



# **Summer Street Capital Partners, LLC**

## **PART 2A OF FORM ADV BROCHURE**

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**This brochure provides information about the qualifications and business practices of Summer Street Capital Partners, LLC (“Summer Street”). If you have any questions about the contents of this brochure, please contact us at: 716-566-2900. 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. Registration with the SEC or a state securities authority does not imply a certain level of skill or training.**

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

## **ITEM 2: MATERIAL CHANGES**

Summer Street's most recent filing of Form ADV Part 2A was made on April 1, 2013.

This is the Annual Updating Amendment dated March 31, 2014. The summary of the material changes are:

Amy Standing was designated the Chief Compliance Officer and Chief Financial Officer.

The Summer Street Capital Fund I, L.P. and the New York Fund were finalized and closed in the fall of 2013, with the final distribution for the last portfolio investment completed in September, 2013. A final liquidating audit was completed and distributed.

While there is no change of control or management, there are technical corrections made to the ownership disclosed on Schedule A and B to reflect that three of the individual owners' interest in Summer Street is through an intermediary LLC of which the individuals are the sole owners.

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## **ITEM 4: ADVISORY BUSINESS**

### **Company Description:**

Summer Street Capital Partners, LLC (“Summer Street” or the “Company”), founded in 1999, is a Buffalo, N.Y.-based private equity fund manager. Currently the Company manages six private funds, formed as limited partnerships (the “Partnerships”). Summer Street invests the Partnerships’ resources in small-market companies, bringing capital and resources to support acquisitions and aggressive growth strategies. Summer Street’s investments support management buy-outs, family transitions, corporate divestitures, growth financings and recapitalizations.

### **Principal Owners:**

The principal owners of Summer Street are MPM Investors, Inc. and C&B Investors, Inc., wholly owned by Michael McQueeney and Brian D’Amico, respectively.

### **Advisory Services:**

The Company provides investment services only to the Partnerships. The Company operates under management agreements with each Partnership, which place the responsibility for management and operation of the Partnership with Summer Street Capital Partners, LLC. Therefore, the Company has the authority to do all things necessary, advisable, or appropriate to carry out the purposes of the applicable Partnership, including the purchase, management and disposition of any investments of the Partnership.

### **Tailored Relationships:**

Each Partnership is offered by means of a private placement, pursuant to a private placement memorandum and a limited partnership agreement that set forth the purpose, powers, investment strategies, and operational details of each Partnership. While the Company may negotiate with certain institutional limited partner investors the terms of any particular Partnership, Partnership terms are not generally tailored to the needs of any one investor. Notwithstanding the foregoing, the Company does enter into side letter agreements with certain of the investors in each Partnership pursuant to which the Company may agree to tailor specific terms and conditions of investment for the applicable investor. In addition, certain of the Partnerships are entities formed specifically for investment by affiliates of the State of New York, including the New York State Common Retirement Fund, and such Partnerships therefore include provisions tailored to such investors.

### **Wrap Fee Programs:**

Not applicable.

### **Assets Under Discretionary and Non-Discretionary Management:**

The Company has discretionary authority over regulatory assets under management of approximately \$ 446,466,800 as of December 31, 2013. The Company has no non-discretionary assets under management.

## **ITEM 5: FEES AND COMPENSATION**

### **Description:**

For the first five years of a Partnership’s contractual life, investment management fees are a percentage of the total capital commitments made by all partners. Following the first five years, fees are a percentage of the costs directly attributable to investments then outstanding. Such fee percentages (by client) are: 1) Summer Street Capital II, L.P. – 2.25% / 1.5%; 2)

Summer Street Capital NYS Fund II, L.P. – 2.25% / 1.5%; 3) Summer Street Capital III, L.P. – 2.0% / 1.75%; and 4) Summer Street Capital NYS Fund III, L.P. – 2.0% / 1.75%.

**Fee Billing:**

Fees are deducted from clients' assets on a quarterly basis in advance. Management fees for the first and last fee quarters of the Partnerships' lives are prorated for the periods based on the number of days elapsed.

