

CORE INDUSTRIAL

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This brochure provides information about the qualifications and business practices of CORE Industrial Partners, LLC (“CORE”). If you have any questions about the contents of this brochure, please contact us at (312) 566-4880. 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. Registration as an investment adviser with the SEC does not imply a certain level of skill or training of CORE or its personnel.

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

Item 2. Material Changes

This is CORE Industrial Partners, LLC's initial brochure to be filed with the SEC; as such, there are no material changes to report.

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Item 4. Advisory Business

CORE Industrial Partners LLC (“CORE” or the “Firm”), is a Chicago-based private equity firm investing in lower middle market Manufacturing and Industrial Technology companies based in North America. CORE typically seeks to be the first institutional capital in its investments, and utilizes its proprietary sourcing engine to generate a robust pipeline through both direct and intermediary-based channels. The Firm has the experience and skillset to invest in distressed, special situation, corporate carve-outs, and deep value buy and build opportunities, and seeks to deliver superior risk-adjusted returns by leveraging the Firm’s operational and investment backgrounds to apply the CORE Operating Playbook to drive operational and financial improvements in its portfolio companies.

The Firm was founded in April 2017 and is led by Managing Partner John May, as well as Senior Partners Frank Papa, TJ Chung and Partner Matthew Puglisi (collectively, the “Investment Partners”), who have extensive operational and investment experience. The Investment Partners have collectively held 15 Chief Executive Office (“CEO”) and /or President roles for portfolio companies of well-known private equity sponsors and have been involved in more than 50 transactions representing over \$2.5 billion in enterprise value over the course of their careers. For more information about CORE’s partners, see CORE’s Form ADV Part 1, Schedule A.

CORE Industrial Partners Management, LLC (The Manager and Relying Adviser), wholly owned by the Firm, serves as an investment adviser to CORE Industrial Partners Fund I, LP and CORE Industrial Partners Fund I Parallel, LP (each a “Fund”, and collectively, the “Funds” or “Fund I”). The Funds are exempt from registration under the Investment Company Act of 1940, as amended (the “Investment Company Act”), pursuant to Section 3(c)(7) of the Investment Company Act.

Pursuant to the position expressed in the American Bar Association SEC No-Action Letter (January 18, 2012) (“ABA No-Action Letter”), this brochure describes the advisory services provided by CORE as filing adviser, and each of the private fund vehicles’ general partner special purpose vehicles formed to act as a private fund’s general partner:

- CORE Industrial Partners Management, LLC
- CORE Industrial Partners GP I, LLC (The General Partner)

Investment advice is provided directly to each Fund itself and not to the individual investors in Fund I. CORE tailors its advisory services to the individual needs of each particular Fund but not to the individual needs of underlying investors. CORE manages Fund I in accordance with the investment objectives and limitations set forth in each Fund’s offering memoranda, governing documents, subscription agreements, side letters, and any investment management agreement between CORE and each Fund (together, “Operative Documents”). The advice provided by CORE and its employees is limited to the types of investments described in the aforementioned Operative Documents.

The Fund, the General Partner and/or CORE, without any further act, approval or vote of any Partner, may enter into side letters or other similar agreements with one or more Limited Partners that have the effect of altering or supplementing the terms of Fund I’s limited partnership agreement, as amended (the “Partnership Agreement”), including, without limitation, fee arrangements, co-investment opportunities, notification provisions, reporting requirements and “most favored nations” provisions with respect to such Limited Partners.

CORE does not participate in wrap fee programs.

As of May 31, 2019, CORE managed approximately \$231,838,538 of regulatory assets on a discretionary basis.

Item 5. Fees and Compensation

CORE receives compensation from a combination of management fees, carried interest allocations, and other fees payable by or in respect of portfolio or prospective portfolio companies. The Operative Documents set forth in detail each Fund's fee and expense structure, and investors should consult these documents for further information on fees and expenses.

Management Fees

Generally, Fund I pays CORE a management fee (the "Management Fee") equal to 2% per annum of an investor's capital commitment. Upon the earlier of the expiration of Fund I's investment period or the date a Successor Fund (as defined in the Fund's Operative Documents) is established and has begun paying management fees, then beginning on the next payment date the Management Fee will equal 2% of invested capital (i.e., the cost basis of portfolio company investments then held by the Fund, reduced by any investments that have been entirely written off).

CORE may, in its discretion, waive all or any portion of the Management Fee that is attributable to any investor. In addition, none of the General Partner, CORE, their affiliates or any of their respective directors, officers, managers or employees are expected to bear any portion of the Management Fee.

Other Fees

CORE is entitled to and/or has received Transaction Fees, Directors' Fees, Break-up Fees, and Monitoring Fees (each as defined in the Partnership Agreement and, collectively, "Fee Income"). This does not include any amounts received by any Operating Advisors, any CORE personnel or any other person from a portfolio company as reimbursement for expenses directly related to such portfolio company or a prospective portfolio company, as payment for services provided to any portfolio company in the ordinary course of such portfolio company's or prospective portfolio company's business or as compensation for services provided by an Operating Advisor, any CORE Person or any other Person as an employee of or in a similar capacity for such Portfolio Company or any of its subsidiaries.

