



GPB Capital Holdings, LLC

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Firm Brochure

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This brochure provides information about the qualifications and business practices of GPB Capital Holdings, LLC. If you have any questions about the contents of this brochure, please contact Bill Jacoby at bjacoby@gpb-cap.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or any State securities authority.

Additional information about GPB Capital Holdings, LLC, is also available on the SEC's website at www.adviserinfo.sec.gov.

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Item 4: Advisory Business

GPB Capital Holdings, LLC ("GPB," "the firm" or us), is a private fund adviser that structures, manages, promotes, sponsors, and through itself and affiliate entities serves as general partner and/or investment manager for various private equity funds (the "Funds"). GPB was formed in March of 2013 and is owned by David Gentile, its sole member.

While GPB is registered as an investment adviser, its affiliates that may serve as Fund general partners or investment managers, and all of their personnel, are supervised by GPB as if each such entity were so registered. Therefore, throughout this disclosure brochure ("Brochure"), when we refer to "GPB," or the "firm," we also refer to those affiliated entities and personnel, unless the context indicates otherwise.

GPB has three investment strategy goals for the Funds:

- To cause Funds to acquire controlling interests in income-producing, early-stage and middle-market North America-based private portfolio companies primarily focused on the automotive retail, information technology, and healthcare sectors
- To provide managerial assistance to such companies
- To develop the operations of these companies to increase their cash flow

GPB is a New York-based, middle-market private equity firm whose principals are experienced financial, management and accounting professionals with over 70 years of collective experience working with privately-held companies and their management teams. GPB looks to achieve increased cash flow and profitability by overseeing Funds' acquisition of companies possessing strong management teams. GPB provides strategic planning and managerial insight, along with an investment vehicle's capital, enabling the businesses acquired to attain the next stage of development and profitability. Investing in people has served GPB's principals well.

GPB seeks for Funds to acquire (generally) controlling interests in underlying companies ("Portfolio Companies"), build their value over time, and reward management teams that perform, while also providing Investors with current income and long-term return potential.

We bring our unique perspective to each phase of the acquisition process. When we identify an acquisition opportunity, we evaluate it based on its individual merit and the potential to add strategic value to the Fund. If we decide it is right for a Fund's portfolio, we will coordinate the acquisition, conduct due diligence, undertake financial and strategic analysis, and monitor and report on the Portfolio Company on an ongoing basis. We also provide hands-on management at the Portfolio Company's executive officer level.

During their decades of advising, consulting, and supporting their clients through personal and business successes and failures, our principals have earned the status of trusted advisor. This is important because most private company opportunities become available through a process of competitive bidding. Our principals believe that by leveraging this extensive network of longstanding relationships and our principals' unique trusted advisor status, they are able to discover opportunities not otherwise found in the marketplace.

We do not manage individual client portfolios and instead only manage the Funds. Each Fund has its own investment strategy that we manage. As of January 2015, we managed approximately \$125,183,303 in Fund assets on a discretionary basis.

Item 5: Fees and Compensation

GPB receives management and performance fees as described in the offering documents for each Fund (the "Offering Documents"). The management fees are typically based on contributions made to a Fund, and the manner in which they are paid will depend on the structure of a particular Fund. Performance fees paid by Funds usually are 20% of distributions made by a Fund after certain return thresholds are met.

Depending on a Fund's Offering Document or governing agreement (the "Governing Agreements") GPB, in its sole discretion, may defer or reduce fees for Fund investors ("Investors") for any period of time, or agree to a different fee for that Investor.

As may be described in an Offering Document, GPB may have the right to assign all or a portion of the fee to properly licensed third parties (where licensing is required) for services rendered by persons in connection with the offering of interests in a Fund ("Interests").

The Funds are each responsible for their own fees and expenses, such as audit expense, tax accounting and preparation, K-1 reporting, real estate brokerage, legal fees, and other Fund operating expenses.

