

# **NCP Group, LP**

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Boston, Massachusetts, 02199

## **Part 2A of Form ADV (the “Brochure”)**

**March 2019**

This brochure provides information about the qualifications and business practices of NCP Group, LP. If you have any questions about the contents of this brochure, please contact our Chief Compliance Officer Scott Farden at (617) 245-4980 or at [sfarden@nonantumcapital.com](mailto:sfarden@nonantumcapital.com). The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (“**SEC**”) or by any state securities authority.

**NCP Group, LP is registered as an investment adviser with the SEC. An investment adviser’s registration with the SEC does not imply a certain level of skill or training.**

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

## **Item 2: Material Changes**

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There have been no material changes to this Brochure since the Adviser's last submission in November 2018. The Adviser encourages all recipients to carefully read and review this Brochure in its entirety.

## **Item 3: Table of Contents**

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#### Item 4: Advisory Business

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Founded in February 2018, NCP Group, LP (“**Nonantum**,” “**NCP**,” “**Adviser**,” “**we**,” “**us**,” “**our**” or the “**Firm**”), is a Delaware limited partnership and investment manager. The Firm is owned by Jon Biotti, David Ganitsky and Laki Nomicos (the “**Principals**”), Neil DeFeo and Ron DeFeo (the “**Executive Partners**”), and Scott Farden (the “**Chief Operating Officer**” and “**Chief Compliance Officer**”). NCP’s principal place of business is in Boston, Massachusetts.

The Firm provides investment advisory services on a discretionary basis to its Funds, private pooled investment vehicles (the “**Funds**”). The Funds target lower middle market companies in North America in the consumer, industrial and business services sectors. The Funds seek to focus on complicated situations that do not lend themselves to auctions, such as family businesses with succession issues and corporate carve-outs of neglected divisions.

The Funds are managed in accordance with the investment objectives, strategies, restrictions and guidelines as described in the relevant offering documents of each Fund. The Firm generally does not tailor its advisory services to the individual needs of those persons or entities that invest in the Funds and investors in the Funds may not impose restrictions on investing in certain securities and other financial instruments.

In addition to the Funds, NCP has established two co-investment vehicles, and may, from time to time, establish additional co-investment funds. NCP applies its discretion when allocating such opportunities among potential co-investors, taking into account facts and circumstances which may include the nature of the transaction, speed of execution required, tax considerations, familiarity with and history of investing in the relevant industry, and ability to provide strategic insights and other factors believed relevant by the Firm. Adviser endeavors to keep itself informed regarding investor interest in co-investment by maintaining records of those investors who have expressed interest in co-investment opportunities.

In addition, the Firm has the right to enter into agreements, such as side letters, with certain investors in the Funds that may in each case provide for terms of investment that may be different than the terms provided to other investors in the Funds.

NCP currently provides discretionary investment advisory services to two Private Funds with a total of \$430,450,000 in regulatory assets under management.

#### Item 5: Fees and Compensation

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The Firm typically receives compensation from the Funds calculated as a percentage of the assets managed and/or on performance achieved with respect to the Funds or specific interests therein, as provided in the governing documents of the Funds. All of NCP’s clients are “qualified purchasers” as defined in the Investment Company Act of 1940, as amended, and therefore NCP has not included specific fee information herein.

NCP may agree to negotiate fees and other terms for the Funds in accordance with the relevant governing documents. NCP may, in its discretion, elect to reduce or waive fees with respect to any investor in the Funds, including, but not limited to, any affiliate of NCP.

