

## Part 2A of Form ADV: Firm Brochure

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MS Capital Partners Adviser Inc.  
as Adviser to  
North Haven Energy Capital Fund  
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<https://www.morganstanley.com/im/en-us/institutional-investor/strategies/private-equity-and-credit/energy-partners-strategy.html>

March 29, 2017

This Brochure provides information about the qualifications and business practices of MS Capital Partners Adviser Inc. (the “Adviser”), as Adviser to the Fund (as defined in Item 4 below). If you have any questions about the contents of this Brochure, please contact Morgan Stanley Investment Management Investor Services at (212) 761-7160 or email [mspeinvestor@morganstanley.com](mailto:mspeinvestor@morganstanley.com). 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.

The Adviser is a registered investment adviser. Registration of an investment adviser does not imply any level of skill or training. The oral and written communications of an adviser provide you with information that you may find useful in deciding to hire or retain an adviser (or invest in a fund or product advised by the adviser).

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

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## **Item 2 – Material Changes**

We provide this brochure to our clients as well as limited partners of North Haven Energy Capital Fund LP and its related funds (collectively, the “Limited Partners”). There have been no material changes since the last distribution of this Brochure, which was dated March 30, 2016

We will provide clients and Limited Partners with a new Brochure as necessary based on material changes or new information, or at any time, without charge, upon request.

Our Brochure may be requested by contacting Morgan Stanley Investment Management Investor Services at (212) 761-7160 or email [mspeinvestor@morganstanley.com](mailto:mspeinvestor@morganstanley.com)

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#### **Item 4 – Advisory Business**

The Adviser was formed in 2008 and registered with the SEC under the Investment Advisers Act of 1940, as amended (the “Advisers Act”) in 2008.

The Adviser is a wholly-owned indirect subsidiary of Morgan Stanley.

As of December 31, 2016, the Adviser had approximately \$4,237,128,227 of regulatory assets under management, all of which are managed on a discretionary basis.

The Adviser provides investment advisory services to North Haven Energy Capital Fund LP (together with other related parallel, co-investment and feeder vehicles, “North Haven Energy Capital” or the “Fund”). The Fund’s investment objective is to achieve attractive risk-adjusted returns primarily through investing in equity, equity-related and similar securities (including debt or other securities with equity like returns or an equity component) in the energy, oil and gas, and natural resource sectors that are acquired in privately negotiated transactions, where the Fund and its affiliates will have a controlling or significant equity position. The Fund may also invest in debt or publicly-traded securities, and assets or instruments related to the foregoing. The Fund intends to invest primarily in companies located in North America. The Adviser manages the assets of its advisory clients in accordance with the terms of the governing documents applicable to such client.

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## **Item 5 – Fees and Compensation**

Certain fees and other compensation described herein are subject to negotiation with investors.

### ***Management Fees***

The Adviser generally receives an annual management fee (the “Management Fee”) from the Fund ranging from 1.25% to 1.75% of capital commitments during the investment period, and 1.0% to 1.50% of invested capital thereafter. The Management Fee is funded by the Limited Partners and is payable quarterly in advance. Upon termination of the management agreement between the Adviser and Fund, the Adviser is generally required to repay to the Fund or to a replacement manager, as directed by the General Partner (as hereinafter defined), the unearned portion (computed on the basis of the number of days elapsed), if any, of the Management Fee previously paid to the Adviser (see also “Co-Investments” below for additional information on the fees and expenses relating to co-investments).

The Adviser and its professionals may charge portfolio companies transaction fees, sponsor fees, advisory fees, directors’ fees, monitoring fees, break-up fees and other similar fees. An amount equal to each Limited Partner’s share of 100% of all such fees (other than fees received in respect of certain investment banking, advisory and other customary activities and services engaged in by Morgan Stanley in its role as an investment banking and brokerage firm) paid by portfolio companies to the Adviser, the General Partner or any of the investment professionals dedicated to the Fund (as described in the private placement memorandum of the Fund), net of any unreimbursed related expenses incurred by the Adviser or its affiliates or representatives in connection with unconsummated transactions will generally be applied to reduce the Management Fee otherwise payable to the Adviser by the Limited Partners.

Fees may be deducted from North Haven Energy Capital assets as, and to the extent, set forth in the limited partnership agreement of the Fund (the “Partnership Agreement”).

### ***Carried Interest***

MS Energy Partners GP LP, the general partner of the Fund (the “General Partner”), is generally entitled to carried interest with respect to each Limited Partner equal to 20% of such Limited Partner’s profits from each North Haven Energy Capital investment, subject to satisfaction of an 8% internal rate of return, compounded annually, for such investment and previously realized investments and related management fees and other expenses. Such carried interest is earned on an investment-by-investment basis and is not payable until proceeds are realized from an investment (see also “Co-Investments” below for additional information on the fees and expenses relating to co-investments).

### ***Expenses***

North Haven Energy Capital may also bear certain out-of-pocket expenses incurred by the Adviser and/or its affiliates in connection with the services provided to North Haven Energy Capital. The payment of such expenses by the Fund does not represent a source of profit for the Adviser, but rather is a

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reimbursement of actual costs initially paid by the Adviser (or its affiliates) and subsequently passed through to North Haven Energy Capital. The most common expenses include (i) expenses incurred in connection with identifying, evaluating, structuring and negotiating any potential North Haven Energy Capital investment and the acquisition, management, holding, sale, proposed sale or valuation of any North Haven Energy Capital investment (including meals, entertainment and travel expenses incurred by Morgan Stanley and its employees in connection with identifying, negotiating, executing or managing consummated North Haven Energy Capital investments or unconsummated North Haven Energy Capital investments); and (ii) ordinary administrative expenses, including fees of auditors, attorneys, appraisers and other professionals auditing, accounting, banking and consulting expenses (including expenses paid to the Adviser or to any of its affiliates for services rendered on an arms-length basis in connection with the Fund's affairs). Item 12 further describes the factors that the Adviser considers in selecting or recommending broker-dealers for client transactions and determining the reasonableness of their compensation (e.g., commissions).