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

GPB may receive performance fees from Funds as described in a Fund's Offering Documents. Performance-based fees can create an incentive for GPB to incur acquisition and strategy risks to earn higher fees, or prefer one type of investment over another in an effort to achieve the performance fee. Higher risks mean a higher probability of loss, which may conflict with an Investor's risk tolerance and investment objectives. GPB addresses these conflicts by exercising its duties to each Fund to select the Funds' investments in accord with their respective investment objectives and in a manner that is fair and equitable to all Funds.

Item 7: Types of Clients

Our only clients are the Funds.

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

A. Methods of Analysis and Investment Strategies

General Acquisition Criteria. Because GPB believes that achieving the most favorable profitability will depend on acquiring the right businesses, the Funds will generally target potential Portfolio Companies that meet the following fundamental criteria:

- Their management will have a verifiable track record and demonstrated expertise
- They will operate in industries with defined barriers to entry or that have clear, sustainable competitive advantages
- Their strategies and business plan will be viable in changing market conditions

Typical Fund Portfolio Company Acquisition Parameters.

- Private emerging and middle-market companies with operations focused in North America
- Target acquisition size between \$5 million and \$25 million
- Target enterprise values between \$10 million and \$50 million
- Transaction types:
 - Growth equity/expansion capital
 - Strategic add-ons for portfolio companies
 - Restructurings, reorganizations, and refinancing
 - Liquidity financing

B. Risks

Each Fund has its own specific risks, but the following are risks that are generally associated with the types of investments the Funds may make. The list of risk factors does not purport to be a complete enumeration or explanation of the risks involved in a Fund investment.

B.1. Risks Associated with Portfolio Companies

Identifying and participating in attractive investment opportunities and assisting in the building of successful enterprises are difficult tasks. There is no assurance that a Fund's investments will be profitable, and there is a substantial risk that a Fund's losses and expenses will exceed its income and gains. There generally will be little or no publicly available information regarding the status and prospects of Portfolio Companies held by Funds. Many investment decisions by GPB will be dependent upon the ability of its members and agents to obtain relevant information from non-public sources, and GPB often will be required to make decisions without complete information or in reliance upon information provided by third parties that is impossible or impracticable to verify. The marketability and value of each investment will depend upon many factors beyond a Fund's control. Underlying Portfolio Companies may have substantial variations in results from period to period, face intense competition, and experience failures or substantial declines in value at any stage. Underlying Portfolio Companies may need substantial additional

equity or debt capital to support growth or to achieve or maintain a competitive position. Such capital may not be available on attractive terms, or may not be available at all. Generally, the investments made by a Fund will be illiquid and difficult to value, and there will be little or no collateral to protect an investment once made. In most cases, a Fund's investments will be long-term in nature and may require many years from the date of initial investment before disposition.

B.2. General Risks

General Investment Risks. GPB's success depends on its ability to implement its acquisition strategy for the Funds. Any factor that would make it more difficult to execute timely acquisitions, such as a significant reduction of liquidity in a particular market, may also be detrimental to profitability. No assurance can be given that GPB's acquisition strategies will be successful under all or any market conditions.

Portfolio Company Competition Risks. Portfolio Companies will compete with other companies in their respective businesses. Funds may focus on acquisitions in specific sectors with strong management, earnings, and market share. Those sectors may be rapidly evolving and may become more competitive. As is typical in rapidly evolving industries, demand and market acceptance for new products and services are subject to a high degree of uncertainty. In addition, while many companies in these sectors have grown or have the potential to grow, there is no guarantee of the same in the future.

Portfolio Companies may have histories of net losses and may continue to have net losses for years after acquisition. There can be no assurance that a Fund will be able to make acquisitions on attractive terms or operate Portfolio Companies profitably. To the extent a Fund consummates an acquisition, it may be affected by numerous risks inherent in the business it acquires. For example, if a financially unstable business or an entity lacking an established record of sales or earnings is purchased, a Fund will be affected by the risks inherent in the business and operations of a financially unstable or a development stage entity. Although GPB will endeavor to evaluate the risks inherent in a particular target business, no Fund can assure Investors that GPB will properly ascertain or assess all of the significant risk factors or that there will be adequate time to complete due diligence. Furthermore, some of these risks may be outside of a Fund's control and leave it with no ability to control or reduce the chances that those risks will adversely impact a Portfolio Company.

