

Baird Capital Partners Asia Management I Limited Partnership

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This brochure provides information about the qualifications and business practices of Baird Capital Partners Asia Management I Limited Partnership. If you have any questions about the contents of this brochure, please contact us at (414) 765-3500. 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.

Baird Capital Partners Asia Management I Limited Partnership is an investment adviser registered with the SEC under the Investment Advisers Act of 1940, as amended. Such registration does not imply a certain level of skill or training. Additional information about Baird Capital Partners Asia Management I Limited Partnership also is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2. Material Changes

Baird Capital Partners Asia Management Company I Limited Partnership

This Form ADV Part 2A has been revised since the version dated February 28, 2013 to update the amount of discretionary assets under management reflected in the section titled “Advisory Business.”

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I. Advisory Business

Baird Capital Partners Asia Management I Limited Partnership ("Baird Asia I"), the registered investment adviser, is a Cayman Islands exempted limited partnership. Baird Asia I was formed to provide "investment supervisory services" to its clients, which are expected to consist of private investment-related funds, including Baird Capital Partners Asia I Limited Partnership, Baird Capital Partners Asia I (Cayman) Limited Partnership and BCPA I Affiliates Fund Limited Partnership (collectively, the "Partnerships" or the "Funds," and together with any future private investment funds, "Private Investment Funds"). Baird Asia I is also the general partner of the Funds (the "General Partner"), and has the authority to make the investment decisions for the Funds and control the business and affairs of the Funds. The General Partner was formed by China Growth Equity, the China-focused growth equity investment group of Baird Capital ("BC"), the global private equity group of Robert W. Baird & Co. Incorporated ("Baird"). BC was founded in 1989 and is based in Milwaukee, Wisconsin and Chicago, Illinois. Baird is the principal owner of Baird Asia I. Baird Financial Corporation owns 100% of Baird, Baird Holding Company owns 100% of Baird Financial Corporation and Baird Financial Group, Inc. owns 100% of BHC.

The Funds and any other Private Investment Funds that may be formed by the General Partner (or its affiliates) at a later date or that may otherwise become clients of the General Partner are expected to invest through negotiated transactions in operating entities. The General Partner's investment advisory services to each Fund consist of identifying and evaluating investment opportunities, negotiating investments, managing and monitoring investments and achieving dispositions for such investments. As the General Partner provides advisory services to the Funds, the General Partner does not tailor its advisory services to the needs of individual investors nor does it permit individual investors to impose restrictions on investing in certain securities or types of securities. As of December 31, 2012, Baird Asia I managed \$66.4 million on a discretionary basis and no assets on a non-discretionary basis.

II. Fees and Compensation

With respect to each Fund the General Partner will receive an annual management fee and a carried interest. The annual management fee ("Management Fee") is 2.5% of aggregate commitments payable quarterly in advance (subject to potential reductions due to waivers and offsets under certain circumstances) and commences from the Fund's effective date, as defined in each Fund's Limited Partnership Agreement (the "Effective Date") (regardless of when an investor was actually admitted). Beginning the earlier of (i) six years after the Effective Date, or (ii) following certain events (as more fully described in each Fund's partnership agreement (the "Partnership Agreement")), the Management Fee shall be reduced to 2.5% of aggregate funded commitments less distributions of such capital and any write-offs of portfolio investments; provided that distributions with respect to a portfolio company shall be treated as a return of capital only to the extent the fair market value of the Fund's interest in such portfolio company at the time of such distribution is less than the Fund's aggregate investment contributions made with respect to such portfolio company. The Management Fee generally will be payable until all portfolio investments are distributed or until the General Partner's relationship with the Fund is terminated for other reasons (as described in the Partnership Agreement). In addition, after the General Partner has achieved an 8% preferred return, the General Partner will receive a carried interest or performance fee from investors in the Fund equal to 20% of all realized profits (as more fully described in the Partnership Agreement). The Funds and other private investment funds invest on a long-term basis. Accordingly, investment advisory and other fees are paid during the term of each Fund and investors generally are not permitted to withdraw or redeem interests in the Fund. If the investor has specified an account at Baird, after the General Partner gives notice to the investor, Baird will deduct the Management Fee from the investors account. If the investor does not have an account at Baird, the General Partner will notify the investor as to when the Management Fee is payable. The General Partner has not negotiated a fee arrangement other than as described herein with any other investor.

