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ZM Capital Advisors, L.L.C.  
Part 2A of Form ADV  
The Brochure

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This brochure provides information about the qualifications and business practices of ZM Capital Advisors, L.L.C. (“ZM”). If you have any questions about the contents of this brochure, please contact Brian Motechin at (212) 944-2056. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

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

The Advisor is registered as an investment adviser with the United States Securities and Exchange Commission (“SEC”) under the Investment Advisers Act of 1940 (the “Advisers Act”). Registration as an investment adviser with the SEC does not imply a certain level of skill or training. In addition, the information in this Brochure has not been approved or verified by the SEC or by any state securities authority.

## **Item 2: Material Changes**

This Brochure contains no material changes since ZM filed its last brochure on March 2013. We encourage all recipients of this Brochure to read it carefully in its entirety.

## **Item 3: Table of Contents**

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## **Item 4: Advisory Business**

ZM is an independent private equity firm formed under the laws of the state of Delaware as a limited liability company. ZM is 100% owned by its members: Strauss Zelnick, Seymour Sammel, Karl Slatoff, Jordan Turkewitz and Andrew Vogel (the “Principals”).

ZM serves as an investment advisor and provides discretionary advisory services to private investment vehicles, including ZM Capital L.P. (“Fund I”), Fund I’s alternative investment vehicles, ZM Capital II, L.P. (“Fund II” and together with Fund I, the “ZM Funds”), and certain other private investment partnerships which co-invest in certain Portfolio Investments (as defined below) made by the ZM Funds (each, a “Co-Invest Fund” and, together with the ZM

Funds, the “Funds”). The Funds seek to make private equity investments in middle-market media companies and specifically target special situations, management turnarounds and transitional growth opportunities.

ZM was established in 2001 to make private equity investments in media-related companies. From the formation of ZM in 2001 until the formation of the ZM Funds in 2008, affiliates of ZM made seven private equity investments in media-related companies (the “Non-ZM Fund Investments”), partnering with certain unaffiliated investment firms. ZM continues to provide management and advisory services to certain of the Non-ZM Fund Investments. In addition, prior to the formation of the ZM Funds, an affiliate of ZM entered into a management agreement with certain shareholders of Take-Two Interactive Software, Inc. (“Take-Two”) to oversee and supervise the operations of Take-Two and to provide assistance with respect to formulating its long-term business strategies, securing, negotiating and structuring financings and pursuing strategic transactions.

As of March 27, 2014, ZM managed approximately \$229 million on behalf of the Funds on a discretionary basis.

In providing services to the Funds, ZM formulates the investment objective for each Fund, directs and manages the investment and reinvestment of each Fund’s assets, and provides periodic reports to investors in each Fund. Investment advice is provided directly to each Fund and not individually to the limited partners, members or similar investors in any Fund. ZM manages the assets of each Fund in accordance with the terms of the governing documents applicable to each such Fund (each, a “Fund Agreement”).

Interests in the Funds are not registered under the U.S. Securities Act of 1933, as amended (the “Securities Act”), and the Funds are not registered under the Investment Company Act of 1940, as amended (the “Investment Company Act”). Accordingly, interests in the Funds are offered and sold exclusively to investors satisfying the applicable eligibility and suitability requirements of private transactions within the United States.

## **Item 5: Fees and Compensation**

### **ZM Funds**

**Management Fees.** ZM receives an investment management fee payable quarterly in advance (the “Management Fee”) from each ZM Fund. The ZM Funds are generally charged the Management Fee with respect to each limited partner that equals 2.0% per annum of each limited partner’s capital commitment to such ZM Fund during its commitment period; thereafter, the Management Fee is 2.0% per annum of each limited partner’s capital contributions with respect to Portfolio Investments made by such ZM Fund which have not been disposed of at the beginning of the fiscal quarter. Generally, limited partners joining a ZM Fund after its initial closing contribute their allocable share of the Management Fee that otherwise would have been payable had all limited partners been admitted at the initial closing, plus additional amounts (“Additional Amount”) thereon at the prime rate plus 2% from the date such Management Fees would have been paid. Each limited partner’s share of the Management Fee (other than any

Additional Amounts) will reduce its unfunded commitments to the ZM Fund. Management Fees are generally due quarterly in advance and are pro-rated based on the number of days elapsed in such period. In the event that an advisory contract is terminated before the end of a Management Fee period, ZM will refund the overpayment of the Management Fee (computed on the basis of the number of days elapsed).

The Fund Agreements generally permit us to, in our discretion, waive all or a portion of the Management Fees, and such waived amount may provide us with an additional interest in future distributions made by the applicable Fund.

**Carried Interest Allocations.** Carried interest is a share of the net profits realized on the disposition of investments, together with current income generated by such investments that is paid to each ZM Fund's general partner as an incentive for ZM to maximize the performance of such ZM Fund. The ZM Funds are generally subject to a carried interest of 20% of profits derived from investments, including their disposition, after limited partners receive a preferred return of up to 8% per annum. The ZM Funds' general partners are also subject to a clawback pursuant to the terms of each Fund Agreement, which requires that the general partner return, at the termination of the relevant ZM Fund, any carried interest paid to it in excess of the amount that it is entitled to receive. Notwithstanding the foregoing, the general partners' receipt of carried interest may create an incentive for ZM to make investments on behalf of the ZM Funds that are riskier or more speculative than would be the case in the absence of such carried interest.

**Other Fees.** The Management Fee payable by each ZM Fund is subject to offset by certain Monitoring Fees and Other Fees (each as defined below) received by ZM and shared with the ZM Fund's limited partners (excluding limited partners affiliated with ZM) pursuant to an offset formula defined in the Fund Agreements. For Fund I, the Management Fee is reduced by the following amounts (without duplication): (i) first, 50% of Fund I's share of the first \$2 million of any cash and non-cash fees ("Monitoring Fees") paid to or received by ZM and its affiliates from a Portfolio Company (as defined below) that are accrued in any fiscal year in connection with the ongoing management and operations services provided to such Portfolio Company, plus 80% of its share of any Monitoring Fees accrued by such Portfolio Company in excess of \$2 million in any fiscal year and (ii) second, 50% of Fund I's share of all transaction, directors', consulting, investment banking, closing, topping, break-up and other similar fees (collectively, "Other Fees") that for each Portfolio Company do not together exceed the greater of (x) \$500,000 per fiscal year and (y) 2.5% of the enterprise value of such Portfolio Company per fiscal year, plus 80% of Fund I's share of all Other Fees in excess of \$500,000 or 2.5% of the Portfolio Company's enterprise value, as applicable. For Fund II, the Management Fee is reduced by 75% of Fund II's share of Monitoring Fees and Other Fees.

In each case, these Management Fee offsets are net of out-of-pocket expenses incurred by ZM or its affiliates in connection with the transactions or services out of which such fees arose that are not reimbursed by the relevant ZM Fund. To the extent such offsets would reduce the Management Fee for a given quarterly period below zero, such offsets are carried forward and reduce future installments of the Management Fee. If any such offsets remain upon dissolution of such ZM Fund, each limited partner thereof that elected at the time of its admission to such ZM

Fund to receive its pro rata share of any remaining offsets will receive its pro rata share of such remaining amounts.