Litigation Risks. Funds and their Portfolio Companies will be subject to a variety of litigation risks. Under most circumstances, a Fund will indemnify GPB, its principals, and representatives for any costs they may incur in connection with such disputes. The officers, directors, and representatives of the Portfolio Companies (which will include our personnel or persons affiliated with GPB) will be similarly indemnified by such entities. Beyond direct costs, such disputes may adversely affect a Fund or its Portfolio Companies in a variety of ways, including by distracting GPB and/or the officers, directors, and representatives of such entities and harming relationships between such entities and the Portfolio Companies as well as active or potential investors, other potential sources of capital, and other entities important to the success of the Portfolio Companies. In connection with the disposition of a Portfolio Company, a Fund 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, and may be responsible for the content of disclosure documents under applicable securities laws. These arrangements may result in the contingent liabilities, for which a Fund may establish reserves and escrows.

Failure of a Portfolio Company. Funds focus acquisitions in a limited number of industries, and it is possible that those segments could suffer more so than other segments. There are no requirements as to concentration or diversification imposed on any Fund with respect to the allocation of assets. No assurance can be given that the failure of one or more Portfolio Companies will not have a material adverse effect on a Fund.

Lack of Publicly Available Information. The interests in the Portfolio Companies will not be offered under registration statements under the Securities Act of 1933 (the "1933 Act"). In addition, Portfolio Companies will not be subject to the periodic information and reporting provisions of the Securities Exchange Act of 1934 (the "1934 Act"). Accordingly, publicly-available information about Portfolio Companies may be limited. Funds will be required to rely on the ability of GPB to obtain adequate information to evaluate the potential operational returns from acquiring these companies. If GPB is unable to uncover all material information about Portfolio Companies, it may not make a fully informed acquisition decision, and a Fund may lose some or all of its capital on such acquisitions.

Risks Related to Acquisitions. Funds expect to acquire companies with smaller market capitalizations. Acquisitions of small- and medium-capitalization companies involve significantly greater risks than investments in larger, better-known companies. There is ordinarily a more limited marketplace for the sale of interests in smaller, private companies, which may make realizations of gains more difficult, by requiring sales to other private investors. In addition, the relative illiquidity of private investments generally, and the somewhat greater illiquidity of private investments in small- and medium-sized companies could make it difficult for a Fund to react quickly to negative economic or political developments. Accordingly, Investors should have a long-term investment horizon.

Illiquid Holdings. Funds intend to invest in private companies for which no (or only a limited) liquid market exists or that are subject to legal or other restrictions on transfer. A Fund may be unable to sell assets when it desires to do so or to realize what it perceives to be their fair value in the event of a sale. Because there will be no readily available market for the equity in Portfolio Companies, those acquisitions will be difficult to value. Determination of fair values for such companies involves judgments that are not susceptible to substantiation by auditing procedures. Values assigned to Portfolio Companies may not accurately reflect values that may be actually realized. Funds will normally intend to own Portfolio Companies on a long-term basis. If a Fund elects to sell a Portfolio Company, it may take a significant period of time to sell the Portfolio Company due to market conditions, availability of financing, lack of demand, and other conditions.

Risk Inherent in Portfolio Company Acquisitions. Acquisitions of private companies involve a high degree of risk, including that private companies may have limited financial resources and may require substantial amounts of financing that may not be available. Private companies typically

have shorter operating histories, narrower product lines, and smaller market shares than larger businesses, which tend to render them more vulnerable to competitors' actions and market conditions, as well as general economic downturns. Private companies are more likely to depend on the management talents and efforts of a small group of persons; therefore, the death, disability, resignation, or termination of one or more of these persons could have a material adverse impact on a portfolio company and, in turn, on a Fund. Private companies generally have less predictable operating results, may from time to time be parties to litigation, may be engaged in rapidly changing businesses with products subject to a substantial risk of obsolescence, and may require substantial additional capital to support their operations, finance expansion, or maintain their competitive position. Private companies may be particularly susceptible to economic slowdowns or recessions and may be unable to repay their loans or meet other obligations during these periods. Private companies often experience unexpected problems in the areas of product development, manufacturing, marketing, financing, and general management, which in some cases cannot be adequately solved. Many risks and uncertainties affect early-stage companies, which often have very limited operating history, profits, or cash flow. There can be no assurance of the success of such enterprises. Their potential must be considered in light of the problems, expenses, difficulties, complications, and delays frequently encountered in connection with new or developing businesses, including technology risks, unproven business models, untested plans, uncertain market acceptance, competition, and lack of revenues and financing.