### ***Placement Agent Fees***

Broker-dealers (which may include the Adviser's affiliates) may act as placement agents to assist in the placement of the Fund's interests. Any placement fee payable by an investor will be in addition to that investor's capital commitment. The amount of any placement fee will be described in the placement agent's point of sale letter. However, the placement agents or distributors may in their sole discretion waive the placement fees payable by an investor, including an investor that is an employee or affiliate of the General Partner and/or the Adviser.

### ***Co-Investments***

The terms of a co-investment applicable to one co-investor may be different than the terms applicable to another co-investor, including that certain co-investors may be required to pay a carried interest and/or management fees while other co-investors (including affiliates of Morgan Stanley) may not be required to pay such amounts. The Adviser or the General Partner may or may not charge management fees, one time funding fees and/or carried interest in respect of co-investments, subject to the terms of any applicable agreements with investors. The allocation of any co-investment opportunities may directly or indirectly benefit the Adviser or the General Partner as a result of, among other things, the receipt of any such fees or carried interest, capital commitments to the Fund and capital commitments to other affiliated investment accounts. Co-investors in one or more specific investments will not necessarily be required to share in broken-deal expenses that are paid by the Fund, either with respect to a co-investment opportunity that is not consummated or with respect to other potential investments that may be offered to the Fund. The performance of co-investments is not aggregated with that of the Fund, including for purposes of determining the General Partner's carried interest or the Adviser's management fees under the Partnership Agreement. See also "Allocation of Co-Investment Opportunities" in Item 11 below for additional information on the allocation of co-investment opportunities.

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### *Disparate Fee Arrangements with Service Providers*

Certain advisors and other service providers to the Fund (including accountants, administrators, lenders, bankers, brokers, agents, attorneys, consultants, and investment or commercial banking firms), and/or their affiliates, also provide goods or services to or have business, personal, political, financial or other relationships with Morgan Stanley, the General Partner, the Adviser or their affiliates. Such advisors and other service providers may be investors in the Fund, affiliates of the General Partner, sources of investment opportunities or co-investors or counterparties therewith. These other services and relationships may influence the General Partner and the Adviser in deciding whether to select or recommend such a service provider to perform services for the Fund (the cost of which generally will be borne by the Fund and, indirectly, the Limited Partners). In certain circumstances, advisors and other service providers, or their affiliates, may charge different rates or have different arrangements for services provided to Morgan Stanley, the General Partner, the Adviser or their affiliates as compared to services provided to the Fund, which may result in more favorable rates or arrangements than those payable by the Fund. Item 10 further describes material relationships with Morgan Stanley and other affiliated entities.

The private placement memorandum for the Fund includes further details on fees and compensation and related matters.

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## **Item 6 – Performance-Based Fees and Side-By-Side Management**

In some cases, the Adviser has entered into performance fee arrangements with qualified clients; such fees are subject to individualized negotiation with each such client. The Adviser will structure any performance or incentive fee arrangement subject to Section 205(a)(1) of the Advisers Act in accordance with the available exemptions thereunder, including the exemption set forth in Rule 205-3. Performance-based fee arrangements may create an incentive for the Adviser to recommend investments that may be riskier or more speculative than those which would be recommended under a different fee arrangement. Such fee arrangements also create an incentive to favor higher fee paying accounts over other accounts in the allocation of investment opportunities. The Adviser has designed and implemented procedures to ensure that all clients are treated fairly and equitably.

Please see Item 5 for further information regarding performance-based fees charged by the Adviser.



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## **Item 7 – Types of Clients**

The Adviser provides portfolio management services to pooled investment vehicles. These pooled investment vehicles are not subject to regulation under the Investment Company Act of 1940, as amended (the “Investment Company Act”). Generally, the minimum investment amount varies among the investment vehicles that comprise the Fund. The General Partner reserves the right to waive any minimum investment requirement in its discretion.

Limited Partner interests in the Fund (the “Interests”) may be purchased only by certain eligible investors who are (i) “accredited investors” as defined in Regulation D of the Securities Act of 1933, as amended, and (ii) “qualified purchasers” for purposes of Section 3(c)(7) of the Investment Company Act or “knowledgeable employees” as such term is defined in Section 3(c)(5) of the Investment Company Act.

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

### ***Investment Strategies***

North Haven Energy Capital's investment objective is to focus on investment opportunities in middle market energy companies, where it executes a value-creation strategy that combines the talents of seasoned investment professionals and experienced operating partners and leverages the extensive global resources of Morgan Stanley to create a diversified portfolio of investments and to generate superior risk-adjusted returns for investors. North Haven Energy Capital intends to employ an investment strategy similar to that of other funds which the Adviser has advised, centered around (i) leveraging the Morgan Stanley brand, network and resources to create proprietary or advantaged deal flow, to drive superior deal execution and to generate unique perspectives on opportunities for operational improvement; (ii) generating advantaged access to middle market investment opportunities in the energy sector; and (iii) employing a fully integrated operating partner model to drive active portfolio company management. North Haven Energy Capital's broad mandate is to make initial corporate buyout transactions, each serving as a focused platform for executing its value-creation strategy with best-in class management teams. Subsequent to the initial buyout, the platform companies will seek to make strategic follow-on investments as part of their particular value-creation strategy. North Haven Energy Capital will seek to make control equity investments in established and differentiated businesses (as opposed to startups), often through the buyout of a noncore going concern of a large energy company. Subsequent to the original transaction, the Fund will support its portfolio companies in enabling follow-on investments to fund attractive, organic growth opportunities and/or accretive acquisitions with strategic synergies. The management team of the fund (the "Investment Team") consists of investment professionals based in New York and Houston.