Management Fee Offset

Each quarterly installment of the Management Fee calculated with respect to each Limited Partner also shall be reduced, but not below zero, by an amount equal to the sum of the aggregate amount of any placement fees paid or due and payable by Fund I and any organizational expenses paid or due and payable in excess of \$1,000,000 since the immediately preceding quarter. In addition, the Management Fee payable in any quarterly period will be reduced by 80% of the non-CORE affiliated investors' percentage of the Fee Income received during the immediately preceding fee payment period until the average aggregate amount of Fee Income retained by CORE in a given calendar year equals \$500,000, and then 100% thereafter. For the avoidance of doubt, amounts paid, awarded or otherwise provided to Operating Advisors will not be subject to this offset, and will not be considered "Fee Income".

Carried Interest

Please see Item 6 of this Brochure for information on performance-based fees.

Expenses

All organizational expenses and all Partnership Expenses (as defined below) shall be paid by the Funds. To the extent that the General Partner, Manager or any of their affiliates pays any organizational expenses or partnership expenses on behalf of the Funds, the Funds shall reimburse the General Partner, Manager or such affiliate, as the case may be, upon request. All Firm overhead and similar expenses shall be paid by the General Partner or the Firm.

“Partnership Expenses” shall mean all fees, costs and expenses relating to the Funds and/or its businesses, portfolio companies or potential portfolio companies that are not paid or reimbursed by portfolio companies or potential portfolio companies, including without limitation, all fees costs, expenses, liabilities and obligations relating or attributable to: (i) activities with respect to sourcing, diligencing, structuring, organizing, bidding on, negotiating, financing, refinancing, acquiring, consummating, owning, managing, monitoring, operating, holding, hedging, restructuring, trading, taking public or private, valuing, winding up, liquidating, dissolving and otherwise disposing of the Funds’ Portfolio Companies and its actual and potential investments, including follow-on investments and refinancings, or seeking to do any of the foregoing (including any associated legal, financing, commitment, origination, transaction or other fees and expenses payable to attorneys, accountants, investment bankers, buy-side advisory, finders, lenders, third-party diligence software and service providers, consultants and similar professionals in connection therewith and any fees and expenses related to transactions that may have been offered to co-investors), whether or not any contemplated transaction or project is ultimately consummated and whether or not such activities are successful; (ii) broker, dealer, underwriting (including both commissions and discounts), loan administration, private placement fees, sales commissions, investment banker, buy-side advisory, finder and similar services; (iii) brokerage, sale, custodial, depository, trustee, record keeping, account and similar services; (iv) directors, and officers liability, errors and omissions liability, crime coverage, cyber security and general fund liability premiums and other insurance and regulatory expenses; (v) all legal, accounting, research, information, appraisal, advisory, consulting (including consulting and retainer fees and other compensation paid to consultants performing investment initiatives and other similar consultants), auditing, administration (including fees and expenses associated with the Funds’ third-party administration and administration or reporting software, if any) valuation (including third-party valuations, appraisals or pricing services), tax, compliance, cyber-security, customer relationship management (“CRM”), and other fees and expenses for professional services; (vi) indebtedness of, or guarantees made by, the Funds, or the General Partner, the Manager or any affiliate on behalf of the Funds, (including any credit facility, letter of credit or similar credit support), including interest with respect thereto, or seeking to put in place any such indebtedness or guarantee; (vii) reverse breakup, termination and other similar fees; (viii) filing, title, transfer, registration and other similar fees and expenses; (ix) printing, communications, marketing, industry associations, conferences, and publicity; (x) the preparation, distribution and filing of Fund I-related financial statements or other reports, tax returns, tax estimates, Schedule K-1s, or any other administrative, compliance or regulatory filings or reports (including any filings or reports contemplated by the Alternative Investment Fund Managers Directive or any similar law, rule or regulation), or other information, including fees and costs of any third-party service providers and professionals related to the foregoing; (xi) developing, licensing, implementing, maintaining or upgrading any web portal, extranet tools, CRM platform, computer software or other administrative or reporting tools (including subscription-based services) for the benefit of the Funds or the Limited Partners; (xii) any activities with respect to protecting the confidential or non-public nature of any information or data; (xiii) all costs and expenses of any meetings of the LP Advisory Committee and any annual or periodic, if any, meetings of the Limited Partners; (xiv) costs and expenses associated with complying with any law or regulation related to the activities of the Funds (including regulatory expenses of the General Partner incurred in connection with the operation of the Funds and legal fees and expenses), (xv) costs and expenses associated with any actual, threatened or otherwise anticipated litigation, mediation, arbitration or other dispute resolution process any or governmental inquiry, investigation or other proceeding involving the Funds, including the amount of any

