

Wellspring 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 Wellspring Capital Management LLC (“Wellspring”). If you have any questions about the contents of this brochure, please contact us at 212-318-9800. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about Wellspring is also available on the SEC’s website at: www.adviserinfo.sec.gov.

Material Changes

In February 2012, Wellspring Capital Management LLC (“Wellspring”) filed its initial application to register as an investment adviser with the U.S. Securities and Exchange Commission (the “SEC”). Wellspring last filed Part 2A of its Form ADV in March 2018. This update includes material changes with respect to Registrant Clients to whom Wellspring is no longer providing investment advisory services.

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Advisory Business

Wellspring, through its subsidiaries, provides investment advisory services to the following privately offered funds (collectively, the “Registrant Clients”):

- Wellspring Capital Partners III, L.P. and Wellspring Capital Partners III (Parallel), L.P., its parallel fund (collectively and together with their related investment vehicles, “WCP III”);
- Wellspring Capital Partners IV, L.P. (together with its related investment vehicles, “WCP IV”);
- Wellspring Capital Partners V, L.P., Wellspring Capital Partners V (Parallel), L.P., its parallel fund, Wellspring Capital Partners V (Cayman I), L.P., Wellspring Capital Partners V (Cayman II), L.P., Wellspring Capital Partners V (Parallel) (Cayman), L.P., Wellspring Capital Partners V (Delaware I), L.P. and Wellspring Capital Partners V (Delaware II), L.P. (collectively and together with their related investment vehicles, “WCP V”); and
- CalPERS Wellspring V, L.P. (“CalPERS”);

WCP III, WCP IV, WCP V and CalPERS are private equity funds that focus on making investments primarily in private securities. The Registrant Clients are closed to new capital commitments. CalPERS coinvests on a pari passu basis in the same securities and the same portfolio companies as WCP V. These two funds share various expenses, including broken deal costs. CalPERS does not pay either management fees or carried interest to Wellspring or its affiliates.

Wellspring provides investment advisory services to the Registrant Clients through the following wholly-controlled subsidiaries:

- Wellspring Management Group LLC (“WMG”), which was formed in 1997 and provides investment advisory services to WCP III;
- Wellspring Capital Management IV LLC (“Wellspring Management IV”), which was formed in 2006 and provides investment advisory services to WCP IV;
- Wellspring Capital Management V LLC (“Wellspring Management V”), which was formed in 2009 and provides investment advisory services to WCP V;

The term “Registrant” used herein shall collectively refer to Wellspring, WMG, Wellspring Management IV, Wellspring Management V and WCMG.

Registrant provides investment advisory services for the Registrant Clients, each of which are privately offered funds which focus primarily 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. Registrant provides investment advisory services in accordance with the constituent documents of each of the Registrant Clients.

Wellspring was legally organized in 2006, but had been doing business through its predecessor entities since 1995. Wellspring is owned by Greg S. Feldman and William F. Dawson, Jr.. WCP III, WCP IV, WCP V and CalPERS had initial capital commitments of approximately \$2.9 billion, in the aggregate. As of June 30, 2018, the value of gross invested capital and regulatory assets under management of all Registrant Clients, each of which exclude realizations on investments prior to such date, was approximately \$535,352,570 and \$1,126,691,068, respectively. Wellspring manages all assets on a discretionary basis. Affiliates of Wellspring also serve as general partners of the Registrant Clients.

In providing services to the Registrant Clients, Wellspring formulates each Registrant Client’s investment objective, directs and manages the investment and, when applicable, reinvestment of each Registrant Client’s assets, and provides periodic reports to the investors in each Registrant Client. Investment advice is provided directly to the Registrant Clients and not individually to the limited partners of the Registrant Clients. Wellspring manages the assets of each Registrant Client in accordance with the terms and conditions of each Registrant Client’s constituent documents, each of which contains certain restrictions on the types of assets in which the applicable Registrant Client may invest. Investors and prospective investors in a Registrant Client should refer to the applicable constituent documents for complete information on the specific terms,

including investment objectives and investment restrictions, applicable to the Registrant Client. There can be no assurance that any of the Registrant Clients' objectives will be achieved.