### **Methods of Analysis**

#### ***Preliminary Evaluation***

North Haven Energy Capital intends to construct a diversified portfolio of 10 to 15 investments spanning the core upstream, midstream, and services and equipment subsectors of the energy industry, over a four-to six-year period. As such, the Investment Team's initial screening process is critical to efficiently allocate resources.

An initial review of each investment opportunity is carried out by one of the senior members of the Investment Team to determine whether such opportunity is consistent with the Fund's investment objectives in terms of size, geography, governance/control and risk/return potential. If the opportunity fits Fund's investment objectives, the opportunity is typically staffed with a Managing Director (as hereinafter defined), an executive director or vice president, and an associate to evaluate the investment. The deal team will oftentimes utilize the extensive industry expertise resident in Morgan Stanley's Investment Banking and/or Equity Research (subject to applicable regulations, policies and procedures) areas to assist in this preliminary evaluation. Access to these unique resources enables the Investment

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Team to quickly and effectively assess each such opportunity and is a competitive advantage for the Fund as it maximizes the time that the Investment Team spends on compelling opportunities.

If the deal team determines that the target investment merits further evaluation, it is discussed at the Investment Team’s weekly meeting. At this meeting the senior members of the Investment Team (the “Managing Directors”) will discuss the attractiveness of the opportunity and whether the combined resources and network of relationships of the Investment Team and Morgan Stanley can be utilized to give North Haven Energy Capital a meaningful competitive advantage or “angle” relative to other potential investors. In general, the Investment Team will not pursue an opportunity unless it has determined that North Haven Energy Capital has such an advantage or angle.

### ***Active Evaluation***

If the Investment Team determines that an opportunity (i) meets the Fund’s objectives, (ii) has the potential to generate an attractive risk-adjusted return, and (iii) is one where the Fund has a meaningful competitive advantage that may enable it to acquire the company at an attractive valuation, the deal team will commence formal due diligence. The Investment Team’s rigorous qualitative and quantitative due diligence process is structured to obtain superior investment insights and information advantage that can support (or refute) the specific investment theses and key value-creation drivers as well as the risk/return metrics for each potential investment. This process includes constructing several alternative business and financial scenarios that test the pro forma capital structure and potential equity returns associated with investment in the target company. In this analysis, the Investment Team will work with target company management and, in many cases, with industry experts, to achieve a comprehensive understanding of the company’s operations and competitive position as well as the opportunities and risks associated with the proposed investment. In addition, during the due diligence process, the Investment Team vets the Fund’s competitive advantages, or “angles,” to continue to test the likelihood of success in acquiring a given company at an attractive valuation. The Investment Team will also draw on other experts within Morgan Stanley a team of economists, strategists, and analysts who cover specific energy and energy-related companies, major energy subsectors and broad economic trends.

Throughout the due diligence process, the deal team keeps the entire Investment Team apprised of all developments and key findings, and the questions/issues raised by the broader Investment Team are addressed by the deal team through their continuing efforts.

The General Partner executes a proactive and highly differentiated approach to sourcing new investment opportunities in the middle market of the energy sector, utilizing the Investment Team’s established network of industry relationships further enhanced by the global resources and relationships of Morgan Stanley. Specifically, the General Partner utilizes the following strategies to source advantaged and proprietary deal flow:

- **Leverage the Investment Team’s established network of industry relationships, including former portfolio company management teams:** The Investment Team maintains an extensive

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network of longstanding personal relationships with world-class management teams and industry executives who possess deep expertise in attractive energy subsectors, including senior executives from portfolio companies of other private equity funds which the Adviser advises. The Investment Team works with these individuals to leverage their many years of energy sector experience to seek out, analyze, and pursue attractive investment opportunities in the middle market where such talent can be most impactful. The Investment Team's partnerships with certain executives have spanned multiple investments across different private equity funds.

- **Leverage the Morgan Stanley brand to recruit world-class executives:** Morgan Stanley has invested extensively in its people and infrastructure in order to develop a substantial network of business relationships with thousands of individuals, small and medium-sized enterprises, multi-national corporations, financial institutions, and governmental and nongovernmental organizations worldwide. This rich network of relationships, coupled with the global reputation and recognition of the Morgan Stanley brand, is often instrumental in identifying, attracting and vetting best-in-class executives whose experience and expertise often exceed that of the typical middle market management team. The brand is often recognized by the executives themselves as enabling them to be more effective in their specific roles on behalf of the Fund.
- **Leverage Morgan Stanley's vast network to connect directly with business owners for proprietary deal flow:** The Fund is the only middle market energy private equity fund with direct access to Morgan Stanley, a top-tier global investment bank with over 60,000 employees worldwide. The potential benefits from such affiliation abound. For example, the Investment Team has previously generated successful referrals from Morgan Stanley investment banking professionals for other private equity funds. The Fund may also benefit from Morgan Stanley Wealth Management, the world's largest network of financial advisors (approximately 16,700) whose clients include business owners, industry executives, and family-owned enterprises as well as certain institutional clients. A dedicated group within Morgan Stanley Wealth Management collaborates with the Investment Team to help connect the business owner and industry executive clients of these financial advisors with members of the Investment Team. The relationship between the Fund and Morgan Stanley Wealth Management has been formalized through an incentive program that compensates a Morgan Stanley Wealth Management advisor in the event the Fund closes an investment that was sourced from such a referral.

