

Firm Brochure

(Part 2A of Form ADV)

QUAD PARTNERS LLC

570 Lexington Avenue, 36th Floor

New York, NY 10022

Telephone: (212) 724-2200

Fax: (212) 724-4310

Email: linc@quadpartners.com

Website: www.quadpartners.com

This brochure provides you with information about the qualifications, business practices and nature of advisory services of QUAD PARTNERS LLC, all of which should be considered before becoming an advisory client of our firm. Please contact Lincoln E. Frank, Managing Member, if you have any questions about this narrative brochure.

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.

We are registered as an investment adviser with the SEC pursuant to the Investment Advisers Act of 1940, as amended (the "Advisers Act"). Recipients of this Brochure should be aware that registration with the SEC does not in any way constitute an endorsement by the SEC of an investment adviser's skill or expertise. Further, registration does not imply or guarantee that a registered adviser has achieved a certain level of skill, competency, sophistication, expertise or training in providing advisory services to its clients.

Additional information about our firm is available on the Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov. You can search this site by a unique identifying number known as a CRD number. Our firm's CRD number is 160097.

February 8, 2012

Item 2: Material Changes

This Firm Brochure is a newly formatted disclosure document and has been prepared by QUAD in accordance with recently enacted SEC rules and requirements, which mandate that advisers provide a Firm Brochure in narrative “plain English” format.

This section of our Firm Brochure will reflect the annual update of any material changes that occurred since the previous delivery of our Firm Brochure. Since QUAD is a newly formed adviser, this Firm Brochure is our initial brochure. In the future, Item 2 will contain a summary of any material changes to our Firm Brochure since the last annual update.

QUAD expects to update this brochure no less than annually.

Full Brochure Available

Whenever you would like to receive a complete copy of our Firm Brochure, please contact us by telephone at (212) 724-2200 or by email at linc@quadpartners.com.

Item 3: Table of Contents

Item 2:	Material Changes	i
Item 3:	Table of Contents	ii
Item 4:	Advisory Business.....	1
	A. Firm Description	1
	B. Types of Advisory Services.....	1
	C. Tailored Relationships	2
	D. Wrap Fee Programs.....	2
	E. Assets under Management.....	2
Item 5:	Fees and Compensation	3
	A. Description of Advisory Fees	3
	B. Billing	4
	C. Other Fees and Payments	4
	D. Refund Policy	5
	E. Other Compensation	5
Item 6:	Performance-Based Fees and Side-by-Side Management	5
Item 7:	Types of Clients.....	6
	A. Types of Clients	6
	B. Conditions for Account Management.....	6
Item 8:	Methods of Analysis, Investment Strategies and Risk of Loss	6
	A. Methods of Analysis	6
	B. Investment Strategies	7
	C. Risks of Loss	7
	D. Recommendation of Specific Types of Securities.....	10
Item 9:	Disciplinary Information	10
Item 10:	Other Financial Industry Activities and Affiliations	10
	A. Financial Industry Activities	10
	B. Financial Industry Affiliations	10
	C. Other Material Relationships.....	10
	D. Other Investment Advisers	11

Item 11:	Code of Ethics, Participation or Interest in Client Transactions and Personal Trading	11
A.	Code of Ethics.....	11
B.	Participation of Interest in Client Transactions	12
C.	Proprietary Trading.....	12
D.	Simultaneous Trading	12
Item 12:	Brokerage Practices	12
A.	Selection and Recommendation	12
B.	Directed Brokerage	13
C.	Order Aggregation.....	13
Item 13:	Review of Accounts	13
A.	Periodic Reviews	13
B.	Intermittent Review Factors	13
C.	Client Reports.....	13
Item 14:	Client Referrals and Other Compensation.....	14
A.	Economic Benefits from Others	14
B.	Compensation to Unaffiliated Third Parties	14
Item 15:	Custody.....	14
A.	Custodian of Assets	14
B.	Account Statements	15
Item 16:	Investment Discretion	15
Item 17:	Voting Client Securities	15
Item 18:	Financial Information.....	15
A.	Balance Sheet Requirement.....	15
B.	Financial Condition.....	15
C.	Bankruptcy Petition	16
	PRIVACY POLICY	16

Item 4: Advisory Business

A. Firm Description

QUAD PARTNERS LLC (the “Firm” or “QUAD”) is an investment management firm that is registered with the United States Securities and Exchange Commission (the “SEC”) as an investment adviser. It is structured as a Delaware limited liability company that was formed in 1999. QUAD provides investment advisory services to pooled investment vehicles that are exempt from registration under the Investment Company Act of 1940, as amended (the “1940 Act”), and whose securities are not registered under the Securities Act of 1933, as amended (the “Securities Act”).

