

PART 2A FORM ADV
FIRM BROCHURE
RELATING TO THE DEEP VALUE STRATEGY

Levine Leichtman Capital Partners, Inc.

**335 N. Maple Drive
Suite 130
Beverly Hills, CA 90210
310-275-5335**

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Here are a few important details before you begin.

This brochure provides information about the qualifications and business practices of Levine Leichtman Capital Partners, Inc. If you have any questions about the contents of this brochure, please contact Steven Hartman at 310-275-5335 and/or info@llcp.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about Levine Leichtman Capital Partners, Inc. also is available on the SEC's website at www.adviserinfo.sec.gov.

Being a “registered investor adviser” or describing ourselves as being “registered” does not imply a certain level of skill or training.

**THIS BROCHURE IS NOT AN OFFER TO SUBSCRIBE FOR OR PURCHASE ANY
SECURITIES.**

Item 2. Material Changes

Since the date of its prior brochure, Levine Leichtman Capital Partners, Inc. (“**LLCP**”) serves as investment adviser to two additional private funds and LLCP Partners V GP, LLC has been added as a relying adviser.

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THIS BROCHURE RELATES SOLELY TO THE FIRM'S DEEP VALUE STRATEGY. A SEPARATE BROCHURE HAS BEEN PREPARED FOR THE FIRM'S STRUCTURED EQUITY STRATEGY. PLEASE SEE ITEM 4.B FOR ADDITIONAL INFORMATION.

Item 4. Advisory Business

A. Organization and Ownership

Levine Leichtman Capital Partners, Inc. (“**LLCP**” or the “**Firm**”) is a California corporation that was organized in 1984 and has been registered with the SEC as an investment adviser since July 2006. The owners of LLCP are Arthur E. Levine and Lauren B. Leichtman.

In addition, LLCP has established various affiliated entities, including general partners or managing members of certain funds and co-investment vehicles as well as certain subsidiary advisers, that are relying on the registration of LLCP with the SEC as an investment adviser.

B. Advisory Services

LLCP currently serves as the investment adviser to thirteen private equity funds (each, a “**Fund**” and together, the “**Funds**”), as well as certain subsidiaries established by the Funds to pursue the strategies described herein and certain alternative investment vehicles established by the Funds to make portfolio investments on behalf of one or more investors in such Funds (the “**Alternative Investment Vehicles**”). The Funds have also established vehicles formed for the purposes of making certain co-investments with the Funds (the “**Co-Investment Vehicles**”). The Firm generally pursues two distinct strategies: (i) a structured equity strategy (described in more detail below) and (ii) a deep value strategy. This brochure describes the Firm’s deep value strategy and the four Funds that generally pursue this strategy as described in more detail in **Item 4.C** below. A separate brochure has been prepared for the structured equity strategy and the Funds that pursue such strategy (namely, Levine Leichtman Capital Partners II, L.P., Levine Leichtman Capital Partners III, L.P. and its parallel fund, Levine Leichtman Capital Partners III-Amicus Fund, L.P., Levine Leichtman Capital Partners IV, L.P. and its parallel fund, Levine Leichtman Capital Partners IV-Amicus Fund, L.P., Levine Leichtman Capital Partners V, L.P. and its parallel fund, Levine Leichtman Capital Partners V Amicus Fund, L.P., Levine Leichtman Capital Partners SBIC Fund, L.P. (the “**SBIC Fund**”) and Levine Leichtman Capital Partners California Growth Fund, L.P. (collectively, the “**Structured Equity Funds**”).

The Firm’s primary investment focus is on middle-market companies located in the United States. On behalf of the Deep Value Funds (as defined below), the Firm seeks to realize superior long-term risk adjusted returns through opportunistic investments in bank debt, participations and securities of companies in stressed, distressed or other special situations (“**deep value investments**”).

C. Tailoring of Investment Advice

LLCP tailors its investment decisions for each Deep Value Fund in accordance with the terms of the applicable Deep Value Fund’s limited partnership agreement and investment management agreement. The Deep Value Funds are comprised of the following:

- **Deep Value Fund I & Deep Value Amicus I.** Levine Leichtman Capital Partners Deep Value Fund, L.P. (“**Deep Value Fund I**”)¹ and its parallel fund, Levine Leichtman Capital Partners Deep Value Amicus Fund, L.P. (“**Deep Value Amicus I**” and together with the Deep Value Fund I, the “**Deep Value I Funds**”) have been established to realize superior long-term risk adjusted returns through opportunistic investments in debt, debt-related and other securities of small and middle capitalization United States-based companies in stressed, distressed or other special situations. The investment period for the Deep Value I Funds has expired. However, the Deep Value I Funds may be called upon to provide follow-on funding for their respective portfolio companies or may have the opportunity to increase their respective investments in such portfolio companies.
- **Deep Value Fund II & Deep Value Amicus II.** Levine Leichtman Capital Partners Deep Value Fund II, L.P. (“**Deep Value Fund II**”) and its parallel fund, Levine Leichtman Capital Partners Deep Value II Parallel Fund, L.L.C. (“**Deep Value Amicus II**” and together with the Deep Value Fund II, the “**Deep Value II Funds**”) have been established to realize superior long-term risk adjusted returns through opportunistic investments in debt, debt-related and other securities of small and middle capitalization United States-based companies in stressed, distressed or other special situations while preserving investment capital. Deep Value II Funds will invest in the debt of companies that have previously been the target of a private equity sponsored leveraged buyout or over-leveraged sponsorless private companies. The investment period for the Deep Value II Funds is still active, and LLCPC intends to make investment on behalf of the Deep Value II Funds through (i) privately negotiated direct investments into companies (“**Direct Investments**”) and (ii) purchases of previously issued debt securities from existing lenders (“**Secondary Purchases**”).

LLCP provides the Deep Value Funds with portfolio management, administrative and due diligence services, including investigating, structuring and negotiating potential investments, monitoring the performance of portfolio investments, restructuring those investments (in bankruptcy and outside of bankruptcy, as appropriate) and advising the Deep Value Funds as to disposition and acquisition opportunities.

D. Wrap Fee Programs

The Firm does not participate in any wrap fee programs.

E. Assets Under Management

LLCP manages the assets of each Fund on a discretionary basis. As of December 31, 2012, the amount of assets held by the Firm’s Fund clients was \$2,741,464,265.

¹ Deep Value Fund I has established LLCPC DV Plastech Foreign LLC as an Alternative Investment Vehicle to hold specific investments on behalf of certain investors in Deep Value Fund I. The Deep Value Funds have also established a subsidiary that is managed by an affiliate of LLCPC and actively engaged in the business of investing in securities.

Item 5. Fees and Compensation

A. Management Fees

LLCP typically receives two types of compensation for its services to the Funds. A Fund will pay LLCP an annual management fee that is a specified percentage of either the limited partners' capital commitments or the Fund's invested capital (depending upon whether the Fund is still permitted to call capital from limited partners for investment). During the Deep Value Funds' investment period, management fee rates are 1.875% per annum of each Fund's committed capital. After the end of the Deep Value Funds' investment period, management fee rates are 1.75% per annum of each Fund's invested capital.

Affiliates of the Firm are also entitled to receive from each Fund carried interest distributions as further described in **Item 6** below.