### **Risk of Loss - Certain Risks Related to Investment Strategy**

Investing in securities involves risk of loss that clients should be prepared to bear. The Adviser cannot provide assurance that it will be able to generate any level of returns for investors. The investment strategy entails a high degree of risk and is suitable only for sophisticated investors who fully understand and are capable of bearing the risks of an investment in the Fund.

An illustrative list of risk factors is set forth below:

- potential loss of invested capital;
- reliance on expertise of Morgan Stanley investment professionals;

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- highly competitive markets and prevailing regulatory or political climates;
  - illiquidity of investments;
  - little or no current return on investments prior to their disposition;
  - significant degree of financial and/or business risk;
  - lack of diversification;
  - volatility of the global fixed income and equity markets;
  - lack of protection by financial covenants in debt investments;
  - leverage at the level of the Fund and/or portfolio companies;
  - adverse political developments and regulation in foreign countries;
  - potential inability to protect the value of minority equity investments;
  - risks associated with making non-U.S. investment and minority investments
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- risks arising from providing managerial assistance
  - reliance on the management of operating companies;
  - exposure to portfolio company and related party claims;
  - potential liabilities related to portfolio company restructurings;
  - risks related to energy sector assets
  - risks associated with the realization and disposition of investments;
  - limitations on transfers and withdrawals;
  - use of hedging techniques;
  - changes in general economic conditions and global economic and political events;
  - cybersecurity risks;
  - catastrophic and other force majeure events;
  - risks associated with regulation by the Federal Energy Regulatory Commission and under the Federal Power Act; and

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- burdensome regulation by one or more governmental entities in specific industries.

The foregoing list of risk factors does not purport to be a complete list or explanation of the risks involved in an investment in the Fund. The risks summarized above are described in greater detail in the private placement memorandum provided to Limited Partners. In addition, there are other risks (in addition to risks related to our investment strategy) associated with investing in the Fund, which are described in the Fund's private placement memorandum. You may also request an updated explanation of risk factors by contacting Morgan Stanley Investment Management Investor Services at the contact details set forth above.

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**Item 9 – Disciplinary Information**

The Adviser has no information applicable to this Item.

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

### **Introduction**

As a diversified global financial services firm, Morgan Stanley engages in a broad spectrum of activities including financial advisory services, investment management activities, lending, commercial banking, sponsoring and managing private investment funds, engaging in broker-dealer transactions and principal securities, commodities and foreign exchange transactions, research publication and other activities. Investors should be aware that potential and actual conflicts of interest between Morgan Stanley or any Affiliated Investment Account (as defined below), on the one hand, and the Fund, on the other hand, may exist and others may arise in connection with the operation of the Fund. Morgan Stanley's employees may also have interests separate from those of Morgan Stanley and the Fund. The discussion below enumerates certain actual, apparent and potential conflicts of interest. The Adviser can give no assurance that conflicts of interest will be resolved in favor of the Fund's investors, and, in fact, they may not be.

The following discussion enumerates certain potential conflicts of interest, which should be carefully evaluated before making an investment in the Fund.

### **Broker-Dealer Registration**

Morgan Stanley & Co. LLC is a registered broker-dealer. Certain of the Adviser's management persons are registered representatives of Morgan Stanley & Co. LLC, where it is necessary or appropriate to perform their responsibilities.

### **Commodity Pool Operator, Commodity Trading Adviser, Futures Commission Merchant Registration**

The Adviser, the Fund, their respective portfolio companies and their respective affiliates may use the commodity pool operator, commodity trading advisor and futures commission merchant registrations or exemptions of one or more of the following related persons: MS Capital Partners VI GP L.P., Morgan Stanley Infrastructure II GP LP, Morgan Stanley Infrastructure GP LP, Morgan Stanley Infrastructure Inc., MSCP V GP Inc., MS Capital Partners V GP L.P., Morgan Stanley Private Equity Asia, L.L.C., Morgan Stanley, Private Equity Asia III, L.L.C., Morgan Stanley Private Equity Asia IV, L.L.C., MSREF III, L.L.C., MSREF IV International-GP, L.L.C., MSREF V, L.L.C., MSREF V U.S.-GP, L.L.C., MSREF V, International-GP, L.L.C., MSREF Real Estate Advisor, Inc., MSREF VI International-GP, L.L.C., MSREF VII Hedging GP, Ltd, MSREF VII Global-GP, L.P., MSREF VIII Global-GP, L.P., North Haven Real Estate Fund VIII Global-F L.P., MSREI IX Global-GP, L.P., Morgan Stanley Real Estate Special Situations III-GP LLC, SSF III Hedging GP, Ltd, MS Capital Partners Adviser, Inc., Morgan Stanley Private Equity Asia Inc., MSREF III, Inc., MSREF IV, L.L.C., Morgan Stanley AIP GP LP, Morgan Stanley Alternative Investment Partners LP, and Morgan Stanley Investment Management Inc.



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## Other Material Relationships with Affiliated Entities

- Broker-Dealer, Municipal Securities Dealer, Government Securities Dealer or Broker

To the extent permitted by applicable law, the Adviser, the Fund or their respective portfolio companies may use the securities, futures execution, underwriting or other services offered by Morgan Stanley & Co. LLC or other affiliates. Please see Item 12 for more information about the Adviser's practices concerning using a Morgan Stanley affiliate as a broker.

- Participating Affiliates

Investment advice is provided to the Fund and the General Partner not only through the Adviser but also through certain of the employees of one or more of the following related persons:

- Morgan Stanley & Co. International plc
- Morgan Stanley Asia Limited

These related persons may or may not be registered with the SEC as investment advisers but are foreign affiliated advisers that may provide advice or research for the Adviser for use with the Fund (in such capacity, the "Participating Affiliates"). The Participating Affiliates also may provide non-advisory services to the Adviser and the Fund. The Adviser may delegate all or a portion of its advisory or other functions to any of its Participating Affiliates.

