

# Oak Hill Capital Management, LLC

## Part 2A of Form ADV

### The Brochure

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This brochure provides information about the qualifications and business practices of Oak Hill Capital Management, LLC (“OHCM”). If you have any questions about the contents of this brochure, please contact us at 212-527-8400. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state securities authority.

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

## Material Changes

OHCM's previous update to Part 2A of Form ADV was made in September 2016. OHCM's business activities have not changed materially since the time of that update. This brochure has been updated to reflect OHCM's regulatory assets under management as of December 31, 2016 and to provide additional information regarding various administrative and operational matters.

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## Advisory Business

OHCM provides investment advisory services to Oak Hill Capital Partners, L.P. (together with Oak Hill Capital Management Partners, L.P., its parallel fund, and related investment vehicles, "OHCP I"), Oak Hill Capital Partners II, L.P. (together with Oak Hill Capital Management Partners II, L.P., its parallel fund, and related investment vehicles, "OHCP II"), Oak Hill Capital Partners III, L.P. (together with Oak Hill Capital Management Partners III, L.P., its parallel fund, and related investment vehicles, "OHCP III"), and Oak Hill Capital Partners IV (Onshore), L.P. (together with Oak Hill Capital Partners IV (Onshore Tax Exempt), L.P., Oak Hill Capital Partners IV (Management), L.P., Oak Hill Capital Partners IV (Offshore), L.P., Oak Hill Capital Partners IV (Offshore 892), L.P., its parallel funds, and related investment vehicles, "OHCP IV"). OHCP I, OHCP II, OHCP III, and OHCP IV are private equity funds that, during their respective investment periods, focus on making investments primarily in private securities.

OHSOF Management, LLC ("OHSOM") is an affiliate of OHCM. It was formed in 2002 for the sole purpose of acting as the joint venture partner with Oak Hill Advisors, L.P. ("OHA"), an independent and unaffiliated adviser. OHSOM and OHA formed Oak Hill Special Opportunities Management, LLC ("OHSOF Manager"). OHSOF Manager provides investment advisory services to Oak Hill Special Opportunities Fund, L.P. (together with Oak Hill Special Opportunities Fund (Management), L.P., its parallel fund, and related investment vehicles, ("OHSOF"). OHSOF, which has concluded its investment period and has nearly completed its wind-down, is a fund that

primarily made investments in securities of distressed companies and other assets. OHSOM primarily provided investment advice to OHSOF Manager with respect to certain of OHSOF's private equity investments in distressed companies. OHA primarily provides investment advice with respect to the remaining investments.

OHCP I, OHCP II, OHCP III, and OHSOF are closed to new capital commitments.

OHCM provides investment advisory services, directly and through OHSOM, to its advisory clients, OHCP I, OHCP II, OHCP III, OHCP IV, and OHSOF and co-investment vehicles formed to invest alongside OHCP I, OHCP II, OHCP III, and OHCP IV (collectively, the "Registrant Clients"). The term "Registrant" used herein shall collectively refer to OHCM and OHSOM.

The Registrant provides investment advisory services for the Registrant Clients, each of which are privately offered funds which primarily focus on making private equity investments. The Registrant Clients may invest in non-U.S. companies and may hedge their currency risk by purchasing protection, which may take the form of put options, collars and/or forward contracts. The Registrant provides investment advisory services in accordance with the constituent documents of each of the Registrant Clients.

OHCM was legally organized in 2004, but has been doing business through its predecessor entities since 1986. OHCM is owned by OHCM Management, LLC. OHCM Management, LLC is majority owned by investment professionals at OHCM. Robert M. Bass is a lead investor in OHCP I, OHCP II, OHCP III, OHCP IV, and OHSOF. Mr. Bass owns a minority interest in OHCM Management, LLC. OHCP I, OHCP II, OHCP III, OHCP IV, and OHSOF have initial capital commitments of over \$10 billion, in aggregate. As of December 31, 2016, the value of invested capital and remaining unfunded commitments (regulatory assets under management) in OHCP I, OHCP II, OHCP III, OHCP IV, and OSHOF was approximately \$5.6051 billion. OHCM manages all assets on a discretionary basis.

## **Fees and Compensation**

Management fees are generally payable tri-annually in advance. Such fees are payable on a pro rata basis for any period that is less than a full tri-annual period. Fee arrangements vary for the Registrant Clients and are described in the constituent documents for each Registrant Client. Each of the investment advisory agreements or other constituent documents generally provide for a management fee of 0.75%-1.75% per annum of the capital commitments or actively invested capital of a Registrant Client during the expected life of the Registrant Client. Registrant Clients are also generally subject to a carried interest of 20% of profits on distributions derived from the disposition of investments or securities (after a preferred rate of return of 8% to the investors followed by a catch-up of 20% of such distributed profits). All management fees and carried interest terms are negotiated with the Registrant Clients' investors during the fund raising period of the applicable Registrant Client. In addition, the Registrant may waive or reduce management fees and/or carried interest for the Registrant's employees and a limited number of strategic/large relationships and consultants who invest in certain of the Registrant Clients. Accordingly, the blended net return of a particular fund may be higher or lower than that experienced by a particular investor.

