



## Part 2A of Form ADV Brochure Document

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This Form ADV Part 2A (the “Brochure”) provides information about the qualifications and business practices of McGinty Road Partners, LP. If you have any questions about the contents of this brochure, please contact us at (651) 294-4571. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state securities authority.

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

## **Item 2 - Material Changes**

McGinty Road Partners, LP, formed in September 2017, is applying for registration as an investment adviser with the SEC. This is the first Brochure compiled by McGinty Road Partners, LP to provide new and prospective clients and investors with current disclosure of its business practices, as well as potential conflicts of interest. In the future, any material changes made after McGinty Road Partners, LP's last annual update will be discussed under this Item.

## Item 3 - Table of Contents

Item 2 - Material Changes.....	2
Item 3 - Table of Contents .....	3
Item 4 - Advisory Business.....	4
Item 5. Fees and Compensation .....	5
Item 6. Performance-Based Fees and Side-by-Side Management.....	8
Item 7. Types of Clients.....	8
Item 8. Methods of Analysis, Investment Strategies and Risk of Loss .....	9
Item 9 - Disciplinary Information .....	28
Item 10. Other Financial Industry Activities and Affiliations .....	28
Item 11. Code of Ethics, Participation or Interest in Client Transactions and Personal Trading .	29
Item 12. Brokerage Practices .....	30
Item 13. Review of Accounts.....	30
Item 14. Client Referrals and Other Compensation.....	31
Item 15. Custody .....	31
Item 16. Investment Discretion.....	32
Item 17. Voting Client Securities.....	32
Item 18. Financial Information .....	33

## Item 4 - Advisory Business

McGinty Road Partners, LP (“MRP” or the “Adviser”) was formed in September 2017 and is applying for registration as an investment adviser with the SEC. MRP, a Delaware limited partners, is wholly owned by McGinty Road Partners Holdings, LLC. (“McGinty Road Partners” or “Hold Co”), which was established by the following firm’s Partners: Jeff Leu, John Seibel, Dave Ellingrud, John Sinna, and Tiffany Parr. Hold Co’s principal owners are Messrs. Leu, Seibel, and Ellingrud. Each of the aforementioned principal owners currently owns 26.66% of McGinty Road Partners. Mr. Sinna and Ms. Parr, each currently owns the rest of the interests. The Adviser’s principal place of business is located in Minneapolis, Minnesota.

MRP provides discretionary investment management services to a pooled investment vehicle or private investment fund (the “Main Fund”), the securities of which are offered to qualified institutional and high net-worth investors on a private placement basis. MRP’s affiliate, MRP GP I, LLC (“MRP GP” or the “General Partner”), serves as the general partner to the Main Fund. MRP GP is owned and controlled by the same group of Partners.

In addition to the Main Fund, MRP and MRP GP serve, respectively, as the investment adviser and the general partner to the “Offshore Feeder” and the “Onshore Feeder” funds. The Offshore Feeder Fund will invest all of its investable capital in the “Mini-Master” Fund. The Mini-Master Fund together with the Offshore Feeder is collectively referred to as the “Offshore Fund.” The Offshore Fund, Cayman Islands partnership, was primarily formed for the benefit of non-U.S. investors and certain tax-exempt U.S. investors. The Offshore Fund and the Main Fund are collectively referred to as the “Main Fund”.

The Adviser is responsible for evaluating, selecting, and monitoring the Main Fund’s investments, and for providing day-to-day managerial and administrative services to the Main Fund. Applicable governing documents for each of the Main Fund govern MRP’s investment advisory activities, including investment restrictions. In connection with a particular investor’s subscription for interests in the Main Fund, the Adviser or MRP GP may enter into a side letter or other similar agreement with such investor with respect to the Fund that would have the effect of establishing rights under, or altering or supplementing the terms of, the Fund’s operating agreement with respect to such investor in a manner more favorable to such investor than those applicable to other investors. The terms of such side letters may include the waiver of all or any portion of MRP’s management fees and carried interest with respect to an investor. Any rights or terms so established in a side letter with an investor will govern solely with respect to such investor and will not require the approval of any other investor.

The Adviser focuses on private credit opportunities, particularly in the market segments that are underserved by both traditional sources of capital and other alternative asset managers. The Adviser primarily uses the following investment strategies to manage the Main Fund’s capital:

- Equipment Finance – loans and leases to out-of-favor industries secured by mission critical equipment;

- Loan Portfolios – commercial and industrial, commercial real estate, and equipment secured loans and leases; and
- Corporate Credit – public and private stressed and distressed debt, post re-org/re-cap securities, capital structure arbitration, trade claims, and liquidation

The Main Fund invests its capital primarily through other investment vehicles and their subsidiaries. The General Partner, on behalf of the Main Fund, will retain one or more third parties to provide loan servicing, asset management and other ancillary services. The General Partner will contract with its operating partner and affiliate, Allegiance Financial Group, Inc. (“Allegiance”). Allegiance, a full service equipment finance platform focused on commercial equipment loans and leases, is founded by Mr. Seibel in 2001. Messrs. Seibel, Leu, and Ellingrud own Allegiance. The Adviser has a right-of-first-refusal on all Allegiance’s transaction opportunities that exceed \$500,000. Allegiance has a right to and is expected (but is not required) to co-invest between 2-5% of the aggregate investments made by the Main Fund and Allegiance.

From time to time pursuant to the terms of the Fund governing documents, the Adviser and the General Partner may, in their sole discretion, provide co-investment opportunities to the Main Fund’s investors, strategic investors, consultants, advisors, lenders, third parties, certain affiliated services providers or others. The Adviser may form separate investment vehicles for the purpose of making those co-investments.

The Adviser is applying for registration as an investment adviser with the SEC under Rule 203A-2(c) (the “120-day rule”) of the Investment Advisers Act of 1940 (the “Advisers Act”), and is currently in the process of fundraising to meet the requirements of that rule. The Adviser will withdraw from registration with the SEC if, on the 120th day after the date the Adviser’s registration with the SEC becomes effective, the Adviser would be prohibited by section 203A(a) of the Advisers Act from registering with the SEC.

## **Item 5. Fees and Compensation**

The fees and expenses associated with an investment in the Main Fund are described in detail in each of the Main Fund’s and the Feeders’ limited partnership agreements with MRP, as well as in the Main Fund’s Confidential Private Placement Memorandum. The Adviser and the General Partner typically receive a management fee, as well as a performance-based fee or carried interest for providing services to the Main Fund. The management fee will be reduced by certain fees received by the Adviser or the General Partner.

### **Management Fees**

The Main Fund has a three-year investment period, and during this time, MRP charges the Fund investors an annual management fee equal to 1.75% of their total commitments. After the commitment period, the management fee will be calculated based on the Main Fund’s actively invested capital, which is the fair market value of investments that have not been disposed. The Main Fund pays a management fee to the Adviser quarterly in advance. As noted above, MRP

GP or the Adviser may enter into side letters with investors which include the waiver of all or any portion of MRP's management fees. Please refer to the Fund governing documents for more details on the amount and calculation of the management fees.

The Main Fund may accept additional subscriptions during the period between the initial and final closing dates. If new investors subscribe interests or existing investors increase their commitments during such time, the investors will pay their pro rata shares of the management fees, as well as organizational expenses, other Fund expenses, and an additional amount equal to an annual preferred return rate thereon. Such amounts will be allocated and distributed to previously limited partners and the Adviser, on a pro rata basis.

The Adviser intends to waive carried interests and the management fee for its own capital. MRP does not currently expect to waive or reduce carried interests for any other investors.

#### Management Fee Offset

The Adviser or the General Partner may also receive transaction, investment banking, consulting, advisory, monitoring, break-up, directors' and other similar fees ("Transaction Fees"). The Transaction Fees, net of un-recouped expenses that the Adviser has elected to pay on behalf of the Main Fund, reduce the following quarterly management fee. Any placement agent fees paid directly by the Main Fund will also offset the management fees. If such offsets would reduce the quarterly management fee below zero, the offsets would be carried forward and used to reduce the following quarterly management fee.

Transaction Fees do not include any of the fees (including broken deal expenses) that MRP has elected to share with the Main Fund, and any fees paid to Allegiance for loan servicing, asset management and other ancillary services.

#### Performance-Based Fee or Carried Interest

Please see Item 6 below, the "Performance-Based Fees and Side-by-Side Management" section, for the discussions on the carried interest.

In its discretion, the Adviser may waive or reduce carried interest for its own capital. As noted above, MRP GP or the Adviser may enter into side letters with investors which include the waiver of all or any portion of carried interest.

#### Fundraising and Organizational Expenses

The Main Fund bears all costs and expenses incurred in connection with the organization of the Main Fund, the Offshore Fund, and the General Partner. These costs and expenses include legal and accounting fees, printing costs, travel and out-of-pocket expenses, and all costs and expenses incurred in connection with the offering of interests ("Organizational Expenses"), up to a certain amount. Organizational Expenses will be allocated among the Main Fund's investors on a pro rata basis. Any Organizational Expenses that exceed the cap amount will be borne and paid directly by MRP. The excess Organizational Expenses may also be paid initially by the Fund and then

reimbursed by MRP through an offset to the management fee or other means. The Organizational Expenses, however, exclude those costs and expenses associated with negotiating and entering into any side letters (including any legal opinions related thereto). Such costs shall be deemed as a Fund Expense. Please refer to the Fund governing documents for more details on the organizational expense cap amount, as well as expenses permitted to be borne by the Main Fund.

