

**INVESTMENT ADVISER BROCHURE
PART 2A OF FORM ADV**



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This Investment Adviser Brochure (“Brochure”) provides information about the qualifications and business practices of Topspin Management Company LBO, LLC. If you have any questions about the contents of this brochure, please contact our Chief Compliance Officer (“CCO”) at (516) 625-9400. 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.

Topspin Management Company LBO, LLC is an investment adviser registered with the SEC under the Investment Advisers Act of 1940, as amended (the “Advisers Act”). However, such registration does not imply a certain level of skill or training.

Additional information about Topspin Management Company LBO, LLC also is available on the SEC’s website at: www.adviserinfo.sec.

ITEM 2 **MATERIAL CHANGES**

Topspin Management Company LBO, LLC is updating its ADV Part 2 Brochure dated as of February 15, 2012 but filed on April 1, 2013. The previously filed Brochure described Topspin Management Company LBO, LLC and Topspin Management Company, LLC as operationally integrated and as of April 2, 2013, the operations of these companies are operationally separate and run by different management teams.

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ITEM 4 ADVISORY BUSINESS

General Description of Advisory Firm

Topspin Management Company LBO, LLC, a Delaware limited liability company (“Topspin Management” or the “Firm”), was formed on February 13, 2007. Topspin Management and its advisory affiliate, Topspin Management Company, LLC (“LG Management”), are under the common control of Leo A. Guthart and, as a result, Topspin Management and LG Management are “related persons” within the meaning of the Advisers Act. While Topspin Management and LG Management are affiliates because Leo A. Guthart is a control person of each adviser, the investment advisory business of Topspin Management and of LG Management are otherwise operationally separate and run by different management teams. For more information regarding Topspin Management, LG Management and their clients, please refer to Topspin Management’s Form ADV. The principal owners of Topspin Management are Leo A. Guthart, Steve Lebowitz and Leigh Randall.

Topspin Management provides investment management and administrative services to certain private investment funds (the “Funds”) for which Topspin Partners LBO GP, LLC, a Delaware limited liability company, acts as general partner. The Funds invest primarily in equity of small to middle-market buyouts and growth equity investments. The Firm provides investment advice to the Funds (not to Fund investors). Topspin Partners, LP is the only fund common to both Topspin Management and LG Management. This Fund is no longer deploying capital and therefore advisory services to this Fund are limited to overseeing current portfolio assets and determining the timing of its disposition of securities.

Each of the Funds is organized into a structure comprised of parallel funds, which generally invest in assets side-by-side on a pro-rata basis (based upon capital commitments made to each Fund) with the Funds. Generally, parallel funds may be established to accommodate specific tax issues impacting certain types of investors.

Description of Advisory Services

The Firm provides investment management and administrative services only to the Funds. Because of the parallel nature of each sub-group within the Funds, the Firm does not offer customized services for Funds within the same grouping. Investors purchase limited partnership interests in the Funds and investments are made at the Fund level.

The Funds are currently deploying capital and therefore seek, evaluate and consummate new investments as well as look for appropriate opportunities to exit investments.

The Firm does not provide investment advice to individuals. From time to time, the General Partner may offer certain investors or other persons the opportunity to co-invest.

Assets under Management

As of December 31, 2013, the Firm had approximately \$249.5 million in assets under discretionary management.

ITEM 5 FEES AND COMPENSATION

The following provides a general description of fees, compensation and expenses of the Firm. The Fund's limited partnership agreement describes the fees, compensation and expenses of the Fund in much greater detail.

Advisory Fees and Compensation

The Firm receives an annual management fee based on a percentage of the capital commitments made to the Funds and the invested capital of the Funds. Each investor will bear its pro-rata share of the management fees for a particular Fund in proportion to its investment in that Fund. The management fee is paid to the Firm quarterly in advance of the Fund's fiscal quarters.

Managements fees will be offset by placement agent fees paid by a Fund (if any), allocated over a three-year period, plus 50% of any transaction, monitoring fees, advisory, break-up, director or similar fees paid to the General Partner or the Firm (or any of their respective managers, members, directors, officers and employees) in connection with actual or prospective investments by that Fund, and 50% of any litigation proceeds from transactions not consummated by that Fund in connection with the Fund's proposed investment in such transactions. Credits will be carried forward until utilized. At the termination of a Fund, credits will be paid to the investors in that Fund.