The Funds will reimburse the General Partner up to \$1.25 million of the expenses incurred in connection with its organization and funding, including legal, travel, accounting, filing, capital raising and other organizational expenses. Organizational Expenses in excess of this amount, if any, as well as the fees of the placement agent will be borne by the General Partner. The General Partner will pay all of its ordinary administrative and overhead expenses incurred in connection with managing, originating and monitoring investments, including compensation of employees' rent, utilities and similar expenses. In addition to the Management Fee, the Funds will pay all other partnership expenses that are not reimbursed by portfolio companies, including legal, auditing, consulting, financing, accounting, administration and custodian fees and expenses; fees and expenses incurred in connection with the maintenance of a registered agent or principal office in the Cayman Islands; expenses associated with the Funds' financial statements and tax returns; out-of-pocket expenses incurred in connection with transactions not consummated; its pro rata share of the fees and expenses of the Strategic Advisory Board; its pro rata share of the expenses of the LP Committee; expenses of the annual meetings of the Limited Partners; insurance; other expenses associated with the acquisition, holding and disposition of its Investments, including extraordinary expenses (such as litigation, if any); any taxes, fees or other governmental charges levied against the Funds; and all liquidation costs, fees and expenses incurred by or on behalf of the Funds in connection with liquidating the Funds at the end of its life. The Funds will be permitted to purchase services from and otherwise engage in transactions with Baird and individuals who are officers or directors of Baird, provided that, in the case of such a purchase of services, the General Partner must determine that the terms are fair and reasonable to the Funds, and in the case of such a transaction, such transaction will

be on terms no less favorable to the Funds than generally would be afforded to unrelated third parties in comparable transactions. From time to time, the General Partner may enter into solicitation arrangements pursuant to which it compensates persons, including Principals and employees of Baird or its affiliates, for client referrals that result in the provision of investment advisory services by the General Partner. This payment may give Baird and employees of Baird an incentive to recommend an investment in the Fund based on compensation received, rather than on an investor's needs. To address this potential conflict, the Baird employee who recommended the investment in the Fund must make the determination that the investment in the Fund was suitable for that investor. If the investor's investment in the Fund is held in a Baird fee-based account, the investor may not be charged an asset based fee on the value of the investor's BCP V holdings.

III. Performance-Based Fees

The General Partner will receive a carried interest or performance fee from investors in the Fund equal to 20% of all realized profits after achieving an 8% preferred return (as more fully described in the Partnership Agreement). The fact that the General Partner's carried interest is based on a percentage of net profits may create an incentive for the General Partner to cause the Fund to make riskier or more speculative investments than otherwise would be the case. The significant investment of the members of the investment team (the "Principals") in the Fund, as well as the Principals' interest in the carried interest, operate to align, to some extent, the interest of the Principals with the interest of the investors, although the Principals have economic interests in such other investment funds and investments as well and receive management fees and carried interests relating to these interests.

IV. Types of Clients

The General Partner provides investment advice to Private Investment Funds, including the Funds. Private Investment Funds are investment partnerships or other investment entities formed under domestic or foreign laws and operated as exempt investment pools under the Investment Company Act of 1940, as amended (the "Investment Company Act"). The investors participating in Private Investment Funds may include individuals, banks or thrift institutions, other investment entities, pension and profit-sharing plans, trusts, estates or charitable organizations or other corporations or business entities and may include, directly or indirectly, Principals or other employees of the General Partner and its affiliates. Excluding BCPA I Affiliates Fund Limited Partnership, the minimum commitment of an investor who is an individual is \$250,000 and the minimum commitment of an institutional investor is \$1 million, although individual commitments of lesser amounts may have been accepted at the discretion of the General Partner.

