

## **FIRM BROCHURE**

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**This brochure provides information about the qualifications and business practices of J.W. Childs Associates, L.P. (“J.W. Childs”). If you have any questions about the contents of this brochure, please contact us at (617) 753-1100 and/or email: [jwcinfo@jwchilds.com](mailto:jwcinfo@jwchilds.com). The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority.**

**Additional information about J.W. Childs also is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).**

**J.W. Childs is registered as an investment adviser with the SEC. SEC registration does not imply a certain level of skill or training.**

## **Item 2. Material Changes**

This brochure is a new document prepared according to the SEC’s new requirements and rules. This brochure is the first brochure J.W. Childs has published. In the future, J.W. Childs will use this Item to discuss material changes that are made to the brochure as part of J.W. Childs’s annual update.

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#### **Item 4. Advisory Business**

J.W. Childs is a limited partnership founded in 1995 and organized under the laws of the Commonwealth of Massachusetts. J.W. Childs is wholly owned by its chairman and chief executive officer, Mr. John W. Childs. J.W. Childs provides discretionary investment advisory services to privately offered funds (the “Funds”). For the purposes of this brochure, a “Client” will refer to a Fund (and not the investors in a Fund).

Each Fund is exempt from registration as an investment company pursuant to Section 3(c)(7) of the Investment Company Act of 1940, as amended (the “1940 Act”). A wholly-owned affiliate of J.W. Childs acts as the general partner of each Fund (collectively, the “General Partners”). Each General Partners has broad discretion under its respective Fund’s confidential private placement memorandum, limited partnership agreement and other governing documents pertaining to such Fund (collectively, the “Governing Documents”) to manage the affairs of the Fund. Pursuant to such discretion, each of the General Partners has engaged J.W. Childs to provide discretionary investment management, administrative and investor relations services.

J.W. Childs’ investment advisory services to the Funds consist of identifying and evaluating investment opportunities, negotiating investments, managing and monitoring investments and achieving disposition for such investments. All investment decisions for each Fund are approved by the Investment Committee, which consists of investment professionals who are supervised persons of J.W. Childs and subject to the supervision and control of J.W. Childs. In addition, pursuant to their respective Governing Documents, each Fund has appointed an Advisory Committee consisting of representatives designated by certain Investors (the “Advisory Committee”) who are unaffiliated with J.W. Childs and whose functions include advising the General Partner on matters concerning Fund investments, reviewing valuations of Fund assets, and advising the General Partner on conflicts of interest.

J.W. Childs tailors its advisory services to the specific investment objectives and restrictions of each Fund pursuant to the applicable investment guidelines and restrictions set forth in the relevant Governing Documents. As discussed further in Item 8, J.W. Childs seeks to achieve the investment objective of each Fund by utilizing a multi-disciplined investment strategy for creating value. J.W. Childs generally focuses on mid-sized companies, typically with \$150 million to \$750 million in total enterprise value. A substantial amount (approximately 83%) of the capital invested by J.W. Childs has been in the consumer products, specialty retail and healthcare companies. In addition to its primary focus on those three sectors, J.W. Childs will occasionally invest in companies in other sectors if they exhibit exceptional growth characteristics that are consistent with the Fund’s overall strategy. These investments typically involve situations where J.W. Childs has exclusive or proprietary access to the opportunity.

In accordance with the terms of each Fund’s Governing Documents, the General Partner of a Fund may enter into “side letters” or side agreements with certain investors in a Fund whereby the General Partner may grant individual Investors specific rights, benefits or privileges not set forth in the Fund’s Governing Documents. Side letters may potentially create a conflict of interest by allowing J.W. Childs to favor the interests of one Investor over another. J.W. Childs mitigates this potential conflict of interest by making available to each Investor in a Fund

the right to elect to receive the benefit of side letter provisions extended to similarly situated Investors.

Certain employees, officers, and directors of J.W. Childs and other unaffiliated investors are given the opportunity to invest on a side-by-side basis with the Funds through co-investment vehicles that are structured to facilitate those investments (each, a “Co-Investment Vehicle”). The Co-Investment Vehicles co-invest with the Funds in each investment that the Funds acquire; the Co-Investment Vehicles do not make any differing or separate investments from the Funds. The structure and operations of the Co-Investment Vehicles are discussed in Item 11.

J.W. Childs does not participate in any wrap fee programs.

As of December 31, 2013 the amount of client assets J.W. Childs managed on a discretionary basis was \$1,360,960,000. J.W. Childs does not manage any assets on a non-discretionary basis.

## **Item 5. Fees and Compensation**

### Management Fee

A management fee is typically paid to J.W. Childs or an affiliate by each Fund, as specified in such Fund’s Governing Documents. Such fee is generally based initially on total aggregate capital commitments of the Fund Investors, and thereafter on the total capital contributions made by Investors in respect of active Fund investments. The fees and other compensation payable to J.W. Childs or its affiliate may vary from fund to fund. The management fee may be offset by certain fees received by J.W. Childs or its affiliate, including any transaction, directors’, consulting, advisory, management and closing fees in connection with a Fund’s portfolio company investments.