### Fund Expenses

The Main Fund will be responsible for all expenses relating to their own operations (“Fund Expenses”), including: fees, costs and expenses directly related to the purchase and sale of investments, securities, or other instruments; any fees, costs and expenses paid to third parties, including Allegiance, to provide loan servicing, asset management and other ancillary services; broken deal expenses (including any portion attributable to co-investors); expenses of custodians, counsel and accountants; any insurance, indemnity or litigation expenses (including D&O, E&O, fidelity bond and other insurance premiums); all costs of the Main Fund’s administration, including preparation of its financial statements and reports to Main Fund’s investors; costs of holding any meetings of Main Fund’s investors or the Investor Advisory Committee; regulatory and compliance fees and expenses (including, without limitation, expenses relating to the preparation and filing of any reports, registrations, disclosures, filings and notifications of the Main Fund, the Adviser or its affiliates to regulatory or governmental authorities relating to the Main Fund or their activities, including, without limitation, Form PF and reports, disclosures, filings and notifications prepared in accordance with the AIFM Directive; any taxes (including any unincorporated business franchise tax and any other entity-level taxes); fees or other governmental charges levied against the Main Fund; auditing and tax preparation expenses (including any costs associated with FATCA and the Bipartisan Budget Act (“BBA”) compliance); any fees charged by any administrative service providers; bank and brokerage fees (including prime brokerage fees); principal and interest on and fees and expenses in connection with or arising out of all indebtedness and other borrowings or guarantees made by the Main Fund; expenses related to any meetings of limited partner and the Fund’s Investor Advisor Committee; valuation fees; fees for research software, pricing and valuation data; investment and operations related travel expenses; costs and fees related to liquidation; expenses attributable to formation, operations, and administration of any alternative investment vehicle or AIV; and other costs and expenses set forth in the Main Fund’s operating agreement. Out-of-pocket expenses associated with completed investments generally will be capitalized as part of the acquisition price of the investment.

With respect to affiliated and unaffiliated service providers or operating partners, the Main Fund will bear the costs of engaging such service providers. These costs are in addition to management fees and carried interest. Compensation to Allegiance will consist of servicing fees at a rate based upon Allegiance’s historical and existing arrangements with third parties, which is anticipated to be (i) no more than 2% of collections for loans or loan portfolios originated and (ii) no more than 4% of collections for loans or loan portfolios acquired. Allegiance will be responsible for its internal operating expenses, including but not limited to, compensation of its employees.

All Fund Expenses will be allocated among the investors pro rata in accordance with commitments as of the end of the calendar quarter in which such fee is incurred.

## **Item 6. Performance-Based Fees and Side-by-Side Management**

As noted in Item 5, MRP and the General Partner receive performance-based fees, referred to as carried interest, from the Main Fund. The carried interest is generally equal to 20% of net profits allocable to each investor, and subject to a preferred return or hurdle rate, as well as clawbacks or holdbacks. Please see the Main Fund's Confidential Private Placement Memorandum for the details on the calculation of the carried interest.

The carried interest provides the Adviser with an incentive to engage in more speculative investment strategies to maximize gross profits, which lead to greater compensation. MRP currently serves as investment adviser to the Main Fund and the Offshore Fund, which has been formed as an investment parallel vehicle of the Main Fund. MRP operates the Offshore Fund in a master-feeder structure, and manages the Offshore Fund's capital under an investment program that is substantially identical to the Main Fund. This would reduce some conflicts of interest. If the Adviser begins to manage other funds or accounts, MRP will implement additional policies and procedures for allocating transactions and investment opportunities among the Main Fund and those other funds or accounts in a manner that the Adviser believes to be equitable.

Due to the nature of the Main Fund's investments, a significant portion of asset valuations are based on internal analyses. These analyses are inherently subjective. Changes in underlying assumptions and/or economic and market factors may have a material impact on the returns on which carried interest is calculated. Certain fees payable to the Adviser and/or the General Partner are based on the value and performance of Fund assets. The Adviser has adopted and implemented a valuation policy and associated procedures that govern the pricing of securities and other assets held by the Main Fund (the "Valuation Policy and Procedures"). The Valuation Policy and Procedures generally provide that liquid investments will be valued at readily available market values. For assets that lack such a readily available market value, the Valuation Policy and Procedures require MRP to fair value the assets using various methodologies discussed in the Valuation Policy and Procedures. MRP has considerable discretion when valuing those illiquid assets, and consequently, faces a conflict of interest. MRP's valuation can impact certain fees payable to the Adviser, as well as the Main Fund's performance returns. The Adviser's valuation may be different from those performed by other investment advisers applying their own judgment at different or similar dates. There is no guarantee that the valuations determined by the Adviser represent values that can or will be realized in a sale or exchange of investments with an independent third party. The Adviser shall document its valuation decisions and review them on a periodic basis. Annually, the Adviser's valuations will be reviewed in connection with each Fund's independent external audit.

## **Item 7. Types of Clients**

The Adviser provides investment advisory services to private funds. Underlying investors in the funds may include, but are not limited to, institutional investors such as trusts, endowments,



foundations, corporates, sovereign wealth funds, pension and profit-sharing plans, as well as to high net worth investors. All investors, among other requirements, must be: (i) accredited investors as defined in Rule 501(a) of Regulation D under the Securities Act of 1933; and (ii) either qualified purchasers as defined in Section 2(a)(51) of the Investment Company Act of 1940, as amended (the “Investment Company Act”), or knowledgeable employees as defined in Rule 3c-5 under the Investment Company Act.

A minimum initial capital contribution is disclosed in the respective Fund’s Confidential Private Placement Memorandum, and the fund generally requires a limited partner to contribute a minimum of USD \$5 million in capital commitment. However, MRP or the General Partner may reduce or waive the minimum new investment requirements for the Main Fund’s investors, and intends to waive such requirements for MRP and its affiliates, employees or owners, as well as their family members.

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

### **Methods of Analysis and Investment Strategies**

As previously discussed under Item 4 or the Advisory Business section of the Brochure, the Adviser manages the Main Fund’s assets under investment strategies that can be categorized as follows: Equipment Finance, Loan Portfolios and Corporate Credit. MRP will focus on North America, and will not invest more than 20% of the Fund’s aggregate commitments outside of North America. Please see Item 4 for more discussions on the investment strategies that the Adviser uses to manage the Main Fund’s assets.

The Adviser employs a disciplined investment process and leverages the Partners’ skills and strengths to execute these investment strategies. The investment process starts with sourcing and screening, and follows by due diligence before the Partners review and approve an investment. With respect to the sourcing and screening process, the Partners have developed extensive relationships with certain market participants and specialized networks over the last 20 to 30 years. The due diligence work is usually performed in house, however, from time to time, the Adviser employs external resources to leverage specific pockets of expertise. The Partners review all potential investments on an ad hoc basis. Unanimous approval from the Partners is required to undertake an investment.

**Potential investors should be aware that an investment in the Main Fund involve a high degree of risk and each investor should carefully consider the risks discussed below. There can be no assurance that the Main Fund’s investment objective will be achieved, that an investor will receive a return of its capital, or that the Main Fund will otherwise be able to carry out their investment program. In addition, there will be occasions when the General Partner and its affiliates may encounter potential conflicts of interest in connection with the Main Fund. The considerations below set forth some, but not all, of the risks and potential conflicts of interest. These risk factors should be carefully evaluated before making an investment in the Main Fund.**

## Risk of Loss

### **Risks Related to the Investment Strategies**

***No Assurance of Investment Return.*** The General Partner and MRP cannot provide assurance that they will be able to choose, make, and realize investments in any particular opportunity. There can be no assurance that the Main Fund will be able to generate returns for its investors or that the returns will be commensurate with the risks of investing in the type of transactions described herein. There can be no assurance that any investor will receive any distribution from the Main Fund. Accordingly, an investment in the Main Fund should only be considered by persons who can afford a loss of their entire investment. The Main Fund themselves are recently formed entities and have no operating history. There can be no assurance that the General Partner will be successful in executing the Fund strategy, and notwithstanding prior experience of MRP, past performance is not indicative of future results.

***Highly Competitive Investments and High Degree of Uncertainty.*** The business of identifying and structuring the types of investments targeted by the Fund is highly competitive and involves a high degree of uncertainty. The Fund's success will depend, in part, on the ability of the Investment Advisor to originate or purchase investments on advantageous terms. The Fund may compete with a broad spectrum of lenders and sources of capital, including other private investment vehicles as well as the public debt markets, individuals, banks and other financial institutions, business development companies, strategic industry acquirers, hedge funds and other institutional investors, some of which may have substantially greater financial resources and are more well-known than the Fund. Increased competition for, or a diminishment in the available supply of, qualifying loans or bonds could result in lower yields on investments, which could reduce returns to investors.

Further, over the past several years, an increasing number of competitors have been formed and/or expanded (and many such existing competitors have grown in size) and such competitors have also become more active in the markets targeted by the Fund. These investors may make competing offers for investment opportunities identified by the Investment Advisor. Additional funds with similar investment objectives may be formed in the future by other unrelated parties. Some of such competitors may have more relevant experience, greater financial resources and more personnel than the General Partner, the Investment Advisor and the Fund. In addition, some competitors may have higher risk tolerances or different risk assessments, which could allow them to consider a wider variety of investments and establish more relationships than the Fund. In addition, certain competitors may prefer to take advantage of favorable high yield or second lien markets and issue subordinated debt in those markets, which could result in fewer investment opportunities for the Fund. It is possible that competition for appropriate investment opportunities may increase, thus reducing the number of opportunities available to the Fund. Such competition may adversely affect the terms upon which investments can be made and, as a result, returns to investors may be reduced.

Moreover, the identification of attractive investment opportunities is difficult and involves a high degree of uncertainty. The Fund may incur significant expenses in connection with identifying

investment opportunities and investigating other potential investments that are ultimately not consummated, including expenses relating to due diligence, transportation, legal expenses and the fees of other third party advisers.