V. Methods of Analysis, Investment Strategies and Risk of Loss

The Fund's investment portfolio will consist primarily of securities issued by privately held companies, and operating results in a specified period will be difficult to predict. Such investments involve a high degree of business and financial risk that can result in substantial losses that clients should be prepared to bear.

The General Partner will provide day-to-day investment advisory services to each Fund. The investment strategy of the General Partner is to seek to increase the value of, and to find desirable exit opportunities for, the investments in the Fund. The General Partner seeks to provide returns to investors by (i) using their networks to source attractive businesses, (ii) performing detailed deal evaluation and due diligence to select, structure and appropriately price investments, and (iii) actively managing the Fund's investments in conjunction with portfolio company management. Accordingly, the General Partner's investment methodology includes deal flow, detailed due diligence and active portfolio management. The General Partner uses a deal origination model that leverages both the Baird network for proprietary opportunities and market intelligence provided through China Growth Equity's advisory boards, other BC funds and Baird's investment banking, equity research and private wealth management groups. The General Partner will continue to develop relationships with established networks of founders and entrepreneurs, executives, co-investors, consultants, attorneys, investment bankers and government/regulatory officials to serve as sources of deal flow. The General Partner will perform detailed due diligence activities for identified investment opportunities, encompassing, as appropriate, the market, products, competition, management, intellectual property, deal structure, valuation, financial projections and return expectations. The General Partner will be actively involved with the Fund's portfolio companies, providing on-going strategic direction and operational support.

An investor should be aware of certain risk factors, which include, but are not limited to, the risks described below and those described in the Private Placement Memorandum.

The success of the Funds is highly dependent on the financial and managerial expertise of the General Partner and Baird Capital Partners Asia Advisors I (HK) Limited (the "Investment Advisor") and Baird Asia Advisors Limited (the "Investment Sub-Advisor") and their expertise in the relevant markets. The loss of one or more key individuals of the General Partner, the Investment Advisor and the Investment Sub-Advisor could have a material adverse effect on the performance of the Funds.

Although the General Partner, the Investment Advisor, and the Investment Sub-Advisor may commit such amount of their business efforts to the Funds as they deem appropriate to manage the Funds, they are not required to devote all their time to the affairs of the Funds and may advise and manage other investments and investment funds, including, possibly, newly created investment funds.

The business of identifying and structuring private equity transactions is highly competitive, and involves a high degree of uncertainty. It is possible that the Funds will never be fully invested. However, Limited Partners will be required to pay annual Management Fees during the Investment Period based on the entire amount of their Commitments.

Investors thus must depend solely upon the ability of the General Partner and the Investment Advisor with respect to making, monitoring, and disposing of Partnership investments. In addition, there exists broad discretion to expand, revise, or contract the Funds' business without the consent of the Limited Partners. An investment in the Funds should be regarded as a passive investment. Any decision to engage in a new investment could result in the exposure of the Partnership Assets to additional risks that may be substantial. While the use of leverage presents opportunities for increasing the Funds' total return, it has the effect of potentially increasing loss as well. If income and appreciation of the Funds or of such Portfolio Companies, as the case may be, are less than the required interest payments on the borrowing, the value of the Funds or of such Portfolio Companies may decrease or, in extreme cases, the lender could seize the Partnership Assets or the assets of such Portfolio Companies and the Funds could suffer a total loss of its investment.

Investments made by the Funds will generally be illiquid. The liquidity of all investments of the Funds will be dependent upon the success of the realization strategy proposed for each investment that could be adversely affected by a variety of risk factors.