Detailed information regarding the fees charged to the ZM Funds is provided in each ZM Fund's confidential private placement memorandum (the "Confidential Private Placement Memoranda") and Fund Agreement. The ZM Funds will generally pay all expenses related to its own operations, including fees, costs and expenses directly related to the purchase and sale of securities, expenses of counsel, accountants and other consultants and professionals, any insurance, indemnity or litigation expense or the costs and expenses of any lenders, investment banks and other financing sources and any taxes, fees or other governmental charges levied against the ZM Funds, and any such costs incurred in connection with transactions which are not consummated. Out-of-pocket expenses associated with completed transactions, including reasonable travel expenses, will be reimbursed by Portfolio Companies (as defined below) or capitalized as part of the acquisition price of the transaction. Investors should review all fees charged by ZM and its affiliates to fully understand the total amount of fees to be paid by the ZM Funds and, indirectly, their limited partners.

#### Co-Invest Funds

ZM does not currently receive any management fees with respect to any of the Co-Invest Funds, although the terms of each Co-Invest Fund are subject to negotiation with the investors thereof and future Co-Invest Funds may provide for the payment of a management fee. ZM's performances based fees and other compensation payable with respect to profits interests in such Co-Invest Funds are established at the time of the formation of the relevant vehicle and are highly negotiated with participating investors prior to making their respective investment, and these profits interests vary on an investment-by-investment basis. Typically, an affiliate of ZM will receive performance based payments from Co-Invest Funds only after all contributed capital is returned to the other investors, and such payments vary from approximately 4% to 10% of the profits of such Co-Invest Fund. Investors in the Co-Invest Funds are encouraged to carefully review the applicable Fund Agreements for details concerning such performance based fees.

#### Placement Fees

To the extent a ZM Fund incurs fees and expenses of a placement agent or other person hired by its general partner to solicit investors ("Placement Fees"), the Partnership will generally bear such Placement Fees, and its limited partners' shares of the Management Fees (to the extent Placement Fees are paid by the ZM Fund with respect to such limited partners' respective investments in the Fund) will be reduced on a dollar-for-dollar basis. Certain limited partners who are prohibited by law or policy from directly or indirectly paying Placement Fees do not pay any share of a Partnership's Placement Fees and thus do not receive any corresponding reduction of their Management Fees.

### Advisor Expenses

Expenses incurred in connection with the provision of advisory services to our clients, including certain of those for annual meetings of the Funds, regulatory compliance and investor reporting, are borne by ZM.

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

As described above, ZM or its affiliates receive a carried interest of up to 20% from each Fund, which calculation is based on the profits generated on the sale or disposition of Fund assets, as well as current income generated from such assets.

The carried interest may create an incentive for the general partners of the Funds to make more speculative investments and make different decisions regarding the timing and manner of the realization of such investments, than would be made if such carried interest were not allocated to the general partners. ZM manages this potential conflict of interest by ensuring that no single person makes material investment decisions; instead, investment decisions are made by an investment committee, which consists of the managing members of the general partner of each ZM Fund. In addition, the general partner of each ZM Fund generally maintains interests in the ZM Funds on the same basis (except with respect to the payment of Management Fees and carried interest) as outside investors; this also serves to alleviate the incentive to engage in riskier or more speculative investments. Lastly, the presence and participation of third-party co-investors in each Co-Invest Fund reduces the likelihood that ZM or its affiliate can negotiate to receive excess carried interest from such Co-Invest Fund at the expense of the applicable ZM Fund participating in the same investment.

Additionally, in order to mitigate and opine upon potential conflicts of interest, each of the ZM Funds has established an independent advisory committee (each, an “LP Advisory Committee”) consisting of limited partners unaffiliated with ZM who have been selected by the general partner of each ZM Fund as representatives of such ZM Fund’s limited partners. The purpose of the LP Advisory Committee is to: (i) consult with the general partner with respect to any matter as to which the general partner determines in good faith creates a conflicts of interest; (ii) give consents required of the “client” under the Advisers Act; and (iii) provide advice and counsel on other issues requested by the general partner or required pursuant to the governing documents of the relevant ZM Fund in connection with other potential conflicts of interest, valuation matters, additional fees received by the general partner and other matters relating to the relevant ZM Fund. No fees are paid to the members of an LP Advisory Committee, but the members may be reimbursed for reasonable out-of-pocket expenses incurred in connection with attending meetings of an LP Advisory Committee.

None of the Funds invest in or share any investment opportunities with any of the Non-ZM Fund Investments.

## Item 7: Types of Clients

ZM provides discretionary investment advisory services to the Funds. Investors in the ZM Funds consist primarily of high net worth individuals and related trusts, corporate pension plans, pooled investment vehicles (e.g. funds of funds), school trusts and insurance companies. Investors in the Co-Invest Funds are typically limited partners in the ZM Funds or third parties who have expressed an interest in, and have the ability and resources to, participate in such co-investment opportunities. The minimum commitment for a limited partner of a ZM Fund is outlined in each ZM Fund's Confidential Private Placement Memorandum; however, ZM maintains discretion to accept less than the minimum investment threshold.

Investors are required to meet certain suitability qualifications, such as being an “accredited investor” within the meaning set forth in Rule 501(a) of Regulation D under the Securities Act, being a “qualified purchaser” as set forth in Section 3(c)(7) of the Investment Company Act and being a “qualified client” as defined in Rule 205-3 under the Advisers Act. Also, limited partners are required to make certain representations when investing in a ZM Fund, including, but not limited to that (i) they are acquiring an interest for their own account, (ii) they received or had access to all information they deem relevant to evaluate the merits and risks of the prospective investment and that (iii) they have the ability to bear the economic risk of an investment in the ZM Fund. Details concerning applicable investor suitability criteria are set forth in the respective ZM Fund's Confidential Private Placement Memorandum and subscription materials, which are furnished to each limited partner.

### Co-Investment

Where appropriate, ZM may provide certain investors in the ZM Fund or third parties the opportunity to co-invest through a Co-Invest Fund organized by ZM in specific Portfolio Companies alongside a ZM Fund, taking into account the applicable ZM Fund's investment limitations, the size of the investment opportunity and the demand among potential co-investors. It may arrange for the organization of a new limited partnership or other type of entity to serve as a co-investment entity. ZM will allocate the available investment among applicable ZM Fund, the Co-Invest Fund and any other third parties as it may in its sole discretion determine.