J.W. Childs will be delivering this brochure only to “qualified purchasers” as defined in section 2(a)(51)(A) of the 1940 Act and therefore specific fee information is not provided.

The management fee is typically paid quarterly in advance from the date of the initial closing until the earlier of the end of the commitment period for the fund, or when a certain percentage of the commitments have been invested. Thereafter, the management fee is reduced for the remaining term of the Fund. The management fee is deducted from the account of each Fund. If J.W. Childs or its affiliate ceases to be General Partner of a Fund during a three month period, the management fee payable by the Fund for such three month period will be pro rated based on the number of days during such three month period that J.W. Childs or its affiliate served as General Partner, and any excesses will be refunded.

The foregoing management fee may be negotiable in certain circumstances. J.W. Childs or its affiliates receiving the management fee may elect to waive any portion of such management fee prior to the beginning of the period in which it is earned. If J.W. Childs or its affiliates waive any portion of the management fee, such waived amount will count towards the capital contributions J.W. Childs or its affiliate would otherwise be required to contribute to the Fund.

### Other Fees or Expenses

In addition to the management fee described above and the carried interest allocation described in Item 6 below, a Fund will typically bear all other costs and expenses of the Fund that are not reimbursed by portfolio companies, which may include, without limitation, certain fees and expenses owed in connection with the formation of a Fund, legal, auditing, consulting, financing, accounting and custodian fees and expenses; expenses of the members of the Fund's Advisory Committee; other expenses associated with the acquisition, holding and disposition of its investments, including extraordinary expenses (such as litigation, if any) and any taxes, fees or other governmental charges levied against the Fund. For a discussion of additional transaction and brokerage costs that may be incurred by the Fund, please see Item 12 below. Additional information is available in each Fund's Governing Documents.

Neither J.W. Childs nor any of its supervised persons accepts compensation for the sale of securities or other investment products, including asset-based sales charges or service fees from the sale of mutual funds.

### Co-Investment Vehicles

The Co-Investment Vehicles do not pay a Management Fee or carried interest to J.W. Childs. J.W. Childs pays the Co-Investment Vehicles' proportional share of the expenses related to their operations and investments, as discussed above under "Other Fees or Expenses."

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

The General Partners of the Funds, each of which is an affiliate of J.W. Childs, typically receive a carried interest allocation on certain realized profits in the Funds. The amount of carried interest may change over time based on the performance of the Fund's investments and may be considered a performance-based fee. Each General Partner will be entitled to receive its carried interest at the appropriate payment level within the respective Fund's distribution hierarchy (i.e., waterfall), which is set forth in the Fund's limited partnership agreement. Payment of the General Partner's carried interest will generally occur on an investment-by-investment basis after all capital contributed for such investment is returned and a specific preferred return on such investment is realized and paid to the relevant Fund's limited partners.

Certain supervised persons of J.W. Childs are limited partners of, or have other ownership interests in, one or more of the General Partners, and may therefore receive a portion of the carried interest. This fee arrangement could create an incentive for these supervised persons when allocating investment opportunities to favor a Fund that pays higher fees over a Fund that pays lower fees. However, because the Funds have typically been structured such that only one Fund is investing at any given time, J.W. Childs does not believe it has investment allocation conflict issues, particularly with respect to investment purchase opportunities by the Funds. In the event of limited situations in which J.W. Childs concurrently assists two Clients in sales of similar investments, J.W. Childs has policies and procedures to address this conflict, including policies and procedures designed to ensure allocation of trades and securities to client

accounts on a fair and equitable basis. These policies and procedures are described in more detail below in Item 11.

The carried interest allocation may also create an incentive for J.W. Childs to make investments that are riskier or more speculative than would be the case in the absence of a financial incentive based on the performance of a Client. J.W. Childs monitors the investments made for Clients on an ongoing basis, and endeavors to ensure that investments made for the Clients are appropriate without regard to the potential carried interest allocation.

## **Item 7. Types of Clients**

J.W. Childs currently provides investment advice to the Funds and the Co-Investment Vehicles, as discussed in Item 4, above. J.W. Childs may advise different types of clients in the future.

Each Investor in the Funds (“Investor”) must generally be an “accredited investor” as defined in Regulation D under the Securities Act of 1933, as amended (“Securities Act”), and a “qualified purchaser” under the 1940 Act. Additional or different restrictions may apply, and are set forth in the offering or organizational documents for each Fund. The minimum commitment for an Investor in the Funds generally is \$1 million, except that each Fund’s General Partner reserves the right to accept smaller commitments in its sole discretion.