The Funds' investments will be concentrated in companies with substantial operations and growth opportunities in China, thereby increasing the risk and vulnerability of the Funds' investments that may, therefore, be impacted substantially by general economic and political developments in that region, as compared to a larger and more diversified global portfolio. The Funds may make portfolio investments in countries where generally accepted accounting standards and practice differ significantly from each other. The evaluation of potential investments and the ability to perform due diligence may be affected. The financial information appearing on the financial statements of a company located in certain of the countries may not reflect its financial position or results of operations in the way they would be reflected if the financial statements had been prepared in accordance with, for example, U.S. generally accepted accounting principles.

VI. Disciplinary Information

There are no legal or disciplinary events that are material to an investor's evaluation of the Fund or the integrity of the General Partner.

VII. Other Financial Industry Activities and Affiliations

Baird, a Wisconsin corporation and an entity related to the General Partner by virtue of Baird's control of the General Partner, acts as a registered investment advisor to various clients, including individuals, institutions and a registered investment company. Baird is also registered as a broker/dealer. Certain clients of Baird may be solicited to invest in the Funds. As a result of Baird's ownership of the General Partner and the other powers granted to Baird in the General Partner's partnership agreement, Baird can influence certain decisions made by the General Partner, including, potentially, decisions regarding transactions undertaken by portfolio companies of the Funds. In addition, Baird may provide certain services to the Funds, including accounting and brokerage. Under the terms of each Fund's Partnership Agreement, Baird may charge the Fund for these services; provided that the General Partner believes in good faith that Baird can provide such services at no greater cost than would be the case if unaffiliated third parties were to provide such services. Baird, Baird Asia Limited and their affiliates may also provide certain services, such as underwriting or private placement of securities, merger and acquisition advice, strategic alliance advice, other financial advisory services or consulting services in connection with the evaluation, development and implementation of appropriate sourcing, manufacturing and/or distribution strategies in China, to portfolio companies, in which case any fees received by Baird from the portfolio company will not be shared with the Funds; provided that the General Partner believes in good faith that Baird can provide such services at a reasonable cost as it relates to the value provided to such portfolio company. Baird has a Conflicts of Interest policy that covers each of the general partners of the private equity funds that are registered investment advisers. This policy also covers Baird and its affiliated entities with respect to the dealings with (i) the various limited partnerships of the general partner and (ii) various companies in which the Funds own an interest. In addition, these policies cover Baird associates with respect to their investments in private securities.

The General Partner formed BCPA I Affiliates Fund Limited Partnership to allow qualified employees to co-invest alongside the other Funds. Other general partners of private equity funds that are registered investment advisers and controlled by Baird include the following: Baird Capital Partners Management Company III, LLC, a Delaware limited liability company and an entity related to the General Partner by virtue of common ownership and control, is the general partner of Baird Capital Partners III Limited Partnership, BCP III Special Affiliates Limited Partnership and BCP III Affiliates Fund Limited Partnership, all of which invest in late-stage growth and change of control private equity opportunities. Baird Capital Partners Management Company IV, LLC, a Delaware limited liability company and an entity related to the General Partner by virtue of common ownership and control, is the general partner of Baird Capital Partners IV Limited Partnership, BCP IV Special Affiliates Limited Partnership and BCP IV Affiliates Fund Limited Partnership, all of which invest in late-stage growth and change of control private equity opportunities. Baird Capital Partners Management Company V, LLC, a Delaware limited liability company and an entity related to the General Partner by virtue of common ownership and control, is the general partner of Baird Capital Partners V Limited Partnership, BCP V Special Affiliates Limited Partnership and BCP V Affiliates