In addition to the fees described above, the Funds bear, directly or through reimbursement of the Firm or its affiliates, all of the costs and expenses related to the formation, organization and establishment of

the Funds and their general partner, NCP Fund I GP, LP (the “**General Partner**”) (and their related entities including the general partner of the General Partner), including costs and expenses attributable to the offer and/or sale of interests in the Funds and its affiliates, including without limitation any fees, costs and expenses relating to marketing the Funds and/or meetings with prospective underlying investors, legal fees and expenses (including, without limitation, costs incurred in connection with the drafting and negotiation of organizational and governing documents, prospectuses, diligence responses, disclosure documents, legal opinions and side letters and similar arrangements), accounting fees and expenses, commercial transportation costs (including business-class and first-class travel and, in the event the Firm determines in its reasonable discretion that commercial air travel would be impractical, the actual cost of non-commercial air travel at rates not in excess of customary first-class travel rates), reasonable accommodations and meals, third party expenses incurred in connection with secure communications to prospective underlying investors (including in connection with a third party-hosted “data room” or similar internet-based document repository), fees and expenses of consultants retained in connection with fundraising, reasonable costs pertaining to initial compliance with the European Union Alternative Investment Fund Managers Directive (“**AIFMD**”) (as implemented in any jurisdiction, together with all amendments thereto, and including any rules, regulations or legislative measures made in connection therewith whether at the European or member state jurisdictional level) and similar laws of other jurisdictions, the preparation and administration of any initial disclosures, filings or notifications prepared with the foregoing, printing costs, filing fees and other similar expenses described in each Fund’s governing documents (excluding, for the avoidance of doubt, any placement fees) (collectively, “Organizational Expenses”).

As permitted by their respective governing documents, the Funds are responsible for their respective operating costs and expenses, including but not limited to: any taxes, fees or other governmental charges levied against the Funds and all expenses incurred in connection with any tax audit, investigation, settlement or review of the Funds; all expenses incurred in connection with the business, affairs and operations of the Funds, including the sourcing, due diligence, purchase, acquisition, holding, transfer or sale of any actual or prospective portfolio investment (whether or not consummated, i.e., including “broken-deal” fees and expenses), including all commission, brokerage, placement, underwriting, registration, legal, accounting, tax advisory, professional or consulting fees and expenses, travel expenses (including business or first class commercial travel and, in the event the Firm determines in its reasonable discretion that commercial air travel would be impractical, the actual cost of non-commercial air travel at rates not in excess of first class rates) including reasonable accommodations and meals (provided that the Firm, the General Partner, and employees of the Firm may instead be reimbursed for such expenses by portfolio companies); merger fees and expenses payable to third parties and the fees and expenses of any third-party administrator of the Funds and the General Partner; all reasonable expenses related to meetings and business-related entertainment with portfolio company personnel, intermediaries and personnel affiliated with prospective portfolio companies or prospective strategic partners of portfolio companies; all expenses incurred on or behalf of an actual or prospective portfolio company that such portfolio company agrees to reimburse the Funds for in the future (whether or not such amounts are actually reimbursed); all costs of any litigation, director and officer liability or other insurance and indemnification or extraordinary expense or liability relating to the affairs of the Funds including the costs of prosecuting or defending any legal, regulatory, administrative or other action (including settlement or review of business activities) of, for or against the Funds, the General Partner, the general partner of the General Partner, NCP or any of their respective equity-owners or affiliates; all costs and fees relating to the accounting, administrative, reporting and audit expenses of the Funds, and the preparation, printing and distribution of all communications, reports (including financial and tax reports), portfolio valuations and tax returns of the Funds (including the costs and fees of maintaining any internet-based portal or website in which such items are made available); all professional fees, costs and expenses (including those relating to legal, advisory, regulatory, administrative, custodial, audit, accounting, consulting (including professional due diligence services and “expert” networks), appraisal, valuation and compliance services

rendered) incurred by or for the benefit of the Funds (excluding expenses incurred by NCP in connection with or compliance with the rules and regulations of the SEC (or similar state or non-U.S. rules and regulations) applicable to it as a registered investment adviser or that relate to the Firm and its employees generally and are not specific to the Funds and their activities), including all costs and expenses, if any, incurred in connection with the Funds' legal and regulatory compliance with U.S. Federal, state and local and non-U.S. or other law or regulation (including, by way of example only, Form PF obligations under the Investment Advisers Act of 1940, as amended (the "**Advisers Act**"), the Foreign Account Tax Compliance Act ("**FATCA**") AIFMD and "know your client" requirements, as applicable, and the preparation and administration of any reports, disclosures, filings or notifications prepared in accordance with the foregoing) or related to compliance with the provisions of the Funds' limited partnership agreement or any side letter or similar agreement; all costs related to the holdings of meetings of the limited partners, the advisory board, the industry council and members of any executive network group established by the General Partner; and any other expenses approved by the advisory board and all other similar expenses to those described above and described in the Funds' governing documents.