QUAD’s current business activity consists of providing investment advice to Quad Partners II LP (“Fund II”), Quad Partners III-A LP (“Fund III”) and Quad Partners IV LP (“Fund IV”), each a Delaware limited partnership (each separately, a “Fund” and together, the “Funds”), which make equity and equity-related investments directly in privately held companies. QUAD may in the future advise other funds in addition to those listed herein.

None of QUAD’s clients are natural persons; its only clients are the Funds. Since QUAD has no clients that are natural persons, it does not tailor its services to any individual’s needs or objectives.

Principal Owner

Lincoln E. Frank is the Managing Member and owns 100% of the Firm. Mr. Frank also serves as the Firm’s Investment Adviser Representative (the “IAR”).

B. Types of Advisory Services

QUAD provides investment advice to the Funds which make equity and equity-related investments primarily in companies that operate in the education and training business sectors. Affiliates of QUAD act as general partners to the Funds, and as general partners, these affiliates are solely responsible for the management of the Funds. Investors in the Funds are limited partners (the “Limited Partners”).

The Funds’ investment objectives are to produce long-term capital appreciation primarily by making privately negotiated buyout and growth equity investments in companies that operate in the education, training and related industries. There can be no assurance that the Funds will achieve their investment objectives or avoid substantial losses. An investor should not make an investment in the Funds with the expectation of sheltering income or receiving cash distributions. Investors are urged to consult with their personal advisors before investing in the Funds.

The primary focus of QUAD’s investment advisory activity is researching and advising on the Funds’ regarding buyout and growth equity investments in education, training and related industries. Such investments take on the form of privately negotiated investments, including unregistered equity instruments.

QUAD provides investment advisory services to each of the Funds pursuant to separate investment and advisory agreements. Investment advice is provided by QUAD directly to the Funds, subject to the direction and control of the affiliated general partner of such Fund.

Any restrictions on investments in certain types of securities are established by the general partner of the applicable Fund and are set forth in the documentation received by each limited partner prior to investment in such Fund. Once invested in a Fund, investors cannot impose restrictions on the types of securities in which such Fund may invest.

This document is not an offer to sell or a solicitation of an offer to buy Interests in the Funds. Such an investment may be made only after receipt and review of the Funds' Confidential Private Placement Memoranda (each, a "Memorandum" together, the "Memoranda") and execution of certain agreements.

The Memoranda contain important information concerning risk factors and other material aspects of the Funds and must be read carefully before making investment decisions. The information in this document is qualified in its entirety by, and should be read in conjunction with, the information contained in the Memoranda.

Copies of the Memoranda are available upon request to QUAD by persons meeting the definitions of both accredited investor and qualified client.

C. Tailored Relationships

QUAD provides investment advisory services to the Funds based on the investment objectives of the Funds. **QUAD does not provide tailored investment advice to the Limited Partners in the Funds.**

Limited Partnership Interests in the Funds ("Interests") are offered for investment by up to one hundred (100) persons who are "accredited investors," as defined in Rule 501(a) of Regulation D under the Securities Act, and who are "qualified clients," as defined in Rule 205-3 under the Advisers Act.

D. Wrap Fee Programs

QUAD does not participate in and is not a sponsor of wrap fee programs.

E. Assets under Management

QUAD manages a total of \$414,710,918 in client assets on a discretionary basis. This assets under management figure is based on calculations as of December 31, 2011.

Item 5: Fees and Compensation

A. Description of Advisory Fees

QUAD earns its fees and compensation by providing advice and investment management services to the Funds.

Management Fees (defined below), Ancillary Fees (defined below) or other fees payable to QUAD and its affiliated general partners by the Funds are established by QUAD at the time of the establishment of the relevant vehicle and negotiated with participating investors prior to their investments. Specific details of such compensation and expenses and their method of calculation are set forth in the Funds' Memoranda. The fees and other compensation payable to QUAD by a Fund may vary from fund to fund and may be different from the fees and compensation payable with respect to any prior or successor Fund. Such compensation and expenses are generally not negotiable although QUAD may, from time to time, enter into side letter agreements or other arrangements with specific investors in certain Funds to provide such investors with the opportunity to receive rebates of or reductions of Management Fees or other compensation otherwise payable to QUAD with respect to their investments.