Follow-On Funding Requirements. Following its initial acquisition of a Portfolio Company, a Fund may be required to make additional capital contributions to it. Such additional contributions may be necessary to protect the Fund's interest in the companies that require additional financing to carry out their business plans. There is no assurance that a Fund will make such additional contributions or that it will have the ability to do so. The failure to make additional contributions may impact a Fund's ability to realize a meaningful return and may impact the recovery of its contribution.

Financing for Acquisitions. Because a Fund may have not yet identified any prospective target business, the Fund may not ascertain the capital requirements for any particular acquisition. If a Fund's assets are insufficient, either because of the size of the acquisition, the depletion of the available proceeds in search of a target business, or other reasons, the Fund will be required to seek additional financing. Such financing may not be available on acceptable terms, if at all. To the extent that additional financing proves to be unavailable when needed to consummate a particular acquisition, a Fund would be compelled to either restructure the transaction or abandon that particular acquisition and seek an alternative target business candidate. In addition, if a Fund consummates an acquisition, it may require additional financing to fund the operations or growth of the target business. The failure to secure additional financing could have a material adverse effect on the continued development or growth of the Portfolio Companies. GPB and its affiliates are not required to provide any financing in connection with or after an acquisition. If a Portfolio Company is unable to generate sufficient cash flow to meet its obligations, including any debt service obligations for financing, the Portfolio Company may default under its loan obligations, be required to sell assets, obtain additional financing, or alternatively, liquidate, which could have a material adverse effect on a Fund's revenue, asset

value, and ability to pay distributions. If a Fund guaranteed any such indebtedness, the Fund could be required to sell assets or obtain additional financing to repay any guaranteed amounts, which could have a material adverse effect on the Fund's revenue, asset value, and ability to pay distributions.

Regulatory Burdens. Funds are subject to laws and regulations enacted by national, regional, and local governments. Compliance with, and monitoring of, applicable laws and regulations may be difficult, time consuming, and costly. Those laws and regulations and their interpretation and application may also change from time to time and those changes could have a material adverse effect on a Fund's business, acquisitions, and results of operations. In addition, a failure to comply with applicable laws or regulations, as interpreted and applied, could have a material adverse effect on a Fund's business and results of operations.

Systems Risks. The Funds depend on GPB to develop and implement appropriate systems for their activities. The ability of GPB's systems to accommodate increasing volume could also constrain the ability to manage the Funds' portfolios. In addition, certain of GPB's operations may interface with or depend on systems operated by third parties, and there may be inadequate means to verify the risks or reliability of such third-party systems. These programs or systems may be subject to certain defects, failures, or interruptions, including those caused by worms, viruses, cyber attacks and power failures. Any such defect or failure could have a material adverse effect on a Fund. Although GPB endeavors to provide sufficient redundancy and back-up for material information related to the Funds, GPB is not liable for losses caused by systems failures or cyber attacks.

Inadequate Capital. Funds intends to acquire companies and operate them. Therefore, the net income, if any, earned from a Fund's acquisitions may not be significant. Funds anticipate that they will hold an acquisition for several years, and market and economic conditions and other relevant factors may compel a Fund to hold assets for much longer, which could delay any possible distributions to Investors. If for any reason a Fund's operating reserves are insufficient to fund its expenses or of its Portfolio Companies, such Fund or such Portfolio Companies may seek debt financing, which would accrue interest and would be payable prior to any distributions to equity holders. Such sources or other sources of funding may not be available or may not be available under terms that are acceptable. Any additional financing could ultimately dilute interest in the Funds.