Fees and Compensation

Each of WCP III, WCP IV and WCP V pay management fees to the Registrant. Management fees are generally payable triannually in advance. Such fees are payable on a pro rata basis for any period that is less than a full four-month or three-month period, as applicable. 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 an annual management fee of 1.0%-2.0% of either the capital commitments or the actively invested capital of third-party investors in a Registrant Client during the expected life of the Registrant Client. All management fees were negotiated with the Registrant Clients' investors during the fundraising period of the applicable Registrant Client. Wellspring may elect to waive all or a portion of any future management fees payable by the Registrant Clients; any amounts so waived may be applied by the Registrant Clients against amounts due from the applicable general partner and other related persons of Wellspring to the Registrant Clients pursuant to their capital commitments to the Registrant Clients.

Each of WCP III, WCP IV and WCP V is subject to a carried interest of 20% of profits on distributions derived from the disposition of investments or securities on an investment-by-investment basis (after taking into account expenses of the Registrant Client, including management fees). Investors in each such entity receive an 8% preferred return prior to the imposition of the carried interest (generally calculated based on cumulative cash flows), after which the carried interest "catches up" to 20% of total profits. Subject to any giveback, at the time of each distribution, investments which have suffered a permanent diminution in value, as determined at the discretion of the general partner, must be returned to investors (including the preferred return thereon) before carried interest is owed to the general partner.

The WCP IV General Partner, in its sole discretion, may elect to distribute amounts that would otherwise be carried interest to limited partners and, at its discretion, but subject to the terms of the WCP IV governing documents, as applicable, recover such amounts on future distributions.

Registrant may waive or reduce management fees and/or carried interest for Registrant's employees and a limited number of strategic partners and consultants who invest in certain of the Registrant Clients.

In connection with the investments of the Registrant Clients, portfolio companies of the Registrant Clients may pay to Wellspring various transaction fees ("Transaction Fees") and reimbursements of expenses incurred by Wellspring on behalf of the Registrant Clients and/or their portfolio companies. Such fees are retained in full by Wellspring; however, an amount equal to 75-100% of all Transaction Fees (net of expenses) reduce the management fees, if any, otherwise payable by the applicable Registrant Client. Transaction Fees generally include all advisory fees, break-up fees, commitment fees, director's fees, monitoring fees and similar fees, payments or compensation received by Wellspring in connection with an investment or potential investment. These Transaction Fees are usually, but not always, due prior to the time of an exit or sale of a Registrant Client investment. Accordingly, Wellspring may receive Transaction Fees when a

Registrant Client does not ultimately profit from an investment. Pursuant to the terms of the governing documents of certain Registrant Clients, Wellspring may not charge Transaction Fees to the portfolio companies of such Registrant Clients if there are no management fees available to be offset by such Transaction Fees. However, certain of such Transaction Fees may be taken to the extent that they are used to offset expenses otherwise payable by or reimbursable by such Registrant Clients.

All costs and expenses related to the acquisition, carrying or disposition of investments including, but not limited to private placement fees, sales commissions, appraisal fees, taxes, brokerage fees, underwriting commissions and discounts, accounting, market data services (e.g., Capital IQ), legal, investment banking, consulting, information services, professional fees, custodial, trustee, record keeping, partnership reporting, taxes, insurance, telephone, travel (which may, on occasion, include the use of non-commercial planes) and other such expenses are either paid by or reimbursed to Registrant by the Registrant Clients or their portfolio companies. Such fees could include payment to third parties for successfully sourcing deals and could be in the form of cash or equity in the portfolio company, which may be dilutive to investors in the Registrant Clients. In addition, co-investors may not agree to pay or otherwise bear fees, costs or expenses related to un consummated co-investments. In such event, such fees, costs and expenses will be considered operating expenses of and be borne by the Registrant Clients, as further discussed below.

Wellspring's Chief Compliance Officer and General Counsel is also generally responsible for working on legal matters as needed by the portfolio companies, contract related work, legal due diligence and other legal tasks directly associated with the Registrant Clients and their portfolio companies. A portion of such General Counsel's salary is borne by the portfolio companies and Registrant Clients based on actual cost and time spent, for the General Counsel's work on directly associated with the Registrant's clients or the portfolio companies. Wellspring believes this to be in the best interest of the portfolio companies and the Registrant Clients due to the savings associated with utilizing the General Counsel instead of outside legal counsel. Any legal work performed by the General Counsel for Wellspring (and all work in her capacity as Chief Compliance Officer) has and will be paid by Wellspring.