The specifics of each fee arrangement are negotiated for each Fund and are fully described in the limited partnership agreement related to the specific Fund.

B. Payment of Management Fees

On a semi-annual basis the Firm calls capital from each investor in the Deep Value Funds for the pre-payment of management fees. Management fees are then paid by the applicable Deep Value Fund to affiliates of the Firm. A percentage of the Transaction and Monitoring Fees for each Deep Value Fund as further described in **Item 5.D** below will be credited towards an offset of the Fund's management fee.

C. Other Fees

In addition to the fees described in **Item 5.A** above and the carried interest distributions described in **Item 6** below, each Fund will pay costs, expenses and liabilities associated with its organization and operations, including, without limitation (i) organizational and offering expenses (other than any excess organizational expenses to be paid by the Firm or its affiliates); (ii) the fees and expenses relating to consummated portfolio company investments, unconsummated investments, indebtedness or guarantees (including interest) and temporary investments, including the evaluation, acquisition, holding and disposition thereof, to the extent that such fees and expenses are not reimbursed by a portfolio company or other third Person; (iii) to the extent permitted, premiums for insurance protecting the Fund and any covered persons from liabilities in connection with Fund affairs and any indemnification obligations; (iv) legal, custodial and accounting expenses, including expenses associated with the preparation of the Fund's financial statements, tax returns and Schedule K-1s and the representation of the Fund or its partners by the tax matters partner, including expenses paid or incurred in connection therewith; (v) auditing, accounting, banking and consulting expenses; (vi) appraisal expenses; (vii) expenses related to organizing persons through or in which portfolio company investments may be made; (viii) reasonable expenses of the Fund's advisory committee; (ix) reasonable expenses of the Investment Committee; (x) costs and expenses that are classified as extraordinary expenses under generally accepted

accounting principles; (xi) except as otherwise specified in the limited partnership agreement, taxes and other governmental charges, fees and duties payable by the Fund; (xii) damages; (xiii) costs of reporting to the partners and of any annual meeting; and (xiv) costs of winding up and liquidating the Fund.

Further, as described in **Item 10.C** and **Item 11.B** the portfolio companies in which a Fund invests may pay directors' fees, transaction fees, investment banking fees, advisory fees, monitoring fees, break-up fees and other fees ("**Transaction and Monitoring Fees**") to the Firm, the general partner of the Fund or any of their respective employees in connection with the consummation, holding or disposition of a portfolio company investment or the termination of an unconsummated investment by the Fund. Any such Transaction and Monitoring Fees received by the general partner of a Fund or any of their respective employees are required to be immediately remitted to the Firm. As noted in **Item 5.B** above, in general and subject to applicable exceptions set forth in a Fund's partnership agreement, a percentage of such fees received by the Firm, the general partner of the Fund or any of their respective employees (after a deduction for applicable expenses) will be credited toward an offset of the management fee. The remainder will be retained by the Firm.

D. Fees Payable in Advance

All management fees are payable semi-annually in advance.

LLCP is generally under no obligation to refund management fees upon the early termination of a Fund's management agreement.

E. Compensation for the Sale of Securities

Neither the Firm nor any of its supervised persons accepts any compensation for the sale of securities or other investment products, including interests in the Funds.

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

Performance-Based Profits Allocations

As noted in **Item 5.A** above, affiliates of LLCPS are entitled to receive distributions of carried interest from each Fund, generally equal to 20% of the applicable profits after capital contributions have been returned to investors in the Fund and the Fund's investors have received their applicable preferred return, if any, each as further described in the applicable Fund's limited partnership agreement.

Potential Conflicts of Interest

A potential conflict of interest arises where the financial or other benefits available to an investment adviser differ among its clients. The fact that the compensation of affiliates of the Firm is based on the performance of the applicable Fund may create an incentive for LLCPS to make investments on behalf of the Funds that are riskier or more speculative than would be the case in the absence of a performance-based carried interest distribution.

Item 7. Types of Clients

Each Fund is a client of LLC. As further described in **Item 4** above, LLC provides advice to the Funds, as well as certain Alternative Investment Vehicles, Co-Investment Vehicles and certain Underlying Vehicles (as defined in **Item 10.C** below), and as such makes investment decisions on behalf of those entities according to the stated investment objectives set forth in the respective Fund documentation.

The Funds only accept potential investors who are "accredited investors" as defined in Regulation D under the Securities Act of 1933, as amended (the "**Securities Act**"). Investors in Deep Value Fund I and Deep Value Fund II must also generally be "qualified purchasers" as that term is defined in Section 2(a)(51) of the Investment Company Act of 1940, as amended (the "**Investment Company Act**"). Investors in Deep Value Amicus I and Deep Value Amicus II must be "qualified clients" as that term is defined under Rule 205-3 under the Investment Advisers Act of 1940, as amended (the "**Advisers Act**").

The minimum initial investment in Deep Value Fund I and Deep Value Fund II is generally \$5 million, subject to waiver. The minimum investment in a parallel fund or co-investment vehicle is determined on a case-by-case basis. The Firm (or its affiliates) is permitted to waive these minimum investment amounts at any time for any prospective investor.

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

A. Investment Strategies and Process

The significant investment strategies and investment process utilized by the Firm on behalf of the Deep Value Funds are set forth below. Investments in the Deep Value Funds are not guaranteed. The instruments in which the Deep Value Funds invest may lose value. An investment in the Deep Value Funds involves a risk of loss that an investor in such Fund should be prepared to bear.

Investment Strategies - Deep Value I Funds.

The investment objective of each Deep Value I Fund is to realize superior long-term risk adjusted returns through opportunistic investments in debt, debt-related and other securities of small and middle capitalization United States-based companies in stressed, distressed or other special situations while preserving investment capital.

Investment Strategies - Deep Value Fund II.

The Investment objective of each Deep Value II Fund is to realize superior long-term risk adjusted returns through opportunistic investments in debt, debt-related and other securities of small and middle capitalization United States-based companies in stressed, distressed or other special situations while preserving investment capital. Deep Value II Funds will invest primarily in the debt of companies that have previously been the target of a private equity sponsored leveraged buyout or over-leveraged sponsorless private companies. These two investment opportunities have limited access to financing due to the (a) significant reduction in the number of lenders (including banks, hedge funds and CLOs) providing credit to lower middle market companies and (b) conservative underwriting standards (less than 3x leverage) from the limited number of lenders that are extending credit.

Deep Value II Funds will make investments in over-leveraged lower middle market companies. In addition, Deep Value II Funds may invest in un-sponsored, over-levered private companies. LLCP will pursue two investment structures to execute the investment strategy of Deep Value II Funds: (i) privately negotiated direct investments into companies (“Direct Investments”) and (ii) purchases of previously issued debt securities from existing lenders (“Secondary Purchases”).

Investment Process.

- Identification of Investment Opportunities. LLCP actively sources investment opportunities for the Deep Value II Funds investment strategy through a network of contacts in the distressed debt market. LLCP has a proactive multi-faceted approach to sourcing its proprietary deal flow. LLCP employs a concerted calling effort on restructuring professionals who service financial institutions such as restructuring advisors, bankruptcy attorneys and specialized broker-dealers. Additionally, LLCP focuses its direct calling on the workout or troubled asset

groups of Financial Institutions where the investment opportunities often reside. Furthermore, LLCPC directly contacts financial sponsors to identify financing opportunities for their portfolio companies. LLCPC also reviews investment opportunities that are originated from LLCPC's Structured Equity investment professionals but which are not appropriate for the Structured Equity investment strategy. In addition to the dedicated out bound calling effort, LLCPC also conducts internal research and performs detailed top-down analysis of industries and vigorous individual company analysis within the lower end of the U.S. middle market to identify macro themes, industries in transition, cyclical and secular shifts, regulatory changes and other industry dislocations that disproportionately impact these companies investment prospects.