**Other Fees or Expenses:**

In addition to management fees, the Partnerships bear out-of-pocket expenses for services rendered to or for their benefit by third parties, including legal, audit, tax, consulting, and other professional services; organization costs; expenses of Partnership and committee meetings; taxes, assessments and insurance. Each Partnership also pays all expenses incurred in connection with the purchase, holding, and sale of investments.

**Participation of Interest in Client Transaction:**

The Company may receive negotiated compensation from portfolio companies that one or more Partnerships are invested in, as and to the extent permitted by the limited partnership agreements of the applicable Partnerships. For the majority of the Company's clients, these transaction fees are deducted from investment management fees billed. These offsets / deductions range from 80% to 100% of the transaction fees received.

**ITEM 6: PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT**

Each Partnership's general partner is an affiliate of the Company, the members of which include Company supervised persons. Each general partner receives compensation based on a share of realized investment gains in the form of a special allocation of profit. Conflicts of interest between clients are managed by structuring funds to have limited, if any, overlap with respect to their respective investment periods, and to the extent applicable by allocating investments suitable for multiple funds in a manner that is fair and equitable to all such funds.

**ITEM 7: TYPES OF CLIENTS**

The Company's clients are all private equity funds. Members of the Partnerships include pension plans, financial institutions, trusts, other private equity funds and qualified high net worth individuals. The minimum capital commitment requirement is approximately \$250,000 - \$404,000 (subject to the discretion of the general partner of the applicable Partnership to accept lesser amounts).

**ITEM 8: METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS**

**Methods of Analysis**

In addition to a detailed standard legal and accounting investigation, Summer Street executes a comprehensive due diligence process for each new investment and add-on acquisition. Within Summer Street, diligence is managed by an investment team assigned during the initial deal review (including one of Summer Street's Operating Partners) (the "Investment Team") with a focus on organizational capabilities and effectiveness. Additionally, Summer Street engages third parties to assist in multiple areas of diligence (see below).

Diligence typically begins after execution of a letter of intent ("LOI") with exclusivity provisions. The Investment Team for the deal utilizes a due diligence road map to coordinate diligence and shares the roadmap with the target company to communicate the due diligence process and expectations. At the conclusion of diligence, the deal team submits a comprehensive due diligence memorandum to Summer Street's Investment Committee with detailed conclusions concerning each area of diligence (listed below). Closing is contingent upon Investment Committee approval.

Due diligence on target companies within Summer Street's niche manufacturing, healthcare, education and environmental services verticals is complemented with industry specific focus and facilitated by the engagement of industry resources. Primary areas of diligence include:

**Financial & Tax Review:** Detailed review of historical financial data including data segmenting, verification, work paper review, confirmations and review of projected assumptions. In addition, an analysis of historical state and federal tax compliance and potential tax incentives and opportunities is performed.

**Organizational Assessment:** The success of Summer Street's investments depends on the effectiveness of our portfolio company management teams. Summer Street employs an integrated multi-step process in evaluating management of target portfolio companies. In addition to the active involvement of the lead principal on the Investment Team, Summer Street's Operating Partners work with portfolio company's management teams to understand management style, decision making process and hiring philosophies to determine management effectiveness. Summer Street further initiates behavior/personality assessments (Big 5 and Disc Psychological surveys) which are a component of diligence for a portfolio company and serve as a reference point in the investment team's evaluations. Complementing the investment team's evaluation, Summer Street engages an industrial psychologist to separately evaluate management and organizational effectiveness. The outcomes of organizational assessments are reported to the investment committee as part of a final due diligence memorandum/presentation and are considered as a factor in approving an investment.

**Sales & Market Research:** Many of the companies that meet Summer Street's criteria compete in niche markets where it can be difficult to find detailed market information. As a result, Summer Street will often engage a market research Company with competence in the target's market. In addition, Summer Street will use customer surveys and market surveys to gain more specific information. In many small market companies, there are often opportunities to enhance the sales and marketing function through improved information, customer segmentation and sales training.