judgment, settlement entered into, fine paid or any other award in connection therewith (xvi) indemnification (including any fees, costs and expenses incurred in connection with indemnifying any Partner or other person and advancing fees, costs and expenses incurred by any such person in defense or settlement of any claim that may be subject to a right of indemnification(xvii) except as otherwise determined by the General Partner in its sole discretion, any fee, cost, expense, liability or obligation relating to any alternative investment vehicle or its activities, business, portfolio companies or actual or potential investments (to the extent not borne or reimbursed by a Portfolio Company of such Alternative Investment Vehicle) that would be a Partnership Expense or Organizational Expense if it were incurred in connection with the Funds, and any Feeder Expenses to the extent not paid by the investors investing in the applicable Feeder Vehicles; (xviii) expenses incurred by the General Partner (or its designee) in its capacity as the Funds' "partnership representative" within the meaning of the Code, or similar role under applicable state or local tax law; (xix) defaults by Partners in the payment of any Capital Contributions; (xx) the termination, liquidation, winding up or dissolution of the Funds; (xxi) amendments to, and waivers, consents or approvals pursuant to, the constituent documents of the Funds, the General Partner and Related Investment Vehicles and Alternative Investment Vehicles, including the preparation, distribution and implementation thereof but not including any amendment permitted under Section 12.1(a)(viii) hereof, which shall be at the sole expense of the General Partner; (xxii) unreimbursed costs and expenses incurred in connection with any transfer of or proposed transfer by a Limited Partner; (xxiii) any taxes, fees, other governmental charges levied against the Funds or on its income or assets and all expenses in connection with any tax audit, investigation, settlement or review of the Funds (to the extent not indemnified for by a Partner) or otherwise related to the Funds' business or investments, provided, that any expenses related to a tax audit relating to the treatment of any Special Profits Interest shall not be considered a Partnership Expense and shall instead be borne solely by the General Partner; (xxiv) unreimbursed expenses or unpaid fees of the Operating Advisors; (xxv) distributions to the Partners and other expenses associated with the acquisition, holding and disposition of the Funds' investments, including extraordinary expenses; (xxvi) any organizational expenses; (xxvii) any placement fees; (xxviii) the management fee; (xxix) reasonable expenses for travel, lodging and meals relating to any of the foregoing, including in connection with consummated and unconsummated investment and disposition opportunities, and (xxx) any other fees, costs or expenses approved by the LP Advisory Committee.

"Organizational Expenses" shall mean all costs and expenses, not to be in excess of \$1,000,000, incurred in connection with the formation and organization of, and sale of interests in, Fund I, as determined by CORE, including all out-of-pocket legal, accounting, communication, printing and other travel and filing fees and expenses, but excluding any placement agent fees.

For avoidance of doubt, CORE will pay normal operating overhead, including salaries of its employees and rent and other expenses incurred in maintaining its place of business.

CORE will allocate fees and expenses to be borne by Fund I in accordance with the Operative Documents or, to the extent the Operative Documents do not expressly provide for a method of allocation, as determined by CORE in good faith and in its fair and reasonable discretion in accordance with its internal policies and procedures.

Please refer to the Funds' Operative Documents for further information regarding the fees and expenses of CORE and the Funds.

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

When certain performance hurdles are met, the General Partner (for purposes of this document, General Partner refers to either the general partner or manager of any particular Fund) of such Fund may be entitled to receive a distribution of the investment proceeds as performance-based incentive compensation (any such compensation is referred to in this brochure as the “Carried Interest”).

CORE will allocate a portion of the net realized investment profit of each Fund to the capital account of the Fund’s respective General Partner as Carried Interest. The precise manner of calculation of such Carried Interest is disclosed in the pertinent Operative Documents. Generally, however, 20% of the investment profits of a Fund are allocated as Carried Interest to the applicable General Partner subject to the return to Limited Partners of a portion of its capital contributions and a preferred return of 8% compounded annually, and subject to a General Partner catch-up and investor claw backs.

The General Partner may, in its discretion, waive all or any portion of the Carried Interest that is attributable to any investor. In addition, none of the General Partner, CORE, their affiliates or any of their respective directors, officers, managers or employees are expected to bear any portion of Carried Interest.

For more information regarding the specific terms of the Carried Interest, please consult each of the Operative Documents for the Funds.

The Carried Interest is structured subject to Section 205(a)(1) of the Investment Advisers Act of 1940, as amended (the “Advisers Act”) in accordance with the available exemptions thereunder, including the exemption set forth in Rule 205-3 of the Advisers Act. Accordingly, CORE seeks to ensure that investors in a Fund that is directly or indirectly assessed a Carried Interest satisfy the qualifications of Rule 205-3, and have been advised of the terms of such performance-based fees and the associated risks.

Item 7. Types of Clients

CORE provides discretionary investment advice to the Funds, which are private investment vehicles that are exempt from registration under the Investment Company Act.

The investors participating in the Funds come from a diversified base of institutional investors including leading university endowments, insurance companies, public pensions, corporate pensions, foundations, asset managers, family offices, and fund of funds. They also include CORE employees, members of their families, and operating advisors.

Each investor is required to meet certain suitability requirements. Interests in Funds are sold only to investors who meet qualification requirements under applicable securities laws. An investment in one or more Fund's should be based on a prospective investor's careful analysis of its overall portfolio and its own objectives and needs in the areas of diversification, liquidity, return on investment and risk management.