Expenses incurred by members of the Advisory Board of the Registrant Clients in connection with attending Advisory Board meetings may be paid by (or reimbursed to Registrant by) the Registrant Clients. From time to time, Registrant may also retain consulting firms and advisors to conduct due diligence, provide industry analysis and consult on portfolio companies. The related consulting expenses are borne by the Registrant Clients or their portfolio companies. 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 Registrant's brokerage practices is included in this brochure under the heading Brokerage Practices.

Finally, in 2015 and the first quarter of 2016, Wellspring contracted with a financial Operating Consultant to perform services for the portfolio companies. The portfolio companies and Registrant Clients bore the fees, billed by the hour, for the Operating Consultant's time. Wellspring believes that this was in the best interest of the portfolio companies and the Registrant Clients due to the savings associated with utilizing the Operating Consultant instead of outside consultants. Wellspring paid the portion of the financial Operating Consultant's expenses with respect to work performed for Wellspring.

Performance Based Fees and Side-by-Side Management

As stated in the Fees and Compensation section above, affiliates of Wellspring charge performance based carried interest, which is based on a share of profits on distributions derived from the disposition of the Registrant Clients' assets.

Such carried interest based on investment profits may create an incentive for Wellspring to make investments on behalf of the Registrant Clients that are riskier or more speculative than would be the case in the absence of such amounts or to realize investments in an order that would maximize the carried interest received by Wellspring's affiliates.

Registrant seeks to address these conflicts through careful vetting of investment opportunities by Registrant's investment professionals, by the disclosure of investments to limited partners by way of investment memoranda distributed to the limited partners in advance of each investment, and by providing quarterly reports to the limited partners. Additionally, investment vehicles owned by a number of Registrant's investment professionals invest in certain 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 have "claw back" provisions, which require Wellspring's affiliates to return to the Registrant Clients carried interest distributed to them if and to the extent that, on an aggregate basis, such Wellspring affiliates receive distributions of carried interest in excess of 20% of the total profits of third-party investors in such Registration Client.

Types of Clients

Wellspring provides investment advisory services, directly and indirectly through WMG, Wellspring Management IV and Wellspring Management V, to privately offered funds, that invest primarily in private equity or distressed credit investments. Investors in the privately offered funds managed by Wellspring may include high net worth individuals and a variety of institutional investors (e.g. trusts, employee benefit plans, endowments, foundations, corporations, governmental entities 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) and "qualified purchasers" (as defined in Section 2(a)(51)(A) of the Investment Company Act) or otherwise be permitted to invest under applicable securities laws.

Methods of Analysis, Investment Strategies and Risk of Loss

Registrant provides investment advisory services for the Registrant Clients, all of which are privately offered funds that make investments primarily in private equity or distressed credit investments.

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 analyses 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

Registrant. In the course of undertaking transactions, Registrant generally consults with professional advisors, including lawyers and accountants.

Registrant pursues a value-oriented investment approach that emphasizes rigorous due diligence and disciplined pricing. Registrant's investment strategy is to attempt to identify opportunities through non-traditional deal sourcing; perform rigorous due diligence; and develop business improvement through better management, margin enhancement, cost-cutting and selective add-on acquisitions.

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 Registrant could lose money over short and even long periods. The below is not a complete list of all risks involved in an investment in the Registrant Clients. The description below is a brief overview of different market risks related to Registrant's investment strategy:

- *Equity and Equity Related Investments* – A substantial portion of the Registrant Clients' investments are in securities 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 Registrant will correctly evaluate the nature and magnitude of the various factors that could affect the value of such investments. Prices of the investments may be volatile, and a variety of other 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. As a result, the Registrant Clients' performance over a particular period may not necessarily be indicative of the results that may be expected in future periods.
- *Leverage* – The Registrant Clients' investments may 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.
- *Turnaround or Underperforming Companies* – A portion of the Registrant Clients' investments may involve turnaround or underperforming companies or companies identified by the Registrant Clients 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.