### Alternative Investment Vehicles

Alternative investment vehicles may be used whenever the general partner of a ZM Fund determines in good faith that for legal, tax, regulatory or other reasons it is in the best interests of any or all of its limited partners that all or any portion of a particular investment be made through an investment structure outside of such ZM Fund. Participants in such investments are generally required to make all or a portion of their investments through such alternative investment vehicle, which invests on a parallel basis with or in lieu of the applicable ZM Fund, and are required to make capital contributions directly to each such alternative investment vehicle to the same extent, for the same purposes and on the same terms and conditions as limited partners are typically required to make capital contributions to such ZM Fund. Each such limited partner has the same economic interest in all material respects in the investment made through an alternative investment vehicle as such limited partners would have if such investment had been made solely

by the applicable ZM Fund, and the other terms of such alternative investment vehicle are generally substantially identical in all material respects to those of such ZM Fund, to the extent applicable.

#### Non-ZM Investments

Prior to forming Fund I, affiliates of ZM completed seven transactions as a fundless sponsor, in which the ZM affiliates partnered with one or more other private equity firms who provided all or substantially all of the capital and a ZM affiliate served as the “management partner.” For six of these investments, such ZM affiliate sourced the investment opportunity and presented it to the relevant equity partner. Additionally, in its capacity as a fundless sponsor, ZM continues to have a highly active role in the management of three of these companies (generally serving as non-executive chairman of the board of directors or a similar role) and has significant influence on the operating performance, growth trajectory and strategic transactions of these investments. Significant investment decisions, however, including the terms of the initial investment and realization of the investment, may require the approval of each relevant equity partner (in consultation with ZM).

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

ZM seeks to leverage its understanding of the media and communications industries to target and acquire companies that it believes will benefit from macro industry trends. The specific sectors that ZM targets include, but are not limited to, direct marketing, market research and information services, as well as certain segments of the television, radio, out-of-home advertising, publishing, communications and music businesses.

The ZM Fund’s investment objective is to generate significant capital appreciation by making private investments (“Portfolio Investments”) principally in equity or equity-oriented securities (including preferred stock and debt securities purchased in connection with equity investments, or which offer equity-like returns) of media companies (“Portfolio Companies”). The ZM Funds and, to the extent applicable, the Co-Invest Funds broadly target two types of investment opportunities: (i) special situations or management turnarounds and (ii) transitional growth companies. ZM takes a highly active role in all aspects of a Portfolio Company’s operations and management, applying ZM’s “Four Tenets of Value Creation”: (i) hands-on management, (ii) cost efficiency, (iii) creative revitalization and (iv) corporate innovation.

The ZM Funds seek investment opportunities typically ranging from \$20 million to \$250 million in middle-market companies with enterprise values typically ranging from \$50 million to \$500 million, including the active targeting of out-of-favor sectors and contrarian opportunities where valuations are discounted and potential returns are enhanced. The ZM Funds may also target larger Portfolio Investments or Portfolio Companies and invite co-investors to participate through a Co-Invest Fund to keep the ZM Fund’s investment within the preferred size range. The ZM Funds may utilize a broad range of transaction structures, including management and leveraged buyouts, recapitalizations, corporate divestitures, privately negotiated control and minority investments, consolidations and roll-ups, spin-offs and carve-outs, and growth equity investments.

The investment activities of the ZM Funds are directed by our partners (the “Investment Committee”). The Investment Committee is supported by ZM’s investment professionals. ZM’s investment decision-making process generally includes informal, collaborative discussions on an ongoing basis and a formal approval by the Investment Committee for each new investment. The subsequent Portfolio Company monitoring processes, which are designed to ensure the timely and successful execution of each investment’s business plan, involve periodic reviews of valuation parameters, investment performance, and disposition opportunities.

All investing involves a risk of loss and the investment strategy offered by ZM could lose money over short or even long periods. An investment in the ZM Funds may be deemed a speculative investment and is not intended as a complete investment program. It is designed for sophisticated investors who fully understand and are capable of bearing the risk of an investment in the ZM Funds. No guarantee or representation is made that a ZM Funds will achieve its investment objective or that limited partners will receive a return of their capital. Investors should review in detail the governing documents relating to each ZM Fund prior to making an investment in the ZM Funds.

Risks and potential conflicts of interest include, but are not limited to, the following:

**Past Performance Not Indicative of Future Results.** The past performance of ZM’s Portfolio Investments (including the Non-ZM Fund Investments) is not necessarily indicative of future results. Among other factors, many of ZM’s current Portfolio Investments are unrealized. The actual realized proceeds on these unrealized investments will depend on each company’s future operating results, the value of the assets and market conditions at the time of any realization, the amount of any related transaction costs and the timing and manner of realization. The investment returns realized from these unrealized investments may differ materially from the returns generated by realized investments. There can be no assurance that the Funds will generate investment returns commensurate with ZM’s historical performance.

**No Assurance of Investment Return.** There is no assurance that the Funds will be able to choose, make and realize investments in any particular company or portfolio of companies. There is no assurance that the Funds will be able to generate returns for their investors, or that the returns will be commensurate with the risks of investing in the type of companies and transactions targeted by ZM. There can be no assurance that projected or targeted returns for the Funds will be achieved or that their respective investors will receive a return of their capital. An investment in the Funds should only be considered by persons who can afford a loss of their entire investment.

**Reliance on ZM and its Affiliates and the Advisor.** ZM and its affiliates generally have exclusive responsibility for the Funds’ activities. Investors have no rights or powers to take part in the management of the Funds or to make investment decisions, including disposition decisions, and will not receive the level of Portfolio Company financial information that will be available to ZM and its affiliates. The success of the Funds depends on the skill and ability of the Principals to identify and consummate suitable investments and to dispose of such investments at a profit. The loss of the services of one or more of the Principals, in particular Strauss Zelnick,

could have an adverse impact on the Funds' prospects and their ability to realize their investment objectives. There can be no assurance that each of the Principals will continue to be affiliated with the Funds throughout their anticipated terms.

**Other Activities.** The Principals and other employees of ZM devote only such portion of their time to the affairs of the Funds as they in good faith consider necessary for the proper performance of their duties. Other activities of ZM, including managing ZM's existing portfolio of investments and working with companies in ZM's advisory portfolio (including the Non-ZM Fund Investments), may require those individuals to devote varying amounts of their time to matters unrelated to the business of the ZM Funds and Co-Invest Funds. In addition, the Principals and other employees of ZM may take on additional activities in the future. ZM's other activities may pose conflicts in the allocation of management resources, including the time and attention of the Principals. The Funds will have no interest in these other activities.

**No Independent Investment Record.** Prior to the formation of the ZM Funds, all of ZM's investments had been made with unaffiliated private equity firms that made their own, independent investment decisions, provided substantially all of the capital, hold a majority of the voting equity securities and control the boards of directors of the Portfolio Companies. As a result, while ZM has or shares a primary role in determining the strategic plan for these Portfolio Companies and directing the execution of the plan by company management, ZM did not have the sole authority to acquire the companies and does not control decisions about material corporate transactions that require board or shareholder approval, including mergers, acquisitions and asset sales. Investments by the ZM Funds require a consensus among the Principals, with a final determination by Mr. Zelnick. ZM and its affiliates will have sole decision-making authority with respect to Portfolio Investments and expects to control the material corporate decisions of its Portfolio Companies.