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

Fund I typically seeks to be the first institutional capital in its investments, and utilizes CORE's proprietary sourcing engine to generate a robust pipeline through both direct and intermediary-based channels. The Firm has the experience and skillset to invest in distressed, special situation, corporate carve-outs, and deep value businesses, and seeks to deliver superior risk-adjusted returns by leveraging the Investment Partners' operational and investment backgrounds to apply the CORE Operating Playbook to drive operational and financial improvements in its portfolio companies.

CORE seeks to make investments in companies with \$5 million to \$20 million of EBITDA and \$15 million to \$200 million of revenue. The Fund will typically make equity investments of \$10 million to \$30 million, including follow-on investments.

Fundamental to CORE's investment approach is its disciplined investor and operator mindset. With a team that has over 100 years of combined investment and operating experience, CORE is focused on making investments only in Manufacturing and Industrial Technology sectors in which the Investment Partners and Operating Advisors have true domain expertise and investment and operating experience. CORE's ability to generate high quality, critically assess and value investment opportunities, manage downside risk, and create added value is based on this investment discipline.

Most of the opportunities that CORE will target are undermanaged family-owned, entrepreneur-led businesses or corporate carve-outs where the sales price alone may not be the most important factor for an owner-operator. These businesses typically have some historical record of success, are fundamentally sound with good products and services, have attractive customers, and have a "reason to exist." However, they have ownership looking to exit due to succession planning difficulties, lack of capital investment, poor management, and/or operational issues or challenges. These are all issues that CORE has significant experience in resolving effectively and efficiently to drive accelerated investment returns.

Set forth below, as well as in other items in this brochure, is a summary of some of the investment risks disclosed in greater detail in each of the Funds' offering documents. Please refer to each of the Fund's Operative Documents for more information on these and other risks relating to CORE's business and investments in the Funds.

General Investment Risks

Business and Market Risk. A substantial portion of the Fund's investments will be in equity or equity-related investments that by their nature involve business, financial, market and/or legal risks. While such investments offer the opportunity for significant capital gains, they also involve a high degree of risk that may result in substantial losses. There can be no assurance that the Fund will correctly evaluate the nature and magnitude of the various factors that could affect the value of such investments. Prices of the investments may be volatile, and a variety of other factors and events that are inherently difficult to predict, such as changes in law, domestic or international economic and political developments, may significantly affect the results of the Fund's activities. In addition, the Fund's strategy for a portfolio company may involve an acquisition program, restructuring and/or operational improvements, all of which entail a high degree of uncertainty.

Lower Middle Market Companies. A substantial component of the Fund's investment strategy is to invest in lower middle market companies. While investments in lower middle market companies may present

greater opportunities for growth, such investments may also entail larger risks than are customarily associated with investments in large companies. Small and medium-sized companies may have more limited product lines, markets and financial resources, and may be dependent on a smaller management group. As a result, such companies may be more vulnerable to general economic trends and to specific changes in markets and technology. In addition, future growth may be dependent on additional financing, which may not be available on acceptable terms when required.

Competition for Investments. The Fund may encounter competition from entities having similar investment objectives. Potential competitors include other investment funds, business development companies, strategic industry acquirers, family offices and other financial investors investing directly or through affiliates. Certain of these entities may possess competitive advantages over the Fund in bidding for investments, including greater financial, technical, marketing and other resources, higher risk tolerances, different risk assessments, lower return thresholds, lower cost of capital and access to funding sources unavailable to the Fund as well as an ability to achieve synergistic cost savings in respect of an investment.

Illiquid and Long-Term Investments. Investment in the Fund requires a long-term commitment with no certainty of return. Many of the Fund's investments will be highly illiquid, and there can be no assurance that the Fund will be able to realize on such investments in a timely manner. Although certain investments by the Fund may generate current income, the return of capital and the realization of gains, if any, from an investment generally will occur only upon the partial or complete disposition of such investment. While an investment may be sold at any time, this will occur typically a number of years after the investment is made.

Use of Leverage. Many of the Fund's investments will involve leveraged acquisitions, which by their nature require companies to undertake a high ratio of fixed charges to available income. Such investments are inherently more sensitive to declines in revenues and to increases in expenses. Leverage generally magnifies both the Fund's opportunities for gain and its risk of loss from its investment activities. Leverage increases the exposure of the Fund to adverse economic factors, such as rising interest rates, economic downturns or deteriorations in the condition of its portfolio companies or the industries in which they operate. The leverage provided will result in interest expense and other costs incurred in connection with such borrowings, which may not be covered by available cash flow.

While leverage may enhance total returns to investors, if investment results fail to cover borrowing costs, returns to the investors will be lower than if there had been no such borrowings.

Further, the Fund's portfolio companies may enter into loan agreements that generally impose a number of operating and financial restrictions on such companies. Such restrictions could affect, among other things, the ability of a company to incur additional indebtedness, pay dividends, issue stock, repay indebtedness prior to stated maturity, create liens, sell assets or engage in mergers or acquisitions, make certain capital expenditures and make investments in operating subsidiaries.