It is possible that the Fund will never be fully invested if enough sufficiently attractive investments are not identified. Even if such investments are made, there can be no assurance that such investments will be realized at favorable returns or that the objectives of the Fund will be achieved. Moreover, the Investment Advisor's beliefs regarding the availability of investment opportunities for the Fund are based in part on assumptions regarding the amount of financing that will be available, the Fund's ability to participate in such investments and other market, economic and related assumptions, some or all of which may not materialize as expected.

***Economic, Social and Political Uncertainty.*** Consumer, corporate and financial confidence may be adversely affected by current or future tensions around the world, fear of terrorist activity and/or military conflicts, localized or global financial crises or other sources of political, social or economic unrest. Such erosion of confidence may lead to or extend a localized or global economic downturn. A climate of uncertainty may reduce the availability of potential investment opportunities, and increases the difficulty of modeling market conditions, potentially reducing the accuracy of financial projections.

***Debt Obligations.*** The Main Fund anticipate that they will principally hold debt obligations in portfolio companies and, therefore, may have a limited ability to manage the risk profile of the Main Fund's investment in such portfolio companies. However, the Main Fund will seek appropriate creditor rights to help protect the Main Fund's interests in such portfolio companies. The mere fact that the General Partner disagrees with decisions made by a portfolio company likely will not trigger any particular ability of the Main Fund to dispose of its investment in such portfolio company, with the result that the value of the Main Fund's investment in a portfolio company may be materially impacted by the decisions of other investors.

***Investments in Private, Lower Middle-Market Companies are Risky.*** Investment in private, lower middle-market companies involves a number of significant risks. Generally, little public information exists about these companies, and the Main Fund will rely on the ability of MRP to obtain adequate information to evaluate the potential returns from investing in these companies. If MRP is unable to uncover all material information about these companies, MRP may not make a fully informed investment decision, and the Main Fund may lose money on its investments. Lower middle-market companies may have limited financial resources and may be unable to meet their obligations under their loans and debt securities that the Main Fund hold, which may be accompanied by a deterioration in the value of any collateral and a reduction in the likelihood of the Main Fund realizing the proceeds of any collateral or any guarantees MRP may have obtained in connection with the Main Fund's investment. In addition, such companies typically have shorter operating histories, narrower product lines and smaller market shares than larger businesses, which tend to render them more vulnerable to competitors' actions and market conditions, as well as general economic downturns. Additionally, such companies are more likely to depend on the management talents and efforts of a small group of persons. Therefore, the death, disability, resignation or termination of one or more of these persons could have a material adverse impact on one or more of the portfolio companies the Main Fund invest in and, in turn, on the Main Fund.

Lower middle-market companies also may be parties to litigation and may be engaged in rapidly changing businesses with products subject to a substantial risk of obsolescence. Investment in lower middle-market companies therefore involves a high degree of business and financial risk, which can result in substantial losses, and accordingly, should be considered speculative.

***Loans to Private Companies that are Illiquid; Limited Cash Flow from Distributions.*** An investment in the Main Fund should be viewed as illiquid. It is uncertain as to when profits, if any, will be realized. Losses on unsuccessful investments may be realized before gains on successful investments are realized. The Main Fund will generally make loans to private companies that are illiquid and it may be difficult for the Main Fund to sell if the need arises. Although portfolio financings and investments by the Fund may generate current income, the return of capital and the realization of gains, if any, from a financing or investment generally will occur only upon the partial or complete satisfaction of the financing conditions or disposition of such investment, which may not occur for a number of years after the investment is made. It is unlikely that there will be a public market for any securities the Fund invests in at the time of their acquisition. If the Main Fund are required to liquidate all or a portion of the Main Fund's portfolios quickly, the Main Fund may realize significantly less than the value at which the Main Fund had previously recorded such investments. In addition, if the Main Fund hold any securities for which there is a public market, the Main Fund will not be able to sell such securities publicly, unless the sale of such securities is registered under applicable securities laws, or unless an exemption from such registration requirements is available.

Furthermore, cash flow may not be sufficient to make distributions to the Main Fund's investors, and Fund capital may be used to pay expenses. The expenses of operating the Main Fund (including the management fee payable to MRP) may exceed its income, thereby requiring that the difference be paid from the Main Fund's capital, including, without limitation, unfunded commitments. The authority to determine the timing and amount of cash distributions is vested solely in the General Partner. The Main Fund may not be able to achieve investment results that will allow it to make distributions at a specific level or to increase the amount of these distributions from time to time. In addition, restrictions and provisions in any future credit facilities, or under applicable law, may limit the Main Fund's ability to make distributions. There can be no assurance that, even if the Main Fund are profitable and has funds available for distribution, the General Partner will deem it appropriate or have the ability to distribute funds of the Main Fund to the investors. Moreover, investors may be allocated taxable income although they have not received any distributions.

***General Market and Credit Risks for Debt Investments.*** Credit portfolios are subject to credit risk, which is the likelihood that a company will default on the payment of principal and/or interest on its obligations, among other covenants and requirements. Financial strength and solvency of a company are key factors influencing credit risk. Companies may face intense competition, changing business and economic conditions or other developments that may adversely affect their performance and increase credit risk. In addition, subordination, lack or inadequacy of collateral or credit enhancement for a debt instrument may affect a company's credit risk. Credit risk may change over the life of an investment. In addition, companies may contest enforcement of foreclosure or other remedies, seek bankruptcy protection against such enforcement and/or bring claims for lender liability in response to actions to enforce mortgage obligations. If any of the

above occurred, the Main Fund's ability to make anticipated distributions to investors could be delayed or otherwise adversely affected.

Although the Main Fund will generally seek to make investments that MRP believes are secured by specific collateral, the value of which may initially exceed the principal amount of such investments, there can be no assurance that the liquidation of any such collateral would satisfy the borrower's obligation in the event of non-payment of scheduled interest or principal payments with respect to such investments, or that such collateral could be readily liquidated. In addition, in the event of bankruptcy of a borrower, the Main Fund could experience delays or limitations with respect to its ability to realize the benefits of the collateral securing an investment.

Similarly, while the Main Fund will generally target investing in companies it believes are of high quality, these companies could still present a high degree of business and credit risk. Companies in which the Main Fund invest could deteriorate as a result of, among other factors, an adverse development in their businesses, a change in the competitive environment or the continuation or worsening of the current (or any future) economic and financial market downturns and dislocations. As a result, companies that the Main Fund expected to be stable or improve may operate, or expect to operate, at a loss or have significant variations in operating results, may require substantial additional capital to support their operations or maintain their competitive position, or may otherwise have a weak financial condition or be experiencing financial distress.

***Investments May Not be Repaid in Priority to Other Obligations of Portfolio Companies.*** The characterization of certain of the Main Fund's investments as senior debt or senior secured debt does not mean that such debt will necessarily be repaid in priority to all other obligations of the businesses in which the Main Fund invest. Furthermore, debt and other liabilities incurred by non-guarantor subsidiaries of the borrowers of senior secured loans made by the Main Fund may be structurally senior to the debt held by the Main Fund. In the event of insolvency, liquidation, dissolution, reorganization or bankruptcy of a portfolio company, the debt and other liabilities of such subsidiaries could be repaid in full before any distribution can be made to an obligor of the senior secured loans held by the Main Fund. Finally, portfolio companies will typically incur trade credit and other liabilities or indebtedness, which by their terms may provide that their holders are entitled to receive principal payments on or before the dates payments are due in respect of the senior secured loans held by the Main Fund.

***Investments that are Non-Performing or in Default at the Time of Purchase.*** It is anticipated that certain investments made by the Main Fund may be non-performing and/or possibly in default at the time of purchase. The Main Fund may also invest in companies either currently in, or that may enter into, chapter 11 bankruptcy or insolvency proceedings. Many of the events within bankruptcy or insolvency proceedings are adversarial and are often beyond the control of the creditors. While creditors generally are afforded an opportunity to object to significant actions, there can be no assurance that bankruptcy courts would decide favorably toward, or consistent with the interests of, the Main Fund. Furthermore, there are instances where creditors and equity holders lose their ranking and priority as such if they are considered to have taken over management and/or functional operating control of a debtor.

***Financial Maintenance Covenants in Loan Documentation.*** Although MRP generally expects

the loan documentation of most of the investments to include both incurrence and maintenance-based covenants, there may be instances in which the investments do not have maintenance financial covenants (“Covenant-Lite Loans”) in the related loan documentation. An investment in a Covenant-Lite Loan may potentially hinder the ability to re-price credit risk associated with a portfolio company’s performance and reduce the creditors’ ability to restructure a non-performing loan and mitigate potential loss. As a result, the Main Fund’s exposure to losses may be increased, which could result in an adverse impact on the Fund’s return to investors.

***Investment in Loans by way of Assignments and Participations.*** The Main Fund may acquire interests in loans by way of purchase or assignment in the primary and secondary markets. The purchaser of an assignment typically succeeds to all the rights and obligations of the assigning institution and becomes a contracting party under the legal documentation with respect to the debt obligation; however, its rights can be more restricted than those of the assigning institution. In addition, if the Main Fund acquire loans pursuant to an assignment, it is possible that the Main Fund’s claims may be subject to attack (i.e., equitable subordination, as more fully discussed below, or disallowance) on account of the conduct of the transferee. Holders of indirect participation interests are subject to additional risks not applicable to a holder of a direct assignment interest in a loan. In purchasing a participation, the Main Fund generally would have no right to enforce compliance by the obligor with the terms of the loan or credit agreement or other instrument evidencing such loan obligation, nor any rights of set-off against the obligor, and the Main Fund may not directly benefit from the collateral supporting the loan obligation in which it has purchased the participation. As a result, the Main Fund would assume the credit risk of both the obligor and the selling institution, which would remain the legal owner of record of the applicable loan. In the event of the insolvency of the selling institution, the Main Fund may be treated as general creditors of the selling institution in respect of the participation, may not benefit from any set-off exercised by the selling institution against the obligor and may be subject to any set-off exercised by the obligor against the selling institution. Assignments and participations are typically sold strictly without recourse to the selling institution, and the selling institution will generally make no representations or warranties about the underlying loan, the portfolio companies, the terms of the loans or any collateral securing the loans. Certain loans have restrictions on assignments and participations, which may negatively impact the Main Fund’s ability to exit from all or part of its investment in a loan.