All costs and expenses incurred in connection with the discovery, evaluation, acquisition, holding, management, monitoring, or disposition of investments are either paid by (or reimbursed to the

Registrant) by the Registrant Clients, including any broken deal expenses for investments that are ultimately not consummated, whether or not co-investors were identified to participate in such investments. These costs and expenses include, without limitation, private placement fees, sales commissions, appraisal fees, taxes, brokerage fees, underwriting commissions and discounts, insurance, telephone, and travel expenses (which may, on occasion, include the use of non-commercial planes, in which case the equivalent of no more than a refundable first class ticket may be charged), custodial, legal, accounting, investment banking, advisory, consulting, information services, record keeping, partnership reporting, trustee, professional, and other administrative fees and expenses (which may include reimbursement of expenses to affiliates of the general partner of the Registrant Clients or OHCM). The above services, if provided by Registrant's affiliates or support entities, will be reimbursed at cost.

Expenses incurred in connection with any meeting of the limited partners or the Advisory Board (including, without limitation, travel, meal, and lodging expenses of OHCM and its representatives and meal and lodging expenses of the limited partners, in each case, incurred in connection with attending such meetings) are paid by (or reimbursed to the Registrant by) the Registrant Clients. In addition, out-of-pocket expenses incurred by members of the Advisory Board in connection with fulfilling their duties as described in the constituent documents for each Registrant Client, such as attending Advisory Board meetings or the annual meetings of Registrant Clients are paid by (or reimbursed to the Registrant by) the Registrant Clients, including, without limitation, transportation, meals, entertainment, and lodging.

As an alternative to larger consulting firms, individual consultants and advisors with specific industry expertise and/or background are utilized to conduct due diligence, provide industry analysis and provide ongoing consulting services to the Registrant Clients or portfolio companies (including Senior Advisors and dedicated operating, insurance, ESG and restructuring consultants). These consulting expenses are borne by the Registrant Clients. Compensation for such consultants includes retainers and success fees, in addition to options, grants of equity or other incentive compensation arrangements with respect to performance at portfolio companies, and/or equity investment opportunities in portfolio companies. Such consultants may have consulting arrangements, officer positions, board seats, and/or other roles at unaffiliated public and private companies (for which they will have independent duties), in addition to services provided to the Registrant Clients. The insurance consultant is employed by an affiliate of Keystone Group, L.P., an entity controlled by Mr. Bass.

The Registrant has experienced in-house accounting and legal departments that provide support to the Registrant Clients and their respective portfolio companies on an ongoing basis. These departments assist with the acquisitions, carrying and disposition of investments, including, without limitation, mergers and acquisitions, regulatory support, risk management, and litigation management. Such in-house departments are an alternative to the outsourcing of significant legal and accounting services to top tier firms, including firms regularly used by OHCM and Registrant Clients. All costs and expenses of such departments for work done on Registrant Client matters, including, without limitation, expenses of compensation, benefits, support staff (e.g. paralegals and administrative assistants), rent and related expenses, communications, information technology, human resources, recruiting costs, and other indirect and incidental expenses, are fully allocable to the Registrant Clients. There is no profit or mark-up for the services of such departments, which are provided at cost. Costs and expenses of the accounting and legal departments are allocable

among the Registrant and the Registrant Clients (including predecessor entities) in accordance with services provided. Compensation paid to internal employees may take into account the value of general partner carry awarded to such employees.

In order to achieve various cost savings, the Registrant formed Oak Hill Purchasing Group, LLC (“OHPG”) to negotiate the bulk purchase of various products and services used by the portfolio companies held by the Registrant Clients (“Oak Hill Portfolio Purchasing Program”). The objective of the Oak Hill Portfolio Purchasing Program is to use the combined purchasing power of the portfolio companies to negotiate the best price and service. Purchases by the portfolio companies, including the decision whether to utilize the services of OHPG, are made by portfolio company management and not the Registrant. The Registrant is the managing member of OHPG, but does not receive fees for the operation of OHPG or the provision of procurement services to portfolio companies. The Registrant Clients are allocated certain internal accounting, legal, operational, and management costs, as well as certain external legal, consulting, and other costs associated with the administration of the Oak Hill Portfolio Purchasing Program. Such costs are allocated on a pro rata basis relative to each Registrant Client’s invested capital, or on other equitable formulas. The Registrant and certain of its strategic partners may choose to participate as purchasers of such products and services at the negotiated rate, on the same terms and conditions as the portfolio companies and thus are beneficiaries of the arrangement. Each entity that purchases products and services at the negotiated rate either contracts directly with the provider of those products and services or enters into a master service agreement and is billed separately for the products and services it purchases, and is liable for the costs of those products and services.

From time to time, the Registrant may engage portfolio companies of the Registrant Clients to perform services for Registrant or the Registrant Clients, or may recommend the services of one portfolio company to another portfolio company. Such services are to be provided on an arms-length basis.

In order to achieve certain economies of scale, the Registrant shares administrative support personnel with independent entities, some of which bear the Oak Hill name. The Registrant may also employ operational personnel (including legal and human resources) in special purpose entities.

Expenses related to services utilized by more than one Registrant Client and, if applicable, by the Registrant, will be allocated according to usage, if possible. In instances where allocations by use is not possible or practical, expenses will be allocated in a manner deemed reasonable by the Registrant and approved by the Registrant’s Chief Financial Officer or Chief Compliance Officer.

A detailed list of various other expenses paid by the Registrant Clients is set forth in the applicable constituent documents of the Registrant Clients. Information regarding the Registrant’s brokerage practices is included in this brochure under the heading Brokerage Practices.