Availability of Financing. The Fund's ability to invest in companies may depend on the availability and terms of any borrowings that are required or desirable with respect to such investments. For example, from time to time the market for private equity transactions has been adversely affected by a decrease in the availability of senior or subordinated financings for transactions. A decrease in the availability of financing (or an increase in the interest cost) for leveraged transactions, whether due to adverse changes in economic or financial market conditions or a decreased appetite for risk by lenders, would impair the Fund's ability to consummate these transactions and would adversely affect the Fund's returns.

Enhanced Scrutiny and Additional Regulatory Risks. Following global market volatility and dislocations, financial institution failures and financial frauds in recent years, governmental authorities in the United States and elsewhere have called for financial system and participant regulatory reform, including additional

regulation of investment funds (which could include the Fund) and their managers (such as the Manager) and their activities, including compliance, risk management and anti-money laundering procedures; restrictions on certain types of investments; restrictions on the provision and use of leverage; implementation of capital requirements; and books and records, reporting and disclosure requirements. The ultimate effect of government actions cannot be predicted, but these regulatory reform measures could cause the Fund to incur significant expense to comply with such measures.

Regulation generally, as well as regulation more specifically addressed to the private equity industry, including tax laws and regulation, whether in the United States or outside of it, could further increase the cost of acquiring, holding or divesting investments and the cost of operating the Fund, as well as harm the profitability of enterprises and interfere with the ability of the Fund to engage in certain transactions.

Cyber-security and Disaster Recovery Risk. Due to the increased use of information and technology systems to conduct business, the Fund and its portfolio companies' information and technology systems are vulnerable to damage or interruption from computer viruses, network failures, computer and telecommunication failures, infiltration by unauthorized persons and security breaches, usage errors by their respective professionals, power outages and catastrophic events such as fires, tornadoes, floods, hurricanes and earthquakes. Although the General Partner intends to implement various measures to manage risks relating to these types of events, if these systems are compromised, become inoperable for extended periods of time or cease to function properly, the General Partner, the Fund and/or a portfolio company may incur significant expenses to fix or replace them and to seek to remedy the effects of such issues.

Risks Related to the Fund

Nature of Investment. Investment in the Fund is speculative and volatile, requiring a long term commitment, with no certainty of return. Since the Fund may only make a limited number of investments, and since many of the Fund's investments may involve a high degree of risk, poor performance by a few of the investments could significantly reduce the total returns to the Partners. No assurances can be given that the Fund's investment objectives will be achieved or that investors will receive a return of their capital.

Potential Lack of Diversification. The Fund investments may be concentrated in specific business sectors and geographic regions. Concentration in limited business sectors and geographic regions may involve risks greater than those generally associated with diversified acquisition funds, including significant fluctuations in returns based on market perception of the sector or region. Instability, fluctuation or an overall decline within such industries or geographic region will likely not be balanced by investments in other industries and regions not so affected.

Dependence on Key Personnel. The Fund is highly dependent on the diligence, skill and network of business contacts of the Investment Partners and other senior personnel of CORE and the information and deal flow generated by such professionals in the course of their investment and portfolio management activities. The Fund's success will depend on the continued service of these investment professionals. The departure of a significant number of the investment professionals or of one or more of the Investment Partners could have a material adverse effect on the Fund's ability to achieve its investment objectives.

Management by General Partner. All decisions with respect to the management of the Fund's assets and the operation of the Fund are made exclusively by the General Partner. Limited Partners have no right to participate in the management of the Fund or to make any decisions with respect to the investments to be made by the Fund. Consequently, Limited Partners must rely entirely on the General Partner with respect to the selection of investments and management of the Fund.

Boards of Companies. Members of the Firm may sit on boards of private and public companies within the same industry of the Fund investments. All such activities will be reported internally and monitored.

Limited Operating History. The Fund has no operating history and will be entirely dependent on the General Partner. While the Investment Partners have previous experience with investments similar to those contemplated by the Fund, the Investment Partners have limited experience managing and investing a committed pool of funds.

Lack of Transferability of Fund Interests. The Limited Partner Interests will not be registered under the Securities Act and therefore are subject to restrictions on transfer thereunder. In addition, the Fund is not obligated to redeem any Limited Partner's Interest and the Operative Documents contain significant restrictions on the ability of any of the Limited Partners to assign, sell, exchange or transfer any of its Interests, rights or obligations with respect to its Interests in the Fund without the prior written consent of the General Partner, whose consent may be given or withheld in the sole and absolute discretion of the General Partner. No market exists for the Limited Partners' Interests in the Fund, and none is expected to develop. Consequently, a Limited Partner should not expect to liquidate its investment in the Fund readily and must be able to bear the economic risk of its investment in the Fund for a substantial period of time.

Contingent Liabilities on Dispositions. In connection with the disposition of an investment in a portfolio company, the Fund may be required to make representations about the business and financial affairs of the portfolio company typical of those made in connection with the sale of any business. The Fund may also be required to indemnify the purchasers of such investment to the extent that any such representation turns out to be inaccurate or for other matters. These arrangements may result in contingent liabilities for which the General Partner may establish reserves or escrows or which might ultimately have to be funded by the Limited Partners making contributions to the Fund out of previous distributions from the Fund.