***Lower Credit Quality Investments.*** The Main Fund are permitted to make investments that may be of lower credit quality and be particularly risky with the potential of generating high returns. As a result of the potential for additional risk, the Main Fund may lose all or substantially all of its investment in any particular instance. In addition, there is no minimum credit standard that is a prerequisite to MRP’s decision to make an investment. The assets in which the Main Fund are permitted to invest may be rated lower than investment grade and hence may be considered to be “junk bonds” or distressed loans.

***Investments in Securities of Publicly Held Companies.*** The Main Fund’s investments may include securities issued by publicly held companies. Such investments may subject the Main Fund to risks that differ in type or degree from those involved with investments in privately held companies. Such risks include, without limitation, greater volatility in the valuation of such companies, increased obligations to disclose information regarding such companies, limitations on

the ability of the Main Fund to dispose of such securities at certain times, increased likelihood of shareholder litigation against such companies' board members and increased costs associated with each of the aforementioned risks.

***Uncertain Exit Strategies.*** Due to the illiquid nature of some of the positions which the Main Fund are expected to acquire, MRP is unable to predict with confidence what the exit strategy will ultimately be for any given position, or that one will definitely be available. Exit strategies which appear to be viable when an investment is initiated may be precluded by the time the investment is ready to be realized due to economic, legal, political or other factors.

***Contingent Liabilities.*** In connection with the disposition of an investment, the Main Fund may be required to make representations typical of those made in connection with the sale of any such asset, which may include representations in relation to the business and financial affairs of a portfolio company. The Main Fund may also be required to indemnify the purchasers of such an investment to the extent that any such representation turns out to be inaccurate or with respect to other matters. These arrangements may result in contingent liabilities, which, if not satisfied out of the Main Fund's assets, may ultimately be required to be funded by the investors making contributions to the Main Fund out of previous distributions received from the Main Fund.

***Lack of Diversity; Concentration of Investments in a Single Industry.*** Other than as set forth in Section VIII — "Summary of Principal Terms – Investment Restrictions," investors have no assurance as to the degree of diversification among the investments, either by geographic region or asset type. Concentration in a single sector may involve risks greater than those generally associated with more sector-diversified funds, including significant fluctuations in returns.

***Counterparty Risk.*** To the extent that contracts for investment will be entered into between the Main Fund and a market counterparty as principal (and not as agent), the Main Fund are exposed to the risk that the market counterparty may, in an insolvency or similar event, be unable to meet its contractual obligations to the Main Fund. The Main Fund may have a limited number of potential counterparties for certain of its investments, which may significantly impair the Main Fund's ability to reduce its exposure to counterparty risk and loan originator risk. In addition, difficulty reaching an agreement with any single counterparty could limit or eliminate the Main Fund's ability to execute such investments altogether. Because certain purchases, sales, hedging, financing arrangements, and other instruments in which the Main Fund will engage are not traded on an exchange but are instead sold or traded between counterparties based on contractual relationships, the Main Fund are subject to the risk that a counterparty will not perform its obligations under the related contracts. Although the Main Fund intend to pursue its remedies under any such contracts, there can be no assurance that a counterparty will not default and that the Main Fund will not be able to execute its investment strategy or sustain a loss on a transaction as a result.

***Limitations on Remedies.*** Although the Main Fund will have certain contractual remedies upon the default by borrowers in relation to certain investments, such as foreclosing on the underlying collateral, certain legal requirements may limit the ability of the Main Fund to effectively exercise such remedies. Furthermore, the laws with respect to the rights of creditors and other investors in certain jurisdictions in which the Main Fund may invest may not be comprehensive or well

developed, and the procedures for the judicial or other enforcement of such rights may be of limited effectiveness. In particular, in certain state or local jurisdictions, the Main Fund could experience significant legal difficulties and impediments in taking possession of, or otherwise in enforcing its rights with respect to, certain kinds of collateral. These factors may adversely affect the value and collectability of the investments in such jurisdictions.

***Lender Liability Considerations and Equitable Subordination.*** Holders of debt securities are also subject to so-called “lender liability” claims by the issuer of the obligations, which are founded upon the premise that an institutional lender has violated a duty (whether implied or contractual) of good faith and fair dealing owed to the borrower or has assumed a degree of control over the borrower resulting in a creation of a fiduciary duty owed to the borrower or its other creditors (or shareholders, in the case of commercial loans). While believed to be unlikely because of the nature of the Fund investments, the Main Fund could be subject to allegations of lender liability. Furthermore, a significant number of the Main Fund’s investments may involve investments in which the Main Fund would not be the lead creditor. Accordingly, it is possible that lender liability or equitable subordination claims affecting the Main Fund’s investments could arise without the direct involvement of the Main Fund.

***Risks of Using Loan Servicers.*** The value of the Main Fund’s investments is dependent on the satisfactory performance of servicing obligations by the loan servicer. If a servicer is unable to perform all of its obligations, it could result in reductions or delays in the payments on certain investments. It is possible that the resignation or termination of a servicer and the transfer of the rights, duties and obligations of such servicer to a new servicer could adversely affect the servicing of loans held by the Main Fund. For example, transfers of servicing involve the risk of disruption in collections due to data input errors, misapplied or misdirected payments, system incompatibilities and other reasons. If such a transfer were to take place, the rate of delinquencies and defaults on the loans could increase, resulting in reductions or delays in the payments on the Main Fund’s investments.

***Reliance on Service Providers.*** The Main Fund intends to enter into arrangements with entities that are affiliated with MRP as well as non-affiliated entities to provide certain loan servicing and asset management services. These service companies may become unable to perform due to operational, capacity or regulatory constraints and the General Partner may need to spend resources seeking out new service companies. The terms of new arrangements may be less favorable than the terms that the General Partner is able to obtain initially.

***Leverage; Risk of Borrowing.*** The General Partner expects to use leverage in connection with the Main Fund’s investments. Although the General Partner will seek to use leverage in a manner it believes is prudent, such leverage will increase the exposure of an investment to adverse economic factors such as rising interest rates, downturns in the economy, or deteriorations in the condition of the investment. Borrowings by the Main Fund or its subsidiaries have the potential to enhance the Main Fund’s returns; however, they will further diminish returns (or increase losses on capital) to the extent overall returns are less than the Main Fund’s or such subsidiaries’ cost of funds.

To the extent that the Main Fund or their subsidiaries use leverage, this leverage may have consequences to investors, including, but not limited to: (i) greater fluctuations in the net asset value of the Main Fund’s assets; (ii) use of cash flow (including Capital Contributions) for debt



service, distributions, or other purposes; (iii) to the extent that Main Fund revenues are required to meet principal payments, investors may be allocated income (and therefore tax liability) in excess of cash distributed; and (iv) in certain circumstances, the Main Fund may be required to dispose of investments at a loss or otherwise on unattractive terms in order to service its debt obligations or meet their debt covenants. There can be no assurance that the Main Fund or their subsidiaries will have sufficient cash flow to meet its debt service obligations. As a result, the Main Fund's exposure to foreclosure and other losses may be increased due to the illiquidity of its investments.

In addition, the Main Fund may need to refinance its outstanding debt as it matures. There is a risk that the Main Fund may not be able to refinance existing debt or that the terms of any refinancing may not be as favorable as the terms of the existing loan agreements. If prevailing interest rates or other factors at the time of refinancing result in higher interest rates upon refinancing, then the interest expense relating to that refinanced indebtedness would increase. These risks could adversely affect the Main Fund's financial condition, cash flows, and the return on its investments.

Because the Main Fund may engage in portfolio financings where certain investments are cross-collateralized or cross-defaulted (i.e., equipment finance investments but not loan portfolios), multiple investments may be subject to the risk of loss. As a result, the Main Fund could lose its interests in performing investments in the event such investments are cross-collateralized or cross-defaulted with poorly performing or nonperforming investments.

The Main Fund may utilize recourse debt that may subject other assets of the Main Fund to the risk of loss and the investors' commitments to be called or Fund assets to be sold to satisfy such debt. Full or partial recourse debt may also limit the ability of the Main Fund to effect a debt restructuring at or prior to maturity of the debt.

The General Partner may also cause the Main Fund to incur Fund-level debt, such as debt resulting from bridge, subscription, and asset-backed facilities. The General Partner will seek to incur and manage such facilities prudently; however, such debt exposes the Main Fund to refinancing, recourse, and other risks. With respect to any asset-backed facility entered into by the Main Fund (or their affiliate thereof), a decrease in the market value of the investments would increase the effective amount of leverage and could result in the possibility of a violation of certain financial covenants pursuant to which the Main Fund must either repay the borrowed funds to the lender, which could, subject to any limitations set forth in the Main Fund's operating agreement, require investors to make additional capital contributions in respect of such borrowings, or suffer foreclosure or forced liquidation of the pledged assets. Liquidation of the Main Fund's investments at an inopportune time in order to satisfy such financial covenants could adversely impact the performance of the Main Fund and could, if the value of its investments had declined significantly, cause the Main Fund to lose all or a substantial amount of its capital. Moreover, if additional capital contributions were required to satisfy such financial covenants this would effectively reduce the amount of capital available for other investments and could adversely affect the diversification of the Main Fund's portfolio. In the event of a sudden, precipitous drop in the value of the Main Fund's assets, the Main Fund might not be able to dispose of assets quickly enough to pay off its debt, resulting in a foreclosure or other total loss of some or all of the pledged assets. Fund-level debt facilities typically include other covenants such as, but not limited to, covenants against the Main Fund incurring or being in default under other recourse debt, including certain Fund

guarantees of asset level debt, which, if triggered could cause adverse consequences to the Main Fund if they are unable to cure or otherwise mitigate such breach.