## **Performance Based Fees and Side-by-Side Management**

As stated in the *Fees and Compensation* section above, OHCM charges a performance based carried interest, which is based on a share of the client’s investment proceeds. OHCM may also elect to waive in advance a portion of the Management Fee revenue that would otherwise be due from its Registrant Clients. As a result of any such waiver, the capital contributions funded by OHCM’s Limited Partners that would otherwise have been used to fund the payment of management fees are

instead invested into one or more of the Registrant Client investments (this is commonly known as a “fee waiver program”). This election allows certain Registrant employees to waive a portion of their respective share of future income from the Registrant Clients and receive, in lieu of a cash distribution, a profits interest in a Registrant Clients’ investment.

Such equity incentives create an alignment of interest but, like stock option programs and other equity incentives, may also create conflicts. The Registrant seeks to address these conflicts through careful vetting of investment opportunities by the Registrant’s investment professionals, full disclosure of investments to limited partners by way of quarterly reports and investor calls, as well as investment by a number of the Registrant’s investment professionals in the Registrant Clients, in an effort to align Registrant’s and the Registrant Clients’ interests. In addition, the constituent documents of the Registrant Clients that provide for performance based carried interest also have “clawback” provisions.

From time to time, employees of the Registrant will be compensated for serving as a director of Registrant’s portfolio companies. In addition, OHCM may receive certain fees from investments in connection with the purchase, monitoring, or disposition of investments or in connection with unconsummated transactions (e.g., transaction, consulting, management, advisory, closing, topping, break-up, and other similar fees). Any such compensation or fees will be transferred for the benefit of the Registrant Clients or will reduce any future management fees that are payable to OHCM (pro rata to the Registrant Clients’ ownership of the portfolio company or potential investment), but not below zero; in other words, in situations where no management fees are due, Registrant will not be obligated to distribute such fees to its Registrant Clients unless otherwise agreed to with a particular Registrant Client or investor. For the avoidance of doubt, however, expenses of law firms, accounting firms, consulting firms, and individual consultants, as well as other expenses provided for under the constituent documents of each of the Registrant Clients, will not be transferred for the benefit of Registrant Clients or reduce the management fee payable. Arrangements with co-investors may vary with respect to fees and offsets.

## **Types of Clients**

OHCM provides investment advisory services, directly and through OHSOM, to privately offered funds, that invest primarily in private equity. Investors in the privately offered funds managed by OHCM may include high net worth individuals and a variety of institutional investors (e.g. trusts, employee benefit plans, endowments, foundations, corporations, and other types of entities, including private funds of funds). All investors are required to be “accredited investors” (as defined in Regulation D promulgated under the Securities Act of 1933 (the “Securities Act”)) or otherwise be permitted to invest under applicable securities laws.

As outlined in the constituent documents of the Registrant Clients, certain non-US investors and tax-exempt investors, may be placed in alternative investment vehicles that in turn invest in blocker corporations. Accordingly, the investors placed in these alternative investment vehicle structures that include blocker corporations indirectly bear the expense of corporate taxes paid by the blocker corporations (and may indirectly bear any reduction in the purchase price resulting from the sale of the blockers). These blocker corporation structures are typically utilized for investments using pass-through structures for U.S. federal income tax purposes. The general partner of such Registrant Clients may sell such blocker corporations upon exit from a particular investment, but it has no

obligation to do so under the constituent documents of the Registrant Clients. The general partner may also attempt to leverage the blockers to improve returns, but does not have an obligation to do so under the constituent documents of the Registrant Clients. Taxes and other expenses resulting from an investment through a blocker corporation structure will be borne by the investors participating in such structures. Alternative investment vehicles also may be used for other purposes, and therefore with other structures. In addition, Registrant may borrow money on behalf of the Registrant Clients to pay expenses (including, without limitation, management fees) or to provide financing to facilitate investments, as permitted by the constituent documents of each of the Registrant Clients. Various tax considerations related to such borrowing are detailed in the constituent documents of each Registrant Client.

## **Methods of Analysis, Investment Strategies and Risk of Loss**

The Registrant provides investment advisory services for the Registrant Clients, all of which are privately offered funds that make investments primarily in private equity. The investment teams are organized across four core sectors:

- Consumer, Retail & Distribution
- Industrials
- Media & Communications
- Services

Typically in private equity transactions, the main source of information regarding prospective portfolio companies is due diligence performed on such companies, which involves, among other activities, inspecting the books and records of the company, interviewing management, and analysis of the company within its relevant industry. On certain occasions, an investment is made in a public company, in which case publicly filed corporate documents are also inspected by the Registrant. In the course of undertaking transactions, the Registrant consults with professional advisors, including lawyers and accountants.

In the course of undertaking due diligence and investment analysis, the Registrant may also consult with other investment advisers bearing the Oak Hill name, including OHA. OHA's clients may participate in the issuance of debt by portfolio companies of the Registrant Clients and/or may purchase the debt securities of such portfolio companies in debt markets. With respect to original issuances, debt interests may be purchased net of the underwriting spread charged by underwriters.

The Registrant has consistently pursued a value-oriented, "principle-minded" investment approach that emphasizes rigorous due diligence and disciplined valuations. The investment teams seek to deploy its investment strategy by seeking to:

- Leverage sector knowledge to develop investment themes based on observable long-term trends;
- Proactively originate investment opportunities that align with the Registrant's investment themes;
- Partner with management teams and leverage in-house functional experts and established relationships with operating talent;

- Identify, underwrite, and execute well-defined strategic and operational roadmaps that create sustainable profit growth;
- Mitigate risk; and
- Position companies to capitalize on the optimal exit strategy.

Acquiring an interest in the Registrant Clients involves a number of risks. An investment in the Registrant Clients 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 Registrant Clients, and are capable of bearing illiquidity for substantial periods of time. No guarantee or representation is made that the Registrant Clients will achieve their investment objectives or that investors will receive a return of their capital.