Leverage. Funds' acquisitions, directly or indirectly, may be leveraged acquisitions. Utilization of leverage is a speculative technique and involves risks to Investors. While leverage may enhance total returns to Investors, if investment results fail to cover borrowing costs, then returns to the Investors will be lower than if there had been no borrowings. To the extent a Fund utilizes leverage in an acquisition, such acquisition will be subject to increased exposure to adverse economic factors such as a significant rise in interest rates, a severe downturn in the economy, or deterioration in the condition of such acquisition. In the event of a Fund's dissolution, its lenders and holders of its debt securities would receive a distribution of its available assets before distributions to Investors. Any new Interest may have a preference over existing Interests with respect to distributions and upon dissolution, which could further limit a Fund's ability to make distributions to Investors. Because a Fund's decision to incur debt and issue equity in any

future offerings will depend on market conditions and other factors beyond its control, a Fund cannot predict or estimate the amount, timing, or nature of its future offerings or its future debt and equity financings. Further, market conditions could require a Fund to accept less favorable terms for the issuance of its securities in the future, including issuing Interests at a discount to market value. Accordingly, Investors will bear the risk of future offerings reducing the value of their Interests, diluting their Interests.

B.4. Management Risks

Due Diligence. Even if GPB conducts extensive due diligence on a target business, no Fund can assure Investors that this diligence will surface all material issues that may be present inside a particular target business, that it would be possible to uncover all material issues through a customary amount of due diligence, or that factors outside of the target business and outside of our control will not later arise. As a result of these factors, a Fund may be forced to later write-down or write-off assets, restructure our operations, or incur impairment or other charges that could result in the Fund reporting losses. Even if GPB's due diligence successfully identifies certain risks, unexpected risks may arise and previously known risks may materialize in a manner not consistent with preliminary risk analyses. GPB expects that the investigation of each specific target business and the negotiation, drafting, and execution of relevant agreements, disclosure documents, and other instruments will require substantial management time and attention and substantial costs for accountants, attorneys, and others. If a Fund decides not to complete a specific acquisition, the costs incurred up to that point for the proposed transaction likely would not be recoverable. Furthermore, if a Fund reaches an agreement relating to a specific target business, the Fund may fail to consummate the transaction for any number of reasons including those beyond its control. Any such event will result in a loss to the Fund of the related costs incurred, which could materially adversely affect subsequent attempts to locate and acquire another business.

Conflicts of Interest. GPB and members of a Fund's investment committee will devote such time to the Funds or their Portfolio Companies as each, in its sole discretion, deems necessary. Any limited partners or members of GPB, the investment committee and their affiliates may invest in, have responsibilities for, render investment advice to, or perform other services, including investment advisory services for personal and family accounts, managed accounts for individuals or entities, including other entities that invest in companies similar to the companies in which Funds expect to invest. The activities of such other entities may be similar to or may differ from a Fund's activities, and neither a Fund nor the Investors will have any rights in respect of investments for, and profits or other income earned from, such companies. As a result of the foregoing, GPB, members of an investment committee and their affiliates may have conflicts of interest in (i) allocating their time and activity between a Fund or such entities, as the case may be, and other entities; (ii) allocating investments among a Fund or such entities, as the case may be, and other entities; and (iii) effecting transactions between a Fund or such entities, as the case may be, and other entities, including ones in which such entities, their principals, and affiliate(s), may have a greater financial interest. GPB and its affiliates, and members of an investment committee and their affiliates, may give advice or take action with respect to such other entities that differs from advice given with respect to a Fund or such entities. To the extent a particular

investment is suitable for both a Fund (or such entities) and other clients of such entities, their principals, and affiliates, such investments will be allocated between the Fund (or such entities) and the other clients in a manner determined to be fair and equitable under the circumstances to all clients, including the companies.

GPB will receive fees for its services to the Funds, and GPB and its affiliates and members of an investment committee may receive fees and compensation from Portfolio Companies for services provided by them such as providing temporary personnel. These relationships may from time to time create conflicts of interest between GPB members of an investment committee, and/or their affiliates and the Funds. Furthermore, because Funds will normally control Portfolio Companies, a Fund may be deemed a fiduciary with respect to Portfolio Companies and their minority shareholders. In such situation, a Fund's ability to act solely in its own interest with respect to such Portfolio Companies may be limited.