The Participating Affiliates will remain subject to the supervision of the Adviser in respect of their provision of services to the Adviser and the Fund.

- Other Advisory Affiliates

The Adviser is part of a group of SEC-registered investment advisers within the Morgan Stanley Investment Management business, including Morgan Stanley Investment Management Inc., Morgan Stanley Investment Management Limited, Morgan Stanley AIP GP LP, Morgan Stanley Asset Management Private Limited, Morgan Stanley Real Estate Advisor, Inc., Morgan Stanley Infrastructure Inc., Morgan Stanley Private Equity Asia, Inc., MSREF III, Inc., MSREF IV, L.L.C., MSREF V, L.L.C., MSREF Real Estate Advisor, Inc., and MSRESS III Manager, L.L.C.

The Adviser, in its discretion, may delegate all or a portion of its advisory or other functions to any affiliate that is registered with the SEC as an investment adviser and may receive a variety of services from such affiliates, including gathering information about potential investment opportunities, financial advice and assistance in connection with the making, monitoring and disposing of investments and securities underwriting and brokerage services in connection with the sale of investments. The Adviser shares certain officers and directors with related investment advisers that also manage affiliated private equity funds.

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To the extent that the Adviser delegates its advisory or other functions to such investment advisers, a copy of the brochure of each such affiliate is available on the SEC's website and will be provided to the Limited Partners upon request.

- Affiliates Acting as Fundraising Broker-Dealers

Broker-dealers that are affiliates of Morgan Stanley may act as placement agents (the "Placement Agents") to assist in the placement of Interests to certain Limited Partners (such Limited Partners, the "Solicited Partners"). The potential for the Placement Agents to receive compensation in connection with a Solicited Partner's investment in the Fund presents a potential conflict of interest in recommending that such Solicited Partner purchase Interests.

The prospect of receiving, or the receipt of, additional compensation by the Placement Agents may provide such Placement Agents and their salespersons with an incentive to favor sales of interests in funds whose affiliates make similar compensation available over sales of interests in funds (or other fund investments) with respect to which the Placement Agent does not receive additional compensation, or receives lower levels of additional compensation. Prospective investors should take such payment arrangements into account when considering and evaluating any recommendations related to the Interests. Morgan Stanley employees involved in the marketing and placement of the Interests are not acting as tax, financial, legal or accounting advisors to potential investors in connection with the offering of the Interests. Potential investors must independently evaluate the offering and make their own investment decisions.

The Adviser and the Fund may use registered representatives and/or employees of its affiliates to conduct solicitation activities in relation to new or incoming Limited Partners to the Fund or act as placement agents

- Affiliates Acting as Investment Bankers

In the ordinary course of its business, Morgan Stanley performs full-service investment banking and financial services and therefore engages in activities where Morgan Stanley's interests or the interests of its clients may conflict with the interests of the investors, notwithstanding Morgan Stanley's direct or indirect participation in the investments of the Fund.

From time to time, Morgan Stanley's investment banking professionals may introduce to the Fund a client that requires equity to complete an acquisition transaction. If the Fund pursues the resulting investment, Morgan Stanley could have a conflict in its representation of the client over the price and terms of the Fund's investment.

Morgan Stanley has long-term relationships with a significant number of institutions and corporations and their advisors as well as certain Limited Partners. In determining whether to pursue a particular transaction on behalf of the Fund, these relationships will be considered by Morgan Stanley and there may be certain potential transactions that will or will not be pursued on behalf of the Fund in view of such relationships

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In addition, Morgan Stanley could provide investment banking services to competitors of companies in which the Fund invests, in which case it will take appropriate steps to safeguard the confidential information of each investment banking client. Morgan Stanley is under no obligation to share and, in fact, may be prohibited by applicable law, from sharing any confidential or material non-public information with the Fund or the Adviser. Such activities may present Morgan Stanley with a conflict of interest vis-à-vis the Fund's portfolio entities and may also result in a conflict with respect to the allocation of investment banking resources to portfolio entities. Alternatively, any material non-public information about a potential investment or portfolio company that Morgan Stanley comes into possession may preclude the Fund from pursuing an investment or exit opportunity with respect to such portfolio company or investment.

Morgan Stanley may also be engaged to act as financial advisor to financially troubled companies in which the Fund holds an investment. Morgan Stanley's compensation for such activities is generally based upon the successful completion of a restructuring which may include raising funds for the purchase, exchange or restructuring of existing securities or loans or for an equity infusion. In such case, certain conflicts of interest would be inherent in the situation including those involved in valuing the company.

- Other Limited Partnership Investment Vehicles or Funds
  - General; Carried Interests

The Adviser and/or certain related persons have and may continue to organize other partnerships and serve as the manager, general partner, or the managing member or general partner of the general partner, to these partnerships. In organizing these partnerships, the Adviser or a related person may be deemed to have been or to be soliciting investors.

To the extent carried interest is permitted by the Partnership Agreement, the General Partner's carried interest may create an incentive for the General Partner to make more speculative investments for such Fund than it would otherwise make in the absence of such performance-based distributions. Furthermore, investments made with third parties in joint ventures or other entities may involve carried interests and/or other fees payable to such third party partners or co-investors, which could also create an incentive for such parties to take risks with respect to such investments. In addition, the method of calculating the carried interest may result in conflicts of interest between the General Partner, on the one hand, and the investors, on the other hand, with respect to the management and disposition of investments. For example, the General Partner will value any securities being distributed in-kind to investors in order to calculate the carried interest. If the valuations conducted by the General Partner are incorrect, the amount of payment of carried interest could be incorrect.