The Funds may incur, or reimburse NCP and its affiliates for, certain other fees, commissions and expenses. These fees and expenses may include, but are not limited to, fees, costs and expenses incurred in connection with brokerage, custodial or transaction costs. See Item 12: Brokerage Practices.

As further set forth in the governing documents of the Funds, the Firm, the General Partner, the Principals and/or the Executive Partners may receive fees and other income from a Fund's portfolio company investments. Such fees and other income will generally (but not always) reduce fees payable to the Firm by the Funds on a dollar-for-dollar basis.

The Funds or NCP may incur costs and expenses on behalf of an actual or prospective portfolio company that such portfolio company agrees to reimburse in the future. Whether or not such amounts are actually reimbursed, such costs and expenses shall not offset fees otherwise payable by a Fund.

Except as set forth in the governing documents of the Funds, each of the General Partner and NCP will be responsible for its own day-to-day operating expenses, such as compensation of its staff and the cost of office space, office equipment, communications, utilities and other such normal overhead expense.

NCP may receive a Management Fee in connection with a co-investment opportunity offered by NCP and its affiliates. Co-Investment Funds may or may not pay a Management Fee depending on the governing documents of each such Co-Investment Fund.

In certain cases, a co-investment vehicle established to facilitate the investment by investors to invest alongside the Investment Fund may be formed in connection with the consummation of a transaction. In the event such a vehicle is created, the investors will typically bear all expenses related to its organization and formation and other expenses incurred solely for the benefit of the vehicle. The co-investment vehicle, parallel vehicle or other similar vehicle will generally bear its pro rata portion of expenses incurred in the making an investment. If a proposed transaction is not consummated, no such vehicle generally will have been formed, and the full amount of any expenses relating to such proposed but not consummated transaction (including any expenses relating to the organization of such vehicle that was not ultimately formed) would therefore be borne by the Fund or Funds selected by NCP as proposed investors for such proposed transaction.

The recipients of this Brochure are urged to refer to the governing documents of the Funds for specific information about expenses and fees to be borne by the Funds.

Neither NCP nor any of its supervised persons accept compensation for the sale of securities or other investment products

## **Item 6: Performance-Based Compensation and Side by Side Management**

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NCP and/or its affiliate(s) are generally entitled to receive performance-based compensation from the Funds. Because NCP and its affiliates may manage more than one Fund, the potential exists for one Fund to be favored over another Fund. In particular, NCP, its affiliates, and their investment personnel have a greater incentive to favor Funds that pay NCP or its affiliates higher performance-based compensation. In addition, principals and certain employees of NCP may have personal investments in one or more of the Funds, and such investments may not be proportionate among the various Funds. Accordingly, NCP has an incentive to favor Funds in which its principals or employees have a greater interest. Performance-based compensation will be made in compliance with Rule 205-3 of the Advisers Act.

NCP adopted and implemented policies and procedures intended to address conflicts of interest relating to the management of multiple Funds and Funds in which NCP's principal or employees invest. In particular, NCP adopted and applied investment allocation policies designed to achieve equitable allocation among Funds over time. Specifically, the allocation policy prevents NCP from taking compensation into account when allocating investment opportunities. Further, in allocating investment opportunities among Funds, NCP takes into account a number of factors, including, without limitation, the relative amounts of capital available for new investments, Fund suitability and eligibility, regulatory and legal requirements, tax considerations, investment guidelines, and the investment programs, restrictions and portfolio positions of the accounts for which participation is appropriate. Subject to the terms and conditions set forth in each Fund's offering documents, any investment opportunities appropriate for a Fund that come to the attention of the General Partner, the Principals or the Executive Partners (other than any investment opportunity of a portfolio company or portfolio company held by a related entity) shall first be offered to such Fund or any alternative investment vehicles of the foregoing until such Persons have been allocated their desirable portion of such investment opportunity; provided that the restrictions set forth herein shall not apply to the exceptions listed in the Funds' governing documents. Co-investing opportunities will be allocated in a manner consistent with the co-investing terms established in that Fund's governing documents.