- *Co-Investments* – The Registrant Clients may co-invest in companies with 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 the co-investor may have interests or objectives that are inconsistent with those of the Registrant Clients or may be in a position to take action contrary to the Registrant Clients’ investment objectives. In addition, the Registrant Clients may in certain circumstances be liable for actions of their third-party co-ventures or partners. In many cases, 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. Such fees, costs and expenses that are not borne by co-investors will be considered operating expenses of and be borne by the Registrant Clients, as applicable.
- *Private Securities* – Much of the Registrant Clients’ investments are expected to involve private securities. In connection with an investment in private securities, the Registrant Clients may assume, or acquire, portfolio companies 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.
- *Foreign Investments* – Although the Registrant Clients invest primarily in domestic securities, the Registrant Clients may from time to time invest in 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. Although Registrant may attempt to hedge against foreign currency exchange rate risks by utilizing spot and forward foreign exchange contracts, foreign currency options or other instruments, there can be no assurance that Registrant will be able to do so successfully or cost-effectively, and Registrant may decide not to hedge against such risks or to do so only partially. Additional risks of foreign investments 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 Registrant will take these factors into consideration in making investment decisions for the Registrant Clients, no assurance can be given that Registrant will be able to evaluate these risks accurately.
- *Public Company Investments* – The Registrant Clients may make or hold investments in public companies that may be subject to greater volatility in their valuation, increased disclosure obligations, liquidity limitations at certain times, and increased likelihood of shareholder litigation.

- *Minority Positions* – The Registrant Clients may 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.
- *Lack of Liquidity of Investments* – The investments to be made by the Registrant Clients will generally be illiquid. Any return of capital or realization of gains will generally require a disposition of some or all of an investment. Dispositions of investments may be subject to legal, contractual, and other limitations on transfer, the absence of an established market for the investments, or other restrictions that would interfere with sales of such investments or adversely affect the terms that could be obtained upon any disposition thereof. Such restrictions may apply even after the terms of the Registrant Clients has ended or the Registrant Clients have otherwise been dissolved. The Registrant Clients may have to sell, distribute, or otherwise dispose of investments at a disadvantageous time as a result of its dissolution. This risk may be especially present with respect to investments made in the final years or months of the Registrant Clients’ commitment period and follow-on investments made thereafter.
- *Portfolio Concentration* – Although the constituent documents of the Registrant Clients include certain restrictions regarding the concentration of the Registrant Clients’ investments, diversification is not an objective of the Registrant Clients. Each of the Registrant Clients’ portfolios may include a small number of large positions. While this portfolio concentration may enhance total returns to investors, 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. There can be no assurance that an existing management team, or any successor, will be able to operate successfully a portfolio company in accordance with the Registrant Clients’ strategy for such company. Management teams, including CEOs, may underperform or commit bad acts and the cost of replacing them could be high.
- *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.
- *Difficulty of Locating Suitable Investments* – 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 the Registrant Clients’ investment objectives, or that such investment opportunities will lead to completed investments by the Registrant Clients. Identification of attractive investment opportunities is difficult and involves a high degree of uncertainty.

- *Competition for Investments* – The Registrant Clients compete for the acquisition of investments with many other investors, some of which have greater resources than the Registrant Clients. Such competitors may include other private investment funds as well as individuals, financial institutions, strategic investors and other institutional investors. Further, there can be no assurance that 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 the Registrant Clients’ investments.
- *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.
- *Debt Investments in Portfolio Companies* – The Registrant Clients may make investments in debt instruments or convertible debt securities. Such debt may be unsecured and structurally or contractually subordinated to substantial amounts of senior indebtedness. Moreover, such debt investments may not be protected by financial covenants or limitations upon additional indebtedness, and there is no minimum credit rating for such debt investments. Various factors may materially and adversely affect the market price and yield of such debt investments, including, without limitation, investor demand, changes in the financial condition of the applicable issuer, government fiscal policy and domestic or worldwide economic conditions.
- *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.
- *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.
- *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 Wellspring that may be more beneficial for one type of investor. In making decisions, Wellspring intends to consider the investment objectives of the applicable Registrant Client as a whole, and not the investment objectives of any investor individually.