- Morgan Stanley Investments and Affiliated Investment Accounts

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Morgan Stanley may advise clients and has sponsored, managed or advised other alternative investment funds and investment programs, accounts and businesses (collectively, together with any new or successor funds, programs, accounts or businesses, the “Affiliated Investment Accounts”) that have or will have active investment programs that are substantially similar to those of the Fund. Morgan Stanley may also from time to time create new or successor Affiliated Investment Accounts that may compete with the Fund and may present similar conflicts of interest. Certain members of the Investment Team and the Investment Committee may make investment decisions on behalf of both Morgan Stanley and such Affiliated Investment Accounts, including Affiliated Investment Accounts with investment objectives that overlap with those of the Fund. In addition, certain Affiliated Investment Accounts may make investments similar to those that may be made by the Fund even if they are not solely focused on such investments.

In fact, North Haven Capital Partners VI LP and its parallel funds (collectively, “Capital Partners VI”) have committed a total of \$188.4 million to the Fund. As of December 31, 2016, \$19.2 million of such committed capital has been invested. Capital Partners VI’s capital commitment to, and investment in, the Fund was made to a parallel fund of the Fund in which Capital Partners VI is the only limited partner. Notwithstanding any other terms contained in the private placement memorandum of the Fund, the terms and conditions of such parallel fund will be different than those of the Fund, including that carried interest and management fees will not be paid at such parallel fund level, instead, limited partners of Capital Partners VI will pay carried interest and management fees at Capital Partners VI level.

Morgan Stanley related persons (including Morgan Stanley’s trading and principal investing businesses) will have no obligation to offer to the Fund investment opportunities that are excluded from any otherwise existing contractual obligation. In such situations, a Morgan Stanley related person may pursue and make the investment for its own account. When deciding how to allocate such opportunities, Morgan Stanley will exercise its discretion and may consider its own financial interests or the interests of other clients or affiliates of Morgan Stanley ahead of those of the Fund.

In some cases, Morgan Stanley or an Affiliated Investment Account may invite the Fund to co-invest with it or the General Partner may invite Morgan Stanley or an Affiliated Investment Account to co-invest with the Fund, in either the same or different tiers of a portfolio entity’s capital structure or in an affiliate of such portfolio entity. To the extent the Fund holds investments in the same portfolio entity or in an affiliate thereof that are different (including with respect to their relative seniority) than those held by Morgan Stanley or an Affiliated Investment Account, the Adviser and Morgan Stanley may be presented with decisions when the interests of the two co-investors are in conflict.

- Other Morgan Stanley Investment Management Activities

Morgan Stanley and its affiliates invest, on behalf of themselves, in securities and other instruments that would be appropriate for, are held by, or may fall within the investment

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guidelines of a client. In connection with these activities, Morgan Stanley may also take actions for its own accounts that may differ from, conflict with, or be adverse to, advice given to or action taken for clients. These activities may adversely affect the prices and availability of other securities or instruments held by or potentially considered for, one or more clients and/or the Fund.

Morgan Stanley, through its affiliates, invests in many of the private investment funds for its own account where Morgan Stanley affiliates act as an investment adviser and/or general partner. In addition, Morgan Stanley may receive performance based compensation or benefit from a “carried interest” which is tied to the investment performance of such private investment funds. Morgan Stanley may engage in a variety of transactions, including entering into derivatives contracts, to limit its exposure to the risk of such investments. For example, Morgan Stanley may choose to hedge exposures (currency, interest rate, equities or commodities) arising from its investments in, or exposure to, through performance based fees or carried interest, such private investment funds. These hedging activities may be inconsistent with the investment or hedging activities undertaken by Morgan Stanley affiliates acting as general partner and/or adviser to such private investment funds.

As a result of, and taking into account, such hedging, the performance of investors in such private investment funds who do not engage in hedging on their own may differ materially from those investors (including Morgan Stanley) who do engage in such activities. In addition, such activities may diminish the alignment of interest between Morgan Stanley and a particular private investment fund’s investors.

## **Management Persons**

Officers and employees supporting the Adviser may also serve as directors of certain portfolio companies and, in that capacity, will be required to make decisions that they consider to be in the best interest of the portfolio company, which in certain circumstances may not be in the best interests of the Fund. Companies with which one or more members of the investment team or other employees of Morgan Stanley are involved may also engage in transactions that would be suitable for the Fund, but in which the Fund might be unable to invest. Accordingly, in these situations, there may be conflicts of interests between such person’s duties as an officer or employee of the Adviser and such person’s duties as a director of the portfolio company.

Certain of the Adviser’s management persons may also hold positions with one or more the affiliates listed above. In these positions, those management persons of the Adviser may have some responsibility with respect to the business of these affiliates and the compensation of these management persons may be based, in part, upon the profitability of other affiliates. Additionally, these management persons may come into possession of confidential non-public information and may be recused from certain investment-related discussions, including Investment Committee meetings, so that such members

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do not receive information that would limit their ability to perform functions of their employment with Morgan Stanley unrelated to the Fund. Consequently, in carrying out their roles with the Adviser or the Fund and these other entities, the management persons of the Adviser may be subject to the same or similar conflicts of interest that exist between the Adviser and these affiliates.

### **Conflict Identification and Mitigation**

Morgan Stanley and the Adviser have established procedures intended to identify and mitigate conflicts of interest related to business activities on a worldwide basis. A conflict management officer for each business unit and/or region acts as a focal point to identify and address potential conflicts of interest in their business area. When appropriate, there is an escalation process to senior management within the business unit, and ultimately if necessary to Firm management or the Firm's conflict and franchise committees, for potentially significant conflicts that cannot be resolved in the ordinary course or that otherwise require senior management review. In addition, the Adviser addresses conflicts through disclosure to its investors and should any transactions that present a potential conflict of interest actually arise, the Adviser may in certain situations choose to seek the approval of the investors, limited partners and/or advisory committee for the respective fund with respect to conflicts of interest or approvals required under the Advisers Act, including Section 206(3) and/or the relevant partnership agreement. The Adviser may also choose to seek the approval of Limited Partners of the Fund with respect to certain conflict situations or matters under the Advisers Act.

