contacts and relationships, research services (such as reports and analyses of markets, industries, companies, and economic trends), commission rates (or their equivalents), reputation and integrity, financial responsibility, and responsiveness. Broker or dealer arrangements are guided by contractual agreements in part to protect the integrity and confidentiality of Fund investment activity and to seek assurances as to proper qualifications of such brokers or dealers.

Allocation and Aggregation of Transactions

The Adviser follows an allocation and aggregation policy under which the Adviser and affiliate entities may allocate and aggregate transactions on a fair and equitable basis, consistent with Governing Documents of the Funds and the Adviser's fiduciary duty. Aggregated trades are generally allocated among a participating Fund and other co-investment vehicles on a pro rata basis, with exceptions based on applicable investment objectives, strategies and other guidelines. When the investment period of a Fund has expired, with the exception of certain follow-on investments to existing portfolio company positions and investments committed to prior to the end of the investment period, a Fund will generally not engage in new acquisition transactions. The Adviser's investment discretion to allocate investment opportunities is exercised according to the Governing Documents of applicable Funds.

The Adviser directs the allocation of capital commitments for all Funds pursuant to its allocation and aggregation policy, under which it considers certain criteria, including, among others: (i) Fund objectives; (ii) Fund size and available investment capital; (iii) Fund diversification guidelines; (iv) size and scope of the investment opportunity; and (v) current and anticipated market conditions. If an investment opportunity is suitable for more than one Fund, the Adviser and its affiliate entities will allocate the investment opportunity between the Funds in a manner that, over time, is fair and equitable to each Fund, considering all relevant facts and

circumstances. The limited partner advisory boards, appointed by the general partners of the Funds, may assist in this process. A Fund will generally not allocate more than 20% of capital commitments to a single portfolio company.

Conflicts of Interest - Allocation of Investment Opportunities

The Adviser generally may allocate investment opportunities among multiple Funds that are actively seeking investments. A conflict of interest may arise relative to the allocation of investment opportunities under these conditions. For example, if a successor Fund is considering a portfolio company investment during the investment period of a predecessor Fund, or if an investment is to be made by a successor Fund in a security that constitutes a follow-on investment for the predecessor Fund, a conflict of interest may arise. Follow-on investments are made in portfolio companies to facilitate their growth and represent an incremental capital commitment by the Fund.

A conflict may also arise when different Funds with different investment objectives have common investment interests in a particular prospective portfolio company or group of companies. Authorization of the limited partner advisory board(s) may be required to determine the fair allocation between participating Funds.

The Adviser has adopted trade allocation policies designed to ensure that all clients are treated fairly and equally.

Cross Transactions

The Adviser and its affiliate entities do not generally engage in cross transactions where a portfolio holding is transferred between Funds. If it becomes necessary in the future to engage in cross transactions, approval may be granted provided the transfer is consistent with the Adviser's fiduciary obligations to each Fund sharing in the cross transaction, applicable Fund Governing Documents, and relevant securities statutes, including the Advisers Act.

Directed Brokerage and Soft Dollars

The Adviser does not permit the direction of any Fund transactions to any broker by an investor and does not engage in soft dollar arrangements. Soft dollar arrangements are a means of paying brokerage firms for their services through commission revenue rather than by direct hard dollar payments. However, the Adviser may receive general unsolicited research from certain brokers or investment banks specializing in private equity investments. The Adviser has no contractual obligation to compensate or do business with these research providers.

Item 13 – Review of Accounts

Review of Fund Portfolios

The Adviser's investment professionals actively monitor and review each Fund's investment portfolio on a regular basis. The investment team includes the Principals and other investment professionals of the Adviser and its affiliate entities. Investments are reviewed in light of each

Fund's stated investment objectives and guidelines as set forth in the Governing Documents of each Fund. During the review process, investment professionals analyze existing portfolio company positions to identify issues early on, take any necessary actions, and monitor portfolio company performance relative to the original investment thesis.

From time to time, a limited partner advisory board for a Fund will participate in the review process. The advisory board is comprised of representatives of the limited partners who are appointed by the general partner to engage in certain activities as specified in the Governing Documents of each Fund, which may include: (i) review and approve/disapprove potential or actual conflicts of interest; (ii) review annual valuations of investments by the general partner; (iii) consent on behalf of the limited partners to certain actions requiring their approval under the Advisers Act; and (iv) consider such other matters as may be provided by the partnership agreement or determined by the general partner to be considered by the advisory board.

Reports to Investors

The general partner provides periodic reports and investment statements for Fund investors to monitor their investments. The Adviser distributes written reports to investors as required by the Governing Documents of each Fund. Written reports convey to Fund investors, at a minimum: (i) audited financial statements and other information on an annual basis in accordance with generally accepted accounting principles (within 120 days after a Fund's fiscal year end); and (ii) unaudited summary financial and other information on a quarterly basis. Fund investors are also invited to attend an annual meeting during which general information is provided.