Additional Fees and Expenses

The Firm will bear certain administrative expenses of a Fund, including salary and benefits for employees of the Firm, costs associated with office space, telephone and utilities, news, quotation and similar information and pricing services, computer equipment and support. To the extent not paid by the underlying portfolio companies in which a Fund invests, the Fund will pay all expenses incurred in connection with its operations other than those specifically allocated to the Firm. Expenses to be borne by a Fund include Advisory Committee (defined below) expenses, legal, auditing, financing and accounting fees and expenses, fees and expenses associated with the preparation of the Fund's tax returns and Partners' K-1s, consulting, all fees and expenses incurred in connection with the Fund's investment activities (including with respect to the origination and diligence review of potential investments and research and travel expenses incurred in investigating investment opportunities), broken deal expenses, insurance, litigation expenses, and any taxes, fees or governmental charges imposed on the Fund.

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

The General Partner receives a performance fee payable by the Fund in the form of a carried interest. The carried interest is deducted from a Fund's distributable proceeds. The carried interest payable to the General Partner will not exceed 20% of the amount of profits otherwise disburseable to each investor in the Fund. The Funds have established a distribution waterfall describing how distributions will be paid to the underlying investors and to the General Partner. Investors in a Fund receive a preferential return on their investments before the distribution of any carried interest occurs in the amount of 8% per annum.

The fees paid to the General Partner are subject to clawback provisions pursuant to which the General Partner is obligated to return to a Fund any carried interest compensation that exceeds 20% of the profits of the Fund (subject to the return of invested capital and preferred return thereon) over the course of the life of the Fund. Any such excess carried interest will be determined by the General Partner and reviewed by the Fund's independent public accountant.

The performance-based fees may create an incentive for the Firm to recommend or approve more speculative investments on behalf of the Funds than would be the case in the absence of this arrangement. All investments, however, will be made subject to the investment objectives and strategies set forth in Fund offering documents. In addition, the performance-based fees, if made, could result in allocations to the Firm that are greater than fees normally paid to other investment managers for similar services.

Based on the parallel nature of the Funds, the Firm expects that the Funds within a group will participate in investment opportunities at the same time. Each such investment opportunity is allocated pro-rata among such Funds according to the respective amounts of capital commitments made to each Fund within that group.

When presented with an investment opportunity, the Firm will assess the suitability of the investment for the Fund. Its assessment takes into account, among other things, the Fund's investment objectives and strategies, risk profile, tax status, diversification requirements, liquidity needs and available assets for investment. The Firm also assesses current market conditions and any other relevant information.

The Funds have an advisory committee, the delegates of which are selected by the General Partner on an annual basis and consist of representatives of the investors (the "Advisory Committee"). The Advisory Committee is consulted with respect to, among other things, conflicts of interest that may arise in the course of managing the Funds.

ITEM 7 TYPES OF CLIENTS

The Firm provides investment management and administrative services solely to the Funds. The Funds have minimum capital commitments for investors, as specified in the offering documents for each Fund. The minimum investment amount is generally \$1,000,000 (or such lesser amount as the Fund's General Partner may determine). The General Partner has the authority to waive minimum capital commitment levels in its discretion. Each investor is required to meet certain suitability qualifications, such as being an "accredited investor" (as defined under Rule 506 of Regulation D under the Securities Act of 1933, as amended (the "Securities Act")) and/or a "qualified purchaser" (as defined under the Investment Company Act of 1940, as amended (the "Investment Company Act")).

Investors participating in private funds that will be advised by the Firm in the future may include individuals, certain banks or thrift institutions, sovereign wealth funds, pension and profit sharing plans, trusts, estates, charitable organizations or other corporates or business entities (which may include entities that are owned, directly or indirectly, by principals or other employees of the Firm).

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

The Firm will provide day-to-day investment advisory services to the Funds. The following is a summary of the investment strategies and methods of analysis that will be used by the Firm when making investments on behalf of the Funds. More detailed descriptions of the Fund's investment strategies and methods of analysis are included in the Fund's private placement memorandum and related Fund documents. There can be no assurance that the Firm will achieve the investment objectives of a particular Fund and a loss of investment capital is possible.

A. Investment Analysis

The Firm sources and evaluates investment opportunities for the Funds. The Firm prepares all valuations of investments made by the Funds, all of which are then subject to the review and approval, on an annual basis, of the Advisory Committee for the Funds, the delegates of which represent investors in the Funds. The General Partner retains sole discretion to implement any particular investment strategy for all Funds.