Fund Limited Partnership, all of which invest in late-stage growth and change of control private equity opportunities. Baird Venture Partners Management Company I, LLC, a Delaware limited liability company and an entity related to the General Partner by virtue of common ownership and control, is the general partner of Baird Venture Partners I Limited Partnership, BVP I Affiliates Fund Limited Partnership, and Baird Venture Partners I (B) Limited Partnership, all of which invest in early to growth-stage venture capital opportunities. Baird Venture Partners Management Company III, LLC, a Delaware limited liability company and an entity related to the General Partner by virtue of common ownership and control, is the general partner of Baird Venture Partners III Limited Partnership, BVP III Special Affiliates Limited Partnership and BVP III Affiliates Fund Limited Partnership, all of which invest in early to growth-stage venture capital opportunities. Baird Asia Partners Management Company I, LLC, a Delaware company and an entity related to the General Partner by virtue of common ownership and control, is the general partner of Baird Asia Partners I, L.P., which invests in late-stage growth and change of control private equity opportunities.

The Principals may spend a portion of their business time and attention pursuing investment opportunities that do not fall within the investment objectives of the Fund for other investment funds and other than on behalf of the Fund. The Principals and the General Partner's investment staff will continue to manage and monitor such investment funds and investments, although the Principals expect that the time required to do so will be less than will be spent on Fund matters. The significant investment of the Principals in the Fund, as well as the Principals' interest in the carried interest, operate to align, to some extent, the interest of the Principals with the interest of the Partners, although the Principals have economic interests in such other investment funds and investments as well and receive management fees and carried interests relating to these interests.

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

The General Partner follows a code of ethics (the "Code") for standards of business conduct and personal securities transactions. The Code restricts, among other things, the direct purchase and sale by employees for their own accounts of securities that have been or are in the process of being purchased or sold for client accounts within certain limits. The Code also addresses the approval of associate accounts, trading policy, outside brokerage accounts, reporting of securities and transactions, inside information, outside business activities, political contributions, and gifts and entertainment. Personal securities transactions by employees who manage client accounts are required to be conducted in a manner that assures that the interests of the clients take precedence. All personal securities transactions must be conducted in a manner as to avoid any actual or potential conflict of interest or any abuse of an individual's position of trust and responsibility. If you would like a copy of the Code, please contact Scott Skie at (312) 609-4664 and it will be provided to you at no charge.

Principals and employees of the General Partner and its affiliates may directly or indirectly own an interest in Private Investment Funds including the Fund. In addition, the General Partner may recommend the purchase or sale of securities for client accounts in which one or more of its members, officers, directors, employees (and members of their families) or affiliates ("affiliated persons"), directly or indirectly, have a position or interest, or which an affiliated person buys or sells for himself or herself. Such transactions also may include trading in securities in a manner that differs from or is inconsistent with the advice given to the clients of the General Partner or the Funds. The significant investment of the Principals in the Fund and the Principals' interest in the carried interest, operate to align, to some extent, the interest of the Principals with the interest of the investors, although the Principals have economic interests in other investment funds and investments as well and receive management fees and carried interests relating to those interests.

Baird, as a broker/dealer, investment banker and investment adviser, continually engages in various securities transactions and trading activities, which could create a conflict of interest with clients. Baird may warehouse transactions for the Funds as more fully described in the Partnership Agreement. Also, each of Baird's investment advisory departments has internal procedures in place to ensure that Baird will not act in a principal capacity for any transaction in a client's account absent appropriate prior client approval of the transaction. Accordingly, when acting as an investment adviser, Baird generally acts only in an agent capacity in transactions effected for client accounts. The advisory agreements entered into by clients for the respective Baird investment advisory departments, where applicable, disclose the possibility of Baird's role in potential transactions and the possible conflicts. Each customer confirmation discloses the capacity in which Baird served in the transaction and whether Baird is a market maker in the issue.

IX. Brokerage Practices

The General Partner may distribute securities to investors in the Fund or sell such securities including through using a broker-dealer if a public trading market exists. The General Partner may also sell securities in the Fund through privately negotiated transactions with or without the use of brokers or dealers.