- Due Diligence Process Driven by Research and Credit Analysis. The circumstances surrounding a distressed debt investment opportunity in the lower end of the U.S. middle market typically involve an unsustainable capital structure and a looming balance sheet restructuring or recapitalization. Evaluating investment opportunities begins with conducting thorough due diligence to confirm that an investment is being made at a discount to its long-term intrinsic value. The Firm employs a rigorous research and credit based approach in reviewing distressed debt investment opportunities. The Firm has developed proprietary research procedures utilizing internal and external research materials which are developed from multiple sources.

In addition to LLCPC's in-depth research process, LLCPC endeavors to conduct a rigorous credit analysis of each investment opportunity. This analysis focuses on financial performance, capital structure sustainability, value at risk, downside protection, upside potential, exit opportunities, fundamental valuation, depth and quality of management, industry dynamics and portfolio construction.

- Financial Performance. LLCPC performs detailed analyses on all aspects of a company's business. For example, this may include a detailed review of the company's historical financial results, trends in the company's underlying businesses, customer and vendor relationships, site visits, financial projections, debt servicing capability (cash flows and leverage ratios), working capital requirements, short and long term liquidity analysis and legal diligence.
- Fundamental Valuation. LLCPC also performs a detailed valuation assessment of the company to determine various investment outcome scenarios that include: (i) chapter 11 reorganizations, valuations and recoveries, (ii) Section 363 dispositions and (iii) orderly and fire sale liquidations.
- Depth and Quality of Management. To determine the depth and quality of the management of the target company, LLCPC may (i) contact current and former employees of the target company and its competitors, (ii) conduct thorough background reference checks, (iii) interview customers and

vendors of the target company and (iv) contact members of the board of directors, various company advisors and any company financial sponsor.

- Industry Dynamics. LLCP evaluates the competitive, economic, technological, legal, political and social issues facing the target company as a backdrop to understanding the forces that effect company financial and operating performance. In addition, LLCP analyzes the relative power of customers and suppliers, the threat of new entrants and alternatives to the company's products.
 - Capital Structure. LLCP performs a detailed review of the company's capital structure, current liquidity position and the company's ability, under various restructuring scenarios, to support its fixed obligations and finance its operations on an on-going basis.
 - Other Considerations. LLCP also generally will assess (i) the sustainability of the target company's business model, (ii) the competitive landscape and (iii) the restructuring process and its dynamics.
- Investment Approval Process and Purchase of Investment. The Firm's deep value investment professionals present their written analytical findings in the form of an investment memorandum to the Investment Committee. The Investment Committee approves all investments and dispositions of the Deep Value Funds' investments. The Investment Committee is comprised of Arthur E. Levine, Lauren B. Leichtman, Stephen J. Hogan, Steven E. Hartman and Robert A. Poletti. The Investment Committee holds discussions regarding the potential investments and may request additional information from the deep value investment professionals concerning specific topics that require follow-up information.
 - Investment Monitoring and Restructuring Leadership. The Deep Value Funds proactively monitor their investments by continually collecting and analyzing data and other information to determine the actual and projected performance of its portfolio companies. As determined by LLCP, the deep value investment professionals meet with the management teams of the portfolio companies in an operating committee format to provide sophisticated financial and strategic advice. A representative of LLCP often sits on the board of directors of its portfolio companies or has observation rights with respect to board meetings.

On occasion, a target company becomes distressed due to circumstances outside of the existing management's control. In these circumstances, the Firm intends to work with management and provide them with appropriate financial incentives to motivate them to significantly improve operating and financial performance.

- Investment Exit. The Deep Value Funds will actively manage their portfolio companies and monitor their investment performance in relationship to the Deep

Value Funds' investment thesis and analysis of fundamental value. All disposition decisions are subject to approval by the Investment Committee.

B. Investments and Risk

Certain Investment Considerations.

Following is a description of various investment risks that could affect the portfolio of the Deep Value Funds. Investors should note that the following does not summarize all of the risks that apply to an investment in the Deep Value Funds, and should carefully read such Fund's private placement memorandum before making any decision to invest.

Debt Investments in Distressed Companies

The Deep Value Funds may invest in debt, debt-related, and other securities of companies (including equity-related securities) that are in stressed, distressed, or other special situations, including debt obligations that are in default and companies involved in bankruptcy, reorganization or liquidation proceedings. These securities may be unsecured, subordinated to senior indebtedness, or unprotected by covenants or limitations on additional indebtedness. Such investments involve a generally higher degree of risk than the risk of investing in companies that are not in distress. Although distressed securities may result in correspondingly high returns for the Deep Value Funds, because of the substantial degree of risk a Fund may not be successful in achieving its objectives.

Debt securities are subject to both credit and interest rate risks. If an issuer is unable to make principal and interest payments on its indebtedness, a Fund may suffer a partial or total loss of capital invested in the company. Declines in revenues or increases in expenses may significantly affect the ability of an issuer to pay, and these risks may change over the life of an investment. Interest rates are subject to risks associated with changes in the market. Interest rate changes directly affect the value of adjustable rate securities, and indirectly affect the value of fixed rate securities.

The Deep Value Funds may invest in convertible debt and equity-related securities to the extent that the general partner believes such investments offer potential for capital appreciation. There is no minimum credit standard that is a prerequisite to the Deep Value Funds' investment in any security and the debt securities acquired by the Deep Value Funds may be non-investment grade.

Investments in High Yield Debt Securities

The Deep Value Funds may invest in non-investment grade loans or participation interests in non-investment grade loans and high-yield debt securities (collectively, "High Yield Securities") which are subject to liquidity, market value, interest rate, reinvestment and certain other risks. High Yield Securities generally will be subject to greater risk than investment grade obligations. These risks could be exacerbated to the extent that the portfolio is concentrated.

Default Risk

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

Bankruptcy Issues

The Deep Value Funds may invest in portfolio companies that experience financial difficulties or are insolvent or involved in bankruptcy proceedings. Various U.S. federal and state and non-U.S. laws in connection with such bankruptcy proceedings could operate to the detriment of the Deep Value Funds. Investing in companies involved in bankruptcy proceedings carries a number of significant risks. *First*, many events in a bankruptcy are the product of contested matters and adversarial proceedings which are beyond the control of the creditors. While creditors are generally given an opportunity to object to significant actions, a bankruptcy court may approve actions contrary to the interests of a Fund. *Second*, a bankruptcy filing may have adverse and permanent effects on the company, including loss of market position and key employees. Further, if the proceeding is converted to a liquidation, the liquidation value of the company may be less than the liquidation value estimated at the time of the investment or the values indicated in the Fund's financial statements. *Third*, the duration of a bankruptcy proceeding is difficult to predict. A creditor's return on investment can be adversely impacted by delays while the plan of reorganization is being negotiated, approved by the creditors and confirmed by the bankruptcy court, and until the plan ultimately becomes effective. *Fourth*, the administrative costs in connection with a bankruptcy proceeding are frequently high and will be paid out of the debtor's estate prior to any return to creditors. *Fifth*, especially in the case of investments made prior to the commencement of bankruptcy proceedings, creditors can lose their ranking and priority if they exercise "domination and control" over a debtor in a way that harms other creditors and a court may require a Fund to return amounts previously paid to it by a portfolio company that became insolvent or files for bankruptcy (a risk that could increase if a Fund has management rights in such portfolio company). *Sixth*, certain claims, such as claims for taxes, may have priority by law over the claims of certain creditors.