As noted in Item 4, the Co-Investment Vehicles invest on a side-by-side basis with the Funds in the same investment opportunities identified by J.W. Childs for the Funds. The minimum commitment for an investor in a Co-Investment Vehicle is determined by the applicable Manager or Managing Partner in its sole discretion.

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

The investment objectives, significant investment strategies and related material risks of the Funds are set forth below. Investments in the Funds are not guaranteed; the instruments in which the Funds invest may lose value. An investment in a Fund involves a risk of loss that an Investor should be prepared to bear.

As discussed in Item 4, J.W. Childs is opportunistic in seeking growth oriented investments and places particular emphasis on consumer products, specialty retail and healthcare companies. These are the sectors in which J.W. Childs’s operating partners (*i.e.*, investment professionals of J.W. Childs who have extensive senior executive experience with major U.S. corporations) have particularly applicable experience

J.W. Childs seeks to conduct appropriate due diligence with respect to each potential investment. The objective of the due diligence is to identify attractive investment opportunities based on the facts and circumstances surrounding an investment. As part of its due diligence, J.W. Childs will generally establish the capital structure of an investment and the terms and targeted returns of such investment on the basis of financial, macroeconomic, and other applicable projections. Projected operating results will normally be based primarily on the judgment of J.W. Childs investment professionals or third party advice and reports. In all cases,

projections are only estimates of future results that are based upon assumptions made at the time that the projections are developed. There can be no assurance that the projected results will be achieved, and actual results may vary significantly from the projections.

The J.W. Childs Investment Committee (“JWCIC”) is responsible for approving all potential investments before they are implemented in a Fund. The JWCIC is composed of investment professionals of J.W. Childs as appointed by J.W. Childs from time to time and one Operating Partner who serves a one-year term on a rotational basis. The JWCIC meets as necessary to review potential investments, and generally considers each deal’s background, thesis, valuation, investment considerations, process, expected third party resources (including intended law firm, accounting firm, banks) and initial focal points of due diligence. If the JWCIC decides to move forward with a potential investment, a final investment memorandum is prepared and presented to the JWCIC. The JWCIC must unanimously approved all potential investments prior to implementation.

Operating partners are closely involved in all aspects of the investment process, including sourcing, due diligence and making recommendations to the JWCIC regarding ultimate investment decisions. Subsequent to their role in the initial investment process, the operating partners take the lead on overseeing the execution of their original investment thesis. The operating partner acts as an “internal consultant” to the CEOs of operating companies acquired by a Fund (*i.e.*, portfolio companies) on tactical and strategic issues such as acquisitions, new product introductions, new market opportunities, increasing productivity, personnel issues, expense reduction and overall growth strategy.

There can be no assurance that the Funds will achieve their investment objectives or avoid substantial or total losses of invested capital. The material risks of investing in a Fund are as follows:

Nature of Investment. Investment in a Fund requires a long-term commitment, with no certainty of return. There will most likely be little or no near-term cash flow available to the Investors. Most of a Fund's investments will be highly illiquid, and there can be no assurance that a Fund will be able to liquidate such investments in a timely manner. Dispositions of such investments may require a lengthy time period or may result in distributions in kind to the Investors. Generally, a Fund will not be able to sell these securities publicly without the expense and time required to register them under the Securities Act, or will be able to sell the securities only under Rule 144 or other rules under the Securities Act which permit only limited sales under specified conditions. The securities in which a Fund will invest will generally be the most junior in what will typically be a complex capital structure, and thus subject to the greatest risk of loss. Leveraged buyouts by their nature require companies to undertake a high ratio of fixed charges to available income. Such investments are inherently more sensitive to declines in revenues and to increases in expenses. Since a Fund may only make a limited number of investments and since a Fund investments generally will involve a high degree of risk, poor performance by one or more of the investments could severely affect the returns to Investors.

Difficulty of Locating Suitable Investments; Lack of Operating History. A Fund will begin operations upon closing and has no operating history and may not have identified any

particular investment at the time of any closing of capital subscriptions. A Fund may be unable to find a sufficient number of attractive opportunities to meet its investment objectives. The past investment performance of the partners of J.W. Childs and the Funds cannot be relied on as an indicator of a Fund's future performance or success. An investor in a Fund must rely on the ability of J.W. Childs to identify, structure and implement investments consistent with that Fund's objectives and policies. Investors in a Fund will not have the opportunity to evaluate the business, financial and other information which will be used by J.W. Childs in its analysis, selection and monitoring of portfolio company investments for that Fund.

Dependence on Operational Improvements. A Fund's ability to create value and generate attractive returns for investors will depend on J.W. Childs's ability to accurately target, and then acquire investments in, prospective portfolio companies which may benefit from the operating and managerial skills of J.W. Childs's partners, especially its operating partners. Following investment, a Fund may not be able to implement the operating and managerial changes necessary in one or more portfolio companies to achieve improvement in the financial performance of such companies. If a Fund fails to deploy the operating and managerial skills of J.W. Childs's partners in a manner which creates significant value in one or more portfolio companies, that Fund will likely fail to achieve its targeted rate of return on investments.