**Manufacturing:** Summer Street seeks to assess the manufacturing capabilities, areas for potential improvement, available capacity, condition of key operating assets and related items. Summer Street's Operating Partner John Burgess is often utilized for an initial assessment of manufacturing and supply chain capabilities and enhancement opportunities prior to and during the due diligence phase. We will also engage a manufacturing consultant to complete a comprehensive lean manufacturing review either during due diligence or post-closing.

#### Sector-specific due diligence

**For-Profit Education:** For-profit education is a highly regulated industry vertical requiring specialized diligence with a focus on compliance with applicable federal, state and accreditations requirements. Summer Street has engaged education-focused service providers to evaluate target companies, including; specialized law firms to assist in regulatory diligence and change of control process, audit firms to evaluate compliance with federal rules in the disbursement of federal financial aid

and compliance with the US Department of Education's financial responsibility measures, and other third parties to evaluate diverse areas such as quality of curriculum and compliance with accreditation standards.

**Environmental Services:** Summer Street draws from a broad network to evaluate deal opportunities in the environmental services sector. Additionally, we engage with service providers (law firms and audit/accounting firms) with whom we have experience and who we believe have broad and deep industry expertise.

**Healthcare:** Summer Street draws from a broad network to evaluate deal opportunities in the healthcare sector, including managed care executives, physicians, and other healthcare executives. Similar to for-profit education, healthcare is a highly regulated industry requiring specialized diligence with a focus on compliance and macro-regulatory trends. For instance, in evaluating targets in the home healthcare sector, Summer Street has engaged a broad array of service providers to evaluate diverse areas including compliance with Medicare/Medicaid regulations, evaluation of MIS and point of care systems, assessment of clinical standards, evaluation of competitive dynamics/referral sources in specific geographies, and forecasts into macro trends with reimbursement rates and pilot program opportunities.

**Miscellaneous:** Summer Street will utilize environmental experts, insurance experts, background investigation firms, and other specialty service providers as needed. The Investment Team and Operating Partners regularly utilize their network of contacts to connect with executives that may have specific experience in the target company's industry.

## **Investment Strategies**

### Sourcing

Summer Street intends to continue to pursue the same sourcing and value-building strategies that it has employed in previous funds. The strategy is generalist in nature, with an integrated sourcing approach that has enabled Summer Street to avoid competitive processes in approximately 75% of its platform investments and approximately 85% of its add-on investments (closed and pending) to date. This integrated sourcing process encompasses three distinct but complementary sourcing activities:

**Direct-to-Company.** *Market directly to an extensive target list of business owners and managers in the Northeastern U.S. and Southeastern Canada.* Summer Street's direct-to-company marketing strategy focuses on the underserved portions of its target geographic markets, including Upstate New York, Western New England, Northeastern Ohio, and Southern Ontario. This direct program utilizes a variety of techniques to build awareness of Summer Street among business owners and managers of companies that meet Summer Street's investment criteria.

- **Vertical Markets.** *Research and identify a limited number of vertical markets with attractive fundamentals.* Summer Street's vertical market strategy is a research-driven, opportunistic approach. In 2007, Summer Street identified four markets with above-average return potential, in light of the drivers of growth and value in the U.S. economy at the time: Niche Manufacturing, Healthcare Services, Environmental Services, and For-Profit Education. Summer Street began to build networks of business owners, executives, and advisors who could introduce its team to investment opportunities and serve as resources for portfolio companies. The Investment Principals are currently conducting extensive research to determine other potential verticals with high growth prospects and attractive value in the coming years.



- **Core Referral Sources.** *Continue to mine the Investment Principals' extensive referral network.* Summer Street's marketing and investment professionals have fostered industry relationships over the last 20 years, not only with investment banks, lenders, attorneys, and accountants, but also with hundreds of small regional and industry-focused business brokers who manage limited-scale processes for a handful of sellers each year.