All investors should review the respective Fund's Memorandum in conjuncture with this brochure for complete information on the fees and compensation payable with respect to that particular Fund. Investors and prospective investors in the Funds should note that similar advisory services may (or may not) be available from other investment advisers for similar or lower fees.

The Funds will compensate QUAD with Management Fees and Ancillary Fees assessed as follows:

1. Management Fees

QUAD receives periodic management fees from the Funds of up to 2% of capital committed to, or the net invested capital of, the Funds (the "Management Fees").

Management Fees paid by investors in QUAD Funds generally impact the Carried Interest (defined below) allocations received by QUAD's affiliated general partners.

QUAD or its affiliated general partners may, in their sole discretion, elect to waive or reduce Management Fees with respect to any consenting Limited Partner.

The precise amount of, and the manner and calculation of, the Management Fees for each Fund is disclosed in the organizational and offering documents of each Fund.

2. Ancillary Fees

QUAD and its affiliated parties may, from time to time, receive monitoring fees, directors' fees, transaction fees, break-up fees and other fees from portfolio companies or prospective portfolio companies of the Funds (collectively, such fees are herein referred to as "Ancillary Fees"). Ancillary Fees will be allocated to the Funds and any other QUAD entity investing in the relevant portfolio company based

on their investment amounts, and will be applied to reduce future Management Fees payable to QUAD by the Funds according to the terms outlined in the organizational and offering documents for each Fund.

B. Billing

The advisory fees are generally payable in advance on a quarterly basis and in accordance with the terms agreed upon by QUAD and each respective Fund. These are generally paid out of monies otherwise available for distribution or out of capital calls. Please refer to the Memorandum of each of the Funds for complete information on the timing of advisory fee payments.

C. Other Fees and Payments

In addition to the advisory fees payable to QUAD, each Fund may incur certain additional charges that are imposed on the Fund by third parties. These additional charges are typically set forth in the Memorandum of each Fund and may include, but are not limited to: account fees, custodial expenses, other bank service fees and other investment costs, fees, and expenses incurred in connection with completed investments.

Typically, legal, accounting, filing and other expenses incurred in connection with organizing and establishing a Fund are borne by the investors in such Fund. Often, these expenses are capped in the governing documents for the Fund. With respect to certain Funds, such expenses, up to the amount of any applicable cap, are borne solely by the third-party investors in such Funds that are not affiliated with QUAD and any excess is borne by QUAD.

Investors in Funds generally are required to bear out-of-pocket costs and expenses occurred in connection with deals that are not ultimately completed. Typically, these expenses include (i) legal, accounting, advisory, consulting or other third-party expenses in connection with making an investment that is not ultimately consummated and any related travel and accommodation expenses, although QUAD and its affiliates may be required to bear travel and accommodation expenses incurred in connection with the preliminary investigation of investment opportunities, (ii) all fees (including commitment fees), costs and expenses of lenders, investment banks and other financing sources in connection with arranging financing for a proposed investment that is not ultimately made, and (iii) any deposits or down payments of cash or other property which are forfeited in connection with a proposed investment that is not ultimately made (in each case, to the extent such investment is not ultimately made by another Fund).

There are additional general categories of expenses that may be borne by the Funds depending on their structure. Investors in the Funds are generally required to pay all costs and expenses related to the operation of the Funds. These costs and expenses can include fees, costs and expenses related to developing, negotiating, structuring, trading, settling, monitoring, holding and disposing of portfolio investments; fees and expenses of administrators, custodians, attorneys, accountants and other professionals (including the audit and certification fees and the costs of printing and distributing reports); any insurance, indemnity or litigation expense; interest on, and fees and expenses arising out of, borrowings made by the Funds; the

out-of-pocket and legal and other advisory expenses of an investor advisory committee; and certain taxes and any fees or other governmental charges levied against the Funds.

D. Refund Policy

The Funds invest on a long-term basis. Accordingly, fees are paid during the term of the respective client, and withdrawal or redemption of interests is generally not permitted prior to the termination of each respective Fund.