Investing in the Registrant Clients involves a risk of loss, and the investment strategy offered by the Registrant could lose money over short or even long periods. Prospective and existing investors are advised to review the offering materials and other constituent documents for full details on each applicable fund's investment, operational and other actual and potential risks applicable to a particular Registrant Client.

Certain material risks presented by the Registrant's investment strategy are set forth below. This Brochure does not purport to contain a complete disclosure of all risks that may be relevant to a prospective investor in a Registrant Client. Investing in the Registrant Clients involves a risk of loss that an investor should be prepared to bear. There can be no assurance that the Registrant will meet the investment objectives of a Registrant Client, otherwise be able to carry out its investment strategy successfully, or avoid losses.

#### *No Assurance of Returns*

There can be no assurance that the Registrant Clients will be able to achieve their investment objectives or that investors will receive a return on their capital or be able to avoid losses.

#### *Broad Investment Charter*

Each Registrant Client has a broad investment charter, and there are only a few formal constraints on the type of investments in which a Registrant Client may invest.

#### *Dependence on Key Personnel*

The success of the Registrant Clients will be highly dependent on the financial and managerial expertise of the Registrant's investment professionals. The loss of one or more of these individuals could have a material adverse effect on the performance of the Registrant Clients. The Registrant's investment professionals are under no contractual obligation to remain with the Registrant for all or any portion of the term of the Registrant Clients. As a result, the ability of the Registrant Clients to carry on their activities successfully is dependent upon the skill and experience of the Registrant. From time to time, the Registrant will add employees and others will leave and/or reduce their level of activity.



### *Valuation of Assets*

A majority of the Registrant Clients' investments are fair valued by OHCM. When estimating fair value, OHCM will apply a methodology based on its good faith judgment of the nature, facts, and circumstances of the investment. Assigned values may not be realized.

### *Difficulty of Locating Suitable Investments*

Investors in the Registrant Clients must rely upon the ability of the Registrant to identify, structure, and implement investments consistent with the applicable Registrant Client's investment objectives and policies. There can be no assurance that there will be a sufficient number of suitable investment opportunities to enable the Registrant Clients to invest all of their committed capital in opportunities that satisfy such Registrant Client's investment objectives, or that such investment opportunities will lead to completed investments. Identification of attractive investment opportunities is difficult and involves a high degree of uncertainty. The Registrant Clients will compete for the acquisition of investments with many other investors, some of which will have greater resources than the Registrant Clients. Such competitors may include other private investment funds as well as individuals, financial institutions, and other institutional investors. Further, there can be no assurance that the Registrant Clients or the Registrant will correctly evaluate the nature and magnitude of the various factors that could affect the value of the Registrant Clients' investments. A variety of factors that are inherently difficult to predict, such as domestic or international economic and political developments, may significantly affect the results of the Registrant Clients' activities and the value of their investments.

### *General Business and Management Risk*

Investments in portfolio companies subject the Registrant Clients to the general risks associated with the underlying businesses, including market conditions, changes in regulatory requirements, reliance on management at the portfolio company level, interest rate and currency fluctuations, general economic downturns, domestic and foreign political situations, and other factors.

### *Nature of Investments*

A portion of the Registrant Clients' investments will be in equity or equity-related investments which by their nature involve business, financial, market, and/or legal risks. While such investments offer the opportunity for significant capital gains, they also involve a high degree of risk that can result in substantial losses. There can be no assurance that OHCM will correctly evaluate the nature and magnitude of the various factors that could affect the value of such investments.

The Registrant Clients' investments involve leveraged acquisitions which, by their nature, require companies to undertake a high ratio of fixed charges to available income. Such investments are inherently more sensitive to declines in revenues and to increases in expenses. Utilization of leverage is a speculative investment technique and involves risks to investors. The Registrant Clients will rely on debt commitment letters from banks to fund investments, as well as other sources of debt, and will be at risk if such funding fails.

A portion of the Registrant Clients' investments may involve start-ups. Significant risks are associated with investments in companies in an early stage of development or with little or no variations in operating results from period to period and companies with the need for substantial additional capital to support expansion or to achieve or maintain a competitive position. Such companies may face intense competition, including competition from companies with greater financial resources, more extensive development, manufacturing, marketing and service capabilities, and a larger number of qualified managerial and technical personnel.

A portion of the Registrant Clients' investments also involve investments in public companies or taking private portfolio companies public. Investments in public companies may subject the Registrant Clients to risks that differ in type or degree from those involved with investments in privately held companies. Such risks include, without limitation, greater volatility in the valuation of such companies, increased obligations to disclose information regarding such companies, limitations on the ability of the Registrant Client to dispose of such securities at certain times (including the Registrant Client's possession of material non-public information), increased likelihood of shareholder litigation against such companies' board members, which may include Registrant personnel, regulatory action by the Securities and Exchange Commission, and increased costs associated with each of the aforementioned risks.

A portion of the Registrant Clients' investments may involve turnaround or underperforming companies or companies identified by the Registrant as being in need of additional capital. The financial condition of such companies may be weak or their balance sheets highly leveraged, and any investment in them may involve a high degree of risk.

Most of the Registrant Clients' investments are expected to involve private securities. In connection with an investment in private securities, a Registrant Client generally assumes, or acquires, 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 a portfolio company. In addition, if the Registrant Client has assumed or guaranteed these liabilities, the obligation would be payable from the assets of the partnership, including the unfunded commitments of investors in the Registrant Client.