The screening process for potential investments involves extensive analysis. In order to gain a sufficient level of confidence in a company's prospects, the Firm looks to, among other factors, whether the company has the following: (i) a business in which the Funds already have knowledge or may obtain knowledge through additional due diligence; (ii) a strong operating history; (iii) a business model that is inherently defensible so that the prospective portfolio company can withstand competitive attacks; (iv) a quality management team; and (v) a valuation that generates acceptable returns without excessive use of leverage.

On average, the Firm screens over 250 investments annually. When a potential investment is deemed to be attractive in accordance with the Firm's investment strategic principles (explained more fully below), the Firm will recommend such investment to the General Partner who will assign the proper parties, determined by the specifics of the particular investment, to conduct extensive due diligence.

B. Investment Strategy

The Firm focuses on small to middle-market companies with enterprise values between \$15 million and \$50 million, seeking those companies that have strong growth potential. The Firm targets companies in this market because it believes there are significant advantages in avoiding the more crowded higher-end segment of the middle-market. Such advantages include lower purchase price multiples, heightened opportunities for multiple expansion, a scarcity of private equity competition and better opportunities for proprietary deal flow.

The Firm seeks to take a control position in each target investment company through ownership of that company. Tapping into the resources provided by both its group of experienced principals and its extensive network of highly accomplished senior executives and consultants, the Firm may seek to either reorganize management of a target company, take positions on the board of directors of the target company or work with the target company's existing management to maximize profitability.

The Funds seek to achieve superior investments returns by (i) targeting the underserved smaller buyouts segment of the middle-market; (ii) pursuing a highly disciplined value-oriented strategy focused on earnings visibility; (iii) leveraging their positions as a leading Long-Island based buyout fund; and (iv) capitalizing on the extensive operating, financial and transactional experience of the principals of the Funds.

The Funds hold investments on average for a five-year period. Typically, when a company reaches its target earnings return, the Fund will exit the investment generally through a sale.

Risk of Loss

Investments in a Fund involve a significant risk of loss that investors should be prepared to bear. A Fund investor should not invest in a Fund unless the investor is able to withstand a total loss of the investment. Even if the investments of a Fund are successful, they may not produce a realized return to Fund investors for a period of years. There is no assurance that a Fund will achieve its investment objective. In addition to the speculative nature of such investments, the risks include limited operating history for the Funds and the companies in which they invest, challenges in achieving optimum diversification, dependence on managers to enhance portfolio company values, limitations on withdrawal from the Funds, potential conflicts of interest, non-transferability of interests in the Funds and illiquidity of the Funds' investments. The Funds' risk management cannot entirely eliminate risk. The following are risks associated with the Funds' significant investment strategies:

Risks Related to the Business and Investments of the Fund

The following list of risk factors does not purport to be a complete enumeration or explanation of the risks involved in an investment in the Funds. Prospective investors should read a particular Fund's entire private placement memorandum and consult their own counsel and advisors before deciding to invest in that Fund.

Investing in portfolio companies involves a high degree of business and financial risk that can result in substantial losses. In order for the Funds to succeed, they must be able to identify potentially successful business enterprises, a process that is difficult even for those with extensive experience investing in such enterprises. Portfolio companies may operate at a loss or with substantial variations in operating results from period to period, and may require substantial additional capital to support expansion or to achieve or maintain a competitive position.

Investing involves the risk of loss that an investor in the Funds should be prepared to bear. The discussion below of risks associated with an investment in the Funds does not purport to be an exhaustive list of all such risks. Please see the applicable Fund's private placement memorandum for a more detailed discussion of risks.

Business Risks

The Funds investment portfolio consists primarily of securities issued by privately-held smaller middle-market companies and investing in such companies involves a high degree of

business risk and uncertainty. Furthermore, such portfolio companies may be engaged in rapidly changing businesses with products subject to a substantial risk of obsolescence, may require substantial additional capital to support their operations, to finance expansion or to maintain their competitive position, or may otherwise have a weak financial position. In addition, such portfolio companies may face intense competition, including competition from companies with greater financial resources, more extensive development, manufacturing, marketing and other capabilities and a larger number of qualified managerial and technical personnel.