Indemnification. The General Partner, the Manager and their members, partners, employees, agents and affiliates will be entitled to indemnification from the Fund, except in certain circumstances. The assets of the Fund will be available to satisfy these indemnification obligations, and Partners may be required to return distributions to satisfy such obligations. Such obligations will survive the dissolution of the Fund.

Risk Arising from Provision of Managerial Assistance. The Fund expects to take an active role in the management of its portfolio companies. The Fund expects to designate a representative to serve on the boards of directors of most portfolio companies. A board member designated by the Fund will likely have fiduciary duties to persons other than the Fund. The designation of directors and other measures contemplated could expose the assets of the Fund to claims by a portfolio company, its security holders and its creditors. While the General Partner intends to manage the Fund in a way that will minimize exposure to these risks, including seeking insurance against such risks, the possibility of successful claims cannot be precluded.

Risk of Dilution. Limited Partners admitted or increasing their Capital Commitments at subsequent closings will participate in existing investments of the Fund, diluting the interest of existing Limited Partners therein. Although such Limited Partners will contribute their pro rata share of previously made Fund drawdowns (plus an interest-equivalent amount thereon), there can be no assurance that such payment will reflect the fair value of the Fund's existing portfolio companies at the time such additional Limited Partners subscribe for Interests, as such portfolio companies' values may have appreciated or depreciated.

U.S. Tax Risks. Limited Partners should review the discussion under Section X, "Certain U.S. Federal Income Tax Considerations" of the Fund's Offering Memorandum . However, this discussion does not

address all tax considerations relevant to a particular Limited Partner in light of their particular circumstances and the consequences to Limited Partners of an investment in the Fund are complex. Accordingly, each prospective Limited Partner is advised to consult its tax counsel as to the specific tax consequences of an investment in the Fund based upon its particular circumstances.

Consequences of a Default. If a Limited Partner fails to pay when due installments of its Capital Commitment to the Fund, and the contributions made by non-defaulting Limited Partners and borrowings by the Fund are inadequate to cover the defaulted Capital Contribution, the Fund may be unable to pay its obligations when due. As a result, the Fund may be subjected to significant penalties that could materially adversely affect the returns to the Limited Partners (including non-defaulting Limited Partners). If a Limited Partner defaults, it may be subject to various remedies as provided in the Partnership Agreement, including, without limitation, reductions in its capital account balance, preclusion from further investment in the Fund, forced sale of its Fund Interest at a discount to actual value and forfeiture of its Fund Interest.

Follow-On Investments. The Fund may be called upon to provide follow-on funding for its portfolio companies or have the opportunity to increase its investment in portfolio companies. There can be no assurance that the Fund will wish to make such follow-on investments or that the Fund will have sufficient capital to do so. Any decision not to make follow-on investments or the inability to make them may have a substantial negative impact on a portfolio company in need of such an investment or may diminish the Fund's proportionate ownership in such portfolio company and thus its ability to influence such portfolio company's future development.

Non-U.S. Investments. The Fund may invest a portion of its Capital Commitments in portfolio companies that are organized or headquartered or have substantial sales or operations outside of the United States, its territories and possessions. Investments in non-U.S. securities or instruments involve certain risk factors not typically associated with investing in U.S. securities and instruments.

Distressed Investments. The Fund may invest in the securities and obligations, including debt obligations that are in covenant or payment default, of companies experiencing significant financial difficulties and material operating issues, including companies that may have been, are or will become involved in bankruptcy proceedings or other restructuring, recapitalization or liquidation processes. Investments in such companies involve a substantial degree of risk that is generally higher than the risk involved in investing in companies that are not in financial or operational distress.

Side Letter Variation of the Partnership Agreement. The General Partner may enter into one or more "side letters" or similar agreements with certain investors pursuant to which the General Partner grants to such investors specific rights, benefits or privileges that are not made available to investors generally, including, without limitation, arrangements with respect to waivers or reductions of the Management Fee and/or carried interest, the circumstances under which exclusion from investments in portfolio investments in portfolio companies or involuntary withdrawals from the Fund may be required, "most favored nation" rights (i.e., the right to receive favorable rights or economic arrangements, including co-investment arrangements, that may be afforded to other investors) and the right to receive reports from the Fund on a more frequent basis or to receive reports that include information not provided to other Limited Partners. Such arrangements will generally be based on such factors as the size and timing of a Limited Partner's Capital Commitment, a Limited Partner's existing relationship with the Manager, or any particular regulatory or legal considerations applicable to a Limited Partner; provided, that the General Partner and/or the Manager may enter into such arrangements for any reason it deems necessary, advisable, desirable or convenient. Subject to applicable law and regulation, such agreements will be disclosed only to those actual

or potential investors that have separately negotiated with the General Partner for the right to review such agreements.