In connection with the disposition of an investment in private securities, a Registrant Client may be required to make representations about the business and financial affairs of the company typical of those made in connection with the sale of a business. A Registrant Client also may be required to indemnify the purchasers of such investment to the extent that any such representations turn out to be inaccurate. Such indemnities may be outstanding for long periods of time and could, if required to be paid upon, trigger the clawback of previous distributions,

#### *Minority Positions*

The Registrant Clients also make minority equity investments in companies where it may have limited or no influence. Such a company may have economic or business interests or goals that are inconsistent with those of the relevant Registrant Client, and such Registrant Client may not be in a position to limit or otherwise protect the value of its investment in the company, although as a condition of making such investments, it is expected that appropriate shareholder rights generally

will be sought to protect such Registrant Client's investments. The Registrant Client's control over the investment policies of the company may also be limited.

### *Illiquidity of Investments*

An investment in a Registrant Client requires a long-term commitment with no certainty of return. It is unlikely there will be near-term cash flow available to the investors. Many of the Registrant Clients' investments will be highly illiquid, and there can be no assurance that the Registrant Clients will be able to realize such investments at attractive prices or otherwise be able to effect a successful realization or exit strategy. Consequently, dispositions of such investments may require a lengthy time period or may result in distributions in-kind to the investors. Additionally, a Registrant Client may acquire securities that cannot be sold except pursuant to a registration statement filed under the Securities Act, or in accordance with Rule 144 promulgated under the Securities Act. There can be no assurance that private purchasers can be found for the Registrant Clients' investments. Finally, in some cases, a Registrant Client may be prohibited by contract from selling securities for a period of time.

### *Foreign Investments*

The Registrant Clients invest, from time to time, in non-U.S. companies or in the securities of non-U.S. issuers. Investing outside the United States may involve substantially greater risks than investing in the United States. In particular, the value of the Registrant Clients' investments in foreign securities may be significantly affected by changes in currency exchange rates, which may be volatile. Additional risks include: (i) risks of economic dislocations in the host country; (ii) less publicly available information; (iii) less well developed regulatory institutions; and (iv) greater difficulty of enforcing legal rights in a foreign jurisdiction. Moreover, non-U.S. companies may not be subject to uniform accounting, auditing and financial reporting standards, practices and requirements comparable to those that apply to United States companies. Additionally, in some foreign countries, there is the possibility of expropriation of value, including through confiscatory taxation, limitations on the repatriation or sale of securities, property or other assets of the Registrant Clients, political or social instability or diplomatic developments, each of which could have an adverse effect on the Registrant Clients' investments in such foreign countries. While the Registrant will take these factors into consideration in making investment decisions for the Registrant Clients, no assurance can be given that the Registrant will be able to evaluate these risks accurately.

### *Portfolio Concentration*

Although the governing documents of the Registrant Clients include certain minimum diversification limits, diversification is not an objective of the Registrant Clients. A Registrant Client's portfolio may include a small number of large positions. While this portfolio concentration may enhance total returns to investors in such Registrant Client, if any large position has a material loss, then returns to the investors may be lower than if they had invested in a well-diversified portfolio.

### *Reliance on Portfolio Company Management*

The day-to-day operations of a portfolio company will be the responsibility of such company's management team. Although OHCM monitors the performance of portfolio companies and

generally seeks to invest in companies operated by capable management, there can be no assurance that an existing management team, or any successor, will be able to successfully operate a portfolio company in accordance with the OHCM's strategy for such company.

#### *Illiquidity of Interests in the Registrant Clients; Restrictions on Transfer*

The interests in the Registrant Clients (the "Interests") will be issued in reliance upon certain exemptions from registration or qualification under applicable U.S. federal and state securities laws and may not be transferred unless registered under applicable U.S. federal and state securities laws or unless an exemption from such laws is available. There will be no public market for the Interests and none is expected to develop. Accordingly, Interests constitute illiquid investments and only should be purchased by persons that are able to bear the risk of their investment for an indefinite period of time.

#### *Expedited Transactions*

Investment analyses and decisions by the Registrant may be undertaken on an expedited basis in order for Registrant Clients to take advantage of available investment opportunities. In such cases, the information available to the Registrant at the time of an investment decision may be limited, and the Registrant may not have access to the detailed information necessary for a full evaluation of the investment opportunity. Further, a Registrant Client may conduct its due diligence activities in a very brief period and may assume the risks of obtaining certain consents or waivers under contractual obligations.

#### *Bridge Financing*

From time to time, the Registrant Clients may provide bridge financings to facilitate investments organized by the Registrant Clients. Bridge financings to a particular portfolio company may not exceed amount set forth in the applicable governing documents of the Registrant Clients. Such bridge financings, if not repaid, would typically be convertible into a more permanent, long-term security; however, for reasons not always in the Registrant Client'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 the Registrant Clients.

#### *Borrowing*

The flexibility to borrow money varies among the Registrant Clients. Certain of the Registrant Clients borrow money to pay expenses of the Registrant Clients (including, without limitation, management fees) or to provide interim or long-term financing to facilitate the consummation or furtherance of the Registrant Clients' investments prior to or in lieu of the Registrant Clients' receipt of capital contributions or co-investment funds becoming available, in each case, as permitted by the Registrant Clients' constituent documents. Such borrowings are typically secured by capital contributions, a pledge of the general partner's right to draw down on such obligations, and/or a security interest in the Registrant Clients' investments. The inability of the Registrant Clients to repay borrowings under a credit facility secured by the capital commitments of its limited partners could enable a lender to call unfunded commitments from the limited partners and, if the limited partners' unfunded commitments are insufficient to repay such borrowings, limited partners may

be required to return amounts previously distributed to them to fund such borrowings, subject to certain limitations set forth in the Registrant Clients' constituent documents. Borrowing may represent a significant portion of capital commitments and will generally enhance IRRs.