Item 14 – Client Referrals and Other Compensation

Economic Benefits Received from Third Parties

The Adviser, either directly or indirectly through its affiliates acting as general partners to the Funds, will receive compensation from certain portfolio companies in connection with managerial and other services provided to such companies in the ordinary course of business. The Adviser and its affiliate entities may also receive fees and other compensation, such as breakup fees, from transactions not consummated by a Fund in connection with the Fund's proposed investment in such transactions. As described more fully in the Fund's Governing Documents, such fees and other compensation will be shared, in part, with the limited partner investors through reductions or off-sets against management fees that would otherwise be payable by them.

Solicitation Arrangements

The Adviser has entered into an agreement with a third party placement agent for purposes of raising private equity capital. A legal agreement between parties is executed to guide the terms of engagement which include among other requirements that the placement agent abide by federal securities statutes in discharging activities on behalf of the Adviser.

Item 15 – Custody

Custody occurs when the Adviser or related person directly or indirectly holds client funds or securities, or has the ability to gain possession of them. The Adviser is deemed to have custody of the assets of the Funds within the meaning of the Advisers Act due to its affiliation with the general partner of each Fund. The Funds advised by the Adviser are privately offered limited partnerships and may be subject to an annual audit by a Public Company Accounting Oversight Board (“PCAOB”) registered independent accounting firm in accordance with Rule 206(4)-2 under the Advisers Act. The audited financial statements of each Fund are or will be prepared in accordance with generally accepted accounting principles (“GAAP”) and distributed to Fund investors within 120 days of the Fund’s fiscal year end. Investors should review these audited financial statements carefully.

Upon the final liquidation of a Fund, the Adviser will obtain a final audit and distribute audited financial statements prepared in accordance with GAAP to all investors promptly after completion of the audit.

Item 16 – Investment Discretion

As discussed in Item 4 – *Advisory Business*, the Adviser provides investment advisory services to each Fund on a discretionary basis, but is subject to the overall supervision of the general partner of each Fund. The limitations on the Adviser’s investment discretion are established through negotiations with the investors in each Fund and/or its general partner. These limitations, which are negotiated on a case-by-case basis and will vary from time to time, are incorporated into each Fund’s Governing Documents, which include the applicable management agreement with the Adviser. In the case of Fund I, the Adviser’s investment discretion will be limited to certain follow-on investments and the liquidation of existing portfolio company positions.

Item 17 – Voting Client Securities

The Adviser may vote proxies for a Fund if required under the management agreement with the general partner of such Fund. In accordance with Advisers Act requirements, the Adviser has adopted proxy policies to address voting requirements, if any, for Fund portfolio investments. Proxy policies seek to ensure that the Adviser votes proxies (or similar instruments) in the best interest of the Funds, including when there may be material conflicts of interest in voting proxies.

The Adviser believes its interests are aligned with Fund investors through the general partner’s ownership interests in the Fund and therefore does not generally seek investor approval or direction when voting proxies. If, however, there is or may be a conflict of interest between the general partner and the Fund in voting proxies, the Adviser may address the conflict using several alternatives, to include seeking counsel of the respective limited partner advisory board on the proposed proxy vote or through alternatives set forth in proxy policies.

The Adviser's proxy policies are designed to ensure that any material conflict of interest is identified for a particular proxy vote and the vote is not improperly influenced by the conflict. If you are a client and would like to obtain a copy of the Adviser's proxy voting policies or additional information about how proxies have been voted, please contact Wali Bacdayan at (412) 315-7782.

Item 18 – Financial Information

The Adviser and its affiliate entities have no financial obligation that impairs its capacity to meet contractual and fiduciary commitments to its clients, nor have the Adviser and its affiliate entities been the subject of a bankruptcy proceeding.



ADV Part 2B Brochure Supplements

Incline Equity Partners
625 Liberty Avenue
EQT Plaza – 3rd floor
Pittsburgh, PA 15222
412-315-7800
www.inclineequity.com

March 27, 2012

Brochure Supplements provide information about certain advisory personnel of Incline Equity Partners (“the Adviser”). This information supplements the Adviser’s Brochure outlined above. Please contact Wali Bacdayan, Chief Compliance Officer, at (412) 315-7782 if you did not receive the Brochure or if you have any questions about the contents of these supplements.



John (“Jack”) Carl Glover

Co-Founder and Partner
Incline Equity Partners
625 Liberty Avenue
EQT Plaza – 3rd floor
Pittsburgh, PA 15222
(412) 315-7781
jack.glover@inclineequity.com

This Brochure Supplement provides information about John Carl Glover that supplements the Incline Equity Partners Brochure. You should have received a copy of that Brochure. Please contact Wali Bacdayan at (412) 315-7782 if you did not receive the Brochure or if you have any questions about the contents of this supplement. Additional information about Incline Equity Partners is available on the SEC’s website at www.adviserinfo.sec.gov.