Also, in light of the distress in the global financial markets, any bankruptcy, insolvency, or default by a counterparty to the Main Fund could result in a loss of the investments, including, for example, where Fund assets and securities are re-hypothecated or otherwise held by such counterparties and become subject to general claims of their creditors.

U.S. tax-exempt investors should note that the use of leverage by the Main Fund may create “unrelated debt-financed income”, which is treated as “unrelated business taxable income” for U.S. federal income tax purposes. Such investors should consider making an investment in the Offshore Main Fund and should contact their own tax advisers in this regard.

***Interest Rate Risk.*** Generally, the value of fixed income securities will change inversely with changes in interest rates. As interest rates rise, the market value of fixed income securities tends to decrease. Conversely, as interest rates fall, the market value of fixed income securities tends to increase. This risk will be greater for long-term securities than for short-term securities. Adjustable rate instruments also react to interest rate changes in a similar manner although generally to a lesser degree (depending, however, on characteristics of the reset terms, including index chosen, frequency of reset and reset cap or floors, among other factors). Interest rate sensitivity is generally more pronounced and less predictable in instruments with uncertain payment or prepayment schedules. There can be no guarantee that the General Partner and MRP will be successful in fully mitigating the impact of interest rate changes, and declines in market value may ultimately reduce earnings or result in losses to the Main Fund.

***State Licensing Requirements.*** The Fund may be required to obtain various state licenses in order to, among other things, originate commercial loans. Applying for and obtaining required licenses can be costly and take several months. There is no assurance that the Fund will obtain all of the licenses that the Fund needs on a timely basis. Furthermore, the Fund will be subject to various information and other requirements in order to obtain and maintain these licenses, and there is no assurance that the Fund will satisfy those requirements. The Fund’s failure to obtain or maintain licenses might restrict investment options and have other adverse consequences.

### **Risks Related to the Fund**

***Limited Operating History.*** The Main Fund and the General Partner commenced operations in September 2017 and therefore have limited operating history upon which prospective investors may evaluate their performance. Investors must rely entirely on the General Partner and the Adviser to conduct and manage the affairs of the Main Fund. As a result, the Main Fund are subject to the business risks and uncertainties associated with recently formed businesses, including the risk that the Main Fund will not achieve its investment objective and the value of an investor’s investment could decline substantially or such investment could become worthless.

***Future Investments Unspecified; Availability of Suitable Investments.*** As of the date of the Brochure, only some of the investments have been identified. Investors, therefore, will be relying on the ability of the Adviser to select certain investments to be made. Furthermore, to the extent

the investment strategy of the Main Fund rely upon the continuation of current market and economic conditions and such conditions do not continue for the near future, the Main Fund may not be able to invest any significant portion of their commitments during the commitment period of the Main Fund.

***Past Performance is not Necessarily Indicative of Future Results.*** The performance of the Adviser's prior investments are not necessarily indicative of the Main Fund's future results. While the Adviser intends for the Main Fund to make investments that have estimated returns commensurate with the risks undertaken, there can be no assurances that any targeted internal rate of return will be achieved. On any given investment, loss of principal is possible. Furthermore, there can be no assurance that the Main Fund's investments will achieve results similar to those attained by previous investments of MRP or its Partners. In addition, the Main Fund's investments may differ from previous investments made by the Adviser and its Partners in a number of respects, including target return levels, level of risk associated with a particular investment, amount and/or concentration of investments, types of companies within the industry sector, amount of leverage used, structure and holding period.

***Potential for Insufficient Investment Opportunities.*** The activity of identifying, completing, and realizing attractive investments on a global basis is competitive and involves a high degree of uncertainty. The availability of investment opportunities generally will be subject to market conditions as well as to the prevailing regulatory and political climate. The Main Fund will be competing with other lenders and financial investors for the investments that the Main Fund will make. Additional funds with similar investment objectives may be formed in the future by other unrelated parties. As a result, there can be no assurance that the Main Fund will be able to identify and execute portfolio investments that satisfy the Main Fund's return objectives or realize their potential values or that the Main Fund will be able to become fully invested for a significant period of time, if at all.

***Illiquid and Long-Term Investments.*** Investment in the Main Fund requires a long-term commitment with no certainty of return. Many of the investments of the Main Fund will be highly illiquid, and there can be no assurance that the Main Fund will be able to realize on such investments in a timely manner. While an investment may be securitized, sold or otherwise disposed of, it is generally expected that the Main Fund will hold its investments until securitization or sale or until maturity, which may not occur for a number of years after the investment is made. In addition, in some cases the Main Fund may be prohibited by contract or legal or regulatory reasons from selling certain investments for a period of time.

***Reliance on General Partner, the Investment Adviser and Key Principals.*** The success of the Main Fund is substantially dependent on certain MRP's employees, and the ability of the Adviser and/or the General Partner to identify and consummate suitable investments. Should one or more of these individuals become incapacitated or in some other way cease to participate in the Main Fund, its performance could be adversely affected. There can be no assurance that any of these individuals will continue to be affiliated with the Main Fund throughout its term.

***Reliance on Management Teams of Portfolio Companies.*** The day-to-day operations of each portfolio company in which the Main Fund will invest will be the responsibility of the relevant

portfolio company's management team, which is expected to include representatives of other financial investors with whom the Main Fund are not affiliated and whose interests may at times conflict with the interests of the Main Fund. Although the General Partner will be responsible for monitoring the performance of each investment and generally intends to invest in companies operated by strong management, the Main Fund will rely significantly on the management teams and board of directors of portfolio companies in which it invests. There can be no assurance that the existing management team of any portfolio company, or any successor thereto, will be able to operate the portfolio company in accordance with the Main Fund's objectives or expectations. Similar considerations apply where the Main Fund invest through joint ventures, "club" deals and other arrangements in which third-parties and third-party management teams have material control rights.

***No Market for Interests.*** Interests in the Main Fund have not been registered under the U.S. Securities Act of 1933, as amended (the "Securities Act"), the securities laws of any state, or the securities laws of any other jurisdiction, and, therefore, cannot be sold unless they are subsequently registered under the Securities Act and other applicable securities laws or an exemption from registration is available. It is not contemplated that registration under the Securities Act or other securities laws will ever be effected. There is no public market for interests in the Main Fund and one is not expected to develop. Each investor will be required to represent that it is a qualified investor under applicable securities laws and that it is acquiring its interest for investment purposes and not with a view to resale or distribution and that it will only sell and transfer its interest to a qualified investor under applicable securities laws or in a manner permitted by the Main Fund's operating agreements and consistent with such laws. An investor will not be permitted to assign, sell, exchange, or transfer any of its interest, rights, or obligations with respect to its interest in the Main Fund, except by operation of law, without the prior written consent of the General Partner, which consent may be withheld in the sole discretion of the General Partner. Except in extremely limited circumstances, voluntary withdrawals from the Main Fund will not be permitted. Investors must be prepared to bear the risks of owning interests in the Main Fund for an extended period of time.

***Reinvestment.*** Under certain circumstances, proceeds distributable to investors may be retained by the General Partner and used by the General Partner for any proper purpose, including to make new investments during the commitment period and to repay indebtedness or to fund future capital requirements on existing investments of the Main Fund. Accordingly, due to the recycling of commitments, a Partner may, in certain circumstances, be required to fund an aggregate amount in excess of its commitment during the term of the Main Fund.

***Investments Longer than Term.*** The Main Fund may invest in investments which may not be advantageously disposed of prior to the expiration of the Main Fund's term. Although the General Partner expects that the investments will be disposed of prior to the expiration of the Main Fund's term, the Main Fund may take a reasonable period of time from the expiration of the Main Fund's term to wind up the Main Fund's affairs and dispose of assets, in accordance with the terms of the Fund's operating agreement. In light of the foregoing, prospective investors should note that the Main Fund may have to sell, distribute, or otherwise dispose of investments at a disadvantageous time.

***Lack of Management Rights.*** Investors will have no opportunity to control the day-to-day operation, including investment and disposition decisions, of the Main Fund. The authority for all such decisions will reside in the General Partner, which will be advised as to such decisions by the Adviser. Except in certain limited circumstances described in the Fund's operating agreement, the General Partner will have absolute discretion in structuring, negotiating, purchasing, financing, and eventually divesting investments on behalf of the Main Fund. Consequently, investors will generally not be able to evaluate for themselves the merits of particular investments prior to the Main Fund making such investments.

***Enhanced Scrutiny and Potential Regulation of the Private Equity Industry.*** There have recently been significant legislative developments affecting the private equity industry, including the Dodd-Frank Act. This comprehensive reform of the U.S. financial regulatory system, among other things, requires registration with the SEC of advisers to private equity funds whose assets under management exceed \$150 million (with certain limited exceptions) and imposes new reporting and recordkeeping obligations with respect to the private equity funds they advise. The Dodd-Frank Act also imposes a number of restrictions on the relationship and activities of banking organizations with private equity and hedge funds and other provisions that will affect the private equity industry, either directly or indirectly. The Dodd-Frank Act, as well as future related legislation, may have an adverse effect on the private equity industry generally and/or on MRP or the Main Fund, specifically. Moreover, the general political climate of the United States has brought significant attention to, and scrutiny of, the role of private equity in the U.S. economy. There can be no assurance that any continued regulatory scrutiny or initiatives will not have an adverse impact on MRP or otherwise impede the Main Fund's activities.