## **Item 7: Types of Client**

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NCP advises one or more private investment funds, which rely on certain exclusions from the definition of "investment company" in the Investment Company Act of 1940, as amended.

Investors in the Funds may include some or all of the following: high net worth individuals, banks or thrift institutions, investment companies, pension and profit sharing plans, sovereign wealth funds, trusts, estates or charitable organizations, endowments, foundations or corporations or business entities other than those listed previously, private investment funds or other entities.

NCP determines in its sole discretion any requirements for admitting an investor into a Fund. The minimum investment commitment in the Funds is \$5,000,000, subject to waiver at the sole discretion of the General Partner.

Where appropriate, NCP intends, but is not obligated, to provide co-investment opportunities to certain Investors in the NCP Funds. These co-investment opportunities may be offered as interests in a limited partnership or other similar entity formed for each investment. NCP will allocate the available investment among the Funds, the co-investors and any third parties as it may determine in accordance

with the relevant NCP Fund's governing documents.

## **Item 8: Methods of Analysis, Investment Strategy and Risk of Loss**

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### **Methods of Analysis and Investment Strategy:**

NCP's Principals have significant experience investing in lower middle market private equity and driving value creation for private companies. The Firm focuses on investing in lower middle market companies in North America in the consumer, industrial and business services sectors. The Funds focus on complicated situations that do not auction well, such as family businesses with succession issues and operational improvement potential, as well as corporate carve-outs of neglected divisions. These types of investment opportunities typically have significant potential to double or triple cash flow, but require time, effort, and vision to build the infrastructure for profitable growth.

The Funds will seek to invest at underwritable discounts to intrinsic value. This strategy can afford a margin of safety, resulting in a low loss ratio and reduced portfolio-level volatility. Therefore, the Funds will focus on opportunities to buy businesses in transition and partner with management to transform them. NCP's investment process is premised on exhaustive analysis and due diligence on the target company and related industry dynamics. NCP will not pursue an investment unless we have access to conduct a thorough investigation of risks and mitigating factors. NCP's underwriting process involves rigorous primary research and analysis, which includes intensive data analysis, large-scale customer surveys, engagement of specialized industry experts, and systematic assessment of management talent. In performing due diligence, the Principals draw on their broad industry experience, executive relationships, and network of outside advisors.

NCP has a clear strategy for strengthening and growing any given portfolio company. During the initial post-investment period, the Principals and the Executive Partners will seek to work with management and, where appropriate, independent directors or other third-party advisors to codify these insights into a value creation roadmap, complete with key initiatives, timelines, internal champions and third-party resources. The initiatives will then be tracked through regular interaction with management.

### **Certain Risk Factors:**

An investment in the Funds entails a significant degree of risk and should be undertaken only by investors capable of evaluating and bearing such risks, and prospective investors should carefully consider, among other factors, the risks described below. The following explanation of certain risks is not exhaustive, but rather highlights some of the more significant risks involved in the Funds' investment strategies. For a complete explanation of the Funds' relevant investment strategies and their associated risks, investors should review the relevant offering documents, which may contain additional explanations of strategies, risks and other related details not discussed below.

**General Risk of Loss:** There can be no assurance that a Fund's investment objectives will be achieved or that a Fund will receive a return of its capital. Each Fund or underlying investor shall be prepared to bear the loss of its investment.

**Risk Inherent in Private Equity Investments:** The types of investments that the Funds anticipate making involve a high degree of risk. In general, financial and business risks confronting lower middle market companies can be significant. While targeted returns are generally expected to reflect the perceived level of risk in any investment situation, there can be no assurance that the Funds will be adequately

compensated for risks taken. A loss of an investor's entire investment is possible. The timing of profit realization is highly uncertain. Losses are likely to occur early in the Fund's term, while successes often require a long maturation.