The Deep Value Funds may seek representation on creditors' committees formed to negotiate with the management of financially troubled companies that may or may not be in bankruptcy. As a member of a creditors' committee, a Fund may owe certain obligations generally to all creditors similarly situated that the committee represents and it may be subject to various trading or confidentiality restrictions. If the general partner concludes that a Fund's membership on a creditors' committee entails obligations or

restrictions that conflict with the duties it owes to the Fund's investors, or that otherwise outweigh the advantages of such membership, the Fund will not seek membership in, or will resign from, that committee. Because a Fund will indemnify the general partner, the Firm, other persons serving on a committee on behalf of the Fund and certain other persons for claims arising from breaches of those obligations, indemnification payments could adversely affect the return on the Fund's investment in a reorganized company.

Illiquid Investments. Many of investments recommended by LLCPC will be highly illiquid, and there can be no assurance that a client will be able to realize such investments at attractive prices or in a timely manner. This illiquidity may result from the lack of an established market for investments or from various legal, contractual, or other restraints on resale. Consequently, dispositions of such investments may require a lengthy time period or may result in distributions in kind.

Small and Middle-Market Companies. Investments in small and middle-market companies such as those that the Deep Value Funds intend to invest in, while often presenting greater opportunities for growth, may also entail larger risks than are customarily associated with investments in large companies. Smaller companies may have more limited product lines, markets and financial resources, and may be dependent on a smaller management group. As a result, such companies may be more vulnerable to general economic trends and to specific changes in markets and technology. In addition, future growth may be dependent on additional financing, which may not be available on acceptable terms when required. Further, there is ordinarily a more limited marketplace for the sale of interests in smaller companies, which may make realizations of gains more difficult.

Competitive Nature of the Firm's Business. The business of the Firm is highly competitive. LLCPC and its affiliates will be competing for investment opportunities against other groups, including other investment firms, merchant banks and industrial groups, and LLCPC and its affiliates may be unable to identify a sufficient number of attractive investment opportunities for the Deep Value Funds to meet their investment objectives. Other investors may make competing offers for investment opportunities that are identified, and even after an agreement in principle has been reached with the owners of an acquisition target, consummating the transaction is subject to a myriad of uncertainties, only some of which are foreseeable or within the control of LLCPC or its affiliates. No assurance can be given that the Deep Value Funds will be successful in obtaining suitable investments, or that if such investments are made, the objectives of the Deep Value Funds will be achieved.

General Economic Conditions. General economic conditions may affect the Deep Value Funds' activities. The Deep Value Funds will be investing in securities and assets that carry a significant amount of risk as a result of financial, business or legal uncertainties. Interest rates, economic and political developments, the price of securities and participation by other investors in the financial markets may affect the value and number of investments made by the Deep Value Funds or considered for prospective investment.

Projections. The Deep Value Funds may rely upon projections developed by its general partner or a portfolio company concerning the portfolio company's future performance.

and cash flow. Projections are inherently subject to uncertainty and factors beyond the control of the Firm, its affiliates and the portfolio company. The inaccuracy of certain assumptions, the failure to satisfy certain financial requirements and the occurrence of other unforeseen events could impair the ability of a portfolio company to realize projected values and cash flow.

Follow-On Investments. The Deep Value Funds may be called upon to provide follow-on funding for its portfolio companies or may have the opportunity to increase its investment in such portfolio companies. There can be no assurance that the Deep Value Funds will wish to make follow-on investments or that it will have sufficient funds to do so. Any decision by the Deep Value Funds not to make follow-on investments or its inability to make them may have a substantial negative impact on a portfolio company in need of such an investment or may diminish the Deep Value Funds' ability to influence the portfolio company's future development.

Bank Loans and Participations. The Deep Value Funds may invest in significant amounts of bank loans and participations. These obligations are subject to unique risks, including (i) the possible invalidation of an investment transaction as a fraudulent conveyance under relevant creditors' rights laws, (ii) so-called lender-liability claims by the issuer of the obligations, (iii) environmental liabilities that may arise with respect to collateral securing the obligations and (iv) limitations on the ability of the Deep Value Funds to directly enforce their rights with respect to participations. In analyzing each bank loan or participation, the general partner and the Firm compare the relative significance of the risks against the expected benefits of the investment.

Limited Due Diligence. Pursuant to its investment strategy, the Deep Value Funds may acquire stakes in target companies without direct discussions with the management of such companies. Therefore, the due diligence information on which the Deep Value Funds rely may be difficult to obtain, limited in scope or inaccurate.

Risk of Reliance on Management by Third Parties. The Deep Value Funds may hold non-controlling interests in issuers in the form of debt, debt-related or equity securities. The Deep Value Funds will have limited ability to manage the activities of portfolio companies. Although LLC will monitor the performance of each investment, the Deep Value Funds will rely upon management to operate the portfolio companies.

Risk of a Limited Number of Investments. The Deep Value Funds have a concentration limit permitting up to 20% of each Fund's total capital commitments to be invested in securities of a single portfolio company or group of companies at any time. As a consequence, the aggregate return on an investor's investment in such Fund may be substantially adversely affected by the unfavorable performance of even a single portfolio investment.

C. Risks Associated with Particular Types of Securities

Please see the discussion in **Item 8.B** above.

Item 9. Disciplinary Information

Neither LLCP nor any of its management persons has been subject to any legal or disciplinary events that, in LLCP's opinion, are material to a client's or prospective client's evaluation of the Firm's advisory business or the integrity of its management.

Item 10. Other Financial Industry Activities and Affiliations

A. Affiliated Broker-Dealers

Neither the Firm nor any of its management persons are registered, or have an application pending to register, as a broker-dealer or a registered representative of a broker-dealer.

B. Affiliated Commodity Advisors

Neither the Firm nor any of its management persons are registered, or have an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading advisor, or an associated person of the foregoing entities.

C. Other Affiliations and Conflicts of Interest

The Funds' General Partners. The Funds' general partners are affiliates of LLC, subject to LLC's supervision and control and operate under the same compliance policies and procedures as LLC. Each general partner is relying on LLC's registration with the SEC as an investment adviser. The Funds' general partners are:

- (i) LLC California Equity Partners II, L.P., general partner of Levine Leichtman Capital Partners II, L.P.;
- (ii) LLC Partners III, LLC, general partner of Levine Leichtman Capital Partners III, L.P. and Levine Leichtman Capital Partners III-Amicus Fund, L.P.;
- (iii) LLC Partners IV GP, LLC, general partner to Levine Leichtman Capital Partners IV, L.P. and Levine Leichtman Capital Partners IV-Amicus Fund, L.P.;
- (iv) LLC SBIC GP, LLC, general partner to the SBIC Fund;
- (v) LLC California Growth GP, LLC, general partner to Levine Leichtman Capital Partners California Growth Fund, L.P.;
- (vi) LLC Deep Value GP, LLC, general partner to Deep Value I Funds;
- (vii) LLC Deep Value GP II, LLC, general partner to Deep Value II Funds; and
- (viii) LLC Partners V GP, LLC, general partner to Levine Leichtman Capital Partners V, L.P. Levine Leichtman Capital Partners V Amicus Fund, L.P.