**Concentration of Investments in the Media and Communication Industries.** The Funds' Portfolio Investments are concentrated in the media and communication sectors. Concentration in a single industry may involve risks greater than those generally associated with diversified acquisition funds, including significant fluctuations in returns. Instability, fluctuation or overall decline within the media industry will likely not be balanced by investments in other industries not so affected. In the event that the media sector as a whole declines, returns to investors may decrease. In addition, media and communication companies in the United States, Canada, Europe and elsewhere are undergoing rapid change as a result of evolving government regulations, development of new technologies, changing market conditions and new or improved competing products and services. The Funds' Portfolio Companies compete in this volatile environment. There is no assurance that products or services provided by Portfolio Companies will not be rendered obsolete or adversely affected by competing products or services or that Portfolio Companies will not be adversely affected by regulatory changes or other challenges.

**Regulatory Considerations.** The provision of media and communication services in all parts of the world is governed by different statutes, rules and regulations promulgated by international, national, state and local government entities. These regulations cover all aspects of the provision of media services, including the allocation and use of the electromagnetic spectrum and the

quality of service provided by the entity, as well as determine whether an entity is qualified to provide such services. The form and content of these regulations can be subject to all types of political, market and social forces at every level of regulatory authority. For example, some regulations govern the qualifications and/ or ownership of entities that seek to provide regulated services to protect consumers or to control the concentration of economic power in a specific market segment. Under these rules, entities wishing to provide certain services may need to be licensed or obtain some other authorization to provide services. Moreover, these entities may be subject to ownership and control restrictions, limitations on rates, specific technical requirements, reporting requirements, and the payment of various fees, taxes or other levies. Accordingly, regulation of the media industry can have a dramatic effect on any entity participating in this industry. Additionally, there is no assurance that governments or regulatory agencies will not adopt new laws or regulations, revise their view of existing rules and regulations, or take other actions that will have an adverse effect on the media industry or the ability of an entity to provide specific services or otherwise impact companies in which the Funds may invest or may have invested. Furthermore, some regulations concerning ownership and control of certain types of media entities may prevent certain potential investors in the Funds from making, or could prevent the Funds from making, certain investments that it might otherwise desire to make. These same regulations or others might also prevent investors in the Funds from making certain investments outside the Funds.

**Risks in Effecting Operating Improvements.** The Funds invest in underperforming media assets, with the goal of improving the financial performance of these assets by implementing operational improvements. Identifying and implementing potential operating improvements at Portfolio Companies is difficult and entails a high degree of uncertainty. There can be no assurance that the Funds will be able to successfully identify and implement such improvements or that such improvements, if made, will result in improved financial performance.

**Investments in Corporate Divestitures.** The Funds may invest a portion of their assets in the securities of companies that have been formed through divestitures from larger corporations. Investments in such companies may involve greater risks than are generally associated with investments in more established companies. Companies that are divested from larger corporations have no experience operating as separate, standalone entities and may not have accounting, human resources or other systems in place to support their operations. Such companies may also require extensive restructuring, new management expertise and a significant commitment of financial and managerial resources from the Funds. Accordingly, some Portfolio Investments may be considered highly speculative and there can be no assurance that the Funds will be able to transform these businesses into successful, stand-alone companies.

**Assumption of Contingent Liabilities.** In connection with an investment, the Funds may assume, or acquire a Portfolio Company subject to, contingent liabilities. These liabilities may be material and may include liabilities associated with pending litigation, regulatory investigations or environmental actions, among other things. To the extent these liabilities are realized, they may materially adversely affect the value of the Portfolio Company. In addition, if the Funds have assumed or guaranteed these liabilities, the obligation would be payable from the assets of the Funds, including the unfunded commitments of their respective investors.

**Investments in Turnaround Situations.** The Funds make investments in Portfolio Companies that are experiencing or are expected to experience financial difficulties, including in companies that are producing net losses or negative operating EBITDA. The Funds will rely upon the Principals' operating and management skills to restructure the companies' operations and restore profitability. There can be no assurance that the Principals will be successful in implementing such changes or that the companies' financial difficulties will be overcome. In addition, such investments could subject the Funds and their investors to certain additional potential liabilities. For example, under certain circumstances, payments to the Funds and distributions by the Funds to investors may be reclaimed if any such payment or distribution is later determined to have been a fraudulent conveyance or a preferential payout.

**Reliance on Portfolio Company Management Teams.** Each Portfolio Company's day-to-day operations will be the responsibility of such Portfolio Company's management team. Although ZM will be responsible for monitoring the performance of each investment, there can be no assurance that the existing management team, or any successor, will be able to operate the Portfolio Company successfully or implement any operational improvements in accordance with the Funds' plans. In addition, the Funds expect to acquire businesses or divisions that have been divested from strategic sellers and do not have centralized management structures or teams. There can be no assurance that such Portfolio Companies will be able to successfully build management structures and attract and retain suitable management personnel.

**Highly Competitive Market for Investment Opportunities.** The activity of identifying, completing and successfully disposing of Portfolio Companies is highly competitive and involves a high degree of uncertainty. The Funds will encounter competition from other entities having similar investment objectives. Potential competitors include other investment funds and corporations, business development companies, strategic industry acquirers and other financial investors investing directly or through affiliates. Further, over the past several years, an ever-increasing number of private equity and hedge funds have been formed (and many such existing funds have grown in size). Additional funds with similar investment objectives may be formed in the future by other, unrelated parties. Some of these competitors may have more relevant experience, greater financial resources and more personnel than ZM and its affiliates. It is possible that competition for appropriate investment opportunities may increase, thus reducing the number of opportunities available to the Funds and adversely affecting the terms upon which investments can be made. There can be no assurance that the Funds will be able to identify or acquire Portfolio Companies satisfying their investment criteria or that such investments will satisfy the Funds' return objectives. Likewise, there can be no assurance that the Funds will be able to realize the values of their investments or that they will be able to invest their committed capital.

**Risk of Fewer, Larger Investments.** The Funds may have a limited number of Portfolio Investments, and the Co-Invest Funds, in particular, generally make only one Portfolio Investment. As a consequence, the aggregate returns of the Funds may be substantially adversely affected by the unfavorable performance of any single Portfolio Company. Since all of the Portfolio Investments cannot reasonably be expected to perform well or even return capital, for the Funds to achieve above-average returns, one or a few of these investments must perform very well. There can be no assurance that this will be the case. Moreover, other than as set forth in the

Confidential Private Placement Memoranda, limited partners of the ZM Funds have no assurance as to the degree of diversification of the ZM Funds' investments by geographic region. In addition, up to 20% of the aggregate amount of their capital commitments may be invested in any one Portfolio Company at any given time, or up to 30% if the excess portion can be refinanced within 12 to 13 months in ZM and its affiliates' good faith judgment. In these circumstances and in other transactions where ZM and its affiliates intend to refinance all or a portion of the capital invested, there will be a risk that such refinancing may not be completed, which could lead to increased risk as a result of the ZM Funds having an unintended long-term investment as to a portion of the amount invested and/or reduced diversification. In such event, the interest rate on such loans may not adequately reflect the risk associated with the unsecured position taken by the ZM Funds.