Sector Concentration. In accordance with the experience and expertise of the partners of J.W. Childs, each Fund is expected to focus its investment activities in three sectors: consumer products, specialty retail and healthcare companies. A Fund may be unable to find sufficient suitable investment opportunities in the targeted sectors, and past investment performance of the partners of J.W. Childs and the Funds in businesses in the targeted sectors cannot be relied on as an indicator of a Fund's future performance or success. If typical market values of businesses in the targeted sectors decline, or if the financial performance in general of businesses in such sectors is volatile or poor, a Fund may fail to achieve targeted returns as the value of that Fund's portfolio companies in such sectors may decline and the risks of investing in companies in such sectors may increase.

Restrictions on Transfer and Withdrawal. Fund Interests are not registered under the Securities Act or any other applicable United States, state or foreign securities laws. There will be no public market for the Interests. In addition, each Fund's Interests are not transferable except with the consent of the applicable General Partner, which may be withheld in its sole discretion. Investors may not withdraw capital from a Fund. Consequently, investors may not be able to liquidate their investments prior to the end of a Fund's term. Fund investments may typically take from three to ten years from the date of initial investment to reach a state of maturity when realization of the investment can be achieved. Transaction structures typically will not provide for liquidity of a Fund's investment prior to that time. In light of the foregoing, it is likely that no significant return from the disposition of a Fund's investments will occur for a significant period of time from the initial close of that Fund.

Potential Conflicts of Interest. J.W. Childs's partners will devote substantially all of their working time to the business of the Funds and to the ongoing supervision of the Funds' investments. J.W. Childs does not anticipate that this continuing involvement with a Fund and its respective portfolio companies will present any significant conflicts of interest with J.W. Childs's



partners' responsibilities to other Funds. Nevertheless, the possibility exists that Fund portfolio companies with which one or more of J.W. Childs's partners is involved could engage in transactions which would be suitable for another Fund but in which such Fund might be unable to invest. Pursuant to the terms of each Fund's Governing Documents, the General Partner may, under certain conditions, establish additional equity buy-out funds which may be competitive with such Fund, and there can be no assurance that the creation of such additional Funds will not give rise to conflicts of interest between the Investors of the respective Funds, such as conflicts related to the allocation of investment opportunities. J.W. Childs has policies and procedures to address this conflict, including policies and procedures designed to ensure allocation of trades and securities to clients accounts on a fair and equitable basis. These policies and procedures are described in more detail below in Item 11.

No Right to Control a Fund's Operations. Investors will have no opportunity to control the day-to-day operations, including investment and disposition decisions, of a Fund. In order to safeguard their limited liability for the liabilities and obligations of a Fund, Investors must rely entirely on the General Partner to conduct and manage the affairs of that Fund.

Reliance on Management. Decisions with respect to the management of a Fund will be made by the General Partner. The success of a Fund will depend on the ability of the General Partner and J.W. Childs to identify and consummate suitable investments, to improve the operating performance of portfolio companies, and to dispose of investments of a Fund at a profit. The loss of the services of one or more of the members of the General Partner or J.W. Childs could have an adverse impact on a Fund's ability to realize its investment objective.

Risks of Certain Investments. In connection with the disposition of an investment in a portfolio company, a Fund may be required to make representations and warranties about, or provide indemnification concerning, the business and financial affairs of the portfolio company typical of those made in connection with the sale of any business. These arrangements may result in contingent liabilities for a Fund and its Investors.

Adverse Consequences of Ownership of Controlling Interests in Portfolio Companies. It is expected that a Fund will often own a controlling percentage of the common equity of portfolio companies which, depending upon the amount of equity owned by that Fund, contractual arrangements between the company and that Fund, and other relevant factual circumstances could result in an extension to one year of the 90-day bankruptcy preference period with respect to payments made to that Fund. In addition, because of its equity ownership, representation on the board of directors and/or contractual rights, a Fund may often be thought to control, participate in the management of or influence the conduct of portfolio companies. This could expose the assets of a Fund to claims by a portfolio company, its other security holders, its creditors or governmental agencies.

Financial Market Fluctuations. General fluctuations in the market prices of securities may affect the value of the investments held by a Fund. Instability in the securities markets may also increase the risks inherent in a Fund's investments. Global financial markets have experienced a variety of difficulties and changed economic conditions over the past several years. In particular, economic and financial conditions in the global markets have deteriorated

substantially with significant declines in global financial markets in equity and debt securities valuations, sharply diminished access to credit, and the breakdown of important financial institutions. Certain worldwide government bodies and central banks have responded with extraordinary intervention programs, the success of which is uncertain. As a result, credit availability has contracted and financing costs have increased, which have acted as barriers to new, sizeable, leveraged transactions. This reduced (or more expensive) credit availability along with equity and debt security valuation declines has negatively impacted the private equity sector. The ability of portfolio companies to refinance debt securities may depend on their ability to sell new securities in the public high yield debt market or otherwise.