#### *Co-Investments by Independent Third Parties*

At times, the Registrant Clients invest in companies alongside financial, strategic or other third-party investors. Such investments will involve additional risks not present in investments where a third party is not involved, including the possibility that such third-party investor may have interests or objectives that are inconsistent with those of the applicable Registrant Client or may be in a position to take action contrary to the Registrant Client's investment objectives. Such investors will not be under the control of the Registrant and may be independent strategic partners or investors, industrial companies, or other private equity funds or investors. Unless specifically agreed to, these investors will not pay expenses and/or costs incurred by the Registrant Clients. In addition, the Registrant Clients may in certain circumstances be liable for actions of their third party co-ventures or partners.

#### *Regulation and Litigation*

The growth of the private equity industry, and the increasing size and reach of transactions, as well as the increasing attention to hedge funds, has prompted additional governmental and public attention to the private equity industry and its practices. Regulation generally, as well as regulation more specifically addressed to the private equity industry, including tax laws and regulation, whether in the United States or abroad, could increase the cost of acquiring, holding, or divesting portfolio companies, the profitability of enterprises, and the cost of operating the Registrant Clients. Additional regulation could also increase the risk of third-party litigation. The transactional nature of the business of the Registrant Clients exposes the Registrant Clients and the Registrant generally to the risks of third-party litigation. Under the Registrant Clients' governing documents, the Registrant Clients will generally be responsible for indemnifying the Registrant and related parties for costs they may incur with respect to such litigation not covered by insurance.

#### *Diverse Investors*

The investors in the Registrant Clients are expected to include diverse investors that may have conflicting tax and other interests with respect to their investment in the Registrant Clients. As a result, conflicts of interest may arise in connection with decisions made by OHCM that may be more beneficial for one type of investor. In making decisions, OHCM intends to consider the investment objectives of the applicable Registrant Client as a whole, and not the investment objectives of any investor individually. At its discretion, the Registrant may elect to undertake a distribution-in-kind of public securities so that each investor can make its own election whether to sell or hold the security based upon their tax considerations and other factors. The Registrant is not obligated to undertake distributions-in-kind.

#### *Cybersecurity*

Registrant, the Registrant Clients, and their portfolio companies may face cybersecurity threats to gain unauthorized access to sensitive information, including, but not limited to, information regarding Registrant's investment activities, the investors in the Registrant Clients, or to render data

or systems unusable, all of which could result in significant losses. If such events were to materialize, they could lead to losses of sensitive information or capabilities essential to Registrant's, the Registrant Clients', and/or a portfolio company's operations. In addition, such events could also have a material adverse effect on the reputations, financial positions, results of operations, or cash flows of the Registrant, the Registrant Clients', and/or the operations of their portfolio companies, and could lead to financial losses from remedial actions, loss of business, or potential liability, and may lead to the disclosure of investors' personal information.

## **Disciplinary Information**

OHCM and its employees have not been involved in any legal or disciplinary events in the past 10 years that would be material to an investor's evaluation of the company or its personnel.

## **Other Financial Industry Activities and Affiliations**

Certain of the Registrant's related persons may serve as directors and officers of, and/or provide advice to, publicly traded companies, private companies, partnerships, and debt and equity investment vehicles, including Varagon Capital Partners, L.P. ("Varagon Capital"). Such entities may include entities affiliated with Robert M. Bass, who indirectly owns a minority equity interest in the general partners of the Registrant Clients. The Registrant's related persons may receive compensation (including, without limitation, equity grants) in connection with such roles. Prior to engaging in such activities, pre-approval is required by the compliance department.

Investors in the Registrant Clients should be aware that receipt of material non-public information by Registrant's related persons regarding these companies could preclude Registrant from effecting transactions in the securities of such companies on behalf of the Registrant Clients.

Certain of the Registrant's related persons may have personal investments in publicly traded companies, private companies, partnerships, and debt and equity investment vehicles. Such entities may include entities affiliated with Robert M. Bass. Registrant's related persons may also have investments in management entities with the Oak Hill name, as well as other investment funds (e.g. OHA and Varagon Capital). Prior to making any such investments, pre-approval is required by the compliance department.

On occasion, at the sole discretion of the Registrant, the general partners of the Registrant Clients will offer controlled co-investment opportunities in portfolio companies where the Registrant Clients will make or have made an investment. Such co-investments will be through a vehicle controlled by the Registrant or otherwise controlled by Registrant through a written co-investment agreement. The Registrant will consider a number of factors in determining how to allocate a controlled co-investment opportunity, and the amounts offered to each such investor, taking into account such factors it deems relevant, including, without limitation, the sophistication of the prospective co-investor, ability of the co-investor to close the transaction quickly, tenure as a Registrant Client investor, commitment to making co-investment funds available, commitment to invest in current or future products of the Registrant, strategic expertise and financial resources of the prospective co-investor, and the prospective co-investor's overall relationship with the Registrant. The degree of control over these entities may vary depending upon circumstances and may be limited. At the sole discretion of the Registrant, controlled co-investment opportunities may be offered to third parties and/or certain limited partners of the Registrant Clients.