Educational Background and Business Experience

- ◆ Year of Birth 1966
- ◆ Duquesne University -- B.S.B.A. 1988
- ◆ University of Chicago -- M.B.A. 1994
- ◆ PNC Equity Management Corp., Partner and Senior Vice President -- 08/96 to 04/11
- ◆ Incline Equity Partners, Co-Founder and Partner -- 04/11 to Present

Disciplinary Information

There are no legal or disciplinary events to disclose for Mr. Glover.

Other Business Activities

Mr. Glover is not engaged in any investment-related business outside of his role with the Adviser and its affiliate entities.

Additional Compensation

Mr. Glover does not receive any additional compensation to be disclosed.

Supervision

Mr. Glover sources, negotiates, structures, and manages investments made pursuant to the investment strategy of the Adviser’s pooled investment vehicles. He is one of three Managing Principals who comprise the Adviser’s investment team and retain decision-making authority for selection and disposition of investments for the Adviser’s pooled investment vehicles. Mr. Glover is not subject to the direct supervision of any other individual although Wali Bacdayan (412-315-7782), Chief Compliance Officer for the Adviser, oversees his compliance with advisory policies and procedures.

Wangdali (“Wali”) Covar Bacdayan

Co-Founder and Partner
Chief Compliance Officer

Incline Equity Partners

625 Liberty Avenue

EQT Plaza – 3rd floor

Pittsburgh, PA 15222

(412) 315-7782

wali.bacdayan@inclineequity.com

This Brochure Supplement provides information about Wangdali (“Wali”) Bacdayan that supplements the Incline Equity Partners Brochure. You should have received a copy of that Brochure. Please contact Wali Bacdayan at (412) 315-7782 if you did not receive the Brochure or if you have any questions about the contents of this supplement. Additional information about Incline Equity Partners is available on the SEC’s website at www.adviserinfo.sec.gov.

Educational Background and Business Experience

- ◆ Year of Birth 1970
- ◆ Washington & Lee University -- B.A. 1992
- ◆ Northwestern University -- M.B.A. 1997
- ◆ PNC Equity Management Corp., Partner and Senior Vice President -- 07/97 to 04/11
- ◆ Incline Equity Partners, Co-Founder, Partner, CCO -- 04/11 to Present

Disciplinary Information

There are no legal or disciplinary events to disclose for Mr. Bacdayan.

Other Business Activities

Mr. Bacdayan is not engaged in any investment-related business outside of his role with the Adviser and its affiliate entities.

Additional Compensation

Mr. Bacdayan does not receive any additional compensation to be disclosed.

Supervision

Mr. Bacdayan sources, negotiates, structures, and manages investments made pursuant to the investment strategy of the Adviser’s pooled investment vehicles. He is one of three Managing Principals who comprise the Adviser’s investment team and retain decision-making authority for selection and disposition of investments for the Adviser’s pooled investment vehicles. Mr. Bacdayan also serves as the Adviser’s Chief Compliance Officer. Mr. Glover (412-315-7781), Principal of the Adviser, is designated to oversee Mr. Bacdayan’s compliance with advisory policies and procedures.



Justin Leslie Bertram

Co-Founder and Partner
Incline Equity Partners
625 Liberty Avenue
EQT Plaza – 3rd floor
Pittsburgh, PA 15222
(412) 315-7783
justin.bertram@inclineequity.com

This Brochure Supplement provides information about Justin Leslie Bertram that supplements the Incline Equity Partners Brochure. You should have received a copy of that Brochure. Please contact Wali Bacdayan at 412-315-7782 if you did not receive the Brochure or if you have any questions about the contents of this supplement. Additional information about Incline Equity Partners is available on the SEC's website at www.adviserinfo.sec.gov.

Educational Background and Business Experience

- ◆ Year of Birth 1972
- ◆ Allegheny College -- B.S. 1995
- ◆ Columbia University -- B.S. 1996
- ◆ Carnegie Mellon -- M.B.A. 2005
- ◆ PNC Equity Management Corp., Managing Director -- 07/98 to 04/11
- ◆ Incline Equity Partners, Co-Founder and Partner -- 04/11 to Present

Disciplinary Information

There are no legal or disciplinary events to disclose for Mr. Bertram.

Other Business Activities

Mr. Bertram is not engaged in any investment-related business outside of his role with the Adviser and its affiliate entities.

Additional Compensation

Mr. Bertram does not receive any additional compensation to be disclosed.

Supervision

Mr. Bertram sources, negotiates, structures, and manages investments made pursuant to the investment strategy of the Adviser's pooled investment vehicles. He is one of three Managing Principals who comprise the Adviser's investment team and retain decision-making authority for selection and disposition of investments for the Adviser's pooled investment vehicles. Mr. Bertram is not subject to the direct supervision of any other individual although Wali Bacdayan (412-315-7782), Chief Compliance Officer for the Adviser, oversees his compliance with advisory policies and procedures.