If the General Partner trades publicly traded securities for a Fund, it is responsible for directing orders to broker-dealers to effect securities transactions for accounts managed by the General Partner. The General Partner selects brokers on the basis of best price and execution capability. In selecting a broker to execute client transactions, the General Partner may consider a variety of factors, including: (i) prompt execution of orders, (ii) the reliability, integrity, financial condition and execution capability of the firm being

considered for effecting transactions in light of the size and difficulty of executing the order, (iii) the price and (iv) the capabilities of firms to supply research services.

The General Partner has no duty or obligation to seek in advance competitive bidding for the most favorable commission rate applicable to any particular client transaction or to select any broker on the basis of its purported or "posted" commission rate, but will endeavor to be aware of the current level of the charges of eligible brokers and to minimize the expenses incurred for effecting client transaction to the extent consistent with the interests and policies of the accounts. Although the General Partner generally seeks competitive commission rates, it will not necessarily pay the lowest commission or commission equivalent. Transactions may involve specialized services on the part of the broker involved and thereby entail higher commissions or their equivalents than would be the case with other transactions requiring more routine services. In addition, the General Partner may use the brokerage services of an affiliate as long as the terms of the arrangement are no less favorable than would be provided by an unaffiliated third party.

Consistent with obtaining best execution, brokerage commissions on client transactions may be directed to brokers in recognition of research furnished by them. Such research services include economic research, market strategy research, industry research, company research, fixed income data services, research services, and portfolio performance analysis. As a general matter, research provided by these brokers may be used to service all of the General Partner's clients. However, each and every research service may not be used for the benefit of each and every account managed by the General Partner, and brokerage commissions paid by one account may apply towards payment for research services that might not be used in the service of that account. Research services may be shared between the General Partner and its affiliates. When client's brokerage commissions are used to obtain research or other products or services, the General Partner receives a benefit because the General Partner does not have to produce or pay for the research, products or services. The General Partner may have an incentive to select or recommend a broker-dealer based on the General Partner's receipt of research or other products or services, rather than on investors' interest in receiving most favorable execution. The General Partner did not acquire any products or services with client brokerage commissions within the last fiscal year.

There is no agreement or formula for the allocation of brokerage business on the basis of research services. The General Partner may, in its discretion, cause the client accounts to pay such brokers a commission for effecting portfolio transactions in excess of the amount of commission another broker adequately qualified to effect such transactions would have charges for effecting such transactions. This may be done where the General Partner has determined in good faith that such commission is reasonable in relation to the value of brokerage and research services received. In reaching such a determination, the General Partner would not be required to place or attempt to place a specified dollar value on the brokerage or research services provided by such broker.

The General Partner will periodically determine which brokers have provided research that has been helpful in the management of client accounts. To the extent consistent with the General Partner's goal to obtain best execution for clients, the General Partner seeks to place a portion of the trades that it directs with the brokers who are identified through this process. The General Partner is able to furnish a continuous investment program to its clients by using information provided by broker-dealers as well as other research. The General Partner considers access to such information to be an important element of investment decision making. Orders for purchase or sale of securities placed first will be executed first, and within a reasonable amount of time of order receipt. To the extent that orders for client accounts are completed independently, the General Partner may also purchase or sell the same securities or instruments for a number of accounts simultaneously. From time to time, the General Partner may, but is not obligated to, purchase or sell securities for several client accounts at approximately the same time. Such orders may be combined or "batched" to facilitate obtaining best execution and/or to reduce brokerage commissions or other costs. Batched transactions are executed in a manner intended to ensure that no participating client of the General Partner is favored over any other client. When an aggregated order is filled in its entirety, each participating client account generally will receive the average price obtained on all such purchases or sales made during such trading day. When an aggregate order is partially filled, the securities purchased or sold will normally be allocated on a pro rata basis to each client account participating in such buy or sell order in accordance with the amount of securities originally requested for such account. Each client account generally will receive the average price obtained on all such purchases or sales made during such trading day. Exceptions to pro rata allocations are permissible provided they are fair and equitable to clients over time.