Where management fees are paid in advance with respect to a QUAD Fund, the terms of such Funds (which are closed-end funds) typically do not contemplate repayments of fees to the extent that QUAD's management services terminate prior to the end of the relevant payment period.

E. Other Compensation

QUAD does not accept any compensation other than the compensation outlined above.

Item 6: Performance-Based Fees and Side-by-Side Management

Performance-Based Fees are fees based on a share of the realized capital gains or capital appreciation from the assets of the Funds.

QUAD does not access Performance-Based Fees.

Although QUAD does not receive Performance-Based Fees from the Funds, QUAD's affiliated general partners typically receive fees that are based on performance in the form of a "Carried Interest" from each Fund. The Carried Interest percentage varies by Fund. However, it is generally up to 20% of the net realized returns of each portfolio investment. The Carried Interest may be subject to hurdles and/or claw-backs.

QUAD's affiliated general partners may, in their sole discretion, elect for the Carried Interest for each Fund (and any related claw-back amounts) to be calculated differently or waived with respect to any consenting Limited Partner.

The precise amount of, and the manner and calculation of, the Carried Interest for each Fund is disclosed in the organizational and offering documents of each Fund.

The existence of the Carried Interest may create an incentive for QUAD's affiliated general partners to favor one fund over another or to make more speculative investments on behalf of the Funds than would otherwise be made in the absence of such compensation. Such speculative investments may carry a higher degree of risk.

The Performance-Based Fees will only be charged to "qualified clients" as that term is defined in Rule 205-3 under the Advisers Act, or similar state statutes.

QUAD does not conduct side-by-side management of dissimilar advisory accounts.

Item 7: Types of Clients

A. Types of Clients

QUAD has no clients other than the Funds and, at this time, does not offer any services to any other person.

Investors in the Funds must be both “accredited investors” as defined in Rule 501(a) of Regulation D under the Securities Act and “qualified clients” as defined in Rule 205-3 under the Advisers Act. The Interests will not be registered under the Securities Act or the securities laws of any state.

B. Conditions for Account Management

The minimum initial capital contribution for the Funds is \$5,000,000. QUAD reserves the right to reduce the minimum initial capital contribution and to accept subscriptions for lesser amounts.

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

A. Methods of Analysis

QUAD primarily seeks to make investments in privately negotiated buyout and growth equity investments in education, training and related industries. In evaluating potential portfolio companies, QUAD conducts extensive due diligence to analyze, among other things, the company’s market and competitive position within that market, the company’s cost and revenue structures, the company’s unique assets such as brand strength and intellectual property, the company’s management team and compensation structure, the company’s contingent liabilities (environmental, regulatory, accounting or otherwise), and the company’s potential growth opportunities and potential exit strategies.

QUAD conducts rigorous due diligence on education and training companies. Its knowledge of industry markets, trends and business models allows it to properly identify the opportunities and risks of each potential investment and to avoid pitfalls and uncover value often overlooked by generalist private equity investors.

QUAD seeks to establish a comprehensive view of key investment issues, including operations, competitors and regulatory constraints, across geographies. QUAD Funds are integrated through one centralized investment review process, from sourcing through portfolio management.

QUAD seeks to identify operational enhancements during due diligence and to add value to portfolio companies following an acquisition. QUAD utilizes creative operational and financial strategies throughout the portfolio companies’ evolution. QUAD also employs a group of professionals with highly focused, education-specific operating expertise.

B. Investment Strategies

The Funds' investment objectives are to produce long-term capital appreciation primarily by making investments in privately negotiated buyout and growth equity investments in education, training and related industries.

The Funds will seek to acquire small, well-established, owner-operated education companies with \$5 million to \$75 million in annual revenue. The Funds expect to invest in companies with positive cash flow and significant growth potential. It will target investments that can be negotiated directly with business owners and will seek to avoid competitive auctions and intermediaries. The Funds intend to take control positions in portfolio companies but may, in certain cases, take minority positions.

QUAD will seek to use its education-specific operating expertise to help its portfolio companies grow into professionally-managed, middle-market companies of greater size. Through years of experience as owners and operators of education companies, QUAD's principals and team members have developed a deep understanding of industry-specific best marketing, operating, financial and regulatory practices. QUAD uses this knowledge to work actively with management to drive superior operating and financial results.