### Investment Criteria

Summer Street's investment selection process is driven by a strict adherence to a set of established financial, operating, and strategic characteristics which historically have proven effective in mitigating risk and creating value:

- **Scalability and profitability.** Target companies will have revenues of \$30 to \$150 million, with EBITDA margins of at least 10%. The Investment Principals have found that although many companies in this size range do not yet have sophisticated operating systems or deep management teams, the scale is sufficient to ensure operating flexibility. There are a tremendous number of companies in this size range, especially in the Fund's target regions, with limited exposure to middle market advisors and investment banks.
- **Defensible market position.** Summer Street will seek to make investments in businesses that have sustainable competitive advantages or high barriers to entry resulting from: (i) attractive brand franchises; (ii) a leading position in a defined market niche; and/or (iii) a demonstrated customer value proposition.
- **Talented, coachable management.** Summer Street will continue to seek companies with talented and committed leaders who welcome the resources offered by the Investment Principals and Operating Partners. Small market investing often requires leading companies through significant organizational change, a process that can be managed effectively with leadership that is receptive to Summer Street's active involvement.
- **Pricing discipline.** The Partnership will maintain its practice of paying reasonable multiples of free cash flow that reflect both a company's underlying growth prospects and its potential for operating improvements, employing conservative amounts of leverage while allowing flexibility to implement operational changes over the period of the investment.

### Strategic & Operational Focus

Many successful small market companies perform well below their potential, largely due to a lack of systems, strategic focus, and/or access to professional resources. Summer Street utilizes an effective proprietary framework, or Focus Chart<sup>SM</sup>, to outline key measures and to operationalize the strategy. The Summer Street deal team for each investment, which includes an Operating Partner, guides the management team through a process that results in clarity of vision, critical drivers of success, and specific, measurable goals necessary to achieve the strategy. The resulting chart enables measurement and communication of progress toward those goals, which management then uses to reward the team through a transparent and understandable incentive compensation plan.

- **Strategy.** The Focus Chart enables the strategy to be operationalized, with clear and measurable goals driving the achievement of each Critical Success Factor.
- **Alignment.** Economic incentives are aligned with and among management and shareholders, ensuring that systems are in place to measure and communicate progress.

- *Execution.* Gaps in the organization are identified and filled, ensuring access to the necessary resources to execute the plan.

## **Risk of Loss**

Any potential investor should be aware of the following risks associated with an investment in any of the Partnerships:

Investments in the Partnership involves a significant degree of risk. There can be no assurance that the Partnership's investment objectives will be achieved, or that a Limited Partner will receive a return of its capital. Risks associated with an investment in a Partnership include the following, and should be carefully evaluated before making an investment in the Partnership.

### **General**

Private equity investing involves a high degree of business and financial risk that can result in substantial losses. In order for the Partnership to succeed, it must be able to identify potentially successful business enterprises accurately, a process which is difficult even for those with extensive experience in the private equity field. Portfolio companies may be operating at a loss or with substantial variations in operating results from period to period, and may need substantial additional capital to support expansion or to achieve or maintain a competitive position.

Investment in the Partnership is highly speculative, involves a high degree of risk and could result in the loss of part or all of an investor's capital contribution. Therefore, prospective investors should not subscribe for limited partnership interests in the Partnership ("Interests") unless they can bear such a loss. Moreover, there can be no assurance that the Partnership's investment objectives will be achieved and investment results may vary materially from one reporting period to the next. Consequently, an investment in the Partnership is suitable only for sophisticated investors who are capable of making an informed independent decision as to the risks involved in an investment in the Partnership. Potential risk factors to consider prior to making an investment in the Partnership include but are not limited to the factors discussed below.

### **Illiquidity of Investments**

Investment in the Partnership requires a long-term commitment, with no certainty of return. No Partnership is expected to generate cash flow to the Limited Partners in the near-term. Partnership investments will generally be highly illiquid and there can be no assurance that the Partnership will be able to realize return of its capital or profits on such investments in a timely manner, if at all. Dispositions of such investments may require a lengthy time period or may result in distributions in kind to the Limited Partners. Generally, the Partnership will not be able to sell its portfolio company 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 the Partnership will invest may be the junior in what will typically be a complex capital structure, and thus subject to the greatest risk of loss. Because the Partnership may only make a limited number of investments and because the Partnership investments generally will involve a high degree of risk, poor performance by a few of the investments could severely affect the total returns to the Limited Partners.