As discussed in **Item 6** above, the general partner to each Fund is entitled to receive performance-based carried interest distributions from the applicable Fund. In addition, as discussed in **Item 5.C** such general partner or its employees may receive Transaction and Monitoring Fees. The payment of Transaction and Monitoring Fees may create a conflict

of interest, as the Firm may be incented to cause a portfolio company to increase such fees. Any such Transaction and Monitoring Fees received by the general partner of a Fund or any of their respective employees are required to be immediately remitted to the Firm. A percentage of such Transaction and Monitoring Fees (generally in the range of 50%-100%) are used to offset each Fund's management fee.

LLCP SBIC Manager, LLC. LLCP SBIC Manager, LLC is a Delaware limited liability company and is an investment adviser affiliated with the Firm. LLCP SBIC Manager, LLC is engaged solely in the business of serving as the Investment Adviser/Manager (as that term is defined under the regulations of the SBA) to the SBIC Fund, for the purpose of operating the SBIC Fund as an SBIC in accordance with SBA regulations. As the business of LLCP SBIC Manager, LLC will be conducted under the management of the Firm, and the Firm will be responsible for the management of LLCP SBIC Manager, LLC's business and affairs, the Firm does not believe that the activities of LLCP SBIC Manager, LLC will conflict with the activities of the Firm. LLCP SBIC Manager, LLC is relying on LLCP's registration with the SEC as an investment adviser and is subject to the Firm's compliance policies and procedures.

LLCP Advisors LLC. LLCP Advisors LLC is a Delaware limited liability company and is an investment adviser affiliated with the Firm. LLCP Advisors LLC is engaged solely in the business of serving as the collateral manager of a CLO that is sponsored by the Deep Value Funds. As the business of LLCP Advisors LLC will be conducted under the management of the Firm, and the Firm will be responsible for the management of LLCP Advisors LLC's business and affairs, the Firm does not believe that the activities of LLCP Advisors LLC will conflict with the activities of the Firm. LLCP Advisors LLC is relying on LLCP's registration with the SEC as an investment adviser and is subject to the Firm's compliance policies and procedures.

LLCP MENA, Inc. LLCP MENA, Inc. ("LLCP MENA") is a Delaware corporation and is a wholly-owned investment adviser affiliated with the Firm. LLCP MENA provides advisory and consulting services to LLCP, with a focus on the middle east. As the business of LLCP MENA will be conducted under the management of the Firm, and the Firm will be responsible for the management of LLCP MENA's business and affairs, the Firm does not believe that the activities of LLCP MENA will conflict with the activities of the Firm. LLCP MENA is relying on LLCP's registration with the SEC as an investment adviser and is subject to the Firm's compliance policies and procedures.

LLCP Europe, LLP and Levine Leichtman Capital Partners Ltd. LLCP Europe, LLP ("LLCP Europe"), is a limited liability partnership incorporated under the laws of England affiliated with the Firm. It is engaged in the business of sourcing foreign investments for the Firm. As the business of LLCP Europe is conducted under the management of Levine Leichtman Capital Partners Ltd. ("LLCP Ltd."), a wholly-owned subsidiary of the Firm, the Firm does not believe that the activities of LLCP Europe will conflict with the activities of the Firm. LLCP Europe and LLCP Ltd. are each relying on the Firm's registration with the SEC as an investment adviser and are subject to the Firm's compliance policies and procedures.

Parallel Funds, Alternative Investment Vehicles and Co-Investment Vehicles. LLCP has in the past and may in the future organize a parallel fund with similar investment policies as a particular Fund. To the extent that any such parallel fund participates in the investments made by a Fund, such parallel fund and the Fund will co-invest pro rata on the basis of available capital for each and, generally, on the same terms and conditions.

LLCP has in the past and may in the future also form Alternative Investment Vehicles for a Fund making certain investments on behalf of one or more investors in such Fund and Co-Investment Vehicles for the purpose of making certain co-investments with a Fund. The Firm may offer investment opportunities to Alternative Investment Vehicles and Co-Investment Vehicles on a case by case basis, generally on the same terms and conditions applicable to the Fund, and subject to the terms and conditions of the limited partnership agreement and management agreement related to the specific Fund.

For these reasons, the Firm does not believe that the activities of the parallel funds, the Alternative Investment Vehicles or the Co-Investment Vehicles will conflict with the activities of the Firm.

Each of LLCP-A GP, LLC, a Delaware limited liability company, LLCP-A Alt Managing Member, LLC, a Delaware limited liability company, LLCP-A Cayman GP, LLC, a Delaware limited liability company, is a general partner or managing member of a group of Co-Investment Vehicles organized by LLCP. Each entity is a direct or indirect subsidiary of LLCP, subject to LLCP's supervision and control, and operates under the same compliance policies and procedures as LLCP. Each of these entities is relying on LLCP's registration with the SEC as an investment adviser.

Other Funds Advised by LLCP. In addition, LLCP may establish one or more additional Funds with investment objectives substantially similar to, or different from, those of an existing Fund. Allocation of available investment opportunities among the Funds could give rise to conflicts of interest. In such an eventuality, LLCP recognizes that it must allocate such investment opportunities in a manner that is fair to each of the Funds, in light of the facts and circumstances of each situation. Such allocation procedures may take into account the amount of capital that a Fund has available to make the investment as well as the relative size of each Fund. If there is insufficient supply of an investment for each Fund to make such an investment, LLCP may institute "rotation" procedures that will provide a Fund that could not previously make the investment because of insufficient supply with a priority allocation in future investments. The Firm has adopted the following general procedures to reduce potential conflicts of interests between its various funds.

In order to mitigate potential conflicts of interest between its various Funds, LLCP may establish advisory committees, consisting of representatives of the investors in a Fund whom are not affiliated with LLCP. The advisory committees will meet as required to consult with LLCP as to potential conflicts of interest.

The unaffiliated investors of a Fund are expected to include persons or entities organized in various jurisdictions, which may have conflicting investment, tax and other interests in respect of their investments in the Fund. The conflicting interests of individual investors

may relate to or arise from, among other things, the nature of investments made by a Fund, the structuring of the acquisition of portfolio investments, the purchase by the Fund of assets from a portfolio company where certain investors did not participate in the portfolio investment in such portfolio company, and the timing of disposition of investments. Such structuring of portfolio investments and other factors may result in different returns being realized by different investors in the same Fund. As a consequence, conflicts of interest may arise in connection with decisions made by LLCP, including in respect of the nature or structuring of investments, that may be more beneficial for one investor than for another investor, especially in respect of investors' individual tax situation.