There can be no assurance that the Funds will achieve their investment objectives or avoid substantial losses. An investor should not make an investment in the Funds with the expectation of sheltering income or receiving cash distributions. Investors are urged to consult with their personal advisors before investing in the Funds. Because risks are inherent in all the investments in which the Funds engage, no assurances can be given that the Funds' investment objectives will be realized.

C. Risks of Loss

Private equity investing, including an investment in the Funds, entails a significant degree of risk and, therefore, should be undertaken by investors capable of evaluating and bearing certain risks. QUAD may not be able to achieve the investment objectives for any particular Fund and any investor may not receive a return of their capital. Historically, private equity returns have varied greatly over time, depending on the conditions at the time investments were made and when investments were exited by the private equity funds. A potential private equity investor should invest only if able to withstand a total loss of investment.

Although QUAD believes that substantial returns can be achieved by investing in the Funds, such investment involves a high degree of risk. **We urge investors to review carefully the risk factors set forth in the relevant Fund's Memorandum.** In addition to those risk factors, an investor should carefully consider the following risks prior to making an investment in the Funds:

Long-Term Investments

Investments in the Funds are not intended to be short-term investments. An investment in the Funds requires a long-term commitment, with no certainty of return. Even if the investment strategy of a respective Fund proves to be successful, it is unlikely to produce a realized return to its investors for a number of years.

Management of the Portfolios

Decisions regarding the management of the Funds will be made by QUAD and the general partner of each respective Fund. Investors have no right or power to take part in the management of any Fund. Although QUAD will monitor the performance of each Fund's investments, it will be primarily the responsibility of company-level management to operate portfolio companies on a day-to-day basis. An investor must rely upon QUAD's ability to identify, structure, and make investments consistent with the relevant investment objectives, guidelines and policies. There can be no assurance that the existing management team of a portfolio company, or any new team, will be able to successfully operate the company. Some 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 their businesses.

Dependence on Key Personnel

The success of the Funds depends in substantial part upon the skill and expertise of the principals who will be responsible for managing the Funds. There can be no assurance that the principals will devote an adequate amount of time to the management of any of the Funds individually or the Funds collectively. Although QUAD believes that it has sufficient personnel, systems and resources to both manage the Funds, there can be no assurance that this will be the case, particularly given the fact that a significant portion of the Funds' portfolios are unrealized and of recent vintage.

Competitive Nature of the Funds' Business

The activity of identifying and completing attractive private equity fund investments is highly competitive, and QUAD will be competing with other similar investors for the acquisition of investments. Although QUAD has been successful in identifying suitable investments in the past, the Funds may be unable to find a sufficient number of attractive opportunities to meet their investment objectives. In addition, the Funds may not be able to secure a sufficient number of investment opportunities to utilize the full amount of the capital commitments. The activity of identifying, completing and realizing attractive investments is competitive and involves a high degree of uncertainty. The availability of investment opportunities generally will be subject to market conditions as well as to the prevailing regulatory and political climate.

Nature of Funds' Investments

The education and training sector is highly regulated and dependent on government funding; and, adverse regulatory changes could have a material adverse impact on the Funds' ability to consummate, operate or exit investments and the Funds' ability to achieve their investment objectives. Many areas of the education and training sector are also dependent on the continued availability of federal and state grants and loan programs. Such programs are subject to termination, adverse changes and shifts in funding that could adversely impact the ability of students to pay for their educational and training pursuits. Decreases in available government assistance could, in turn, negatively impact the portfolio companies in which the Funds invest.

Economic and Market Risk

Private equity funds and their portfolio companies may be sensitive to general downward swings in the overall economy or in their specific sectors. General economic conditions may affect the activities of the Funds. Interest rates, general levels of economic activity, the price of securities and participation by other investors in the financial markets may affect the value and number of investments made by the Funds or considered for prospective investment.

Potential Conflicts of Interest

There may be occasions when QUAD and its affiliates encounter potential conflicts of interest in connection with the investment activities of the Funds. Such conflicts include, but are not limited to:

- ***Effect of Performance Allocations.*** As noted in Item 6, the general partners of the Funds may receive a performance allocation in the form of a Carried Interest. The existence of a 20% Carried Interest or other performance allocation may create an incentive for the Funds' general partners to make more speculative investments on behalf of the Funds than they would otherwise make in the absence of such compensation, although the capital commitment of QUAD in the Funds should tend to reduce this incentive.
- ***Allocation of Personnel.*** The principals may spend a portion of their business time on predecessor Funds' investment activities (for example, monitoring existing portfolio companies and making follow-on investments in such companies with respect to which the current Fund is not involved) and other permitted activities as described in the Memoranda.
- ***Diverse Limited Partner Group.*** The investors in the Funds may have conflicting investment, tax and other interests with respect to their investments in the Funds. The conflicting interests of individual investors may relate to or arise from, among other things, the nature of investments made by the Funds, the structuring or the acquisition of investments and the timing of dispositions of investments. As a consequence, conflicts of interest may arise in connection with decisions made by QUAD, including with respect to the nature or structuring of investments, that may be more beneficial for one investor in the Funds than for another investor in the Funds, especially with respect to the investor's individual tax situations. In selecting and structuring investments appropriate for the Funds, QUAD will not be obligated to consider the investment, tax or other objectives of any particular investor.

While this information provides a synopsis of the events that may affect your investments, this listing is not exhaustive. We want you to understand that there are inherent risks associated with investing and depending on the risk occurrence; you may suffer LOSS OF ALL OR PART OF YOUR PRINCIPAL INVESTMENT.

D. Recommendation of Specific Types of Securities

QUAD specializes in recommendations related to the Funds which are designed for investors who have the knowledge and experience in financial matters to evaluate the merits and risks of such investments. Fund investments may include, but are not limited to, equity securities, debt and other income securities, high-yield securities, and derivative instruments including options transactions.

Item 9: Disciplinary Information

QUAD and its employees have not been involved in legal or disciplinary events related to past or present investment clients.

Item 10: Other Financial Industry Activities and Affiliations

A. Financial Industry Activities

QUAD is not a registered broker-dealer and does not have an application pending to register as a broker-dealer. Furthermore, none of QUAD's management or supervised persons are registered as representatives or have applications pending to register as representatives of a broker-dealer.

B. Financial Industry Affiliations

QUAD is not registered as a Futures Commission Merchant, Commodity Pool Operator, or Commodity Trading Advisor and does not have an application pending to register as such. Furthermore, none of QUAD's management or supervised persons are registered as, or have applications pending to register as associated persons of the foregoing entities.

C. Other Material Relationships

While QUAD serves as the investment adviser to the Funds, each Fund has a general partner which is responsible for the daily operations of such Fund, excluding the selection of such Fund's investments. An affiliate of QUAD typically serves as the general partner for each Fund. As noted, QUAD advises multiple Funds and is affiliated with the general partners of the Funds as follows:

QUAD is affiliated with Quad Advisors II LP ("Quad Advisors II") through common ownership by virtue of Lincoln Frank's ownership interest in both entities. Quad Advisors II is a Delaware limited partnership formed to serve as the general partner of Quad Partners II LP. As general partner to Quad Partners II LP, Quad Advisors II is solely responsible for the management of the Fund. Quad Advisors II receives performance allocations in the form of Carried Interests for its management of Quad Partners II LP. Please refer to Item 6 for more details regarding Performance-Based Fees and potential conflicts of interest.

QUAD is affiliated with Quad Advisors III LP (“Quad Advisors III”) through common ownership by virtue of Lincoln Frank’s ownership interest in both entities. Quad Advisors III is a Delaware limited partnership formed to serve as the general partner of Quad Partners III-A LP. As general partner to Quad Partners III-A LP, Quad Advisors III is solely responsible for the management of Quad Partners III-A LP. Quad Advisors III receives performance allocations in the form of Carried Interests for its management of Quad Partners III-A LP. Please refer to Item 6 for more details regarding Performance-Based Fees and potential conflicts of interest.

QUAD is affiliated with Quad Advisors IV LP, (“Quad Advisors IV”) through common ownership by virtue of Lincoln Frank’s majority interest in both entities. Quad Advisors IV is a Delaware limited partnership formed to serve as the general partner of Quad Partners IV LP. As general partner to Quad Partners IV LP, Quad Advisors IV is solely responsible for the management of Quad Partners IV LP. Quad Advisors IV receives performance allocations in the form of Carried Interests for its management of Quad Partners IV LP. Please refer to Item 6 for more details regarding Performance-Based Fees and potential conflicts of interest.

QUAD does not have any other arrangements that are material to its advisory services or to its clients with a related person who is a broker-dealer, investment company, other investment advisor, financial planning firm, commodity pool operator, commodity trading advisor or futures commission merchant, banking or thrift institution, accounting firm, law firm, insurance company or agency, pension consultant, or an entity that creates or packages limited Funds other than those already disclosed herein.