- *Dependence on Key Personnel* – The success of the Registrant Clients is highly dependent on the financial and managerial expertise of the key personnel of Registrant. The loss of one or more of these individuals could have a material adverse effect on the performance of the Registrant Clients. The key personnel are under no contractual obligation to remain with Registrant for all or any portion of the term of any Registrant Client. As a result, the ability of the Registrant Clients to carry on their activities successfully is dependent upon the skill and experience of Registrant. Although the key personnel will commit a significant amount of their business efforts to Registrant, the key personnel are not required to devote all of their time to the affairs of Registrant or the Registrant Clients.
- *Regulation and Enforcement Litigation* – The growth of the private equity industry, and the increasing size and reach of transactions, as well as the increased attention to private 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 Registrant to the risks of third-party litigation. The Registrant Clients will generally be responsible for indemnifying Registrant and related parties for costs that they may incur with respect to such litigation not covered by insurance.
- *Valuation of Assets* – The valuation of the assets of the Registrant Clients will likely affect the Registrant Clients' reported performance. The Registrant Clients' investments generally will have no, or a limited, liquid market, and the fair value of such investments may not be readily determinable. There is no assurance that the value assigned to an investment at a certain time will accurately reflect the value that will be realized by the Registrant Clients upon the eventual disposition of the investment and the performance of the Registrant Clients could be adversely affected if such valuation determinations are materially higher than the value ultimately realized upon the disposition of the investment.
- *Allocation of Expenses* – From time to time, the investment professionals of Registrant incur expenses on behalf of the Registrant Clients and one or more existing or subsequent entities established by the investment professionals of Registrant. The expenses of such investment professionals are allocated on a basis that Wellspring considers to be equitable.
- *Cybersecurity* – Wellspring, the Registrant Clients and their portfolio companies may face cybersecurity threats to gain unauthorized access to sensitive information, including information regarding Wellspring's investment activities and the investors in the Registrant Clients, or to render data or systems unusable, which could result in significant

losses. If such events were to materialize, they could lead to losses of sensitive information or capabilities essential to Wellspring's, the Registrant Clients', and/or a portfolio company's operations and could have a material adverse effect on their reputations, financial positions, results of operations, or cash flows, could lead to financial losses from remedial actions, loss of business, or potential liability, or could lead to the disclosure of investors' personal information.

Disciplinary Information

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

Other Financial Industry Activities and Affiliations

Wellspring Capital Management Group LLC, an affiliate of Registrant, is also registered as an investment adviser with the SEC. Registrant's related persons and other employees will continue to provide services to Wellspring Capital Management Group LLC with respect to such other private funds.

Related persons of Registrant may serve as directors and officers of, and provide advice to, publicly traded companies and private companies. 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. All of the compensation for directorships with portfolio companies of the Registrant Clients is treated as transaction fees described above under the heading "Fees and Compensation."

Certain of the related persons of Registrant may have personal investments in companies, limited partnerships or limited liability companies. To the extent that conflicts arise, they are reviewed by Registrant's Chief Compliance Officer. Related persons of the Registrant may be offered opportunities to invest in new issuances of portfolio companies and their affiliates if such opportunities aren't appropriate as investments of the Registrant Clients.

On occasion, the Registrant Clients may form co-investment vehicles managed by the general partner of the Registrant Clients to invest alongside the Registrant Clients in portfolio companies where the Registrant Clients will make or have made an investment. Co-investment vehicles or direct co-investors may be allocated a pro-rata share (relative to capital invested) of transaction fees, portfolio monitoring fees, management fees and similar payments from portfolio companies. With respect to certain co-investments, to the extent agreed upon by co-investors, Registrant or its Related Persons may retain relevant transaction fees or portfolio monitoring fees, earn carried interest and receive a management fee that will not reduce the compensation paid to Registrant by the Registrant Clients. Co-investment entities and co-investors may present conflicts of interest. At the discretion of Registrant, co-investment opportunities may be offered to third parties and/or limited partners of the Registrant Clients. Expenses borne by the Registrant Clients are allocated among any parallel funds, co-investment vehicles, and other entities that comprise the Registrant Clients that shared in the activities generating such expenses. If the investment is not consummated or the prospective co-investors otherwise do not ultimately invest in the portfolio company, the Registrant Clients, and not the co-investors, will typically bear the interest and other expenses relating to any such co-investment as well as any broken deal expenses.