Leveraged Nature of Investments

The Funds may use debt to leverage investments in its portfolio companies. Investments in leveraged companies involve a high degree of risk. As a result, recessions, operating problems and other general business economic risks may have a more pronounced effect on the profitability or survival of such companies. Also, increased interest rates generally increase portfolio company interest expenses. In the event that any such portfolio company cannot generate adequate cash flow to meet debt service, the Funds may suffer a partial or total loss of capital invested in the portfolio company.

Future and Past Performance

The Funds have a limited operating history. The performance of the prior funds managed by the Firm and the General Partner cannot be relied upon as indicative of the Funds' future results. While the General Partner intends the Funds to have estimated returns commensurate with the risks undertaken, there can be no assurances that an internal rate of return will be achieved. Any given investment made by the Funds may prove to be unsuccessful and investors should determine whether they are able to absorb a loss of some or all of their investment before purchasing any interests in the Funds.

Investment in Subordinated and Unsecured Securities

The securities in which the Funds invest may be unsecured or subordinate, and, as a result, there may be no collateral to protect an investment once made.

Competitive Market for Investments

The business of identifying and structuring transactions of the nature contemplated by the Funds is highly competitive. The Funds compete for investments with other private equity investment vehicles and other companies, including institutional investors. There can be no assurance that the Funds will be able to continue to locate suitable investment opportunities, acquire them for an appropriate level of consideration, achieve a superior rate of return or fully invest its committed capital.

Concentration of Investments

The Funds participate in a limited number of investments and may seek to make several investments in one industry or one industry segment. Given the location of the Funds' management team on Long Island and the Funds' intent to leverage its contacts in the Long Island business community, a portion of the Funds' investments may be in companies based in

Long Island. As a result, the Funds' investment portfolio could become concentrated and its lack of diversification may increase the Funds' exposure to adverse market conditions. Moreover, such concentration could cause the Funds' aggregate return to be affected substantially by the performance of a few holdings.

Lack of Sufficient Investment Opportunities

It is possible that the Funds will never be fully invested if enough suitable investments are not identified. Investors pay a quarterly management fee based on the entire amount of their capital commitments during the investment period or until a successor fund is launched, and thereafter on the unfunded portion of capital commitments plus their capital invested in portfolio securities. The payment of such fee is required even if the Funds experience net losses in a particular year and even if the Funds are never fully invested. If an investor in a particular Fund fails to pay installments of its capital commitment when due and that Fund's available funds and the proceeds of additional contributions made by non-defaulting investors and of borrowings by the Fund are inadequate to cover the defaulted capital contributions, the Fund may be unable to meet the Fund's capital requirements to make investments, pay expenses and otherwise satisfy its liabilities and obligations.

Restricted Nature of Investment Positions

All or a substantial portion of Funds' investments will consist of securities that are subject to restrictions on sale by that Fund because they are not registered under the Securities Act or other applicable securities laws and may be subject to contractual restrictions and conditions on transfer. Generally, the Funds will not be able to sell such securities under the Securities Act or will only be able to sell the securities under Rule 144 or other rules under the Securities Act which permit limited sales under specified conditions. In addition, practical limitations may inhibit a Fund's ability to liquidate certain of its investments in the portfolio companies since the issuer will be privately held and the Fund will own a relatively large percentage of the issuers' equity securities. Sales may also be limited by market conditions, which may be unfavorable for the sale of securities of particular issuers or issuers in particular industries. The above limitations on liquidity of the Fund's investments could prevent a successful sale thereof, result in the delay of any sale or reduce the amount of proceeds that might be realized from such sale.

Potential Illiquidity of Securities Distributed in Kind

Investments may be distributed in kind to the limited partners under certain circumstances. Generally, in-kind distributions are expected to be salable by the distributee partner. However, circumstances may arise after distribution which defer or prohibit the sale by a limited partner of distributed securities. No assurances can be made that the distributee partner will achieve gains or will not suffer losses by reason of choosing or being required to hold securities distributed to it by the Fund.

Actual Results May Vary Significantly From Projections

The Funds may rely upon projections, forecasts or estimates relating to investment decisions in a particular portfolio company. Projections, forecasts and estimates are forward

looking statements and are based upon certain assumptions. Actual events are difficult to predict and beyond the Funds' control and may differ significantly from those assumed. Accordingly, there can be no assurance that estimated returns or projections can be realized or that actual returns or results will not be materially lower than estimated. Projected operating results of a company in which the Funds invest normally will be based primarily on financial projections prepared by each portfolio company's management and subject to numerous factors outside the control of the Funds. Also, general economic factors, which are not predictable, can have a material impact on the reliability of projections.