### **No Assurance of Projected Results**

The Partnership will generally invest in securities of privately-held companies which are not traded on any organized exchange or over-the-counter market, making the timing and ability to liquidate these securities uncertain. This illiquidity may result in an inability to sell these securities at all. Such companies may also lack technical, marketing, financial and other resources. These companies may be dependent upon the success of one product or service, a unique distribution channel, or the effectiveness of a manager or management team. The failure of this one product, service or distribution channel, or the loss or ineffectiveness of a key executive or executives within the management team may have a materially adverse impact

on such companies. Furthermore, these companies may be more vulnerable to competition and to overall economic conditions than larger, more established entities.

#### Need for Additional Capital

Summer Street anticipates that, following a Partnership's initial investment in a portfolio company, such portfolio company may require additional funding. The Partnership may or may not have the opportunity to provide such funding. There can be no assurance that the Partnership will make follow-on investments or that the Partnership will have sufficient funds to make all such investments. Any decision by the Partnership not to make follow-on investments, or its inability to make them, may have a substantial adverse effect on a portfolio company in need of such an investment, may result in a missed opportunity for the Partnership to increase its participation in a successful enterprise, may result in significant dilution of any existing Partnership investment, or may cause a decrease in the value of the Partnership's portfolio.

#### Reliance Upon Company Management

Although Summer Street may seek to secure representation on the board of directors of the Partnership's portfolio companies and expects to develop a good working relationship with such companies with respect to strategic and general operational matters, it is not expected to actively supervise the day-to-day management of the companies in which it invests. To the extent that the senior management of a portfolio company performs poorly, or if a key manager terminates employment, the Partnership's investment in such company could be adversely affected.

#### Competition for Investments

Summer Street expects to encounter intense competition from other entities and investors having investment objectives similar to the Partnership's. Historically, the primary competition for private equity investments has been from other private equity funds, private equity initiatives of large industrial companies, wealthy individuals and foreign investors. Additional competition is anticipated from industrial and financial companies investing directly, rather than through private equity vehicles. The Partnership is expected to co-invest occasionally with other professional private equity investors, and these relationships with other investors may expand the Partnership's access to investment opportunities. However, there is no assurance that Summer Street will succeed in finding investments on similar or favorable terms in comparison to its competitors.

#### Lack of Control

Summer Street generally will seek to structure investments so that it will have some level of control over portfolio companies, at least as to major corporate decisions. However, Summer Street may hold minority interests in some companies and, therefore, may have limited ability to protect its position and investment. Generally, as a condition to any investment, Summer Street will seek to obtain on behalf of the Partnership special rights and protective provisions, which will be negotiated at the time of the investment. There can be no assurance that Summer Street will be able to obtain such protective provisions, or if such provisions are obtained, that they will be effective.

#### Risk of Certain Investments

In connection with the disposition of an investment in a portfolio company, the Partnership may be required to make representations about the business and financial affairs of the portfolio company typical of those made in connection with the sale of any business. It may also be required to indemnify the purchasers of such investment to the extent that any such representations turn out to be inaccurate. These arrangements may result in contingent liabilities, which might ultimately have to be funded by the Limited Partners to the extent of their capital commitment to the Partnership or previous distributions made to them.

#### Reliance on Summer Street

Summer Street will have exclusive responsibility for managing the Partnership's activities, and Limited Partners will not be able to make investments or any other decisions in the management of the Partnership. Additional members may be admitted to Summer Street's management team following the Partnership's initial closing, existing members may withdraw, and the Limited Partners will have no power to prevent any specific person from being admitted to, or withdrawing from, Summer Street. Summer Street, and, consequently, the Partnership, will be relying exclusively on the efforts and expertise of Summer Street. In the event that the Summer Street's principals are no longer engaged in the active day-to-day management of the Partnership, there is no assurance that the Partnership will be able to make further investments or successfully realize upon any existing investments. The loss of several members of Summer Street's investment team could have a significant adverse impact on the business of the Partnership.