A controlled co-investment vehicles' pro rata share (relative to capital invested) of transaction fees, portfolio monitoring fees, management fees, and similar payments from portfolio companies, may be retained by the Registrant or its related persons to the extent agreed upon by co-investors. These fees and payments will not reduce the compensation, if any, paid to the Registrant by the Registrant Clients. Co-investment entities and co-investors may present conflicts of interest and review of such arrangements by the compliance department is therefore undertaken.

Expenses borne by these controlled co-investments are allocated on a pro rata basis (relative to capital invested) among all funds, parallel funds, co-investment vehicles, and other entities that comprise the Registrant Clients that shared in the activities generating such expenses. In most cases, however, co-investors will not agree to pay or otherwise bear fees, costs, or expenses related to unconsummated co-investments, such as break-up fees or broken deal expenses, in which case such fees and expenses will be considered expenses of and be borne by the Registrant Clients.

It is possible that the Registrant may occasionally utilize the services of entities that have, directly or indirectly, or whose affiliates have, investments in funds managed by the Registrant. Such services will only be used on an arm's length basis and when they are in the best interest of the Registrant Clients.

Occasionally, certain investors of the Registrant Clients, investment partnerships managed by independent and unaffiliated entities bearing the Oak Hill name, and/or investment partnerships having a direct or indirect relationship to the Registrant (including debt and equity funds), will enter into transactions (e.g., financing arrangements) with the portfolio companies of the Registrant Clients. Such transactions may be net of any underwriting fee or discount to the benefit of these entities and/or their respective portfolio companies. Depending on market conditions and the needs of the portfolio companies, there may be limited or no opportunity to "shop" such transactions. To the extent that any portfolio company enters into any such transactions, the terms of such transactions will be on an arm's length basis. The compliance department will review such transactions and the need for a third party opinion or advice on a case by case basis.

In the event that an investment is declined (because it is not appropriate for any of the Registrant Clients) or is not required to be referred to any Registrant Client as set forth in the applicable partnership agreements, such investment may be referred to Robert M. Bass, related persons of the Registrant, their respective related persons, or newly formed investment vehicles created by the Registrant. Interests in such newly formed investment vehicles may be offered to employees and/or associated persons of the Registrant, third parties, investors in the Registrant Clients, and/or potential investors in future funds.

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

Registrant has adopted a formal compliance code of conduct that includes a code of ethics, securities trading policies and procedures, and procedures to address "pay to play" rules and regulations. Among other things, the code of conduct requires that employees act with integrity, place the interests of clients above their own, avoid actual and potential conflicts of interest and comply with applicable provisions of all laws. The policies also require employees to pre-clear certain personal

securities transactions, report required personal securities transactions on at least a quarterly basis and provide the Registrant with a detailed summary of certain holdings annually. On at least a quarterly basis, the Registrant reviews its compliance systems and procedures with outside counsel and highly experienced compliance consultants.

A copy of Registrant's Code of Ethics will be provided to any investor or prospective investor upon request.

The investment professionals of the Registrant do invest as limited partners in the Registrant Clients. As limited partners of the Registrant Clients, the investment professionals of the Registrant invest in every transaction made by the Registrant Clients. While investments by related persons and investment professionals of the Registrant are intended to align interests of the Registrant and its related persons with those of the Registrant Clients, such investments may create conflicts of interest. To address such conflicts, the investment arrangements are described and agreed upon in the constituent documents of each Registrant Client. Investments and disposals are made on the same economic terms for all limited partners of the Registrant Clients, including for Registrant's related persons, and each investment is made pro rata among the limited partners of each Registrant Client and Registrant's related persons who are limited partners, so that Registrant's related persons may not receive favorable terms or greater exposure to certain investments. As noted in the *Performance Based Fees and Side-by-Side Management* section above, however, certain Registrant employees have fees and carry that are waived, which may create conflicts of interest.

To avoid any potential conflicts of interest involving personal trades, investment professionals are subject to the code of ethics, which includes, as noted above, a pre-clearance requirement for personal trades and reporting of certain holdings. Should potential conflicts of interest arise, the Registrant's investment professionals have an ongoing responsibility to report such conflicts to the Compliance Officer or the Chief Compliance Officer, who will address conflicts on a case-by-case basis.

Also, with respect to conflicts of any nature, the Registrant may consult an Advisory Board of limited partners of the Registrant Clients. Any decisions of the Advisory Board with respect to any material potential conflicts of interest between the general partner and its affiliates, on the one hand, and the Registrant Clients or a portfolio company, on the other, are binding on the limited partners.

The Registrant has formed an ESG Committee that reviews environmental, social responsibility (and related ethics) and corporate governance matters related to the acquisition, maintenance, and disposition of investments and portfolio company initiatives. Although this may increase the Registrant Clients' ESG compliance expenses, costs or result in the forgoing of certain opportunities, the Registrant believes that responsible ESG investing enhances the long-term value of portfolio companies and is an important element of responsible investing. The registrant also retains ESG consultants (including an ESG officer) to assist with ESG matters. To the extent that such consultants provide transactional due diligence services and services for portfolio companies (such as energy savings programs), such costs are allocated to the applicable Registrant Client. There are no universally accepted ESG standards and not all Registrant Clients' investors may agree on the appropriate ESG standards to apply in a particular situation.

In addition, in order to encourage greater knowledge and understanding of their products and services, or as a general matter for friends and family, the Registrant Clients' portfolio companies



may offer product and service discounts from time to time to Registrant's directors or employees. Any such material discounts are required to be pre-cleared by the Registrant's Compliance Department (to the extent accepted by Registrant's employees) to ensure they are not inappropriate.