Financing and Use of Leverage. The Funds' ability to achieve or surpass target rates of return on the investments recommended by J.W. Childs may depend on the ability to access sufficient financing sources at desirable rates. The Funds' investments are typically financed by using a substantial amount of direct or indirect leverage. This leverage will increase the exposure of such investments to adverse economic factors such as significantly rising interest rates, increased risk spreads, severe economic downturns or deterioration in the condition of the investment or its corresponding market. Generally, the presence of leverage in the Funds' portfolios will magnify their volatility and may substantially increase the Funds' risk profile. In the event a specific investment is unable to generate sufficient cash flow to meet principal and interest payments required to maintain the financing arrangements related to that investment, the value of a Fund's equity position in that investment could be significantly reduced or even eliminated.

In addition to the enhanced portfolio volatility and risk that may arise from the use of leverage, each financing instrument is subject to credit risk with respect to the counterparty. Financing transactions typically involve the transfer of legal title, pledge, or other encumbrance of the underlying investment of the Fund. Accordingly, the insolvency or bankruptcy of a financing counterparty may result in legal action that impairs the value or marketability of the underlying investment, or the Fund's ownership rights. There can be no assurance that the Fund will recover all or any of the economic value of the investment under such circumstances, and any such recovery may require the payment of substantial legal costs.

Special Risks Associated With Offshore Investments. A Fund may invest a portion of its capital commitments in portfolio companies that are headquartered and that have their principal operations outside the United States. These investments involve special risks not typically associated with investments in the securities of U.S. issuers, including (a) economic and political factors, such as the risk of expropriation, restrictions on repatriation of profits, and political and social instability; (b) differences between U.S. and foreign securities markets, including the absence of uniform accounting, auditing, and financial reporting standards in foreign markets, the relatively greater price volatility and illiquidity of foreign securities markets; (c) currency exchange risks, including the cost of converting investment cash flows from one currency into another and the possibility of fluctuations in exchange rates; and (d) tax-related issues, including the possibility of withholding taxes, foreign tax filing obligations, confiscatory foreign taxes, and the possibility of double taxation of income earned overseas.

J.W. Childs will analyze risks in the applicable countries before making investments therein, but no assurance can be given that a country's political, social or economic climate, or particular tax, legal, or regulatory risk might not adversely affect an investment by the Funds. J.W. Childs will also attempt to maintain a "currency neutral" position for the Funds by hedging, directly or indirectly, certain currency risks. However, J.W. Childs' currency hedging procedures are conducted only as an attempt to minimize or reduce risk, and there can be no assurance that such hedges will be available, be available at a reasonable cost, or be sufficient to actually eliminate the risk of fluctuations in currency exchange rates. Despite efforts by J.W. Childs to mitigate some of the foregoing risks, these risks may ultimately limit the Funds' ability to dispose of certain investments or to dispose of certain investments profitably.

Currency Risk. Investments may be made by the Funds in the United States and in foreign countries. The Funds may invest in securities and assets that receive revenues in non-U.S. currencies, and utilize derivatives that provide exposure to non-U.S. currencies. The Funds are subject to the risk that those currencies will decline in value relative to the U.S. dollar, or, in the case of hedging positions, that the U.S. dollar will decline in value relative to the currency being hedged. Currency rates in foreign countries may fluctuate significantly over short periods of time for a number of reasons, including changes in interest rates, intervention (or the failure to intervene) by U.S. or foreign governments, central banks or supranational entities such as the International Monetary Fund, or by the imposition of currency controls or other political developments in the United States or abroad. As a result, the Funds' investments in non-U.S. currency-denominated assets may reduce their returns.

Private/Illiquid Investments. A Fund will invest significantly in securities that are not publicly traded or for which an active secondary market does not otherwise exist. In many cases, a Fund may be prohibited by contract or by applicable securities laws from selling such securities for a period of time or otherwise until such securities are publicly registered under applicable securities laws, or an exemption from such registration is available. Even where securities are publicly traded, large holdings of such securities can often be disposed of only over a substantial length of time, exposing the investment returns of the Fund to risks of downward movement in market prices during the intended disposition period. Accordingly, under certain conditions, a Fund may be forced to either sell securities at lower prices than they had expected to realize or defer sales that they had planned to make, potentially for a considerable period of time.

Small-Capitalization Companies. A Fund may invest in equity securities or other financial instruments of small-capitalization companies. Equity securities and other financial instruments of small-capitalization companies might not be traded in volumes typical of equity securities and other financial instruments of larger companies and it may be more difficult for a Fund to buy and sell significant amounts of smaller-capitalization company shares without an unfavorable impact on prevailing market prices. Equity securities and other financial instruments of small companies are generally less liquid, and subject to more abrupt or erratic market movements than those of larger capitalized companies. Additionally, the risk of bankruptcy or insolvency of many smaller companies, with the attendant losses to investors, is higher than for larger companies.