Effect of Fees and Expenses on Returns. The Fund will pay the Management Fee and will bear the expenses related to its operations. Such fees are expected to reduce the actual returns to investors. Most of the fees and expenses will be paid regardless of whether the Fund produces positive investment returns.

Unfunded Pension Liabilities of Portfolio Companies. Recent court decisions have found that, where an investment fund owns 80% or more (or under certain circumstances less than 80%) of a portfolio company, such fund (and any other 80%-owned portfolio companies of such fund) might be liable for certain pension liabilities of such a portfolio company to the extent the portfolio company is unable to satisfy such liabilities. Although the Fund intends to manage its investments to minimize any such exposure, the Fund may, from time to time, invest in a portfolio company that has unfunded pension fund liabilities, including structuring the investment in a manner where the Fund may own an 80% or greater interest in such portfolio company.

Carried Interest. The existence of the General Partner's carried interest may create an incentive for the General Partner to operate the Fund in a riskier or more speculative manner than would be the case absent such arrangement.

Item 9. Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to an investor's evaluation of CORE or the integrity of the CORE management. CORE has no such legal or disciplinary events to disclose.

There have been no legal or disciplinary events to disclose that are material to an investor's or prospective investor's evaluation of CORE's advisory business or integrity of management.

Specifically, there has not been a criminal or civil action in a domestic, foreign or military court of competent jurisdiction in which CORE or a management person of CORE:

- was convicted of, or pled guilty or nolo contendere ("no contest") to (a) any felony; (b) a misdemeanor that involved investments or an investment-related business, fraud, false statements or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, or extortion; or (c) a conspiracy to commit any of these offenses;
- is the named subject of a pending criminal proceeding that involves an investment-related business, fraud, false statements or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, extortion, or a conspiracy to commit any of these offenses;
- was found to have been involved in a violation of an investment-related statute or regulation; or
- was the subject of any order, judgment, or decree permanently or temporarily enjoining, or otherwise limiting, your firm or a management person from engaging in any investment-related activity, or from violating any investment-related statute, rule, or order.

There has also not been an administrative proceeding before the SEC, any other federal regulatory agency, any state regulatory agency, or any foreign financial regulatory authority in which CORE or a management person of CORE:

- was found to have caused an investment-related business to lose its authorization to do business; or
- was found to have been involved in a violation of an investment-related statute or regulation and was the subject of an order by the agency or authority:
 - denying, suspending, or revoking the authorization of CORE or a management person of CORE to act in an investment-related business;
 - barring or suspending CORE or a management person of CORE's association with an investment-related business;
 - otherwise significantly limiting CORE or a management person of CORE's investment-related activities;
 - imposing a civil money penalty of more than \$2,500 on CORE or a management person of CORE.

Lastly, there has not been a self-regulatory organization (SRO) proceeding in which CORE or a management person at CORE

- was found to have caused an investment-related business to lose its authorization to do business; or

- was found to have been involved in a violation of the SRO's rules and was: (i) barred or suspended from membership or from association with other members, or was expelled from membership; (ii) otherwise significantly limited from investment-related activities; or (iii) fined more than \$2,500.

Item 10. Other Financial Industry Activities and Affiliations

CORE nor any management persons are registered, or have an application pending to register as a broker-dealer or a registered representative of a broker-dealer. In addition, CORE nor any management persons are registered, nor have an application pending to register as a futures commission merchant, commodity pool operator, a commodity trading advisor, or an associated person of the foregoing entities.

Item 11. Code of Ethics, Participation or Interests in Client Transactions and Personal Trading

Code of Ethics and Personal Trading

Pursuant to Rule 204A-1 of the Advisers Act, CORE adopted a Code of Ethics (referred to in this brochure as the “Code”) to ensure that CORE fulfills its role as a fiduciary to the Funds. The interests of the Funds must always be recognized, respected, and have precedence over CORE employees. The Code requires that CORE employees and certain associated persons act in the best interests of the Funds to the exclusion of contrary interests, act in good faith and in an ethical manner, avoid conflicts of interest with the Funds to the extent reasonably possible, and identify and manage conflicts of interest to the extent they arise. CORE employees are also required to comply with applicable provisions of federal securities laws and make prompt reports of any actual or suspected violations of such laws by CORE or its employees.

In addition, the Code sets forth formal policies and procedures with respect to the personal securities trading activities of CORE’s personnel. The Code requires that personnel pre-clear certain public and private personal securities transactions, report personal securities transactions in accordance with the Code on at least a quarterly basis, and submit reports to CORE regarding personal accounts and reportable securities holdings at least annually.

The Code also addresses outside activities of employees, conflicts of interest, policies and procedures concerning the prevention of insider trading, includes restrictions on the acceptance of significant gifts and the reporting of certain gifts and business entertainment items, and the pre-clearance and reporting of political contributions. Employees are required to provide an annual written certification to CORE as to agreeing to comply with the Code. A copy of CORE’s Code is available upon written request to CORE at 150 N. Riverside Plaza, Suite 2050, Chicago, Illinois 60606, Attn: Stephen Lee, Chief Compliance Officer.

Directors and Officers

Certain employees of CORE serve as directors or officers of entities through which investments by the Funds are held.