## **Brokerage Practices**

The Registrant's business is to focus on making investments in private securities. Accordingly, it does not typically trade in public securities. In the limited circumstances where the Registrant purchases public securities as part of a private equity transaction, or receives such securities as a result of a portfolio company going public or from the sale of a portfolio company, it intends to follow applicable SEC guidelines and seeks to obtain best execution in executing such transactions.

In selecting brokers and negotiating commission rates, Registrant looks not just for lowest possible commission cost or dealer spread, but also for whether the transaction represents the best qualitative execution and therefore takes into account several factors, including, but not limited to, the financial stability and reputation of the broker, the broker's familiarity with the portfolio company and/or its industry, listed bids and asks, speed of execution, the quality of investment research, the broker's trading style and investment strategies, and any special execution capabilities, including the ability to minimize indirect cost factors.

Registrant does not utilize soft dollar arrangements outside of routinely available research. Registrant does not direct trading activity in lieu of payments for research or other services.

The Registrant selects brokers with best execution criteria in mind. It is possible that the Registrant may occasionally effect transactions or otherwise utilize broker-dealers that have, or whose affiliates or registered representatives have, referred or recommended investors to it or that personally or through related persons or family members have investments in funds managed by the Registrant. Because the Registrant selects brokers on the basis of best execution, the Registrant does not believe this presents a conflict.

From time to time, the general partner of a Registrant Client may elect to distribute securities in kind (as set forth in the constituent documents of the Registrant Client) and may establish brokerage accounts in the names of the investors in the Registrant Clients into which such securities may be deposited. Notices, investor elections and other investor communications in advance of such proposed distributions in kind may be provisional in nature, as the final decision to make any distribution in kind (and the specific date of such distribution) will be subject to market and other conditions.

## **Review of Accounts**

As noted above, the Registrant focuses on investments primarily in private equity. Prior to being made, all investments are carefully reviewed and approved by an Investment Committee comprised of senior investment professionals of the Registrant. The progress of all portfolio companies is monitored on a regular basis and is subject to supervision and review by the Registrant's senior professionals. The Registrant's Valuation Committee reviews the valuation of the Registrant's investments quarterly in accordance with its Valuation Policy.

Beginning July 1, 2016, SEI began providing fund accounting and administrative services to OHCP II, OHCP III, and OHCP IV.

The Registrant provides quarterly and annual reports (including annual audited financial statements) to investors in Registrant Clients in accordance with the terms of the applicable constituent documents of the Registrant Clients.

## **Client Referrals and Other Compensation**

In most circumstances, pursuant to a written agreement, OHCM pays cash consideration to third parties for investor solicitation activities. OHCM pays such consideration in compliance with applicable SEC rules and other laws and regulations that may be in effect from time to time.

In connection with fundraising for OHCP IV, OHCP IV typically pays such third parties a fixed fee based on the aggregate capital commitments to the fund or a fixed fee based on the aggregate capital commitments sold to clients of such third parties. The management fee payable by OHCP IV to OHCM is then reduced dollar-for-dollar by the amount of these third-party fees. In some circumstances, however, investors may be subject to some incremental fees in connection with the referral.

## **Custody**

All client assets are held in custody by unaffiliated broker/dealers or banks that serve as qualified custodians; however, OHCM may be deemed to have access to client accounts since its affiliates serve as the general partners of the Registrant Clients. Investors of the Registrant Clients will not receive statements from the custodian. Instead, the Registrant Clients are subject to an annual audit by an independent public accountant that is registered with, and subject to regular inspection by, the Public Company Accounting Oversight Board, and the audited financial statements are distributed to each of the Registrant Clients' respective investors. The audited financial statements are prepared in accordance with generally accepted accounting principles and distributed within 120 days of the Registrant Client's fiscal year end.

## **Investment Discretion**

OHCM, which serves as the investment adviser of the Registrant Clients, and its related persons, which serve as the general partners of the Registrant Clients, have discretionary authority to implement investment decisions for each of the Registrant Clients. The investment decisions and advice of the Registrant and its related persons, with respect to the Registrant Clients, are subject to each Registrant Client's limited partnership agreement, and any side letters that it executes with investors.

## **Voting Client Securities**

The Registrant Clients are primarily invested in private companies which typically do not issue proxies. On occasion, the Registrant Clients are invested in private companies which go public, in which case such companies will issue proxies. As part of the services provided by the Registrant, the Registrant has adopted proxy voting policies and procedures, which include voting of proxies by the Registrant's Compliance Officer. These proxy voting policies and procedures are designed to ensure that the Registrant votes the equity proxies of the Registrant Clients in their best overall interests. Registrant maintains a record of all proxy votes cast on behalf of Registrant Clients. The investors in the Registrant Clients may contact the Registrant for a copy of the policy or information with respect to a specific proxy vote.

As is typical in private equity investing, Registrant generally approves one or more of its employees to act as representatives on the board of directors of portfolio companies on behalf of the Registrant Clients. As noted herein, a number of Registrant's investment professionals serve as board members of its client's public and private portfolio companies in such representative capacity. In situations where Registrant votes the proxy for a company in which an employee or employees of the Registrant serve on the board of directors, Registrant has determined that this does not inherently present a conflict of interest as (a) the employee is on the board of directors as a representative of the Registrant Clients and (b) the sole purpose of this representation is to maximize the return on the Registrant Clients' investment in such company and to ensure that the Registrant Clients' interests are protected. Given these facts, the Registrant Clients and the representative's role are aligned with respect to proxy voting and otherwise. If a situation arises where a conflict with respect to proxies occurs, OHCM's managing partners would resolve such conflict.

## **Financial Information**

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