**Use of Leverage.** The Funds' Portfolio Investments are expected to include companies whose capital structures have significant leverage. While investments in leveraged companies offer the opportunity for capital appreciation, such investments also involve a higher degree of risk than investments in non-leveraged companies. The Funds' investments may involve varying degrees of leverage, as a result of which recessions, operating problems and other general business and economic risks (as well as particular risks associated with investing in the media sector) may have a more pronounced effect on the profitability or survival of these Portfolio Companies. Moreover, rising interest rates may significantly increase Portfolio Companies' interest expense, causing losses and/ or an inability to service debt levels. If a Portfolio Company cannot generate adequate cash flow to meet debt obligations, the Funds may suffer a partial or total loss of capital invested in the Portfolio Company. In addition, borrowings by the Funds may be secured by capital commitments to such Funds as well as by the Funds' respective assets.

**Bridge Financing.** From time to time, the Funds may lend to Portfolio Companies on a short-term, unsecured basis in anticipation of a future issuance of equity or long-term debt securities. Such bridge loans would typically be convertible into a more permanent, long-term security; however, for reasons not always in the applicable Fund's control, such long-term securities may not be issued and such bridge loans may remain outstanding. In such event, the interest rate on such loans may not adequately reflect the risk associated with the unsecured position taken by such Fund.

**Investment in Troubled Assets.** The Funds may make investments in nonperforming, underperforming or other troubled assets, under-capitalized companies or other restructurings which involve a degree of financial risk and are experiencing or are expected to experience severe financial difficulties. Such challenges may never be overcome and, as a result, may lead to a loss of some or all of such Fund's investment. These investments may have been originated by financial institutions that are insolvent, in serious financial difficulty or no longer in existence and, as a result, the standards by which such investments were originated, the recourse to the selling institution or the standards by which such investments are being serviced or operated may be adversely affected. In addition, certain of the Funds' investments may become subject to compromise or discharge under the U.S. Bankruptcy Code. Investments in entities which later file for relief as debtors in proceedings under Chapter 11 of the U.S. Bankruptcy Code may, in certain circumstances, be subject to litigation which could further impair the value of the investment. For example, under certain circumstances, lenders who have inappropriately

exercised control of the management and policies of a debtor may have their claims subordinated or disallowed or may be found liable for damages suffered by parties as a result of such actions. In addition, under certain circumstances, payments to a Fund and distributions by such Fund may be reclaimed in such proceedings if any such payment or distribution is later determined to have been a fraudulent conveyance or a preferential payment or the equivalent under the laws of certain jurisdictions. Bankruptcy laws may delay the ability of a Fund to realize on collateral for loan positions held by it or may adversely affect the priority of such loans through doctrines such as equitable subordination. Bankruptcy laws may also result in a restructure of the debt without the applicable Fund's consent under the "cramdown" provisions of the bankruptcy laws and may also result in a discharge of all or part of the debt without payment to such Fund. Non-U.S. jurisdictions may present analogous or different credit issues.

**Reorganization Proceedings.** The Funds' investments may include companies involved in reorganization proceedings. Such investments typically entail a number of risks that do not normally apply to investments in other companies. If ZM's evaluation of the anticipated outcome of a reorganization or the timing of such outcome should prove incorrect, the applicable Fund's returns could suffer, and in some cases, such Fund could experience a loss of its capital. A wide variety of considerations make any evaluation of the outcome of an investment in such a company uncertain. Such considerations include, for example, inaccurate or dated financial information, competing interests or litigation among the participants in a reorganization or liquidation proceeding, the requirement to obtain mandatory or discretionary consents from various governmental authorities or others, the determinations of a particular judge in a court of equity, the deterioration of an operating business during a traumatic episode in the company's operating history, and uncertainty regarding the amount of administrative costs that might be incurred in a reorganization proceeding. The uncertainties inherent in evaluating such investments may be increased by legal and practical considerations that limit ZM's access to reliable and timely information concerning material developments affecting a company or that cause lengthy delays in the completion of a reorganization or liquidation proceeding.

**Investments in Portfolio Companies with Significant Real Estate Holdings.** The Funds' may make investments in Portfolio Companies with significant real estate holdings that will be subject to the risks inherent in the ownership and operation of real estate and real estate-related businesses and assets. These risks include, but are not limited to, the burdens of ownership of real property, general and local economic conditions, the supply of and demand for properties, energy and supply shortages, undisclosed or unknown environmental liabilities, changes in building, environmental and other laws or regulations, natural disasters, changes in tax rates, changes in interest rates and the availability of mortgage funds which may render the sale or refinancing of properties difficult or impracticable, negative developments in the economy that depress consumption and travel activity, contingent liabilities on disposition of assets, uninsured or uninsurable casualties, acts of God, terrorist attacks and war and other factors which are beyond the control of the Principals or ZM. There can be no assurance that there will be a ready market for resale of such Portfolio Companies' real estate and real estate-related assets because such investments will generally not be liquid. Illiquidity may result from the absence of an established market for such investments, as well as legal or contractual restrictions on their resale by the Portfolio Company or the applicable Fund.

**Financial Market Fluctuations.** General fluctuations in interest rates and the market prices of securities and other assets may adversely affect the value of the Portfolio Investments held by the Funds. Instability and volatility in interest rates and the securities markets may also increase the risks inherent in the Funds' Portfolio Investments, as Portfolio Companies may need to refinance their outstanding debt as it matures. The ability of Portfolio Companies to refinance debt securities may depend on their ability to sell new securities in the public high-yield debt or equity markets or to borrow from banks or other lenders, which may not be achievable on favorable terms or at all. Companies within certain industries have generally experienced higher volatility than the overall securities markets and hence are subject to greater risk. There is a risk that Portfolio Companies may not be able to refinance existing debt or that the terms of any refinancing may not be as favorable as the terms of their existing financing arrangements. If prevailing interest rates or other factors at the time of refinancing result in higher interest rates upon refinancing, then the interest expense relating to that refinanced indebtedness would increase. These risks could adversely affect the Funds' cash flows and the return on its investments.

**Non-U.S. Investments.** The Funds expect to invest a portion or, in the case of certain Co-Invest Funds, all of their aggregate capital commitments outside the United States. The Principals have previously made only a limited number of significant investments outside the United States. Non- U.S. investments involve certain factors not typically associated with investing in U.S. transactions, including risks relating to: (i) currency exchange matters, including fluctuations in the rate of exchange between the U.S. dollar and the various foreign currencies in which the Funds' foreign investments are denominated, and costs associated with conversion of investment principal and income from one currency into another; (ii) differences between the U.S. and foreign markets, including differences in rules and regulations, potential price volatility in and relative liquidity of some foreign securities markets, the absence of uniform accounting, auditing and financial reporting standards, practices and disclosure requirements and less government supervision and regulation; (iii) economic, social and political conditions, including foreign exchange control regulations, restrictions on foreign investment and repatriation of capital, the possibility of expropriation or confiscatory taxation, and political, economic or social instability; (iv) the possible imposition of foreign taxes on income and gains recognized with respect to such securities; and (v) less developed corporate laws regarding fiduciary duties and the protection of investors.