Co-Investment Opportunities

CORE may offer co-investment opportunities in certain Fund investments to existing investors or third parties. Co-investors will generally bear expenses related to its formation and operation similar in nature to those borne by the other Funds. To the extent CORE or the general partners receive any compensation or fees that are allocable to co-investment vehicles based on relative amounts invested (such as a transaction fee, asset management fee, arranger’s fee, a management fee or any performance-based compensation), such fees are neither payable to the Funds nor credited against future management fees.

Other Potential Conflicts of Interest

If any matter arises that CORE determines in its good faith constitutes an actual conflict of interest, CORE will take such actions as are necessary or appropriate, and as permitted by any applicable operative documents, to assess such conflicts.

Item 12. Brokerage Practices

CORE has discretion regarding the types of investments to be made by the Funds, subject to each of the Funds' investment strategies and purpose as set forth in the Operative Documents of the Funds, respectively. For private or public securities transactions, CORE may sell or purchase companies through the use of broker-dealer or investment banking institutions. In such case, the investors best interest will be considered.

CORE generally does not make recommendations for investments by the Funds in public securities as most investments are in privately negotiated transactions. Accordingly, CORE does not frequently select or recommend broker-dealers for client transactions. In the event that a broker-dealer is selected or recommended, CORE employs a due diligence process to ensure that any such transaction is executed in the best interest of the investors of the Funds, taking into account certain factors such as a broker's execution capability and trading expertise, in addition to pricing.

- CORE does not have any soft dollar arrangements.
- CORE does not consider whether CORE or a related person of CORE receives Fund or investor referrals from a broker-dealer or third party because CORE does not typically select or recommend broker-dealers.
- CORE does not have directed brokerage dealings.

Generally, aggregation of the purchase or sale of securities for various Fund accounts does not apply to CORE as CORE primarily invests in private equity transactions

Item 13. Review of Accounts

CORE's Investment Committee continually reviews and monitors the Funds' investments. CORE's investment professionals routinely meet to discuss asset management activities as well as potential new investment opportunities. CORE's investment committee convenes as and when necessary to consider and approve new investment opportunities and material investment decisions regarding the Funds' existing investments, including dispositions and refinancing's. More frequent reviews may be triggered by material changes in key variables that could affect the performance of the portfolios or the investments within them, including changes in the financial markets and activity and trends in the political or economic environment.

Within 120 days after each Fund's fiscal year-end and in accordance with each Fund's Operative Documents, audited financial statements are prepared by an independent accountant pursuant to Generally Accepted Accounting Principles ("GAAP") and are distributed to each investor in the Funds (see Item 15). CORE also seeks to provide unaudited performance information for the Funds to investors on a quarterly basis. Quarterly reports are based on the unaudited and estimated value of the relevant Fund's investments. CORE may distribute certain other reports to the Funds' investors upon specific requests from time to time.

Item 14. Client Referrals and Other Compensation

CORE engaged a third-party placement agent to introduce prospective investors to Fund I. The placement agent fees, paid by the Funds, are reimbursed by CORE through an offset of CORE's management fee for Fund I.

Please see Item 5 above regarding compensation received from portfolio companies.

Item 15. Custody

While the Firm or certain affiliates may be deemed to have custody of certain client funds, the Firm itself does not maintain physical custody of such assets. As set forth in Rule 206(4)-2 under the Advisers Act (the “Custody Rule”), all client funds that fall under the purview of the Custody Rule are held at accounts maintained in the name of the applicable client by entities deemed qualified custodians as defined in the Custody Rule.

The Fund is obligated to provide a report to each Limited Partner within forty-five days after the end of each of the first three quarters of each Fiscal Year. Additionally, CORE delivers audited financial statements of the applicable clients (such clients over which the Firm or an affiliate is deemed to have custody) to all investors in such clients within 120 days of the client’s fiscal year end. The financial statements are prepared in accordance with generally accepted accounting principles and are audited by an independent accountant.

Item 16. Investment Discretion

CORE exclusively manages the business of the Funds and has discretionary investment authority to manage the making of new investments by the Funds and the management of the existing investments held by the Funds. Generally, this authority is provided for in each Fund's Operative Documents. In addition, Investors in the Funds must execute a subscription agreement in which they make various representations, including representations regarding their suitability to invest in a high-risk investment pool.

Item 17. Voting Client Securities

CORE's investment strategy does not generally involve the acquisition of public securities with voting authority, making it unlikely that a client will be placed in a position of proxy voting authority. However, if a client does come into possession of securities with voting rights, the Firm will implement the appropriate policies and procedures and seek to vote proxies in the best interests of its clients.

Item 18. Financial Information

CORE does not require or solicit prepayment of more than \$1,200 in fees per Fund six months or more in advance.

CORE is not aware of any financial conditions that would be reasonably likely to impair CORE's ability to meet contractual commitments to the Funds.

CORE nor any affiliates have not been the subject of a bankruptcy petition at any time during the past ten years.

Item 19. Requirements for State-Registered Advisers

CORE is not required to register with any state securities authority. Therefore, Item 19 is not applicable.