Instances may arise where the interest of GPB (or its members) and/or members of a Fund's investment committee may potentially or actually conflict with such Fund's interest and the Investors. For example, GPB or its affiliates may organize other vehicles to invest in companies in the same target sectors a Fund is pursuing, and such other vehicles may co-invest with a Fund on terms GPB determines are equitable and in each such investor's interests. Where a proposed transaction is a related party transaction, GPB may be required to obtain in advance an independent third-party evaluation of the fairness of the transaction to the Fund. In such cases, GPB will engage a firm to perform the evaluation that is nationally recognized with qualified personnel holding such accreditations appropriate to value a specific industry or asset.

GPB has not provided the Investors with separate counsel, accountants, or other experts in connection with the formation of any Fund, the preparation of the Governing Agreements, or the offering of the Interests. GPB does not intend to retain separate counsel or other advisers for the Investors in the future. Certain of the attorneys and other professionals and experts who perform services for a Fund and GPB also may perform services for GPB's affiliates.

Item 9: Disciplinary Information

None.

Item 10: Other Financial Industry Activities and Affiliations

GPB, either individually or through affiliate entities, may cause one Fund to sell or purchase assets from another Fund, which may pose a conflict of interest. Although GPB strives to put the interests of its Fund clients first, such inter-Fund and related-party transactions could be viewed as being in the best interest of one Fund versus another Fund. Inter-Fund transactions may occur for a variety of reasons, such as lack of liquidity, the closing of a Fund, tax, and related issues. In certain cases, GPB may determine that it is also appropriate for more than one Fund to co-invest in a Portfolio Company. Accordingly, GPB may have conflicts of interest in determining to which entity a particular business opportunity should be presented to, though GPB will attempt to equitably allocate acquisition opportunities between Funds. If a potential

acquisition fits the investment objective of more than one Fund, and each have capital available to invest in the acquisition, GPB will allocate the investment opportunity among the Funds, taking into account all relevant factors, including:

- The amount of capital each participant has available to invest, as compared to the total amount of capital each participant anticipates raising;
- The extent to which the potential Portfolio Company deviates from the participants' investment objectives; and
- The extent to which the potential acquisition would promote the participants' sector, geographic, brand or other diversification goals.

To mitigate any potential conflicts, GPB has established an Advisory Committee with independent members that will act to approve any identified potential areas of conflicts and the proposed solutions. Further, GPB's allocation policies provide that when allocating acquisition opportunities among Funds, GPB will:

- Not disadvantage one client over another client;
- Not pursue the transaction unless each client invests on the same terms as all other clients—including the ability of a client to make follow-on investments and exit;
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- Not recommend one client invest as a method to increase its fees from that or another client;
- Not pursue such transactions as a method to transfer investment risk from one client to another client;
- Not bring in additional clients into the transaction for the purpose of reducing another client's transactional costs;
- Not favor the Portfolio Company over its clients' interests, even if GPB's personnel serve as officers or directors of such portfolio investment; and
- Ensure that any committee or other approval required for the client is obtained.

To the extent GPB causes a Fund to enter into a transaction with an affiliate, will only do so for purposes of better enabling the Fund to achieve its investment objectives, and will not enter into such transactions for the purpose of providing any benefit to an affiliate beyond consideration such persons would receive in an arms-length transaction.

A Fund may, from time to time, have the opportunity to retain third parties who have prior business relationships with another Fund to act as a consultant or in some other capacity. If a Fund retains any such parties, the Funds may experience a conflict between one Fund's interests and its interest in preserving any ongoing business relationship with that party. This conflict may result in a Fund paying more for these services than would otherwise be the case. The Advisory Committee will approve any proposed transactions or operations that may contain potential conflicts of interest.

As a result of the foregoing, the members and/or partners and principals and affiliates of the GPB affiliates may have conflicts of interest in allocating their time and activity between the

Funds and other clients, in allocating investments among Funds and other clients, and in effecting transactions for the Funds and other clients, including ones in which a Fund may have a greater financial interest.