**Investments with Third Parties.** The Funds may co-invest with third parties through partnerships, joint ventures or other entities thereby acquiring non-controlling interests in certain Portfolio Companies. As a result, the Funds may have a limited ability to protect their position therein. Such investments may involve risks not present in investments where a third party is not involved, including the possibility that a third party partner or co-investor may have financial difficulties resulting in a negative impact on such investment, including the Funds' ability to exit the investment, may have economic or business interests or goals which are inconsistent with those of the Funds, or may be in a position to take action contrary to the Funds' investment objectives. In addition, the Funds may in certain circumstances be liable for the actions of its third party partners or co-investors.

**Minority Investments.** The Funds may invest in minority positions of companies for which the Funds have no right to exert significant influence. In such cases, the ZM Funds will be significantly reliant on the existing management and board of directors, which may include representatives of other investors with whom the Funds are not affiliated and whose interests may conflict with the interests of the Funds. While the Funds generally expect that appropriate minority shareholder rights will be obtained to protect their interests to the extent possible, there can be no assurance that such minority shareholder rights will be available or that such rights will provide sufficient protection of the Funds' interests.

**Illiquid and Long-Term Investments.** Many of the Funds' investments will be highly illiquid. There can be no assurance that the Funds will be able to monetize such investments in a timely manner, or at all. Consequently, dispositions of such investments may require a lengthy time period or may result in distributions in kind to the Partners. While an investment may be sold at any time, it is generally expected that this will not occur for a number of years after the investment is made. The Funds will generally acquire securities that cannot be sold except pursuant to a registration statement filed under the Securities Act, or in a private placement or other transaction exempt from registration under the Securities Act. In some cases, the Funds may be prohibited by contract from selling certain securities for a period of time, and as a result may not be permitted to sell a Portfolio Investment at a time it might otherwise do so. Even where the Funds hold freely tradable publicly traded securities, the Funds' position may represent a significant portion of the outstanding public float of a particular company, creating a degree of illiquidity in the event that the Funds wished to dispose of or reduce their position in such company by selling shares into the market. As a result, there most likely will be little or no near-term cash flow available to investors from their investments in the Funds.

**Investments Longer Than Term of the Funds.** The Funds may make investments that cannot be advantageously disposed of prior to the date that the Funds are dissolved, either by expiration of the Funds' term or otherwise. Although ZM and its affiliates expect that investments will either be disposed of prior to dissolution or be suitable for in-kind distribution at dissolution, the Funds may have to sell, distribute or otherwise dispose of investments at a disadvantageous time as a result of dissolution.

**Contingent Liabilities Upon Disposition.** In connection with the disposition of an investment, the Funds 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 or assets and may be responsible for the content of disclosure documents under applicable securities laws. The Funds may also be required to indemnify the purchasers of such investment or underwriters to the extent that any such representations or disclosure documents turn out to be inaccurate. These arrangements may result in contingent liabilities, which will be borne by the Funds, and limited partners may be required to return amounts distributed to them to pay for the Funds' indemnity obligations.

**Hedging Policies/ Risks.** In connection with the acquisition, holding, financing, refinancing or disposition of certain investments, the Funds may employ hedging techniques designed to reduce the risks of adverse movements in interest rates, securities prices or currency exchange. The costs of such hedging techniques will be borne by the Funds. While hedging transactions

may reduce certain risks, such transactions themselves may entail certain other risks. Thus, while the Funds may benefit from the use of these hedging mechanisms, unanticipated changes in interest rates, securities prices, or currency exchange rates may result in a poorer overall performance for the Funds than if they had not entered into hedging transactions.

**Indemnification.** The Funds may be required to indemnify ZM and its affiliates, and each of their respective officers, directors, agents, stockholders, members, partners and employees, any other person who serves at the request of ZM and its affiliates on behalf of the Funds as an officer, director, agent, partner, member or employee of any other entities, and any member of the LP Advisory Committee for liabilities incurred in connection with the affairs of the Funds and otherwise as provided in the Fund Agreements. Such liabilities may be material and may have an adverse effect on the returns to investors. For example, in their capacity as directors of Portfolio Companies, the Principals and other affiliates of ZM may be subject to derivative or other similar claims brought by shareholders of such companies. The indemnification obligation of the Funds would be payable from the assets of the Funds. If the assets of the ZM Funds are insufficient, ZM and its affiliates may recall distributions previously made to investors (subject to certain limitations set forth in the applicable Fund Agreements).

**Provision of Managerial Assistance to the Assets of the ZM Funds.** ZM and its affiliates intend to use reasonable efforts to avoid having the assets of the ZM Funds constitute “plan assets” of any plan subject to Title I of the U.S. Employee Retirement Income Security Act of 1974, as amended (“ERISA”) or Section 4975 of the Internal Revenue Code of 1986, as amended, and may, in this regard, elect to operate the ZM Funds as a “venture capital operating company” (“VCOC”) within the meaning of regulations promulgated under ERISA or meet another exemption from the ERISA “plan asset” regulations. Operating the ZM Funds as a VCOC requires that the ZM Funds obtain rights to substantially participate in or substantially influence the conduct of the management of a number of the ZM Funds’ Portfolio Companies. The ZM Funds will typically designate one or more directors to serve on the board of directors of each Portfolio Company as to which it obtains such rights. The designation of directors and other measures contemplated could expose the assets of the ZM Funds to claims by a Portfolio Company, its security holders and its creditors, as well as other persons who have a claim against the Portfolio Company.

**ERISA Considerations.** In the event that ZM and its affiliates operate the ZM Funds so as to qualify as a VCOC, as discussed above, the ZM Funds may be restricted or precluded from making certain investments. In addition, it could be necessary for ZM and its affiliates to liquidate an investment at a disadvantageous time in order to avoid holding ERISA “plan assets,” resulting in lower proceeds to the ZM Funds than might have been the case without the need to qualify as a VCOC.

**Liability of the ZM Funds and their Partners.** ZM and its affiliates have unlimited liability for all debts and obligations of the ZM Funds. Except as provided below, the total liability of a ZM Fund limited partners is limited to the amount of their respective capital commitments, except in certain circumstances whereby limited partners were involved in the management or otherwise engaged in the business of the ZM Funds or externally represented the ZM Funds. Any ZM Fund partner’s capital commitment is susceptible to risk of loss as a result of any liability of the ZM

Funds irrespective of whether such liability is attributable to an investment to which such partner contributed any capital. If the ZM Funds is otherwise unable to meet its obligations, the limited partners may, under applicable law, be obligated to return, with interest, distributions previously received by them, pursuant to any rules regarding fraudulent conveyances, to the ZM Funds or to creditors whose interests have been injured. In addition, a limited partner may be liable under applicable bankruptcy law to return a distribution made during the ZM Funds' insolvency. For additional information on the liability of limited partners, see the Confidential Private Placement Memoranda.