Conflicts of Interest Among Portfolio Companies Held by the Funds

The Funds may invest in portfolio companies that have competing business interests. Further, certain portfolio companies or subsidiaries in which a Fund invests may be actively engaged in the business of investing in securities (collectively, the “**Underlying Vehicles**”). Accordingly, the Firm may have conflicts of interests in allocating potential securities investments among the Underlying Vehicles. In order to mitigate these conflicts, the Firm has adopted the allocation policy described below.

LLCP, directly or through an affiliate, allocates investments on behalf of such Underlying Vehicles in accordance with the stated investment objectives for each such Underlying Vehicle. Purchases of securities are generally made with respect to each such Underlying Vehicle individually by the applicable Fund. At times, however, LLCP may allocate the same security in an aggregate amount, for allocation to one or more of such Underlying Vehicles, based upon their relative levels of liquidity, subject to certain minimums for investment and such other considerations as LLCP determinates to be equitable in light of the circumstances.

Conflicts of Interest Between the Structured Equity Funds and the Deep Value Funds

LLCP has invested in, and is managing, the Structured Equity Funds and the Deep Value Funds. Conflicts of interest situations may arise as a result of such dual roles and the right of the Structured Equity Funds to invest in securities eligible for purchase by the Deep Value Funds. Additionally, conflicts of interest may arise as a result of investment decisions concerning the allocation or purchase of securities eligible for purchase among the various investment vehicles held by the Structured Equity Funds or the Deep Value Funds. The investment policies, fee arrangements and other circumstances of the Deep Value Funds (and its affiliated investment vehicles) compared to those of the Structured Equity Funds (and its affiliated investment vehicles) may create situations in which the principals of the Firm have an economic incentive to make a decision that favors the Structured Equity Funds above the Deep Value Funds, or vice versa or a particular investment vehicle of a Fund in favor of another investment vehicle of the same Fund or another Fund.

The investment objectives of the Structured Equity Funds and the Deep Value Funds partially overlap. Even though the Structured Equity Funds seek investment opportunities in the same marketplace as the Deep Value Funds and may from time to

time analyze the same or similar companies, the conflicts are lessened since the Structured Equity Funds will analyze investment opportunities from a different investment perspective than the Deep Value Funds. However, conflicts of interest relating to allocation of investment opportunities among the Structured Equity Funds and the Deep Value Funds may still exist as both the Structured Equity Funds and the Deep Value Funds may make direct investments in portfolio companies.

LLCP has adopted the following procedures to mitigate any potential conflicts of interests between the Deep Value Funds and the Structured Equity Funds.

- Each of the Deep Value Funds and the Structured Equity Funds has a separate group of professionals who shall devote substantially all of their business time to the investment activities of their respective Funds. The professionals of the Deep Value Funds will be supervised by an investment committee consisting of the principals of both the Structured Equity Funds and the Deep Value Funds.
- Although the Deep Value Funds and the Structured Equity Funds may analyze investment opportunities from different investment perspectives, in limited circumstances the Deep Value Funds may be restricted from considering and may cease considering an investment opportunity within a six month period in which any Structured Equity Fund has signed a confidentiality agreement with respect to that investment opportunity. Conversely, in certain circumstances the Structured Equity Funds may not consider and may cease considering an investment opportunity within a six month period in which a Deep Value Funds have signed a confidentiality agreement with respect to that investment opportunity.
- A Deep Value Fund will not purchase securities within six months of such securities having been offered to a Structured Equity Fund and that the Structured Equity Fund has declined to purchase and vice versa.

Conflicts of Interest Among the Deep Value Funds

LLCP and its affiliates have invested in, and are managing, the Deep Value Funds. Conflicts of interest situations may arise as a result of such multiple roles. LLCP believes that the investment policies, fee arrangements and other circumstances of each of the Deep Value Funds have been structured such that situations in which the Firm and its affiliates have an economic incentive to make a decision that favors one Deep Value Fund over the other Deep Value Funds have been minimized. However situations could arise whereby the Firm or its affiliates have an economic incentive to make a decision that favors one Deep Value Fund above the other Deep Value Funds.

Principal and Cross Transactions

Principal transactions generally include transactions in which an investment adviser directly, or through an affiliate, is acting as principal for its own account and buys

securities from, or sells them to, an advisory client. To the extent that the Firm engages in principal transactions, it will do so in accordance with Section 206(3) of the Advisers Act.

Agency cross transactions generally involve sales between clients and/or certain subsidiaries of clients. The clients of the Firm, including the Funds, Alternative Investment Vehicles, Co-Investment Vehicles and Underlying Vehicles, may buy securities from, or sell securities to, each other or to certain subsidiaries of a client. These transactions may present a conflict of interest to the Firm as it will need to act in the best interests of the clients on both sides of the transaction. These potential conflicts of interest may be more prevalent, for example, if the cross transaction involves highly illiquid or privately placed securities as, in such cases, the Firm may have difficulty obtaining an accurate valuation for such securities. To the extent that the Firm engages in such cross transactions, the Firm will not be compensated in connection with the underlying purchase or sale of the security.

D. Recommendation of Other Investment Advisors

The Firm does not recommend or select other investment advisers for its clients.

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

A. Code of Ethics

LLCP has adopted a Code of Ethics (“**Code**”) pursuant to Rule 204A-1 under the Advisers Act which imposes ethical standards and duties on the principals, partners, directors, employees and other persons subject to LLCP’s control and supervision (collectively referred to herein as “**Supervised Persons**”). The Code is grounded on the principle that LLCP and Supervised Persons owe a fiduciary duty to LLCP’s clients and that the interests of the Funds must always be placed above the business, financial and personal interests of LLCP and any Supervised Persons.

The Code sets forth standards of conduct expected of the Firm’s personnel and it requires the Firm’s personnel to comply with applicable federal securities laws. All employees are expected to be familiar with the Code and adhere to its provisions. LLCP may address violations of the Code by imposing sanctions it deems appropriate including, but not limited to, penalties, the disgorgement of trading gains and termination of employment. The Code also requires any employee of the Firm to report potential violations of the Code promptly to the CCO. The Firm provides each employee with a copy of the Code and any amendments thereto, and employees are required to provide a written acknowledgement that they have received the Code, as amended from time to time. The Firm keeps records of reports and other information that access persons are required to provide under the Code.

The Code addresses conflicts that could arise from personal securities trading by the Firm’s “access persons” – i.e., the officers, directors and employees of the Firm:

- who have access to nonpublic information regarding any client’s purchase or sale of securities, or nonpublic information regarding the portfolio holdings of any Fund, or
- who are involved in making securities recommendations to clients or have access to such recommendations that are nonpublic.

The Code imposes trading restrictions upon the Firm’s Access Persons and uses three main features to protect the Funds. First, it prohibits certain activities by Supervised Persons that involve the potential for conflicts of interest.

Second, in order to avoid conflicts of interest between personal securities transactions and investment transactions that LLCP is considering or making on behalf of any Fund, the Code prohibits or restricts certain kinds of trading by Access Persons. Generally, and subject to specific exceptions, the principals and other Access Persons are prohibited from purchasing, selling or holding in any account in which they have a beneficial interest, any Firm specific securities or derivative thereof, including any security held by the Funds, any security subject to a Firm-wide restriction or that is the subject of LLCP’s investment decision making process, and securities sold in initial public offerings and private placements in which a Fund is participating.