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

### **Code of Ethics**

The Adviser has adopted a Code of Ethics (the “Code”) pursuant to Rule 204A-1 under the Advisers Act, applicable to persons who are supervised by the Adviser or support the Adviser (including employees of Participating Affiliates) in providing investment advice to the Fund or the General Partner and who have access to non-public information regarding the purchase or sale of securities, or who make securities recommendations to the Fund or the General Partner, or who have access to such recommendations that are non-public (“Access Persons”). Each Access Person is required to acknowledge the Code at the inception of his/her employment and annually thereafter. The Code is designed to make certain that all acts, practices and courses of business engaged in by Access Persons are conducted in accordance with the highest possible standards and to prevent abuse, or even the appearance of abuse, by Access Persons with respect to their personal trading and other business activities.

The Code addresses the personal trading and investment activities of Access Persons, as more fully described below. In addition, the Code addresses standards of business conduct and fiduciary duties expected of Access Persons, including confidentiality obligations and restrictions on outside business activities and other conflicts of interest.

Violations of the Code are subject to sanction, including reprimand, demotion, suspension or termination of employment.

Copies of the Code are available upon request from the Adviser.

### **Personal Trading and Investments**

The Code refers to a number of policies governing the securities trading and investing activities of employees for their own accounts. Such policies require all Access Persons to pre-clear trades for covered securities, as defined under the policies, in a personal account. A pre-clearance request will be denied if such securities are under consideration for investment, or have been acquired by, a client of the Adviser, or if the Adviser is in receipt of material non-public information of the company or if another conflict exists. Such policies also impose holding periods and reporting requirements for covered securities. In addition, investments in private placements or an employee’s participation in an outside business activity must be pre-approved by the employee’s designated manager and the Chief Compliance Officer.

### **Participation or Interest in Client Transactions**

We recommend that current or prospective investors invest in the Fund. Prior to subscribing for Interests, investors receive information relating to potential conflicts of interest between the activities of the Fund and the business activities of the Adviser, and its affiliates, or clients that may have a financial interest in the securities in which the Fund invests.

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On rare occasions, the Fund may sell a security or asset which another Fund, or an affiliate of the Adviser, wants to own. On these occasions, after extensive Firm and legal and compliance review and documentation, a sale of the security or asset from one fund to another may be permitted.

The Adviser may purchase and sell public and private investments and co-invest the assets of the clients alongside other Funds and accounts managed by the Adviser or its affiliates in compliance with the requirements and conditions of rules, regulations, orders, or interpretations of the SEC, or no-action letters of the SEC Staff, and in accordance with Fund and client account governing documents.

### **Allocation of Investment Opportunities**

The Adviser has a governance process in place to ensure that each client is treated in a fair and equitable manner. The following factors will be considered, as appropriate, in connection with allocation decisions:

- Rights of first offer in favor of a client
- Investment guidelines, goals or restrictions of the client
- Capacity of the client
- Existing allocation to similar strategies and the diversification objectives of the client
- Tax, legal or regulatory considerations
- With respect to co-investment allocations, whether the co-investor can provide value add to the operations of the business or provide future opportunities to the business of the client
- Other relevant business considerations

### **Allocation of Co-Investment Opportunities**

The General Partner of the Fund may offer co-investment opportunities with respect to none, some or all Fund investments. In the event that the General Partner offers co-investment opportunities, such opportunities will be offered pursuant to the terms of the Partnership Agreement. With respect to certain of the Fund, certain of the investors may have priority rights (but not obligations) to participate in co-investment opportunities, subject to the terms and conditions of the Partnership Agreement, subscription agreement, side letter agreement or other agreement setting forth such priority rights. After the allocation of co-investment opportunities to such investors with priority rights to co-investment opportunities (if any), the General Partner may allocate the remainder (if any) of co-investment opportunities among interested parties in its sole discretion including for example, on the basis of the size of investor commitments to the Fund and other Affiliated Investment Accounts as well as a broad range of other considerations, including, commercial considerations for the applicable portfolio investment, a Limited Partner's stated desire to participate in co-investments, the General Partner's determination of



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the appropriateness of offering a co-investment opportunity, an investor's ability to execute such offer and the approval of transaction counterparties. There can be no assurance with respect to the amount of any co-investment opportunity that will be made available to a Limited Partner in connection with the Fund, and there is no a guarantee, prediction or projection of the availability to a Limited Partner of future co-investment opportunities.

Investing in the Fund does not entitle any Limited Partner to allocations of co-investment opportunities. Co-investment opportunities may, and typically will, be offered to some and not other investors or to third parties (including affiliates of Morgan Stanley) who are not investors in the Fund. In addition, subject to the foregoing priority rights (if applicable), an investor may be offered fewer co-investment opportunities than investors with the same or smaller capital commitments in the Fund and other Affiliated Investment Accounts, and some investors may receive no such offers while other investors with capital commitments of the same or lower amount may receive substantial offers for such opportunities. Limited Partners are not required to participate in co-investments offered by the General Partner. The actual number of co-investment opportunities made available to Limited Partners may be significantly higher or lower than those made available in connection with other Affiliated Investment Accounts.

Please refer to Item 10 for a description of other financial industry activities and affiliations of Morgan Stanley, and a discussion of the material conflicts relating thereto.