**Legal, Tax and Regulatory Risks.** Legal, tax and regulatory changes could occur during the term of the Funds that may adversely affect the Funds, Portfolio Companies or investors. For example, from time to time the market for private equity transactions has been adversely affected by a decrease in the availability of senior and subordinated financing for transactions, in part in response to regulatory pressures on providers of financing to reduce or eliminate their exposure to such transactions. Moreover, the provision of media services in all parts of the world is governed by different statutes, rules and regulations promulgated by international, national, state and local government entities. These regulations cover all aspects of the provision of media services, including the allocation and use of the electromagnetic spectrum and the quality of services provided by the entity, and determine whether an entity is qualified to provide such services.

**Absence of Regulatory Oversight.** While the Funds may be considered similar in some ways to an investment company, the Funds are not required and do not intend to register as such under the Investment Company Act. Accordingly, the investors are not afforded the protections of the Investment Company Act.

**Effect of Carried Interest.** The existence of ZM and its affiliates' carried interest may create an incentive for ZM and its affiliates to make more speculative investments on behalf of the Funds than it would otherwise make in the absence of such performance based arrangement. In addition, if distributions are made of property other than cash, the amount of any such distribution will be accounted for at the fair market value of such property, as determined in accordance with procedures specified in the Fund Agreements. An independent appraisal generally will not be required and is not expected to be obtained.

**Conflicts of Interests.** ZM and its affiliates may receive certain fees from Portfolio Companies in connection with the purchase, monitoring or disposition of investments or in connection with un consummated transactions (e.g., transaction, directors', break-up and monitoring fees) as described above in "Fees and Compensation". Except as set forth in the Confidential Private Placement Memoranda, investors will receive no benefit from such fees paid to ZM and its affiliates. Further, conflicts of interest may arise as a result of the Principals having investments in both the Non-ZM Fund Investments and the ZM Funds' Portfolio Investments, as well as other investments both public and private. ZM and its affiliates will endeavor to make sure that conflicts of interest do not work to the detriment of the Funds. To the extent that conflicts of interest arise, they will be presented to the LP Advisory Committee, as applicable, of the relevant ZM Fund for review.

**Material, Non-Public Information.** As a result of their responsibilities in connection with Portfolio Companies or their other activities, ZM and its affiliates, the Funds or their employees may acquire confidential or material, non-public information or otherwise be restricted from initiating transactions in certain securities. The Funds will not be able to act upon any such information. Due to these restrictions, the Funds may not be able to initiate a transaction that it otherwise might have initiated and may not be able to sell an investment that it otherwise might have sold.

**Diverse Limited Partner Group.** The investors in the Funds may have conflicting investment, tax and other interests with respect to their investments in such Funds. The conflicting interests of individual investors may relate to or arise from, among other things, the nature of investments made by the Funds, the structuring of acquisitions of investments and the timing of dispositions of investments. As a consequence, conflicts of interest may arise in connection with decisions made by ZM and its affiliates, including with respect to the nature or structuring of investments that may be more beneficial for one investor than for another investor, especially with respect to investors' individual tax situations. In selecting and structuring investments appropriate for the Funds, ZM and its affiliates may consider the investment and tax objectives of the Funds and its investors as a whole, not the investment, tax or other objectives of any investor individually.

**Side Letters.** In connection with a particular investor's investment in a Fund, the general partner, manager or similar governing entity may enter into a side letter or other similar agreement (each, a "Side Letter") with such investor with respect to the Fund which has the effect of establishing rights under, or altering or supplementing the terms of, the applicable Fund Agreement with respect to such investor in a manner more favorable to such investor than those applicable to other investors. Such rights or terms in any such Side Letter or other similar agreement may include, without limitation, (i) excuse rights applicable to particular investments; (ii) the general partner's, manager's or similar governing entity's agreement to extend certain information rights or additional reporting to such investor; (iii) modification of confidentiality obligations of such investor; (iv) the general partner's, manager's or similar governing entity's agreement to consent to certain transfers by such investor or other exercises by the general partner, manager or similar governing entity of its discretionary authority under the applicable Fund Agreement for the benefit of such investor; (v) restrictions on, or special rights of such investor with respect to, the activities of the general partner, manager or similar governing entity; (vi) other rights or terms necessary in light of particular legal, regulatory or public policy characteristics of such investor; (vii) additional obligations and restrictions of the Fund with respect to the structuring of Portfolio Investments (including with respect to alternative investment vehicles); or (viii) adjustments with respect to certain economic provisions. Any rights or terms so established in a Side Letter with an investor generally govern solely with respect to such investor and do not require the approval of any other investors in such Fund.

**Other Activities and Relationships.** The Principals will serve as members of the boards of directors of various companies and may participate in other activities outside of ZM. For example, Mr. Zelnick currently serves on the boards of directors of Take-Two, as well as several private companies. Conflicts may arise as a result of such activities. The possibility exists that the companies with which one or more of the Principals is involved could engage in transactions that would be suitable for the Funds, but in which the Funds might be unable to invest.

## **Item 9: Disciplinary Information**

ZM and its employees have not been involved in any legal or disciplinary events in the past 10 years that would be material to a client's evaluation of ZM's advisory business or the integrity of our management.

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

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

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

ZM does not recommend or select other investment advisers for the Funds.

Employees of ZM may serve as directors and officers of certain Portfolio Companies and, in that capacity, will be required to make decisions that consider the best interests of such Portfolio Companies and their respective shareholders. In certain circumstances, for example in situations involving bankruptcy or near-insolvency of a Portfolio Company, actions that may be in the best interests of the Portfolio Company may not be in the best interests of the respective Fund, and vice versa. Accordingly, in these situations, there will be conflicts of interest between such individual's duties as an employee of ZM and such individual's duties as a director or officer of such Portfolio Company.

ZM organizes and sponsors the Funds, which are private investment companies. These pooled investment vehicles managed by ZM are controlled by affiliated general partner entities ("GP Entities"). ZM or the GP Entities will be responsible for all decisions regarding portfolio transactions of the Funds and have full discretion over the management of the Funds' investment activities. While the GP Entities are not separately registered as investment advisers with the SEC, all of their investment advisory activities are subject to the Advisers Act of 1940 and the rules thereunder. In addition, employees and persons acting on behalf of the GP Entities are subject to the supervision and control of ZM. Thus, the GP Entities, all of its employees and the persons acting on its behalf would be "persons associated with" the registered investment adviser so that the SEC could enforce the requirements of the Advisers Act on the GP Entities.

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

ZM has adopted a Code of Ethics pursuant to Rule 204A-1 under the Advisers Act that is predicated on the principal that ZM owes a fiduciary duty to the Funds. Accordingly, employees of ZM must disclose or avoid activities, interests and relationships that run contrary (or appear to run contrary) to the best interest of the Funds.