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

A. Code of Ethics

GPB has adopted a Code of Ethics (the "Code"). Among other things, the Code includes written procedures governing the conduct of the firm's advisory and access persons. The Code also imposes certain reporting obligations on persons subject to the Code. The Code and applicable securities transactions are monitored by our Chief Compliance Officer. GPB will send clients or Investors a copy of its Code of Ethics upon written request.

GPB has policies and procedures in place to ensure that the interests of its clients are given preference over those of the firm, its affiliates, and its employees. For example, there are policies in place to prevent the misappropriation of material nonpublic information, and such other policies and procedures reasonably designed to comply with federal securities laws.

B. Investment Recommendations Involving a Material Financial Interest

See Item 10 above.

C. Purchase of Same Securities Recommended to Clients

GPB, its affiliates, employees and their families, trusts, estates, charitable organizations, and retirement plans established [] by it are not prohibited from purchasing or having any direct or indirect interest in the same assets as are purchased for Funds provided such purchase or interest is in accordance with the Code. The personal asset or securities transactions by advisory representatives and employees may raise potential conflicts of interest when they acquire a portfolio company that is:

- owned by the Fund, or
- considered for purchase or sale for the Fund.

GPB has adopted policies and procedures that are intended to address these conflicts of interest. These policies and procedures:

- Require our advisory representatives and employees to act in the client's best interest.
- Require our advisory representatives to disclose any direct or indirect interest in a portfolio company considered for purchase in one or more affiliate funds.
- Require our advisory representatives and employees to follow GPB's procedures.

Item 12: Brokerage Practices

The Funds do not acquire securities for which execution services need be provided by a broker-dealer. In the event a Fund were to acquire such securities, we would select the broker-dealer consistent with our duty to achieve best execution for the Fund.

Item 13: Review of Accounts

The management and monitoring of the Funds is done by our personnel and investment committees we establish for Funds according to their Governing Agreements. David Gentile and his fellow investment committee members are also responsible for ensuring that any significant change in a Fund's investment strategy or in the concentration of a Fund's assets is appropriate for the respective client.

We may perform ad hoc reviews on an as-needed basis if there have been material changes in a Fund's investment objectives or a material change in how GPB formulates investment advice.

Item 14: Client Referrals and Other Compensation

In addition to benefits described in Item 10 of this Brochure, GPB or its affiliates may receive direct or indirect benefits for referring certain of its Funds to either affiliated or unaffiliated third parties for various services, which may include referrals for valuation, legal, and accounting services in which all or a portion of the services may be provided by an affiliate entity. GPB has adopted a Code of Ethics and other compliance policies and procedures to preserve the independence of its investment advice to the Funds.

Item 15: Custody

As the general partner or controller of the Funds, GPB is deemed to have custody of their assets. However, all Fund assets are custodied by qualified custodians. Investors do not receive any statements from these custodians.

Item 16: Investment Discretion

GPB, either individually or through its affiliates, acts as general partner for the Funds. As such, it has full discretionary authority to act on behalf of the Funds in all aspects. Such activity includes acquisition and disposition of Funds' assets, control of Funds' bank accounts (in the case of the GPB Auto Income Fund – Offshore, the Admin. Will have control of the Funds' accounts), the selection of third-party vendors (some of whom may be affiliates and receive compensation from the applicable Fund), selection of advisers, authorizing terms of contractual agreements, and any and all matters related to the operation, financing, and management of the Funds. GPB has adopted a Code of Ethics and other compliance policies and procedures to preserve the

independence of its investment advice to the Funds. The Executive Committee will refer any identified potential conflicts to the Advisory Committee for approval.

Item 17: Voting Client Securities

GPB has voting power with respect to the Funds' securities, but it is unlikely that a Fund would hold any security for which proxies would be solicited. In keeping with its fiduciary duties, GPB has adopted a Proxy Voting Policy, which sets forth policies and procedures designed to ensure that GPB would vote any client's securities in the best interests of the client. When making proxy voting decisions, GPB may seek advice or assistance from third-party consultants, such as proxy voting services or legal counsel.

Investors may contact us at the number on the cover of this Brochure to find out how we have voted any proxies or to obtain our Proxy Voting Policy.

Item 18: Financial Information

Not applicable.