Need for Follow-On Investments

Following their initial investments in portfolio companies, the Funds may decide to provide additional funds to portfolio companies or have the opportunity to increase their investments in a successful business. There is no assurance that the Funds will make follow-on investments or that the Funds will have sufficient funds to make all or any of such investments. Any decision by the Funds not to make follow-on investments or its inability to make them may have a substantial negative impact on a portfolio company in need of such an investment or may result in a lost opportunity for the Funds to increase its participation in a successful operation.

Control of Limited Partners' Vote

The investors have the ability to vote on certain significant matters relating to the Funds, including replacement of the General Partner, dissolution of the Funds and amendment of the applicable Fund agreement. Members of the General Partner, together with the principals and their affiliates, own at least 20% of the limited partner interests in the Funds. There may be situations where the interests of such persons and the other investors differ and the applicable Fund partnership agreement does not include any limitation on the ability of such investors to vote their limited partner interests.

Partnerships Vote Separately

Each vote of investors undertaken by each of the Funds is taken on a separate partnership basis. As a result, the Funds could have different terms in their partnership agreements which could adversely affect the General Partner's ability to manage identical returns for each Fund.

Certain Regulatory Considerations

The Funds may make investments in industries that are or may become subject to regulation under the laws of any one or more jurisdictions in which they operate. New and existing regulations and the burdens of regulatory compliance may have a material adverse effect on companies that operate in these industries. In addition, the Funds may invest in companies which thereafter experience a change in laws or regulations which change has an adverse effect on the portfolio company.

Possible Adverse Consequences of Control Positions

The Funds often take control positions in their portfolio companies. Depending upon the amount of equity owned by the Funds in a portfolio company, contractual arrangements between

a portfolio company and the Funds and other relevant factual circumstances, such control could result in an extension to one year of the 90-day bankruptcy preference period with respect to payments made by the portfolio company to the Funds. In addition, because of its equity ownership, representation on a portfolio company's board of directors or other similar governing body, the Funds could be exposed to control person liability for environmental damage, product defects, failure to supervise management and employees, violations of laws and other potential liabilities. If the Funds experience control person liability, it could expose the Funds' assets to claims by its portfolio companies, by its portfolio companies' other security holders and creditors, and by governmental agencies which, if adversely determined against the Funds, could materially and adversely affect the Funds' performance.

Less Control in Minority Positions

Although the Funds typically acquire principally controlling interests in their portfolio companies, they may, as part of its overall investment strategy, elect to purchase or maintain after any disposition a minority position in one or more of its portfolio companies, and as such, it may not be able to exercise control over such companies.

Other Risks

Other risks related to investment in a Fund are detailed in the Fund's offering documents.

ITEM 9* **DISCIPLINARY INFORMATION*

The Firm and its management persons are not subject to any material legal or disciplinary events.

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

Topspin Management is affiliated with other Topspin management companies that are registered investment advisers. These advisers are:

- Topspin Management Company, LLC
- LG Management, LLC

Additionally, Topspin Management is affiliated with Topspin Partners LBO GP, LLC which is a registered investment adviser in accordance with SEC guidance under the Advisers Act pursuant to Topspin Management's registration.

Topspin Management and its advisory affiliate, LG Management, are under the common control of Leo A. Guthart. While Topspin Management and LG Management are affiliates because Leo A. Guthart is a control person of each adviser, the investment advisory business of Topspin Management and of LG Management are otherwise operationally separate and run by different management teams. For more information regarding Topspin Management, LG Management and their clients, please refer to Topspin Management's Form ADV.

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

Code of Ethics

The Firm has adopted a written Code of Ethics designed to address and avoid potential conflicts of interest, as required by Rule 204A-1 under the Advisers Act. The Firm's Code of Ethics contains policies and procedures that address, among other things, pre-clearance of certain personal securities transactions; periodic reporting of employees' personal securities transactions and holdings; and prompt internal reporting of any violations of this Code of Ethics.

The Firm will provide a copy of its Code of Ethics to Fund investors or prospective investors upon request.

ITEM 12 BROKERAGE PRACTICES

Although the Firm has discretionary authority to recommend broker-dealers for client transactions, the Firm does not expect to use this authority. Since the Firm anticipates that the securities of the underlying funds and portfolio companies will not be publicly traded, the Firm does not anticipate engaging any broker-dealer to effect transactions in securities of underlying funds and portfolio companies.