#### Penalty for Failure to Make Capital Contributions

Failure of an investor to meet a capital call could have materially adverse consequences, including without limitation, forfeiture of a portion of the interest of the defaulting investor or forced sale of the defaulting investor's interest.

#### Restrictions on Transfer and Withdrawal

There will be no public market for the limited partnership interests of any Partnership. In addition, the interests are not transferable except with the consent of the General Partner, which may be withheld in its sole and absolute discretion. Limited Partners may not withdraw capital from the Partnership. Consequently, investors may not be able to liquidate their investments prior to the end of the Partnership's term. In addition, limited partnership interests have not been registered under the Securities Act of 1933 or any other applicable securities laws, and such laws will further restrict an investor's ability to transfer interests in the Partnership.

### **ITEM 9: DISCIPLINARY INFORMATION**

There have been no legal or disciplinary events that are material to a client's or prospective client's evaluation of the Company's advisory business or the integrity of the Company's management.

### **ITEM 10: OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS**

Each of the Funds offered by Summer Street is structured as a limited partnership and a separate entity affiliated (under common control) with Summer Street serves as the General Partner of each Fund. Employees of Summer Street may also spend time serving as advisory board members of a Portfolio Fund. As a board member, those employees may be asked to provide advice with potential conflicts of interest or other matters pertaining to that Portfolio Fund, which could include being asked to vote on issues that take into account the needs of all investors in that Portfolio Fund. Each of the General Partner entities is a special purpose vehicle ("SPV"), as defined in the no-action letter dated as of January 18, 2012 issued by the Securities and Exchange Commission's Division of Investment Management, and these entities are identified on Form ADV Part 1, Item 7A.

### **ITEM 11: CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING**

#### **Code of Ethics:**

The Company has adopted a Code of Ethics, the purpose of which is to set forth certain key guidelines that have been adopted by Summer Street Capital Partners, LLC as office policy for the guidance of all Company personnel (including the Company's Partners, Operating Partners and employees (collectively "Employees" for purposes of the Code of Ethics)) and to

specify the responsibilities of all Employees to act in accordance with their fiduciary duty to the Company's clients and to comply with applicable federal and state laws and regulations, including, but not limited to, securities laws, governing their conduct. A Summary of the Code of Ethics is as follows:

### Standards of Conduct

The Company instructs its Employees that careful adherence is essential to safeguard the interests of the Company and its clients. The Company expects that all Employees will conduct themselves in accordance with high ethical standards, which should be premised on the Company core values of integrity, accountability, and excellence and respect for client and portfolio company relationships.

As noted, all Employees of the Company must conduct themselves in full compliance with all applicable federal and state laws and regulations concerning the securities industry. In particular, an Employee should be familiar with those laws and regulations governing "insider trading" and fiduciary duties. It is the responsibility of every Employee to know these laws and regulations and to comply with them. Failure to comply with such laws and regulations or this Code may result in sanctions and possibly, depending on the circumstances, immediate dismissal.

Although our fiduciary duties require more than simply avoiding illegal and inappropriate behavior, at a minimum, all Employees should be aware that, as a matter of policy and the terms of their employment with the Company, the following types of activities are strictly prohibited:

- (1) Using any device, scheme or artifice to defraud, or engaging in any act, practice, or course of conduct that operates or would operate as a fraud or deceit upon, any client or prospective client or any party to any securities transaction in which the Company or any of its clients is a participant;
- (2) Making any untrue statement of a material fact or omitting to state to any person a material fact necessary in order to make the statements the Company has made to such person, in light of the circumstances under which they are made, not misleading;
- (3) Engaging in any act, practice, or course of business that is fraudulent, deceptive, or manipulative, particularly with respect to a client or prospective client; and
- (4) Causing the Company, acting as principal for its own account or for any account in which the Company or any person associated with the Company (within the meaning of the Investment Advisers Act), to sell any security to or purchase any security from a client in violation of any applicable law, rule or regulation of a governmental agency.