While MRP is in the process of registering under the Advisers Act, the enactment of these reforms and/or other similar legislation could nonetheless have an adverse effect on the private investment funds industry generally and on MRP and/or the Main Fund specifically, and may impede the Main Fund's ability to effectively achieve its investment objectives.

In addition, as private equity firms and other alternative asset managers become more influential participants in the U.S. and global financial markets and economy generally, the private equity industry has been subject to enhanced public scrutiny. Recently, various federal, state, and local agencies have been examining the role of placement agents, finders, and other similar private equity service providers in the context of investments by public pension plans and other similar entities, including investigations and requests for information.

This increased political and regulatory scrutiny of the private equity industry has been particularly acute during the recent global financial crisis. For example, in addition to the U.S. legislation described above, other jurisdictions, including many European jurisdictions, have proposed modernizing financial regulations that have called for, among other things, increased regulation of and disclosure with respect to, and possibly registration of, hedge funds and private equity funds. There is therefore a material risk that regulatory agencies in the United States, Europe, or elsewhere may adopt burdensome laws (including tax laws) or regulations, or changes in law or regulation, or in the interpretation or enforcement thereof, which are specifically targeted at the private equity industry, or other changes that could adversely affect private equity firms and the funds they sponsor, including the Main Fund.

Finally, increased reporting, registration and compliance requirements may divert the attention of personnel and the management teams of the General Partner and the Adviser, and may furthermore place the Main Fund at a competitive disadvantage to the extent that MRP is required to disclose sensitive business information.

***European Union Alternative Investment Fund Managers Directive.*** With respect to European regulation, the AIFM Directive sets out minimum conditions related to the marketing of interests in alternative investment funds (such as the Interests) in the member states of the European Economic Area that have implemented the AIFM Directive (the “Relevant Member States”). These conditions include requirements to register the Main Fund as being marketed in the Relevant Member State, requirements to file periodic reports with the competent authority in the Relevant Member State and requirements to comply with disclosure and reporting requirements in respect of investors in the Relevant Member State. The AIFM Directive does not, however, prohibit an investor in a Relevant Member State subscribing for Interests at their own initiative in circumstances where the Main Fund have not been marketed in such member state and the Main Fund may issue Interests to such investors. Any investor subscribing for Interests at their own initiative in a Relevant Member State should note that if the Main Fund have not been registered as being marketed in the Relevant Member State, no reports will be filed with the competent authority in the Relevant Member State by or in respect of the Main Fund and no investor shall be entitled to receive any disclosure or report that is mandated in respect of an alternative investment fund being marketed in any Relevant Member State.

***Tax Considerations.*** The Main Fund may take positions with respect to certain tax issues which depend on legal conclusions not yet resolved by the courts. Should any such positions be successfully challenged by any applicable taxing authorities, there could be a materially adverse effect on the Fund and/or its investors. With respect to certain countries, there is a possibility of expropriation, confiscatory taxation, imposition of withholding or other taxes on dividends, interest, capital gains or other income, limitations on the removal of funds or other assets of the Fund, political or social instability or diplomatic developments that could affect investments in those countries.

***Proposed Tax Legislation.*** From time to time, the U.S. Congress has considered legislation that would treat carried interests as ordinary income for U.S. federal income tax purposes. Enactment of any such legislation could adversely affect employees or other individuals performing services for the Main Fund who hold direct or indirect interests in the General Partner and benefit from carried interest, which could make it more difficult for MRP and its affiliates to incentivize, attract and retain individuals to perform services for the Main Fund.

***Taxation in Other Jurisdictions.*** The Main Fund’s investments may be in jurisdictions outside the United States, and the Main Fund or their investors, may be subject to income or other tax and filing obligations in such jurisdictions. Additionally, withholding tax or branch taxes may be imposed on earnings of the Main Fund from investments in such jurisdictions. In addition, local tax incurred in foreign jurisdictions by the Main Fund or vehicles through which it invests may not be creditable to or deductible by the investors in their respective jurisdictions, including the United States. Investors are recommended to contact their own tax advisers with respect to the tax

consequences of an investment in the Main Fund.

***Liability for Return of Distributions.*** Any investor's Commitment is susceptible to risk of loss as a result of any liability of the Main Fund irrespective of whether such liability is attributable to an investment to which such investor did not contribute any capital. If the Main Fund are otherwise unable to meet its obligations, the investors may, under applicable law, be obligated to return, with interest, cash distributions previously received by them to the extent such distributions are deemed to constitute a return of their capital contributions or are deemed to have been wrongfully paid to them. In addition, an investor may be liable under applicable Federal and state bankruptcy or insolvency laws to return a distribution made during the Main Fund's insolvency.

***Potential for Litigation.*** In the ordinary course of its business, the Main Fund may be subject to litigation from time to time. This risk may be greater where the Main Fund exercise control or significant influence over a portfolio company's direction. The expense of defending against claims against the Main Fund by third parties and paying any amounts pursuant to settlements or judgments would be borne by the Main Fund and would reduce net assets and could require investors to return distributed capital and earnings to the Main Fund. The outcome of such proceedings may materially adversely affect the value of the Main Fund and may continue without resolution for long periods of time. Any litigation may also consume substantial amounts of the General Partner's, the Investment Manager's, the MRP' and other key Fund personnel's time and attention, and that time and the devotion of these resources to litigation may, at times, be disproportionate to the amounts at stake in the litigation.

***Indemnification and Exculpation.*** The Fund's operating agreement will limit the circumstances under which the General Partner, its affiliates, and the Investment Advisory Committee members will be held liable to the Main Fund. As a result, investors may have a more limited right of action in certain cases than they would have in the absence of such provision. The Main Fund will also be required to indemnify the General Partner, its affiliates and each of their respective members, officers, directors, employees, shareholders and partners for liabilities incurred in connection with the affairs of the Main Fund. See Section VIII — "Summary of Principal Terms—Indemnification and Exculpation" in the Main Fund's Confidential Private Placement Memorandum. Members of the Investor Advisory Committee will also be entitled to the benefit of certain indemnification and exculpation provisions as set forth in the Fund's operating agreement. Such liabilities may be material and have an adverse effect on the returns to investors. The indemnification obligation of the Main Fund would be payable from the assets of the Main Fund, including the unpaid Commitments of the investors. If the assets of the Main Fund are insufficient, the General Partner may recall distributions previously made to investors, subject to certain limitations set forth in the Fund's operating agreement. Furthermore, as a result of the provisions contained in the Fund's operating agreement, the General Partner's duties to the Main Fund and the investors (and its liability for breach thereof) may be more limited than they would be in the absence of such limitations.

***Forward-Looking Statements; Opinions.*** Statements contained in this Memorandum (including those relating to current and future market conditions and trends in respect thereof) that are not historical facts are based on current expectations, estimates, projections, opinions and/or beliefs of the Investment Advisor. Such statements involve known and unknown risks, uncertainties and

other factors, and undue reliance should not be placed thereon. Moreover, certain information contained in this Memorandum constitutes “forward-looking” statements, which can be identified by the use of forward-looking terminology such as “may,” “can,” “will,” “would,” “seek,” “should,” “expect,” “anticipate,” “project,” “estimate,” “intend,” “continue,” “target,” or “believe,” or the negatives thereof or other variations thereon or comparable terminology. Due to various risks and uncertainties, including those set forth herein, actual events or results or the actual performance of the Main Fund may differ materially from those reflected or contemplated in such forward-looking statements.

***Uncertainty of Targeted or Projected Returns.*** The Main Fund will make investments based on the Investment Advisor’s estimates or projections of internal rates of return and current returns, which in turn are based on, among other considerations, assumptions regarding the performance of Fund assets, the amount and terms of available financing and the manner and timing of dispositions, all of which are subject to significant uncertainty. In addition, events or conditions that have not been anticipated may occur and may have a significant effect on the actual rate of return received upon the investments. The Main Fund may make investments that may have different degrees of associated risk. In considering the information contained in this Memorandum, prospective investors should bear in mind that past, targeted, or projected performance is not necessarily indicative of future results, and there can be no assurance that targeted or projected returns will be achieved, that the Main Fund will achieve comparable results or that the Main Fund will be able to implement its investment strategy or achieve its investment objectives.

***Consequences of Investor Default.*** If an investor fails to pay, or if the General Partner believes that an investor will fail to pay, when due installments of its Commitment to the Main Fund, non-defaulting investors may be required to make additional or increased capital contributions with respect to a particular investment. If the contributions made by non-defaulting investors and borrowings by the Main Fund are inadequate to cover the defaulted capital contribution, the Main Fund may be unable to pay its obligations when due. As a result, the Main Fund may be subjected to significant penalties that could limit opportunities for investment diversification and materially adversely affect the returns of the investors (including non-defaulting investors). If an investor defaults, it may be subject to various remedies as provided in the Fund’s operating agreement, including, without limitation, forfeiture of its capital account balance, a forced sale of its Interests in the Main Fund at a reduced value, and preclusion from further investment in or sharing in gains of the Main Fund.

***Removal of the General Partner; Cancellation of Commitment Period; Early Termination of the Fund.*** If, pursuant to and in accordance with the terms of the Fund’s operating agreement, the General Partner of the Main Fund are removed by the investors and a successor general partner is appointed, the Adviser and its affiliates will cease to be involved in the management or control of the business of the Main Fund. Therefore, there can be no certainty regarding the Main Fund’s ability to consummate investment opportunities thereafter. Similar risks exist if the Commitment Period is cancelled earlier than anticipated pursuant to the terms of the Fund’s operating agreement. Moreover, it is possible that the Main Fund may be dissolved and terminated prematurely, and as a result, may not be able to accomplish its objectives and may be required to dispose of its investments at a disadvantageous time or make an in-kind distribution (resulting in investors not having their capital invested and/or deployed in the manner originally contemplated).