ITEM 13 REVIEW OF ACCOUNTS

Review of Fund Portfolio

The only accounts managed by the Firm are the Funds. The principals of the Firm meet on a periodic basis to discuss new investment opportunities that should be presented to the General Partner. The investment positions and assets within the Funds' portfolios are monitored and reviewed by personnel of the Firm regularly. The principals of the Firm meet whenever needed to review and approve new investment opportunities or to evaluate developments with respect to existing investments and/ or opportunities for exiting investments.

Fund Reporting

Investors receive an audited annual financial report for each Fund within 120 days after the conclusion of each fiscal year, and an unaudited financial report within 60 days after the conclusion of each of the first three quarters of each of the Fund's fiscal year, or as soon as practicable thereafter. The Firm will use all reasonable efforts to deliver annual tax information for an investor's tax return within 180 days after the end of each fiscal year.

In addition to the information provided to all investors, the Firm may provide certain investors with additional information or more frequent reports that other investors will not receive.

ITEM 14 CLIENT REFERRALS AND OTHER COMPENSATION

The Firm does not receive monetary compensation or any other economic benefits from non-clients for providing investment advice or other advisory services to clients. The firm does not make use of placement agents as of December 31, 2013.

ITEM 15 CUSTODY

Under Advisers Act rules, the Firm is deemed to have custody of Fund client assets.

Each Fund is subject to an annual audit, and the audited financial statements are distributed to each Fund's investors in accordance with the custody rules. Such financial statements are prepared in accordance with generally accepted accounting principles by an independent public accountant registered with and subject to regular inspection by the Public Company Accounting Oversight Board.

ITEM 16 INVESTMENT DISCRETION

The Firm has investment discretion over the Funds' assets in accordance with each Fund's respective offering document and limited partnership agreement. The General Partner has the authority to delegate investment discretion to the Firm pursuant to the limited partnership agreements of the Funds. The offering documents and limited partnership agreements generally set forth the limitations with respect to the management of the Funds and the activities of the Firm.

ITEM 17 VOTING CLIENT SECURITIES

In accordance with its fiduciary duty to clients and Rule 206(4)-6 of the Advisers Act, the Firm has adopted and implemented written policies and procedures governing the voting of client securities.

The Funds are primarily invested in privately-held portfolio company investments which typically do not issue proxies. However, upon occasion, the Firm will receive proxies in connection with publicly traded portfolio companies, in which case it is the Firm's policy to exercise the proxy vote in the best interest of the Funds, taking into consideration all relevant factors, including without limitation, acting in a manner that it believes will (i) maximize the economic benefits to the relevant Fund and (ii) promote sound corporate governance by the issuer. On rare occasions, the Firm may be required to exercise a vote for a privately-held portfolio company, in which case the same procedures shall apply.

The Firm seeks to avoid material conflicts of interest between its own interests on the one hand, and the interests of the Funds on the other. In situations where the Firm is required to vote the proxy for a company in which its employees serve on the board of directors, the Firm has determined that this does not inherently present a conflict of interest, as the sole purpose of this representation is to maximize the return on the Funds' investment in such portfolio company. Accordingly, while the Firm is generally, but not automatically, fully supportive of recommendations made by a portfolio company's board of directors with respect to proxy votes

related to that issuer, the Firm will review all proxies in accordance with its proxy voting guidelines and may or may not vote in favor of the board's recommendation.

All conflicts of interest will be resolved in the interests of the Funds. In situations where the Firm perceives a material conflict of interest, the circumstances surrounding such potential conflict will be reviewed with the Firm's CCO, who will be responsible for recommending the appropriate action, which may include removing certain of the Firm's employees from the proxy voting process.

All proxies that the Firm receives will be treated in accordance with these policies and procedures. A copy of the Firm's written proxy voting policies and procedures, as well as a record of how the Firm has voted in the past, will be maintained and available for review upon written request made to the Firm at Three Expressway Plaza, Suite 100, Roslyn Heights, NY 11577-2033.

***ITEM 18* FINANCIAL INFORMATION**

The Firm does not require prepayment of management fees more than six months in advance or have any other events requiring disclosure under this item of the Brochure. The Firm has not been the subject of any bankruptcy petition.