Investors and prospective investors should carefully review the offering memorandum of the Fund in which they are invested or are seeking to invest for additional information about the risks associated with an investment in such Fund.

#### **Item 9. Disciplinary Information**

There are no legal or disciplinary events that would be material to a client's or prospective client's evaluation of J.W. Childs' advisory business or the integrity of its management persons, including supervised persons.

#### **Item 10. Other Financial Industry Activities and Affiliations**

Neither J.W. Childs nor any of its management persons is registered, or has an application pending to register, as a broker-dealer, registered representative of a broker-dealer, futures commission merchant ("FCM"), commodity pool operator ("CPO") or commodity trading advisor ("CTA"). In addition, neither J.W. Childs nor any of its management persons is an associated person of an FCM or a CPO or CTA.

Neither J.W. Childs nor any of its management persons has a relationship with any third party that creates a material conflict of interest with J.W. Childs. J.W. Childs does not have any arrangement in which it is compensated for recommending or selecting other investment advisers for the Funds, nor does J.W. Childs have any other business relationship with an investment adviser that would create a material conflict of interest with respect to J.W. Childs's management of the Funds.

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

##### Code of Ethics

J.W. Childs has adopted a Code of Ethics ("Code") pursuant to Rule 204A-1 under the Advisers Act. All employees of J.W. Childs must comply with the Code. The policies and procedures set forth in the Code recognize that as an investment adviser, J.W. Childs is in a position of trust and confidence with respect to the Funds and has a duty to place the interests of the Funds before the interests of J.W. Childs and its employees, which duty includes an obligation to address or mitigate both conflicts of interest and the appearance of any conflicts of interest. The Code sets out standards of business and personal conduct for each employee and addresses conflicts that arise from personal trading by such persons and provides for disciplinary sanctions for Code violations. The Code also recognizes that as an investment adviser registered under the Advisers Act, J.W. Childs has a further obligation to comply with the provisions of the Advisers Act as well as the other U.S. federal securities laws.

The Code includes a code of conduct adopted by J.W. Childs which requires employees to (i) act with integrity, honesty, competence, and in an ethical manner when dealing with the public, regulators, clients, investors, prospective investors and their fellow employees, (ii) adhere to the highest standards with respect to any potential material conflicts of interest with Funds, and (iii) preserve the confidentiality of information that they may obtain in the course of J.W.

Childs's business and use such information properly and not in any way adverse to the interests of any Funds, subject to the legality of using such information. The Code also requires any employee of J.W. Childs to report potential violations of the Code promptly to the Chief Compliance Officer ("CCO"). J.W. Childs 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 Code addresses conflicts that could arise from personal securities trading by J.W. Childs's "access persons." All J.W. Childs employees are deemed to be access persons under the Code. The Code generally requires access persons to submit an annual report of brokerage accounts and holdings along with an annual acknowledgement and certification stating that the individual will comply with the Code. In addition, the Code requires personnel to submit quarterly transaction reports (or brokerage statements) that detail the individual's securities transactions for the quarter, and for the CCO to review those reports. The Code also contains restrictions on the use of insider information and non-public information regarding a J.W. Childs Client.

J.W. Childs keeps records of reports and other information that access persons are required to provide under the Code. The CCO reports on issues that arise under the Code to J.W. Childs's senior management at least annually. Clients and prospective clients can obtain a copy of the Code upon request by contacting J.W. Childs by telephone (617) 753-1100 or by email [acctdept@jwchilds.com](mailto:acctdept@jwchilds.com).

J.W. Childs has adopted procedures that are designed to address potential conflicts that could arise when any of its access persons seeks to purchase or sell, for his or her own account, any security held or to be acquired by one or more of the Clients. These transactions also may include trading in securities or other assets in a manner that differs from, or is inconsistent with, the advice given to Clients. It is possible that an access person could benefit from trading ahead of a Client. For example, by selling a security before the Client does, an access person could avoid any decrease in market price caused by the Client's transaction. Similarly, an access person could purchase securities that are in short supply or otherwise in demand, thereby increasing the price that a Client would pay for purchasing the same securities later or causing the Client to be unable to fill its entire order.

J.W. Childs may, from time to time, come into possession of material, nonpublic and other confidential information which, if disclosed, might affect an investor's decision to buy, sell or hold a security. Under applicable law, J.W. Childs and its employees are prohibited from improperly disclosing or using this information for their personal benefit or for the benefit of any other person, regardless of whether such other person is an advisory client. Accordingly, should any employee of J.W. Childs come into possession of material, nonpublic or other confidential information with respect to any company, issuer or security, they may be prohibited from communicating such information to, or using such information for the benefit of, J.W. Childs' clients. J.W. Childs and its employees have no obligation to disclose the information to or use such information for the benefit of clients. J.W. Childs and its employees also do not have any responsibility or liability for failing to disclose such information to clients as a result of

following J.W. Childs' policies and procedures designed to ensure that J.W. Childs and its employees comply with their obligations with respect to such information.