***Dilution from Subsequent Closings.*** Investors subscribing for Interests at subsequent closings will generally participate in existing investments of the Main Fund, diluting the interests of existing investors therein. Although such investors will contribute their *pro rata* share of previously made Fund draws (plus an additional amount thereon), unless the General Partner in its discretion excludes new investors from existing investments as described in the Fund’s operating agreement, there can be no assurance that this payment will reflect the fair value of the Fund’s existing investments at the time such additional investors subscribe for Interests.

***Credit Facility.*** The Main Fund may make borrowings in anticipation of calling capital from investors and, in connection with such borrowings, the Main Fund may enter into a credit facility with a bank or syndicate of banks. The facility may be secured by the unfunded Commitments of all investors and/or the obligations of the investors to make capital contributions. In order to establish such a facility, the General Partner may assign to the lenders certain of the Main Fund’s rights to draw down capital from investors. To the extent permitted by applicable law, investors may also be obligated to make capital contributions at the demand of the lenders, waive rights or defenses with respect to their obligation to make capital contributions, provide financial information or execute other documents necessary in respect of such credit facility. The Main Fund may bear expenses in connection with a credit line, including an upfront fee and interest expense.

In addition, because the use of credit facilities is not universal in the private funds industry, the effects on reported returns may make the comparability of performance between funds challenging. The impact of use of a line of credit on IRR is expected to be greater early in the life of the Fund, and to naturally diminish later in the Main Fund’s life. The leveraged IRR may not equate to the level of an unleveraged IRR or the IRR had the Main Fund not utilized its credit facility to temporarily finance the transaction and instead called capital immediately from its investors. The General Partner may receive carried interest in cases where the unleveraged IRR may not meet the preferred return hurdle.

***Disclosure of Information.*** Investors are expected to include entities that are subject to state public records or similar freedom of information laws that may compel public disclosure of confidential information regarding the Main Fund, the investments and/or its investors. There can be no assurance that such information will not be disclosed either publicly or to regulators, law enforcement or otherwise, including to comply with regulations or policies to which the Main Fund, the General Partner, the Adviser, portfolio companies or service providers to any of them may be or become subject.

To the extent that the General Partner determines in good faith that, as a result of the U.S. Freedom of Information Act (“FOIA”), any governmental public records access law, any state or other jurisdiction’s laws similar in intent or effect to FOIA, or any other similar statutory or regulatory requirement, an investor or any of its affiliates may be required to disclose information relating to the Main Fund, their affiliates, and/or any entity in which an investment is made (other than certain fund-level, aggregate performance information described in the Fund’s operating agreement), the General Partner may, in order to prevent any such potential disclosure, withhold all or any part of the information otherwise to be provided to such investor.

***Confidentiality Requirements Applicable to each Investor.*** Subject to certain exceptions

described in the Fund's operating agreement (including with respect to tax matters and exceptions relating to governmental and similar investors that are subject to open records statutes or other similar laws), investors will be required to keep information relating to the Fund confidential. To protect the sensitive nature of such confidential information and in some cases based on the status of an investor, the General Partner will have the right to keep confidential from investors any information that the General Partner reasonably believes to be in the nature of trade secrets or other information the disclosure of which the General Partner reasonably believes is not in the best interest of the Main Fund or could damage the Fund or its investments or that the Main Fund are required by law or by agreement with a third party to keep confidential.

***Follow-on Investments.*** Following an initial investment, the Main Fund may make additional investments as follow-on investments, including in seeking to: (i) increase or maintain, in whole or in part, the Main Fund's position as a creditor or equity ownership percentage in a portfolio company; (ii) exercise warrants, options or convertible securities that were acquired in the original or subsequent financing; or (iii) preserve or enhance the value of the Main Fund's investment. The Main Fund have discretion to make follow-on investments, subject to certain limitations set forth in the Fund's operating agreement. There is no assurance that the Main Fund will make follow-on investments or that the Main Fund will have sufficient funds to make all or any of such follow-on investments. Any decision by the Main Fund not to make follow-on investments, or its inability to make such follow-on investments, may have a substantial negative effect on a portfolio company in need of such follow-on investments (including jeopardizing the continued viability of a portfolio company and the Main Fund's initial investment, resulting in a missed opportunity for the Main Fund to increase its participation in a successful operation, or an event of default under applicable loan documents). Additionally, such failure to make such follow-on investments may result in a lost opportunity for the Main Fund to increase its participation in a successful portfolio company.

***Distributions of Non-Marketable Securities.*** Prior to the termination of the Fund, distributions will be in cash or marketable securities. Upon termination of the Main Fund, distributions may include non-marketable securities or other assets of the Main Fund. At the time of such distribution, such securities or assets may be experiencing periods of limited liquidity, price volatility or a decline in market value and may have certain investment and transfer restrictions limiting marketability. Therefore, such securities may have to be held by investors for an indefinite period of time.

***Investors Tax Obligations.*** Investors are required to report their distributive share of the taxable income of the Main Fund to the appropriate tax authorities. The Main Fund will not make distributions to investors in order for such investors to satisfy any U.S. federal, state or local income taxes imposed on investors in respect of their distributive shares of the Main Fund's taxable income. Accordingly, investors should plan to satisfy any tax obligations arising from their investment in the Fund from sources other than distributions from the Main Fund. Potential timing differences between income recognition for tax purposes and actual cash distributions to investors may cause investors to incur income tax liabilities in excess of actual cash distributions in certain tax years. For further discussion of such matters, see Section XI – "Legal and Tax Aspects – Tax Considerations" of the Main Fund's Private Placement Memorandum.

***Co-Investments with Third Parties.*** The General Partner may, in its sole discretion, provide co-

investment opportunities to strategic investors, consultants, advisors, lenders, Fund investors, third parties, certain affiliated service providers or others. Co-investments will typically be made through separate vehicles formed for the purpose of making one or more co-investments. Investors participating in a co-investment may be required to pay carried interest and fees (including management and administration fees) in connection with such co-investment (and, for the avoidance of doubt, any such fees or amounts shall not be considered Transaction Fees and shall solely be for the account of MRP). Distributions of income and proceeds related to each co-investment will be made separately from, and not aggregated with, distributions of income and proceeds related to the corresponding portfolio investment by the Main Fund.

The General Partner is under no obligation to provide co-investment opportunities to Fund investors, and any such co-investment opportunity may be offered to one or more third parties and/or some and not other Fund investors. Co-investment opportunities will be allocated as determined by the General Partner in its sole discretion, and any such allocations as between Fund investors may not correspond to their pro rata interests in the Main Fund. In determining such allocations, the General Partner may take into account any facts or circumstances it deems appropriate, including the size of the prospective co-investor's investment in the Main Fund and any other MRP-advised funds or accounts; whether and the extent to which the prospective co-investor has expressed an interest in co-investment opportunities; the General Partner's evaluation of the financial resources, sophistication, experience and expertise of the potential co-investor, with respect to the execution of co-investment transactions generally, and with respect to the geographic location or business activities of the applicable portfolio investment; perception of past experiences and relationships with each prospective co-investor; whether or not such person has co-invested previously and the ability of any such co-investor to respond promptly and appropriately to potential investment opportunities; perception of the legal, regulatory, reporting, public relations, competitive, confidentiality or other issues that may arise with respect to any prospective co-investor; and any strategic value or other benefit resulting from offering such co-investment opportunity to a prospective co-investor. Nothing in this Memorandum constitutes a guarantee, prediction or projection of the availability of co-investment opportunities.

Co-investments may result in conflicts between the Main Fund and other co-investors (for example, over the price and other terms of such investment, exit strategies and related matters, including the exercise of remedies of their respective investments). In certain circumstances, the General Partner may be incentivized to allocate co-investment capacity away from the Main Fund. For example, where losses in the Main Fund make it unlikely that the General Partner will earn carried interest from the Main Fund, the General Partner may be incentivized to allocate capacity for co-investment since such losses will not be taken into account in determining carried interest payable in respect of a co-investment. Furthermore, to the extent that the Main Fund hold interests that are different (or more senior) than those held by such other co-investors, the General Partner may be presented with decisions involving circumstances where the interests of such co-investors are in conflict with those of the Main Fund.

### **Mini-Master-Feeder Fund Structure**

The Main Fund employs a "mini-master" structure whereby the Offshore Feeder will invest substantially all of its investable capital in the Mini-Master Fund. Consequently, the Offshore

Feeder will not own all of its portfolio investments directly. Instead, the Offshore Feeder is a limited partner of the Mini-Master Fund, managed at first instance by the General Partner, which will make portfolio investments through the Mini-Master Fund. The Offshore Feeder does not control the Mini-Master Fund.

Furthermore, the Offshore Feeder and the Mini-Master Fund are established in the Cayman Islands and the rights of the Offshore Feeder as a limited partner of the Mini-Master Fund will thus be governed by the jurisdiction of organization of such entities, the Cayman Islands. As the Offshore Feeder and the Mini-Master Fund are Cayman Islands-based entities, changes in governmental regulation, political structure, local economics and tax laws (U.S. or non-U.S.) may adversely impact the Offshore Feeder and the Mini-Master Fund. See the discussion in “*Tax Considerations*.”

### **Cyber Security Breaches and Identity Theft**

Cyber security breaches and identity theft includes the risk of significant interruptions to the operations of the Adviser and the Main Fund, and the risk that the security of sensitive data could be compromised (including confidential information relating to limited partners and their beneficial owners).

## **Item 9 - Disciplinary Information**

MRP and its management personnel have not been involved in any legal or disciplinary events in the past 10 years that would be material to a client’s or prospective client’s evaluation of the Adviser’s advisory business or management integrity.

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

Neither MRP nor any of its management persons is registered, or has an application pending to register, as a broker-dealer or a registered representative of a broker-dealer.