D. Other Investment Advisers

QUAD does not have any arrangements that are material to its advisory or its clients with other investment advisers.

Item 11: Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

A. Code of Ethics

All employees of QUAD must act in an ethical and professional manner. QUAD and its affiliates, including QUAD management, have determined to adopt a Code of Ethics (the “Code”) that sets forth certain standards of business conduct that govern personal investment activities of employees and officers of QUAD, including the standard that the interests of advisory clients must be placed first at all times. The Code applies to all partners, principals, directors, officers, employees and supervised persons of QUAD (each a “Covered Person”).

QUAD strives to adhere to the highest industry standards of conduct based on principles of professionalism, integrity, honesty and trust. Accordingly, the Code specifically deals with professional standards, insider trading, personal trading, gifts and entertainment, and fiduciary duties, establishes ideals for ethical conduct based

upon fundamental principles of openness, integrity, honesty and trust. QUAD seeks to ensure that QUAD and its members, employees and affiliates do not personally benefit from underlying fund investment recommendations.

The Code requires all Covered Persons to comply with applicable federal securities laws and to promptly report any violation of the Code of Ethics to QUAD's Chief Compliance Officer.

We will provide a copy of our Code of Ethics to any client or prospective client upon request.

B. Participation of Interest in Client Transactions

QUAD solicits potential limited partners to purchase interest in the Funds. QUAD has related parties that serve as general partners to the Funds. QUAD's managing member is also an investor in the Funds through the general partners. Certain related parties of QUAD will indirectly receive a portion of the Carried Interest paid to the general partners of the Funds. The Carried Interest allocation may vary among the Funds. While QUAD intends to allocate the investment opportunities among the Funds in a manner that it believes is fair and equitable, the possibility of receiving Carried Interest and the variation of the structure of the Carried Interest among the Funds may create an incentive for QUAD to favor one Fund over another and to recommend more speculative investments on behalf of the respective Fund. These and other pertinent conflicts of interest are disclosed in the Funds' Memoranda.

C. Proprietary Trading

QUAD does not have any proprietary trading accounts, and neither the Firm nor its representatives buy or sell securities that QUAD recommends to clients.

D. Simultaneous Trading

Representatives of QUAD do not buy or sell similar securities for themselves that QUAD recommends to clients.

Item 12: Brokerage Practices

A. Selection and Recommendation

QUAD, as the investment advisor of the Funds, has the discretion to determine the direct equity investments in which the respective Funds invest. Investments are negotiated on a private placement basis by QUAD. QUAD does not utilize broker-dealers in connection with such investments.

1. Soft Dollar Benefits

QUAD does not direct transactions and has no arrangements with specific brokers or dealers to receive research or other services in exchange for brokerage commissions from client transactions (so-called "soft dollar" arrangements).

2. Brokerage for Client Referrals

QUAD does not receive client referrals from third parties for recommending the use of specific broker-dealer brokerage services.

B. Directed Brokerage

QUAD provides investment advisory services involved with managing pooled investment vehicles, heretofore described as the Funds. Due to the structure of the pooled investment vehicles, directed brokerage arrangements are not applicable to and do not effect the investment management policies of QUAD.

C. Order Aggregation

QUAD's investment advisory services involve advising Funds which make equity and equity-related investments directly in privately held companies. Due to the nature of these advisory services, order aggregation is not applicable to and does not affect the investment management policies of QUAD.

Item 13: Review of Accounts

A. Periodic Reviews

QUAD reviews the Funds' investment program, including current holdings, on a continual basis. The Firm reviews the Funds' investment program to analyze rates of return, allocation of assets and to verify that the Funds' portfolio is consistent with its investment objective. Such review is conducted by Lincoln E. Frank and the other investment professionals of QUAD.

B. Intermittent Review Factors

Intermittent reviews may be triggered by substantial market fluctuation, economic or political events, or by changes in the Funds' objectives.

C. Client Reports

The Funds' books of account will be audited at the end of each fiscal year by a firm of certified public accountants selected by QUAD. Books of account will generally be kept by the Funds, in accordance with generally accepted accounting principles ("GAAP"). In addition, all Limited Partners will receive the information necessary to prepare federal and state income tax returns following the conclusion of such fiscal year as soon thereafter as is reasonably practical.