X. Review of Accounts

Investments of the Fund made by the General Partner generally are long-term in nature and illiquid. Accordingly, the review process is generally not directed toward short-term sell decisions. However, the General Partner closely monitors companies in which its Funds invest and generally will maintain an ongoing oversight position in such companies.

The Fund will provide to its limited partners (i) annual audited and quarterly unaudited financial statements, (ii) annual tax information necessary for each limited partner's tax return, (iii) quarterly information describing each new portfolio company investment or the occurrence of any material event relating to any portfolio company investment.

XI. Client Referrals and Other Compensation

The General Partner and/or its affiliates may provide various management and financial analysis services to companies in the Fund's portfolio and may receive compensation from these companies in connection with such services; provided that, in the case of such services, the General Partner must determine that the terms are fair and reasonable to the Funds, and in the case of such a transaction, such transaction will be on terms no less favorable to the Funds than generally would be afforded to unrelated third parties in comparable transactions. This compensation may, in many cases, offset a portion of the Management Fees paid by the Fund as further described in the Fund's Partnership Agreement. However, in other cases (e.g., provision of certain corporate services to a portfolio company), these fees would be in addition to Management Fees, subject to limitations in the Partnership Agreement.

From time to time, the General Partner may enter into solicitation arrangements pursuant to which it compensated persons, including Principals and employees of Baird or its affiliates, for client referrals that resulted in the provision of investment advisory services by the General Partner. In some cases, with respect to investors that are referred by a solicitor, the Fund will have paid a placement or solicitation fee of up to 2.25% of such investors' commitment to the Fund; however, such fee would have been offset dollar for dollar against the Fund's management fee and, therefore, the fee will have effectively been borne by the General Partner.

XII. Custody

The General Partner maintains custody of each Fund's assets with Baird, a qualified custodian. The limited partner will receive accounts statements from Baird and limited partners should carefully review those statements. Limited partners should also compare the statements received from Baird with the statements received from the General Partner.

XIII. Investment Discretion

As the General Partner provides advisory services to the Funds, the General Partner does not tailor its advisory services to the needs of individual investors nor does it permit individual investors to impose restrictions on investing in certain securities or types of securities. Investors grant discretionary authority to the General Partner to make investments for the Funds. In connection with making a commitment to the Funds, an investor is required to execute a power of attorney granting the General Partner authority to act on the investor's behalf.

XIV. Voting Client Securities

In accordance with SEC requirements, the General Partner has adopted Proxy Voting Policies and Procedures (the "Proxy Policy") to address how the General Partner will vote proxies for each Fund's portfolio investments. The Fund Partnership Agreement grants the General Partner the authority to vote proxies on behalf of the Fund. The Policy seeks to ensure that the General Partner votes proxies (or similar instruments) in the best interest of the Funds, including when there may be material conflicts of interest in voting proxies. The General Partner generally believes its interests are aligned with each Fund's investors through the General Partner's Principals' beneficial ownership interests in the Funds. In the event, however, there is or may be a conflict of interest between the General Partner and the Fund in voting proxies, the General Partner may address the conflict using several alternatives, including by seeking the approval or concurrence of a Fund's advisory board on the proposed proxy vote or through other alternatives set forth in the Proxy Policy. The General Partner does not consider service on portfolio company boards by General Partner personnel or the General Partner's receipt of management or other fees from portfolio companies to create a material conflict of interest in voting proxies with respect to such companies. In addition, the Proxy Policy sets forth certain specific proxy voting guidelines the General Partner follows when voting proxies on behalf of the Fund. If you would like a copy of the Proxy Policy or information regarding how the General Partner has voted proxies on behalf of the Fund, please contact Scott Skie at (312) 609-4664 and it will be provided to you at no charge.

XV. Financial Information

The General Partner's financial condition is such that there is no reasonable likelihood that it will impair the General Partner's contractual commitments to the investor.