ZM's employees that are access persons must have written clearance for all transactions involving initial public offerings and private placements before completing the transactions. ZM may disapprove any proposed transaction, particularly if the transaction appears to pose a conflict of interest or otherwise appears improper. ZM also endeavors to maintain current and accurate records of all personal securities accounts of its access persons in an effort to monitor all such activity. A copy of ZM's Code of Ethics is available upon request.

ZM, its employees, strategic partners or their affiliated entities will have an investment in each ZM Fund. For example, the general partner for each ZM Fund is 100% owned by ZM's Principals and certain other investment professionals working for ZM. In addition, each ZM Fund general partner commits to, together with the Principals, other members, officers, directors and employees of such general partner, ZM and their respective affiliates, certain other executives of ZM and/or operating advisors to the Funds, participating in the related ZM Fund's investment program by contributing a certain percentage of such ZM Fund's total capital commitments, which is determined by the applicable general partner on an annual basis and cannot exceed 10%. Such capital commitments allow ZM, its employees, strategic partners or their affiliated entities to invest in one or more particular portfolio investments made by the ZM Funds. Any such investments are divested on the same terms and at the same time as the ZM Funds' divestments, subject to applicable legal, tax, regulatory and other similar considerations.

## **Item 12: Brokerage Practices**

ZM focuses on making investments in private securities, thus it does not ordinarily deal with any financial intermediary such as a broker-dealer, and commissions are not ordinarily payable in connection with such investments. To the limited extent ZM transacts in public securities it intends to select brokers based upon the broker's ability to provide best execution for the Funds. ZM is generally authorized to make the following determinations, subject to each ZM Fund's investment objectives and restrictions, without obtaining prior consent from the relevant ZM Fund or any of their investors: (i) which securities or other instruments to buy or sell; (ii) the total amount of securities or other instruments to buy or sell; (iii) the executing broker or dealer for any transaction; and (iii) the commission rates or commission equivalents charged for transactions. ZM transacts in securities on behalf of the Co-Invest Funds only in accordance with their respective Fund Agreements.

In making its decisions regarding the allocation of brokerage transactions for the Funds, ZM will consider a variety of factors including but not limited to: (i) the ability to effect prompt and reliable executions at favorable prices; (ii) the operational efficiency with which transactions are effected (such as prompt and accurate confirmation and delivery), taking into account the size of order and difficulty of execution; (iii) the financial strength, integrity and stability of the broker-dealer or counter party; and (iv) the competitiveness of commission rates in comparison with other broker-dealers. Although ZM will generally seek competitive commission rates and commission equivalents, it will not necessarily pay the lowest commission or equivalent.

Transactions may involve specialized services on the part of a broker-dealer, which may justify higher commissions and equivalents than would be the case for more routine services.

ZM does not participate in any soft dollar arrangements outside of receiving research available to other institutional investors. Research services received from brokers and dealers are supplemental to ZM's own research effort. Outside of routinely available research, ZM's policy is to bear the cost of research it receives and does not direct trading activity in lieu of payments for research or other services.

### **Item 13: Review of Accounts**

ZM focuses on making private equity investments in middle-market companies. All investments are carefully reviewed and approved by the Investment Committee, which is comprised of the Principals and ZM's investment personnel. The Portfolio Companies are reviewed on a continuous basis and ZM's investment professionals meet regularly to discuss investment ideas, economic developments, industry outlook and other issues related to current portfolio holdings and potential investment opportunities.

ZM provides investors in the ZM Funds with quarterly reports and capital account statements, capital call/distribution notices, and periodic press releases. Investors also receive annual audited financial statements.

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

No one other than the investors in the Funds provide an economic benefit to ZM for providing investment advice or other advisory services to the Funds.

During a fundraising cycle, ZM may compensate placement agents who introduce investors that commit capital to a ZM Fund. The amount paid to placement agents is based on point-in-time negotiation and all placement fees will be fully disclosed to investors referred by placement agents.

ZM or its affiliates may charge Portfolio Companies origination fees, breakup fees, consulting fees, monitoring fees and other similar fees as described above under "Fees and Compensation". Also, ZM's investment professionals who serve on the board of directors of Portfolio Companies may receive cash compensation, options and/or restricted stock in their capacity as directors. In accordance with each Fund Agreement, a portion of these fees received by ZM or any of its affiliates may be applied to reduce the Management Fee otherwise payable.

In addition, ZM and its affiliates may receive fees from companies that are not Portfolio Companies of the Funds or their affiliates and from those companies involved in the Funds' unconsummated transactions, and such fees do not reduce Management Fees. We do not believe that receiving such fees present conflicts of interest because we believe it is ultimately in the best interests of ZM and the Funds to consummate any such transactions were feasible.

## **Item 15: Custody**

ZM has custody of client funds because an affiliate serves as the general partner, manager or similar governing entity of the Funds.

When ZM identifies an investment that is suitable for the ZM Funds, the general partner issues a capital call to the investors for the capital necessary to make the investment. This capital will be held with a qualified custodian until the investment is made.

Though the investments recommended by ZM will generally be investments in private companies, ZM's clients may from time to time receive publicly traded equity securities in connection with their investments. ZM maintains evidence of all investments as required by Rule 204-2 under the Advisers. ZM maintains all publicly traded equity securities with a qualified custodian.

Investors in ZM Funds will not receive statements from custodians. Instead, the ZM Funds are subject to an annual audit and the audited financial statements are distributed to each limited partner. The audited financial statements will be prepared in accordance with generally accepted accounting principles and, in accordance with Rule 206(4)-2 of the Advisers Act, will be distributed within 120 days of each ZM Fund's fiscal year end.

With respect to the Co-Invest Funds, ZM has engaged a qualified custodian to hold any portfolio company securities of such Co-Invest Funds. Each quarter, the qualified custodian will mail account statements to each of the Co-Invest Funds and their respective investors. In addition, a nationally recognized public accounting firm that is a member of, and examined by, the Public Company Accounting Oversight Board will perform a surprise examination of each such Co-Invest Fund's assets.

## **Item 16: Investment Discretion**

ZM generally has discretionary authority to determine, without obtaining specific consent from the Funds or their limited partners, the securities and amount to be bought or sold. Any limitations on authority are included in the Confidential Private Placement Memoranda, Fund Agreements and other governing documents.

In addition, the ZM Funds may enter into Side Letters with one or more investors without the approval of any other investor that would have the effect of establishing rights under, or altering or supplementing the terms of the Fund Agreements or any subscription agreement of the ZM Funds. As a result of such Side Letters, certain investors may receive additional benefits that other investors will not receive. The other investors will have no recourse against ZM or any of its affiliates in the event that certain investors receive additional or different rights or terms as a result of such Side Letters.

## **Item 17: Voting Client Securities**

The Funds currently only hold private investments. Therefore, ZM does not receive and/or vote proxies. From time to time, an affiliate of ZM may receive and vote proxies with respect to Take-Two shares on behalf of, and under the direction of, ZM's partners and employees who beneficially own such shares.

## **Item 18: Financial Information**

ZM has never filed for bankruptcy and is not aware of any financial condition that is expected to affect its ability to manage client accounts.