All Limited Partners will also receive unaudited performance reports and such other information as QUAD determines on a quarterly basis, including a summary of investments made by the Funds and a statement of the Limited Partners' consolidated capital accounts.

Item 14: Client Referrals and Other Compensation

A. Economic Benefits from Others

QUAD does not receive an economic benefit (such as sales awards or other prizes) from any third party for providing investment advice or other advisory services to its clients.

B. Compensation to Unaffiliated Third Parties

At this time, neither QUAD nor its related persons compensate directly or indirectly any person who is not a supervised person for client referrals.

For certain Funds, QUAD may enter into distribution and/or placement agent arrangements. In a typical distribution and/or placement arrangement, QUAD would agree to pay a third-party solicitor for referring investors in QUAD Funds.

Typically, the third-party solicitor would receive a portion of the management fees paid to QUAD and/or performance-based fee paid to QUAD's affiliated general partners (although other payment arrangements could exist). A prospective investor solicited by a third party would be informed of (and may be asked to acknowledge in writing its understanding of) any such arrangement. All fees for such solicitation services would be paid by QUAD and the investor would not be subject to any increased or additional fees or charges.

Item 15: Custody

A. Custodian of Assets

QUAD has custody of the Funds' portfolio assets because it has the ability to deduct advisory fees payable to it. QUAD's affiliated general partners have custody of the Funds' portfolio assets because they have a general power of attorney over the Funds' accounts.

The physical assets of the Funds are held in account by the Funds' qualified custodian. The Funds utilize Silicon Valley Bank as its third party, independent custodian. Silicon Valley Bank, a member of the FDIC and the Federal Reserve System, is the California bank subsidiary of and the commercial banking operation of SVB Financial Group. SVB Financial Group is also a member of the Federal Reserve System.

A Fund's assets are largely comprised of interests in underlying portfolio companies, represented by a subscription agreement, share purchase agreement, promissory note or similar binding contract, and cash, held in bank accounts in the name of the respective QUAD Fund.

B. Account Statements

Each Fund is subject to an annual audit by an accountant that is registered with and subject to regular inspection by the Public Company Accounting Oversight Board. The audited financial statements are distributed to the limited partners within 90 days of the end of the Funds' fiscal year.

Item 16: Investment Discretion

Subject to the investment objectives and limitation of each Fund, as set forth in such Fund's Memorandum, QUAD, as investment advisor to the Fund, has the discretion to determine the investments in which such Fund invests and the amounts of such investments.

QUAD has full discretion and authority to make all investment decisions with respect to the types of securities to be bought or sold or the amount of securities to be bought or sold for the Fund. Such discretion is granted to QUAD pursuant to the Funds' Memoranda.

Item 17: Voting Client Securities

QUAD will exercise all rights, powers and privileges of ownership in all Fund property, including the right to vote, give assent, execute, and deliver proxies. The Funds' proxy voting policies override the undersigned's proxy voting policies. Fund investors are required to adopt the voting policies of the Funds for purposes of their investments in the Funds. QUAD has adopted proxy voting policies and procedures for voting proxies on behalf of the Funds.

Item 18: Financial Information

A. Balance Sheet Requirement

A Balance Sheet is not required because QUAD is not the qualified custodian for client funds or securities, and does not require prepayment of fees of more than \$500 per client, six (6) months or more in advance.

B. Financial Condition

As noted in Item 15, QUAD has custody of client assets because it has the ability to deduct advisory fees payable to it.

QUAD does not have any financial impairment that would preclude the firm from meeting contractual commitments to clients.

C. Bankruptcy Petition

QUAD has not been the subject of a bankruptcy petition at any time during the last 10 years.

Privacy Policy

QUAD does not disclose nonpublic personal information about its clients or former clients to any persons other than as described below. QUAD collects information about its clients (such as name, address, social security number, assets and income) from discussions with clients, from documents that clients may deliver to QUAD (such as account applications) and in the course of providing services. In order to service its client accounts and effect client transactions, QUAD may provide client personal information to its affiliates and to firms that assist it in servicing client accounts and which have a need for such information. QUAD does not otherwise provide information about its clients to outside firms, organizations or individuals except as required by law. Any party that receives this information will use it only for the services and as allowed by applicable law or regulations, and is not permitted to share or use this information for any other purposes.