### Confidential Information

All Company Employees are advised of their fiduciary duty to the Company's clients, and are required not to divulge or misuse confidential information obtained in the course of their duties for the Company. Accordingly, Employees are advised that they (i) must be sensitive to the problem of inadvertent disclosure and take appropriate care not to discuss confidential matters in public, (ii) must properly safeguard documents relating to the Company's business, and (iii) must observe proper protocols with respect to telephone conversations and email communications.

### Material Inside Information

Employees are advised as to their obligations under insider trading laws and not to trade on the basis of material inside information, or to tip others with respect to material inside information that they become aware of. Employees are required to preclear any investment in an issuer with which the Company has a relationship as a means of further safeguarding against violations of insider trading laws.

### Fiduciary Duty and Conflicts of Interest

Employees are advised of their fiduciary duty to act in the best interests of the Company's clients, and to place the interests of the clients ahead of the Employee's own interest in all matters. Any conflicts of interest faced by an Employee are to be reported to the Chief Compliance Officer. In addition, the Company manages potential conflicts by restricting gifts that may be accepted by Employees from people that the Company does business with, restricting outside investment advisory activities by Employees without preclearance, and requiring reporting of any compensation to be received by Employees from a portfolio company.

### Political Contributions and Activities

The Company places certain restrictions on political contributions and activities by Employees, which are intended to ensure compliance with Investment Advisers Act Rule 206(4)-5. As such, Employees must preclear political contributions for compliance with such Rule, and to preclear activities that involve soliciting or coordinating contributions from others to political candidates or parties. In addition the Company will keep a record of all contributions and political activities by Employees.

### Personal Trading

Employees are required to report to the Company all of their securities investments (including any accounts in which they have any direct or indirect beneficial interest). Employees submit an initial holding report and then quarterly trading reports thereafter, and are required to direct their brokers to provide brokerage statements to the Company. In addition, Employees must preclear investments in IPOs and private placements before making such investments.

A full copy of the Code of Ethics is available to any current or prospective investor in a Partnership (or in any fund that may be formed after the date hereof) upon request.

### **Participation or Interest in Client Transactions and Personal Trading:**

Certain of the Company's supervised persons are also members of the general partners of the Partnerships. Any potential conflicts are managed by means of limited partnership agreement provisions specifically addressing related party transactions by the Partnership and potential co-investment situations. Among the restrictions in the agreements, it is required that such transactions be approved in advance by a Partnership's Advisory Committee. An Advisory Committee consists of five to nine persons who are representatives of the limited partners, none of whom are affiliates of the general partner.

Each Employee of the Company is governed by the personal trading policies of the Company, which require, among other restrictions, reporting of all securities investments by the Employee and his or her spouse and preclearance of investments in private placements, initial public offerings and other transactions that represent a potential conflict of interest.

## **ITEM 12: BROKERAGE PRACTICES**

Summer Street focuses on securities transactions of private companies and the purchases and sales of such companies are conducted through privately negotiated transactions. To date, no public securities transactions have been conducted and none are anticipated in the foreseeable future. Should a private securities transaction become public, the Company may also distribute securities to investors in the Funds or sell such securities, including using a broker-dealer for listed securities. Prior to any public securities transactions, the Company will implement appropriate policies and procedures to address brokerage compliance concerns, including, among others, best execution, broker selection and trade aggregation.

### **Research and Other Soft Dollar Benefits:**

Not currently applicable.

### **Brokerage for Client Referrals:**

Not currently applicable.

### **Directed Brokerage:**

Not currently applicable.

### **Aggregation of Client Accounts:**

Not currently applicable.

## **ITEM 13: REVIEW OF ACCOUNTS**

### **Periodic Reviews:**

Review of the current status of each company in client portfolios occurs every week at a regularly scheduled meeting of all supervised persons. Each portfolio company has a lead person assigned who leads the discussion of his/her company's financial status, progress on financial and strategic plans, issues and opportunities, both new and continuing. Each Fund utilizes generally accepted accounting standards for determining the fair value of assets and liabilities which are subject to be reported at fair value. The standards establish a multi-level hierarchy for the determination of fair value, as well as disclosure requirements relative to those assets and liabilities.