Third, the Code requires all Supervised Persons to pre-clear all securities trades with LLC's compliance department, and to make timely filings of quarterly reports of transactions and annual reports of securities holdings so that they may be checked for compliance with the Code.

The Code is administered and enforced by LLC's Compliance Officer. In rare instances, the Compliance Officer may grant requests for relief from those Code provisions not mandated by the Securities and Exchange Commission.

LLC will provide copies of its Code to the Funds, investors in the Funds and other prospective clients upon request, at no charge.

B. Purchases and Sales of Securities in which the Firm has Material Financial Interest

Although the Firm's principals, employees and officers may buy and sell securities for their own account or the account of others, they may not, without the written consent of the Firm's Advisory Committee, buy securities from or sell securities to the Funds.

As discussed in **Item 5.C** and **Item 10.C**, the Firm, a Fund's general partner or their respective employees may receive Transaction and Monitoring Fees in connection with the making of a portfolio company investment and may retain a portion of those fees. As a result, the Firm, the general partner and/or such employees may be considered to have a material financial interest in the consummation of the portfolio company investment.

C. Purchases and Sales of Securities by Clients and the Firm and/or its Affiliates

As discussed above, without the written consent of the Firm, the principals and other Access Persons are prohibited from purchasing, selling or holding in any account in which they have a beneficial interest, any security held by the Funds. Any sales of securities acquired by a principal or other Access Person in accordance with the prior sentence are subject to pre-clearance.

D. Purchases and Sales of Securities by Clients and the Firm and/or its Affiliates at the Same Time

See **Item 11.C**.

Item 12. Brokerage Practices

A. Brokerage

LLCP's objective in selecting brokers and dealers and in effecting the purchase and sale of securities is to obtain the best combination of price and execution on transactions effected for each Fund. The best net price, giving effect to brokerage commissions, spreads and other costs, is normally an important factor in this decision, but a number of other judgmental factors will be considered as they are deemed relevant. These factors include but are not limited to LLCP's knowledge of negotiated commission rates and spreads currently available; the nature of the security or instrument being traded; the size and type of the transaction; the nature and character of the markets for the security or instrument to be purchased or sold; the desired timing of the trade; the activity existing and expected in the market for the particular security or instrument; confidentiality; the execution, clearance, and settlement capabilities as well as the reputation and perceived soundness of the broker or dealer selected and other brokers or dealers considered; LLCP's knowledge of actual or apparent operational problems of any broker or dealer; the broker's or dealer's execution services rendered on a continuing basis and in other transactions; the reasonableness of spreads or commissions; and the research services and products furnished by the broker or dealer, if any.

In seeking to obtain best execution, LLCP generally will not seek in advance competitive bidding for the most favorable commission rate or spread applicable to any particular portfolio transaction or to select any broker or dealer on the basis of its purported or "posted" commission rate. LLCP will endeavor to be aware of the current level of the charges of eligible brokers or dealers and to minimize the expense incurred for effecting portfolio transactions to the extent consistent with the interests and policies of its accounts. Although LLCP generally seeks competitive commission rates and dealer spreads, it will not necessarily pay the lowest commission or commission equivalent. Transactions may involve specialized services on the part of the broker or dealer involved and would thereby entail higher commissions or their equivalents than would be the case with other transactions requiring more routine services.

Transactions in publicly traded securities are to be executed only with brokers on the approved broker list (the "**Approved List**"). The Compliance Officer will review the request and supporting documents to determine whether a new broker meets the necessary criteria to be added to the Approved List. The Approved List is reviewed semi-annually by the portfolio managers, traders and research analysts to evaluate the services provided by each broker utilized by the Firm. Each counterparty is evaluated/reviewed with consideration given to certain factors, including but not limited to, execution capabilities, research and related services, the value of services provided and financial stability.

Research and Other Soft Dollar Benefits. LLCP has not entered into any soft dollar arrangements. However, consistent with obtaining best execution, brokerage commissions (including dealer spreads paid on certain securities transactions in accordance with SEC interpretations) on each Fund's portfolio transactions may be

directed by LLCPP to a broker or dealer in recognition of research services furnished by the broker or dealer or a designated third party, as well as for services rendered in the execution of orders by such broker or dealer. LLCPP may maintain an internal allocation procedure to identify those broker dealers who have provided it with research services and may endeavor to place sufficient transactions with them to ensure the continued receipt of research services LLCPP believes are useful to each Fund. LLCPP does not attempt to put a specific dollar value on the services rendered or to allocate the relative costs or benefits of those services among clients, believing that the research received is, in the aggregate, of assistance to LLCPP in fulfilling its overall duty to its clients. However, each and every research service may not be used to service each and every account managed by LLCPP and LLCPP may use research services to service accounts that did not pay commissions to the broker dealers providing such research services. Moreover, LLCPP may benefit from these services, as it may not have to pay for such research services and products out of its own resources.

Certain brokers also provide investment banking services to LLCPP. The provision of such services is not taken into account in allocating client brokerage to such firm.

The receipt of investment research and information and related services permits LLCPP to supplement its own research and analysis and makes available to LLCPP the views and information of individuals and research staffs of other firms. The views and information include written materials on certain companies, industries, areas of the economy or market factors and other areas which might affect the economy or securities prices. Research services may also include statistical information, accounting and tax law interpretations, political developments, legal developments affecting portfolio securities, technical market actions, pricing and appraisal services, credit risk measurement and performance analysis, analysis of corporation responsibility issues, portfolio strategy, analytic computer software and account performance services. They may also include advice from broker dealers as to the value of securities, availability of securities, availability of buyers and availability of sellers. In addition, they include recommendations as to purchase and sale of individual securities and timing of transactions.

These research services may be received through on-line information services provided by the broker dealers or a designated third party. Due to the receipt of various research materials through on-line services, products may include computer hardware and software in connection with gaining access to the information and may be considered a mixed-use item, having both research and non-research functions. When the products or services received are used for both research and other purposes, a good faith allocation is made between the research and non-research functions. The non-research portion will be paid in cash by LLCPP, while the portion attributable to research will be paid through brokerage commissions. Broker dealers selected by LLCPP may be paid commissions for effecting transactions for a Fund in excess of the amounts other brokers or dealers would have charged for effecting these transactions if LLCPP determines in good faith that such amounts are reasonable in relation to the value of the brokerage and/or research services provided by those brokers or dealers, viewed either in terms of a particular transaction or LLCPP's overall duty to its discretionary accounts.

Brokerage for Client Referrals. The Firm does not consider client referrals in selecting or recommending broker-dealers.

Directed Brokerage. As a general matter, the Firm does not enter into direct brokerage arrangements and the Firm does not anticipate that any of its clients will request directed brokerage arrangements.

B. Trade Aggregation

The Firm makes investments on behalf of each Fund in accordance with the stated investment objectives for the Fund. Purchases of securities are generally made with respect to each Fund individually. At times, however, the Firm may purchase the same security in an aggregate amount, for allocation to one or more Funds, based upon their relative levels of liquidity and subject to certain minimums for investment.

If the Firm is not able to purchase the entire allotment required to satisfy the orders on behalf of all Funds for which it wished to allocate securities, the Firm will allocate such security pro rata based on available commitments of each Fund, unless the Firm determines another method of allocation is more equitable under the circumstances.