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## **Item 12 – Brokerage Practices**

Due to the nature of the investments the Fund makes, broker-dealers are not generally used for transactions. However, when executing transactions on behalf of the Fund through a broker, dealer or underwriter, the Adviser's objective will be to obtain "best execution" (that is, the most favorable price and execution). The Adviser's effort to obtain best execution on any individual transaction depends substantially on its judgment, knowledge and experience in evaluating the counterparties', advisers' and service providers' ("Counterparties") reliability and capability based on previous and pending transactions effected by the broker-dealer for client accounts. Some of the factors considered by the Adviser in selecting a Counterparty include, among other things, execution quality and capabilities, including with regard to market making, commissions charged by, and gross compensation paid to, such Counterparty, and special knowledge of the Adviser's client's markets.

The Adviser will only consider engaging in a principal or cross transaction with Morgan Stanley or its affiliates on behalf of the Fund or client to the extent permitted by applicable law.

A broker-dealer (including a Morgan Stanley affiliate) may act as agent for one or more clients in selling publicly traded securities simultaneously. In such a situation, transactions may, but are not required to, be bundled and clients will receive proceeds from sales based on average prices received, which may be lower than the price which could have been received had each client sold its securities separately from such broker-dealer's other clients.

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### **Item 13 – Review of Accounts**

The Investment Committee reviews and approves all significant investment decisions. The members of the Investment Committee are identified in the Supplements to the Adviser's Brochure in Form ADV Part 2B. The investments made by the Fund are generally private, illiquid and long-term in nature. Accordingly, the review process is not directed toward a short-term decision to dispose of securities. However, the Adviser's portfolio management staff closely monitors companies and assets in which the Fund invests and generally maintains an ongoing oversight position in such companies and assets (including, where relevant, representation on the board of directors of such companies). Reviews occur on a quarterly and (in some cases) monthly basis.

The Adviser provides quarterly unaudited reports and annual audited reports to the Limited Partners, which include, among other things, financial statements and descriptions of the investments of the Fund.

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

The Adviser may from time to time compensate placement agents (which may include certain of its affiliates) in return for referrals of Limited Partners . Any additional compensation paid specifically for such referrals will meet the requirements of Rule 206(4)-3 under the Advisers Act, if applicable.

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### **Item 15 – Custody**

The Adviser is deemed to have custody of Fund's cash and securities by virtue of its relationship with the General Partner of the Fund. Generally, the Limited Partners will receive the Fund's audited financial statements prepared in accordance with generally accepted accounting principles within 120 days of the end of the Fund's fiscal year.

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## **Item 16 – Investment Discretion**

As the manager of the Fund, the Adviser will have discretion to recommend to the General Partner, without consent of the Fund investors, the particular securities to be bought and sold, the broker or dealer (including a Morgan Stanley affiliate) to be used (if any) and the commission rates to be paid by the Fund in cases where a broker or dealer is used. The Adviser will provide investment advice to the Fund, subject to certain investment limitations regarding diversification and type of permitted investments as set forth in the Partnership Agreement.

When executing transactions on behalf of the Fund through a broker, dealer or underwriter, the Adviser's objective will be to obtain the most favorable commission and the best price available on each transaction in light of the quality of execution provided. Consequently, brokers, dealers and underwriters are selected primarily on the basis of their execution, capability and trading expertise.

The Adviser generally receives discretionary authority from the Fund at the outset of its advisory relationship to select the identity and amount of securities to be bought or sold. Such authority is provided in Adviser's advisory contract with the Fund and/or under the terms of the Partnership Agreement of the Fund. In all cases, however, such discretion is to be exercised in a manner consistent with the stated investment objectives for the Fund. When selecting securities and determining amounts, the Adviser observes the investment policies, limitations and restrictions of the Fund.

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## **Item 17 – Voting Client Securities**

Where the Adviser has accepted authority to vote proxies on behalf of a client, the Adviser will vote proxies in accordance with its policies and procedures in place for voting of proxies (the “Proxy Voting Policy”), which are designed to ensure compliance with Rule 206(4)-6 of the Advisers Act. Copies of the Proxy Voting Policy are available upon request from the Adviser. Under the Proxy Voting Policy, the Adviser will vote proxies on behalf of the clients based on a determination of the best interest of the clients, consistent with the objective of maximizing long-term investment returns for the clients.

In many situations, a client is a party to a stockholder or similar agreement. These agreements are entered into in the best interests of the clients, and may require the Adviser to vote the other investors’ nominees to a board of directors or similar body, or require a vote in favor of a particular transaction. If this is the case, the Adviser will comply with the applicable clients’ contractual obligations.

Where no contract requires a client to vote for a specific outcome, the Proxy Voting Policy is designed to be responsive to the wide range of issues that may be subject to proxy vote, but is not exhaustive due to the variety of proxy voting issues that the Adviser may be required to consider.

The clients generally make a limited number of direct investments in portfolio companies that are or will become public. As a result, the Adviser will generally cast proxy votes on behalf of the clients with respect to a limited number of public portfolio companies.

The Adviser reserves the right to depart from the Proxy Voting Policy in order to avoid voting decisions that it believes may be contrary to the clients’ best interests. In addition, the Adviser may also abstain from voting if, based on factors such as expense or difficulty of exercise, it determines that the client’s interests are better served by an abstention.

The Adviser may be subject to conflicts of interest in the voting of proxies. A potential conflict of interest may occur where the Adviser or any of its affiliates or their respective employees has a direct or indirect economic stake in the outcome of a proxy vote that is different from a client’s stake. When such a potential conflict arises between the Adviser and any of its affiliates or their respective employees on the one hand and one or more of the clients on the other, the matter is evaluated to determine whether an actual conflict exists. Where an actual conflict exists, the Adviser will take necessary and appropriate steps to address the conflict.

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## **Item 18 – Financial Information**

Registered investment advisers are required in this Item to provide you with certain financial information or disclosure about the Adviser's financial condition. The Adviser is not aware of any financial condition that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.