The Funds' portfolio companies generally will be developed companies in certain industry sectors that require significant operational, financial or other changes in order to increase in value. Many of the Funds' portfolio companies will be at a development stage which typically involves greater risks than are generally associated with investments in larger, more established companies. The Funds' investments will involve significant financial and business risks. Such companies may have shorter operating histories on which to judge performance and, in many cases, will operate with limited profits, at breakeven or at a loss, or with substantial variations in operating results from period to period. The Funds' portfolio companies may have limited operating histories and products or services with undeveloped markets. Many of the Funds' portfolio companies will need substantial additional capital (which may not be available) to support additional research and development activities, expansion, to develop new products, services and distribution capabilities or to achieve or maintain a competitive position. Such companies face intense competition, including from companies with greater financial resources, more extensive development, manufacturing, marketing and service capabilities and a larger number of qualified managerial and technical personnel. The Funds' portfolio companies are also likely to be more susceptible than more established businesses to the negative effects of downturns in general economic conditions or loss of key members of management.

Disposing of Private Equity Investments: The public market for private companies can be extremely volatile. Such volatility may adversely affect the development of portfolio companies, the ability of the Funds to dispose of investments, and the value of investment securities on the date of sale or distribution by the Funds. In particular, the receptiveness of potential acquirers to the Funds' portfolio companies will vary over time and, even if a portfolio company investment is disposed of via a merger, consolidation or similar transaction, the Funds' stock, security or other interests in the surviving entity may not be marketable. Similarly, the receptiveness of the public market to initial public offerings by the Funds' portfolio companies may vary dramatically from period to period. An otherwise successful portfolio company may yield poor investment returns if it is unable to consummate an initial public offering at the proper time. Even if a portfolio company effects a successful public offering, the Funds or the portfolio company's securities typically will be subject to contractual "lock-up," securities law or other restrictions, which may, for a material period of time, prevent the Funds or the underlying investors from disposing of such securities. There can be no guarantee that any portfolio company investment will result in a liquidity event via a merger, acquisition, initial public offering or otherwise, and there is a significant risk that the Funds' investments will yield little or no return. Generally, the investments made by the Funds will be illiquid and difficult to value, and there will be little or no collateral to protect an investment once made. In most cases, investments will be long term in nature and will require many years from the date of initial investment before disposition. It is likely that the Funds will still hold some illiquid securities at the time the Funds commence their dissolution, with the result that such securities may be distributed to investors in-kind or sold for a price that reflects their illiquid nature (i.e., at a discount to what their value might otherwise be).

Valuation of Fund Investments: The Funds' investments will consist primarily of investments in privately-held companies, and most of the Funds' investments will be difficult to value. There will be no readily available market for most of the Funds' investments. Valuations of such investments may vary from similar valuations performed by independent third parties for similar types of securities or assets. The value of the Funds' investments may also be affected by changes in accounting standards, policies, or practices. Due to a wide variety of market factors and the nature of certain securities and assets to be held by the Funds, there is no guarantee that the value determined by the General Partner will represent the value



that will be realized by the Funds on the eventual disposition of the investment or that would, in fact, be realized upon an immediate disposition of the investment.

Under the terms of the governing documents, the General Partner determines the value of the Funds' assets. Underlying investors required to withdraw capital may receive a valuation for their withdrawn capital interest that is less than a previously reported value and is not reflective of transactions which may be under active consideration (such as a public offering, a private sale or a merger) that would increase substantially the value of the security in question. At the time an underlying investor is required to withdraw capital from the Funds, the General Partner may be in possession of material non-public information affecting the value of the Funds' assets. The General Partner may be prohibited by law, agreement, or otherwise from disclosing such information, and accordingly, does not intend to disclose such information to an underlying investor proposing to withdraw capital.