### **Allegiance**

As discussed under Item 4 or the Advisory Business section, MRP is affiliated with Allegiance through the following Partners: Messrs. Seibel, Leu and Ellingrud, who own the St. Paul, Minnesota based firm. Allegiance provides a full service equipment finance platform and focuses on loan, lease and working capital transactions secured by assets. The General Partner, on behalf of the Main Fund, has the right to engage Allegiance for loan origination and loan servicing and other ancillary services. To align Allegiance’s interests with the Main Fund’s interests and to mitigate potential conflicts of interest, MRP has a right-of-first-refusal on all Allegiance’s transaction opportunities that exceed \$500,000 (excluding investment opportunities that relate to Allegiance’s accounts receivable factoring business). MRP expects (but does not require)

Allegiance to co-invest between 2-5% of the aggregate investments made by the Main Fund and Allegiance.

MRP will compensate Allegiance in a manner similar to the Main Fund's other unaffiliated operating partners. Please see Item 5 or the Fees and Compensation section for further discussions on the compensation paid to Allegiance.

MRP and its employees do not have any relationships or arrangements with other financial services companies that can pose material conflicts of interest.

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

### Code of Ethics

MRP has adopted and implemented a code of ethics (the "Code of Ethics") pursuant to Rule 204A-1 under the Advisers Act, which requires MRP and its employees to put the interests of the Adviser's clients before its own interests and to act honestly and fairly in all respects in its dealings with its clients. The Code of Ethics also requires all employees to comply with applicable federal securities laws.

The Code of Ethics, which describes rules surrounding personal securities transactions, apply only to MRP's employees who are deemed to be "access persons." These access persons are required to report certain personal securities transactions and holdings. Those personal securities transactions may raise potential conflicts with the interests of MRP's clients. To mitigate potential conflicts of interest, MRP requires its access persons to pre-clear their personal transactions in any investments involving initial public offerings, private placements, as well as other Reportable Securities defined in Rule 204A-1 under the Advisers Act. The Adviser, however, allows its access persons to trade exchange traded funds, as well as other securities that are exempt from the definition, without a prior written approval.

Clients and the Fund investors, including prospective clients and investors, may obtain a copy of the Code of Ethics by contacting Tiffany Parr at (651) 294-4571.

### Participation or Interest in Client Transactions

As the General Partners to the Main Fund, MRP and its affiliates, as well as certain of MRP's employees have indirect beneficial interests in the investments that the Main Fund own. MRP and those employees will share any profits and losses generated by the Main Fund's investments. Furthermore, in certain situations, related persons of MRP may purchase interests in the same investments held by the Main Fund. Conflicts of interest may arise if MRP or its employees recommend a particular transaction because of a financial interest held by any such person in such securities or interests. As previously mentioned, the Adviser has adopted the Code of Ethics to address these conflicts of interest.

Before MRP can acquire or sell Fund investments to any entity in which MRP or its affiliates hold a material investment or have control over the entity, MRP is required to obtain a consent from the Fund's Investor Advisory Committee or a Majority in Interest of the Combined Limited Partners. Please see the respective Main Fund's Limited Partnership Agreements for more detailed discussions on the required consent.

In anticipation of raising a fund, MRP raised initial capital from former colleagues, friends, family, and institutional investors to create a warehouse facility (the "Warehouse") to begin making initial investments. The Main Fund will acquire the Warehoused Investments, however, MRP is not required to obtain an approval from the Fund's Investor Advisory Committee when acquiring such investments. MRP discloses the acquisition of the Warehouse Investments to each investor in the investor's subscription agreement, and each investor provides its consent upon the signing of the subscription agreement.

### Insider Trading Policy

MRP and/or its employees may, from time to time, come into possession of material non-public or other confidential information which, if disclosed, might affect an investor's decision to buy, sell or hold a security. Under applicable law, MRP and its employees may be prohibited from improperly disclosing or using such information for their personal benefit or for the benefit of any other third party. Accordingly, should MRP and/or its employees come into possession of material non-public or other confidential information ("MNPI") with respect to any company, they may be prohibited from communicating such information to, or using such information for the benefit of, MRP's private funds and their underlying investors.

MRP has adopted a policy in accordance with Section 204A of the Advisers Act, which establishes procedures to prevent the misuse of MNPI by MRP and its employees.

## **Item 12. Brokerage Practices**

MRP primarily focuses on making investments that do not require a broker-dealer to act on MRP's behalf in making the investments, and therefore, the Adviser does not have any soft dollar arrangements with any broker-dealers. If MRP ever acquires, sells or distributes public securities (i.e., as a result of an initial public offering), MRP has discretionary authority to select the broker or dealer to be used to execute securities transactions on behalf of the Main Fund, and negotiate the commission cost to be paid. In selecting broker-dealers to execute securities transactions, MRP's primary consideration will be to obtain the most favorable result for the Main Fund.

## **Item 13. Review of Accounts**

MRP regularly monitors its portfolio holdings. Where operating partners are used, MRP's Investment Team performs diligence and risk assessments on these operating partners prior to transacting to ensure proper alignment, controls and reporting. The post investment monitoring processes are to some degree different for the three investment strategies.

### Equipment Finance

Equipment Finance investments are expected to be serviced by third-parties, including Allegiance. MRP will receive periodic updates and performance reports from these service providers. MRP expects that these updates and reports will include items relating to payment history and progress, financial reports from the counterparties, and where appropriate, update calls and meetings with counterparties. The timing and frequency of the information is formulaic and will generally be documented in the investment documents as well as in the servicing agreement between MRP and the servicer. In addition to the contractual items, MRP will generally reserve the right to request ad hoc updates.

### Loan Portfolios

Post investment monitoring of Loan Portfolios is similar to Equipment Finance opportunities. Loan Portfolio investments are expected to be serviced by third-parties. MRP will receive periodic updates and performance reports from these service providers. MRP expects that these reports and updates will include items relating to payment history and progress, financial reports from the counterparties, and where appropriate, update calls and meetings with counterparties. The timing and frequency of the information is formulaic and will generally be documented in the investment documents as well as in the servicing agreement between MRP and the servicer. In addition to the contractual items, MRP will general reserve the right to request ad hoc updates.

### Corporate Credit

Corporate Credit investments are expected to be monitored directly by MRP, with certain functions outsourced to MRP's Fund Administrator. MRP expects to directly monitor borrower financial performance through a review of financial reports (as issued and released by borrowers) and will initiate, where appropriate, update calls and meetings with borrowers. In addition, MRP expects to directly monitor market price levels for publicly traded investments (for example bonds and bank debt). MRP's Fund Administrator will monitor payment history and progress and will alert MRP as to any deficiencies or discrepancies.

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

MRP has entered into a referral arrangement with an unaffiliated entity (the "Placement Agent") for introducing and referring investors to invest in the Main Fund managed by the Adviser. MRP is responsible for compensating the Placement Agent, which charges the Adviser at a percentage of the aggregate principal amount of any capital commitment that a referred investor has subscribed or agreed to subscribe. Such payment may either be paid directly by MRP or by the Main Fund on behalf of MRP. The Placement Agent fees that the Main Fund paid will offset the management fees that the Main Fund have to pay.

## **Item 15. Custody**

MRP is deemed to have custody of the Main Fund's assets because its affiliate, which is under common control with MRP, serves as the General Partner to the Main Fund, and therefore, it is subject to Rule 206(4)-2 under the Adviser Act (the "Custody Rule"). While the Adviser from time to time maintains custody of uncertificated securities or "privately offered securities" acquired directly from the issuers in private placements, MRP deposits all Fund assets (including any fund securities, to the extent the Adviser acquires or comes into possession of such securities) with a qualified custodian (as defined under the Custody Rule).

The Custody Rule generally also requires an investment adviser to ensure that a qualified custodian sends account statements to clients at least quarterly, however, the Adviser is not subject to this requirement because all private equity funds managed by the Adviser are subject to audit at least annually by an independent auditor that is registered with, and subject to regular inspection by, the Public Company Accounting Oversight Board. MRP will distribute audited financial statements to all fund investors following the end of the fiscal year of such Fund within the number of days required by the Custody Rule.

## **Item 16. Investment Discretion**

The Adviser provides investment advisory services on a discretionary basis to the Main Fund. MRP has entered into an investment advisory agreement with each of the Main Fund pursuant to which the Adviser exercises discretion over the Main Fund's assets. Please refer to each of the Main Fund's limited partnership agreements and other governing documents for any limitations on MRP's investment authority.

## **Item 17. Voting Client Securities**

MRP primarily invests in assets that typically do not issue proxies. However, in the event that MRP receives proxies, MRP will generally seek to vote proxies in a way that maximizes the value of the Main Fund's assets. MRP reserves the right to vote against management, or affirmatively abstain from voting, if in its discretion MRP determines that it would be in the best interest of its clients to do so. Clients cannot direct MRP's vote in a particular solicitation.

If MRP detects a material conflict of interest in connection with a proxy solicitation, MRP may engage an outside counsel and/or the relevant Fund's Investor Advisory Committee to review the material conflict of interest and make a recommendation.

MRP does not direct clients' participation in class actions. The President/General Counsel and Chief Compliance Officer will determine whether to return any documentation inadvertently received regarding clients' participation in class actions to the sender or to forward such information to the appropriate clients.

MRP's complete proxy voting policy and procedures are memorialized in writing and are available for review by current clients or existing investors upon request. In addition, a record of all proxy votes cast on behalf of clients or investors is available upon request. To receive a copy, please contact MRP's Chief Compliance Officer, Tiffany Parr at (651) 294-4571.



## **Item 18. Financial Information**

MRP has never filed for bankruptcy and is not aware of any financial condition that is expected to affect its ability to manage the Main Fund.