It is possible that Registrant may occasionally utilize the services of entities that have, directly or indirectly, or whose affiliates have, investments in funds managed by 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.

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

Registrant has adopted a formal compliance code of ethics that includes a securities trading code of conduct, insider trading policies and procedures, and procedures to address "pay to play" rules and regulations. Among other things, the code of ethics requires that employees act with integrity, place the interests of clients above their own, discuss and clear actual and potential conflicts of interest with Wellspring's Chief Compliance Officer and comply with applicable provisions of all laws. The policies also require employees to pre-clear certain personal securities transactions, report personal securities transactions on at least a quarterly basis and provide Registrant with a detailed summary of certain holdings annually. Registrant regularly reviews its compliance systems and procedures with outside counsel and experienced compliance consultants.

A copy of Registrant's securities compliance policy will be provided to any investor or prospective investor upon request.

The senior investment professionals of Registrant do invest in the Registrant Clients both as members of limited partners of certain Registrant Clients and as partners of the general partners of the Registrant Clients. As indirect partners of the Registrant Clients, the senior investment professionals of Registrant invest in every transaction made by the Registrant Clients. While investments by related persons and investment professionals of Registrant are intended to align interests of Registrant and its related persons with those of the Registrant Clients, such investments may create conflicts (for example, in a diverse group of investors, including the senior investment professionals, with conflicting tax or other interests, decisions may be made that are more beneficial to one type of investor). To address such conflicts, the investment arrangements are described and agreed upon in the constituent documents of each Registrant Client. Generally, 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 indirect limited partners, so that Registrant's related persons may not receive favorable terms with respect to or greater exposure to certain investments.

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

Also, with respect to conflicts of any nature, Registrant may consult a Board of Advisors of limited partners of the Registrant Clients. Decisions of the Board of Advisors are binding on the limited partners.

Certain potential conflicts of interest, including transactions between two or more Registrant Clients and the investment of an affiliate of the Registrant in a portfolio company of a Registrant Client, require the approval of the limited partners of a Registrant Client.

Finally, Wellspring may obtain preferential pricing by participating with one or more of the portfolio companies of the Registrant Clients by negotiating the bulk purchasing of products and services. We do not believe this creates a conflict of interest because Wellspring's participation does not increase costs to the Portfolio Companies; however, such situations will benefit Wellspring as it may be able to reduce its operating costs.

Brokerage Practices

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 Registrant purchases public securities as part of a private equity transaction or has such securities as a result of a portfolio company going public, 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, listed bids and asks, speed of execution, the quality of investment research, trading style and investment strategies and special execution capabilities, including the ability to minimize indirect cost factors such as market manipulation and trade settlement costs.

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.

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

Review of Accounts

As noted above, 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 Registrant; when there are disagreements as to investments, the Investment Committee votes and a simple majority is required for approval. The progress of all portfolio companies is monitored on a regular basis and is subject to supervision and review by Registrant's senior professionals. Registrant's Valuation Committee reviews the valuation of Registrant's investments quarterly in accordance with its Valuation Policy; when

there are disagreements as to the valuation of portfolio companies, the Valuation Committee votes, and a simple majority is required for approval.

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

Client Referrals and Other Compensation

In certain circumstances, Wellspring may, pursuant to a written agreement, pay cash consideration to third parties for solicitation of investments in the Registrant Clients. Wellspring intends to pay such consideration in compliance with applicable SEC rules and other laws and regulations that may be in effect from time to time.

Wellspring receives transaction fees as discussed under “Fees and Compensation” above.

Custody

All client assets are held in custody by unaffiliated broker/dealers or banks that serve as qualified custodians; however, Wellspring 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, or as otherwise required by the Registrant’s Clients governing documents.

Investment Discretion

Wellspring serves as the investment adviser and its affiliates have discretionary authority to implement investment decisions for each of the Registrant Clients. Wellspring’s and its affiliates’ investment decisions and advice 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 Registrant, Registrant has adopted proxy voting policies and procedures, which include voting of proxies by Registrant’s investment professionals. These proxy voting policies and procedures are designed to ensure that 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 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 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.

Financial Information

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