Further, by reason of their responsibilities to the Funds, and notwithstanding procedural safeguards including restricted securities and watch lists, J.W. Childs may come into possession of confidential or material nonpublic information that would limit its ability to direct the purchase or sale of certain investments. J.W. Childs may, therefore, be restricted from initiating transactions in certain securities on a client's behalf, due to the acquisition of confidential or material nonpublic information, at a time when action would otherwise be taken.

The Code establishes procedures to prevent the misuse of material information by all of J.W. Childs' employees, officers, directors. Any member, officer, director, or employee of J.W. Childs who fails to observe the above-described policies risks serious sanctions, including dismissal and personal liability.

#### Co-Investment Program

Certain partners of J.W. Childs (with respect to each Fund, the "Co-Investment Group") are given the opportunity, through a Co-Investment Vehicle, to co-invest on a side-by-side basis and on the same economic terms (on a *pro rata* basis, taking into account the size of the investment) with each Fund. Each Co-Investment Group is generally required under the respective Fund's Governing Documents to co-invest with such Fund in a minimum aggregate amount specified in such Governing Documents. The co-investments will be made in each portfolio company in which a Fund invests on the same terms and conditions as the investment by the Fund. When co-investors agree to participate in a Co-Investment Vehicle, they consent to the terms of co-investment transactions in which the Co-Investment Vehicle will participate. J.W. Childs does not generally charge management or performance related fees to such Co-Investment Vehicles. J.W. Childs' co-investment program is designed to align the interests of its personnel with those of its clients, the Funds. The members of each Co-Investment Group have their personal monies at risk alongside the investors of the Funds, thereby creating an alignment of interests with the investors of the Funds. These arrangements do, however, also present conflicts of interest. For example, members of the Co-Investment Groups may have an incentive to recommend the acquisition or disposition of assets based on their personal interests rather than the best interests of the applicable Fund.

#### Cross Transactions

In limited circumstances, a Fund may sell or transfer to, or participate in, the assets of the investment portfolio of another Fund. To address potential conflicts, J.W. Childs has implemented procedures to require that all clients be treated fairly and equally. If there is a purchase by one Fund of another Fund's assets, it is contemplated that J.W. Childs and/or a third party would determine the fair market value of the assets involved. Furthermore, the limited partnership agreements of each applicable Fund requires prior approval of all proposed cross or principal transactions by the Advisory Committee(s) of the applicable Fund(s). The Advisory Committee of each Fund is created pursuant to its limited partnership agreement and is comprised of representatives of the Fund's investors. Each Fund's Advisory Committee is

independent of J.W. Childs; neither J.W. Childs, nor any of its supervised persons serve on the Advisory Committee of any of the Funds.

The Advisory Committee meets with the Fund's General Partner throughout the year to consider and advise on conflicts of interest, the Fund's investment strategy and other matters relating to the business of the Fund. When a prospective cross or principal transaction is being considered, information on the transaction is presented to the Advisory Committee(s) of the Fund(s) involved to determine if the transaction is in the best interest of the Fund(s), and the Advisory Committee approves or rejects the transaction.

## **Item 12. Brokerage Practices**

J.W. Childs seeks to obtain best price and execution for all transactions made on behalf of the Funds, to trade assets in a manner that is fair to all clients, and to exercise diligence and care throughout the transaction process. J.W. Childs typically acquires and disposes of securities on behalf of the Funds in privately negotiated purchase and sale transactions. When acquiring a portfolio company for a Fund, J.W. Childs typically negotiates directly with the seller of the asset, or through a broker that has been exclusively retained by the seller for the disposition of the asset. Because the Funds typically invest in assets that may be purchased from only one or a small number of counterparties, J.W. Childs may not be able to negotiate terms that are as favorable as those that may be available in a market with more potential counterparties.

On occasion, J.W. Childs will recommend the purchase of securities for which there is a liquid market or provide strategic or other related advice with respect to the sale of such securities. In such circumstances, J.W. Childs will seek to execute the transaction with the broker-dealer that provides best price and execution of such transaction.

In seeking best execution, J.W. Childs considers a variety of factors, including: (i) the ability of a counterparty to present the applicable Fund with a transaction that meets its investment goals; (ii) the credit availability of the applicable Fund with the counterparty; (iii) the financing terms (if any) that the counterparty is willing to provide to the Funds in connection with the acquisition of the investment; (iv) the reliability, integrity, financial condition and execution capability of the counterparty being considered for effecting transactions in light of the size and complexity of the transaction; (v) the price or spread; (vi) the commission rates, if any; (vii) the ability of the broker-dealer to maintain confidentiality of a transaction; (viii) the speed of execution; and (ix) settlement reliability and accuracy of the broker-dealer.