### **Review Triggers:**

Not applicable.

### **Regular Reports:**

Written reports are provided by the Company to limited partners of each Partnership on a quarterly basis, following the end of the quarter. These reports include a quarter overview, portfolio summary, securities valuation overview, detailed portfolio company reports, fund level financial statements including footnotes, fund level capital account summaries, and partner specific capital account statements. Each account statement includes limited partner specific information on capital commitments, ownership interest, and capital account activity including details of net operating income, capital contributions, distributions, and realized and unrealized gains and losses. Account statements provide this information for the current year to date period and on an inception to date basis. In addition, each Partnership provides audited financial statements to its limited partners following the end of each calendar year.

## **ITEM 14: CLIENT REFERRALS AND OTHER COMPENSATION**

### **Incoming Referrals**

Not applicable.

### **Referrals Out**

The Company has used Champlain Advisors LLC as placement agent in raising investor capital for Summer Street Capital II, L.P. and Summer Street Capital III, L.P., and other services relating to the Company's own marketing activities. Services included pre-fundraising introductions, assistance in preparing presentation materials, introductions and contact management, due diligence management and support, and investor meeting support. Compensation in the most recent arrangement (Summer Street Capital III, L.P.) included a retainer of \$255,000 plus 1.4% of all capital commitments (subject to certain carve outs and adjustments based on total offering size and payable over time following the final closing of the Partnership).

### **Other Compensation:**

Not applicable.

## **ITEM 15: CUSTODY**

Summer Street is deemed to have custody by virtue of the fact that a related person serves as General Partner of the private equity funds. The SEC's custody rule sets forth certain requirements for the safekeeping of client assets. Pursuant to the rule, Summer Street has retained an independent accounting firm that is both registered with and subject to regular inspection by the Public Company Accounting Oversight Board ("PCAOB") to conduct an annual audit of the Funds and the audited financial statements are distributed to each investor in the Fund within 120 days of the fiscal year end of the investment pool.

A bank is the custodian for client funds and sends monthly statements directly to clients. Security purchase agreements limit the transferability of these private securities.

## **ITEM 16: INVESTMENT DISCRETION**

The Company has discretion to invest and reinvest the Partnerships' assets, including any borrowed funds, in such securities and other investments as the Company in its discretion shall consider to be in the best interest of the applicable Partnership consistent with the objectives and guidelines in its limited partnership agreement. Notwithstanding the foregoing, the terms of each Partnership set forth restrictions on the permissible investments of the Partnership, including with respect to position limits, limits on publicly traded investments and limits on investments outside of the stated geographic focus of the Partnership. The Company may only cause the Partnership to exceed applicable restrictions with approval of the limited partners (which may be by the Advisory Committee or by a vote of all limited partners, as specified in the limited partnership agreement in each instance).

## **ITEM 17: VOTING CLIENT SECURITIES**

The Company's investment strategies focus on private equity investments, and accordingly it does not expect that it will have occasion to receive any proxy voting requests on behalf of its clients. Nonetheless, the Company may from time to time, pursuant to the terms of its investment management agreement with Funds, be requested to vote securities held in the portfolios of such Funds. Any matter upon which such a vote is requested will be considered by the member of the investment team of the Company with primary responsibility for the applicable portfolio company, who will give each such vote due consideration, and will vote such securities (or abstain from voting) in a manner that they determine to be in the



best interests of the applicable Fund. In the event that such investment professional shall have any questions as to the proper vote in any particular matter will consult with the Managers of the Company, who will advise such Employee of the proper vote. In addition, notwithstanding the foregoing, any vote regarding, or which may result in, the disposition of any securities of a Portfolio Company by a Fund will be submitted to the investment committee established by the Company with respect to the applicable Fund. Information about how the Company voted any securities on behalf of a Fund will be available upon request by investors in the applicable Fund.

#### **ITEM 18: FINANCIAL INFORMATION**

The Company has no financial condition that impairs its ability to meet contractual and fiduciary commitments to clients.

#### **ITEM 19: REQUIREMENTS FOR STATE-REGISTERED ADVISERS**

Not applicable.