The Firm recognizes that it must allocate securities among its clients in a fair and equitable manner, depending on the facts and circumstances of each situation. The Firm recognizes that the principles set forth above are fair and equitable as a general matter, but may not be so in every instance. Any deviation from the allocation procedures set forth above shall be approved by the Compliance Officer, appropriately documented and retained as part of the Firm's records. In all instances, however, the Firm shall determine and effect the allocation beforehand or promptly after the transaction.

Item 13. Review of Accounts

A. Account Review

LLCP considers the active and ongoing investment monitoring of its portfolio companies to be an essential element in its investment process. Once a week the Firm holds a meeting of all investment professionals to review the performance of its portfolio companies and investments against projected benchmarks. Moreover, LLCP closely monitors the operations and results of its portfolio companies and investments and receives and analyzes material information relating to the portfolio companies on an ongoing basis. LLCP analyzes each portfolio company's critical success factors which are drivers of equity value creation. LLCP has established these procedures to better respond to growth opportunities and to anticipate financial difficulties or additional capital requirements of its portfolio companies.

The reviews are conducted by the Investment Committee which consists of each of the principals of the Firm. The members of the Committee are assigned to all accounts and perform reviews on a weekly basis and as needed.

B. Factors that Trigger an Account Review

Not applicable.

C. Account Statements

Investors in the Funds receive quarterly unaudited financial statements within 60 days of quarter end and an audited annual report (including audited financial statements) within 90 days of fiscal year end. Moreover, investors in the Funds may receive certain additional information upon request, as set forth in the applicable Fund's limited partnership agreement.

Item 14. Client Referrals and Other Compensation

A. Benefits from Others for Providing Investment Advice

The Firm does not receive any economic benefits from non-clients for providing investment advice or other advisory services to the Funds.

B. Client Referrals

The Firm generally does not directly or indirectly compensate any person for client referrals, however, the Firm may pay certain of the Fund's placement agents for investor referrals, such as a percentage sales charge (based upon the amount invested in a Fund) or a percentage of the management fee and/or carried interest generated by an investor's investment in a Fund.

Item 15. Custody

The Firm is considered to have custody of certain of the assets of the Funds. The Deep Value I Funds currently utilize Union Bank, N.A., Deutsche Bank AG, Scotiabank and State Street Bank and Trust Company as qualified custodians. The Deep Value II Funds currently utilize Citibank as a qualified custodian.

To the extent required by law, certificated investment securities are held by a qualified custodian on behalf of an applicable Fund. The Firm does not use the qualified custodian to send quarterly account statements directly to the investors in the Funds. The Firm does require each Fund to distribute their annual audited financial statements to their investors within 90 days of the Fund's fiscal year-end.

Item 16. Investment Discretion

LLCP has discretionary authority to manage securities accounts on behalf of each Fund, subject to the investment objectives, strategies and policies set forth in the applicable Fund's limited partnership agreement.

Item 17. Voting Client Securities

A. Proxy Voting Authority

The Firm has authority to vote proxies on behalf of its clients and, in accordance with Rule 206(4)-6 of the Advisers Act, has adopted Proxy Voting Policies and Procedures to address how LLCP will vote proxies on behalf of each Fund. The policy is designed to ensure that proxies are voted to achieve maximum value in the best interest of each Fund and its investors, including when there may be material conflicts in voting proxies.

The principals of the Firm will have the responsibility of reviewing, evaluating and voting proxies received by the Firm on behalf of the Funds. The Firm will use reasonable efforts to acquire information sufficient to allow for an informed and timely vote. For each proxy proposal received, the Firm will analyze the issues connected with that proxy, determine the probable impact on corporate operations and vote the proxy in what it views to be in the best interests of its clients. In accordance with Rule 204-2, the Firm will document the basis for its voting decisions.

The Firm may choose not to vote proxies in certain situations or for certain clients, such as (i) where the Firm deems the cost of voting would exceed any anticipated benefit to the client, or (ii) where a proxy is received by the Firm for a security it no longer manages on behalf of a client.

Material Conflicts of Interest. The Firm may occasionally be subject to material conflicts of interest in the voting of proxies due to business or personal relationships it maintains with persons having an interest in the outcome of certain votes. The Firm and/or its employees may also occasionally have business or personal relationships with the proponents of proxy proposals, participants in proxy contests, corporate directors and officers, or candidates for directorships.

If at anytime, the Firm becomes aware of a material conflict of interest relating to a particular proxy proposal, the Firm will handle the proposal by requiring the proposal to be reviewed by a proxy voting committee (the “**Proxy Voting Committee**”) consisting of qualified employees and other affiliated persons with no real or apparent conflict of interest in casting a vote. The Proxy Voting Committee will determine how to vote the proxy in a manner consistent with the clients’ best interest and document its determination (including its consideration of the conflict of interest). This documentation shall be maintained in the Firm’s books and records.

A client may obtain a copy of LLCP’s proxy voting policies and procedures and information about how LLCP voted proxies by calling LLCP at (310) 275-5335, by directing requests in writing to its place of business, 335 N. Maple Drive, Suite 240, Beverly Hills, CA, 90266, Attn: Compliance Officer, or by emailing requests to info@llcp.com.

B. Limits on Proxy Voting Authority

Not applicable

Item 18. Financial Information

A. Prepayment of Fees

As noted in Item 5.D above, all management fees are payable semi-annually in advance. The Firm's unaudited draft balance sheet is included as Appendix A to this brochure. Upon completion of the 2012 fiscal year audit Appendix A will be updated to include the audited balance sheet of the Firm.

B. Financial Impairment

The Firm is not aware of any financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients.

B. Bankruptcy Petition

The Firm has not been the subject of a bankruptcy petition at any time during the past ten years.

Item 19. Requirements for State-Registered Advisers

Not applicable.

Appendix A

Levine Leichtman Capital Partners, Inc. Balance Sheet December 31, 2012

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<u>Assets</u>	
<u>Current assets</u>	
Cash	\$ 212,513
Receivables - other	1,100,891
Total current assets	<u>1,313,403</u>
<u>Fixed assets</u>	
Furniture & fixtures	2,250,791
Office equipment	779,635
Airplane	19,483,855
Vehicles	262,412
Leasehold improvements	2,157,671
	<u>24,934,365</u>
Less: Accumulated depreciation	(16,275,089)
Total fixed assets, net	<u>8,659,276</u>
<u>Other assets</u>	
Deposit	365,600
Fund investments	7,619,842
Other Assets	143,829
Total other assets	<u>8,129,270</u>
Total assets	<u>\$ 18,101,950</u>
<u>Liabilities and stockholder's equity</u>	
<u>Current liabilities</u>	
Accounts payable	\$ 338,092
Retirement contributions payable	132,369
Current portion of notes payable - aircraft	180,420
Current portion of rent credit/rebate	154,331
Due to affiliate	750,000
	<u>1,555,212</u>
<u>Long-term liabilities</u>	
Long-term portion of notes payable - aircraft	12,048,495
Rent credit/rebate	115,749.0
Total current liabilities	<u>13,719,456</u>
<u>Stockholders' Equity</u>	
Common stock, no par, 25,000 shares authorized, 1,000 issued and outstanding	1,000
Additional paid-in capital	661,412
Retained earnings	3,720,082
Total stockholder's equity	<u>4,382,494</u>
Total liabilities and stockholder's equity	<u>\$ 18,101,950</u>