Although J.W. Childs generally seeks to pay the best price, it will not necessarily always do so. Transactions may involve specialized services or considerations (such as the type of assets the Fund is seeking to purchase or sell, or the availability of financing opportunities to the applicable Fund) that must be considered when selecting a counterparty and thereby entail higher markups or commissions than would be the case with transactions that do not involve any specialized services or considerations.

J.W. Childs does not receive soft dollar benefits or client referrals from broker-dealers in connection with Client transactions.

If J.W. Childs disposes of any investment in securities that is owned by more than one Fund, J.W. Childs may sell the securities in an aggregated order, in which case, the aggregated order will be allocated among the Funds on a pro rata basis, unless in our good faith judgment a different allocation method is more appropriate under the circumstances. Such a pro rata allocation will be adjusted for and take into account to the extent applicable, specific guidelines, objectives and restrictions of each Fund's account, the total amount of funds under management (including drawn and undrawn commitments) and the availability of or need for cash. A pro rata allocation should result in each client receiving the average price.

### **Item 13. Review of Accounts**

Investments made by the Funds are generally long-term in nature and illiquid. Accordingly, the review process generally is not directed towards short-term sell decisions. J.W. Childs monitors all investments on behalf of each Fund on an ongoing basis (generally quarterly). A review will be made at the time of investment to ensure that the investment is in compliance with the investment objective of the Fund. J.W. Childs then manages the investment according to the business plan then in effect for the investment. As part of its advisory services to the Funds, the J.W. Childs Valuation Committee ("JWCVC") engages in a formal review of the investments in the account of each Fund on a quarterly basis and oversees and documents the valuation process in accordance with JWC's Valuation Policy & Guidelines. In addition to formal quarterly reviews, J.W. Childs periodically review investments of the Funds on a more frequent basis to consider financing opportunities and sales opportunities, or to develop additional asset management strategies for the investments.

On a quarterly basis, J.W. Childs prepares for each Fund an unaudited balance sheet, statement of operations, portfolio cash summary and status reports of the Fund's investments and activities during the applicable period, including summary descriptions of new acquisitions and dispositions. J.W. Childs distributes such reports to the limited partners in each Fund on a quarterly basis within 60 days after the end of each quarter. In addition, the limited partners receive audited financial statements within 120 days of the Fund's fiscal year end.

### **Item 14. Client Referrals and Other Compensation**

J.W. Childs or its affiliates may provide certain business or consulting services to companies in the Funds' portfolio and may receive compensation from these companies in connection with such services. As discussed in Item 5, this compensation may be shared with the Funds through reductions or off-sets against management fees that would otherwise be applicable as described in the offering materials, disclosure documents and/or governing documents of the relevant Funds.

J.W. Childs may, from time to time, enter into arrangements with registered broker-dealers ("Placement Agents") for marketing and solicitation activities in respect of Funds. The Placement Agents are compensated for the services provided in accordance with an agency agreement with J.W. Childs. Such Placement Agents generally receive a fee in an amount equal



to a percentage of the capital commitments for interests made by potential investors in a Fund in which they subsequently invest. Such fees are generally paid by J.W. Childs.

#### **Item 15. Custody**

J.W. Childs has custody of the assets of the Funds, and the Funds and their investors receive annual audited financial statements from the Funds' auditor.

#### **Item 16. Investment Discretion**

J.W. Childs has discretionary authority over the investment activities of the Funds, including discretionary authority to buy and sell securities or other investments on behalf of the Funds and to determine the amount of such investments to be bought and sold. This discretionary authority is generally granted to J.W. Childs pursuant to the Funds' Governing Documents. J.W. Childs exercises its investment discretion in a manner consistent with the stated investment objectives, policies, guidelines, and restrictions/limitations for each Fund.

#### **Item 17. Voting Client Securities**

J.W. Childs has the authority to vote all proxies on behalf of the Funds it or an affiliate advises. However, because Fund investments are primarily in companies that are not publicly traded, it is rarely necessary to vote proxies of publicly traded companies. In accordance with SEC requirements, J.W. Childs has adopted a policy governing the voting of proxies that is designed to ensure that J.W. Childs votes Client securities in the best interest of its Clients. Such policies and procedures are available upon request. J.W. Childs generally will vote proxies so as to promote the long-term economic value of the underlying securities. Each proxy proposal will be considered on its own merits, and an independent determination will be made whether to support or oppose management's position.

#### **Item 18. Financial Information**

J.W. Childs does not require or solicit prepayment of more than \$1,200 in fees per Fund six months or more in advance. As a result, J.W. Childs is not required to provide a balance sheet for its most recent fiscal year. J.W. Childs is unaware of any financial condition that is reasonably likely to impair its ability to meet its commitments to its Clients. J.W. Childs has not been the subject of a bankruptcy petition during the past 10 years.