Economic Conditions; Business and Market Risk: A substantial portion of a Fund's investments will be in equity or equity-related investments that by their nature involve business, financial, market and/or legal risks. The success of the General Partner's investment strategy could be significantly impacted by changing external economic conditions in the United States and global economies. The stability and sustainability of growth in global economies may be negatively impacted by political unrest, terrorism or acts of war. Companies in which a Fund invests are likely to be sensitive to general downward swings in the overall economy. Factors affecting economic conditions, including, for example, inflation rates, industry conditions, competition, technological developments, domestic and worldwide political, military and diplomatic events and trends, tax laws and innumerable other factors, none of which will be within the control of a Fund, can substantially and adversely affect the business and prospects of a Fund. Changing economic conditions could potentially adversely impact the valuation of portfolio holdings. A sustained period of low valuations in the public equity markets could result in substantially lower liquidation values and substantially longer periods before liquidity is achieved in comparison with historical values, which would reduce the returns that could be achieved by a Fund. In addition, factors specific to a portfolio company may have an adverse effect on a Fund's investment in such company. The General Partner is likely to rely upon its own, or a portfolio company's, projections concerning the portfolio company's future performance in making investment decisions. Such projections are inherently subject to uncertainty and to certain factors beyond the control of the portfolio company and the General Partner.

Uncertainty of Financial Projections: Financial and other information concerning the Funds' investments is generally only available through certain sources, including the portfolio companies themselves, and are likely to include assumptions of fact and opinions as to future events which the General Partner believes to be reasonable when made. It is not generally expected that there will be any consistent means, however, of confirming the accuracy of such information. It may also be impractical or undesirable to carry out full time due diligence before an investment is acquired. The portfolio companies may have little or no previous credit histories. The inaccuracy of certain assumptions and general economic conditions, which are unpredictable, can have a materially adverse impact on the reliability of such projections. There can be no assurance that the projected results will be obtained, and actual results may vary significantly from such projections.

Investments with Third Parties: The Funds are permitted to partner with third parties to make investments through joint ventures or other entities, including with private equity vehicles sponsored by others, strategic partners, and co-investments with underlying investors. The Funds' investments in portfolio companies alongside third parties may amount to a substantial percentage of the Funds' total assets. Such investments often involve risks not present in investments where third parties are not involved, including the possibility that a partner alongside a Fund in an investment experiences financial,

legal or regulatory difficulties, may at any time have economic or business interests or goals which are inconsistent with those of a Fund, may take a different view from the General Partner's as to the appropriate strategy for an investment or disposition of an investment, or may be in a position to take action contrary to a Fund's investment objectives. In addition, a Fund may in certain circumstances be liable for the actions of its third party investment partner. In those circumstances where such third parties involve a management group, such third parties may receive compensation arrangements relating to the investment, including incentive compensation arrangements. Some of the third parties with whom a Fund may partner may have pre-existing investments with target portfolio companies, and the terms of such pre-existing investments may differ from the terms upon which a Fund invests in such portfolio companies. In addition, such arrangements are likely to involve additional restrictions on the resale of the Funds' interest in any such portfolio company.

Competition for Suitable Investments: The activity of identifying, completing and realizing attractive lower middle market private equity investments in general is very competitive and involves a high degree of uncertainty. The availability of investment opportunities generally is subject to market conditions. The Funds are likely to encounter competition from other similarly focused funds formed before or after the establishment of the Funds. Potential competitors also include other investment partnerships and corporations, business development companies, strategic industry acquirers and other financial investors investing directly or through affiliates. Some of these competitors are likely to have more relevant experience in certain circumstances, greater financial resources and more personnel than the Funds, the General Partner, the Firm or their affiliates. It is possible that competition for appropriate investment opportunities may increase, which could negatively impact the Funds' ability to consummate investments and adversely affect the terms upon which investments can be made. There can be no assurance that the General Partner will be able to locate and consummate investments that satisfy the Funds' rate of return objectives or realize their values or that it will be able to fully invest the Funds' aggregate commitments. To the extent that the General Partner encounters competition for investments, returns from the Funds to underlying investors may decrease.

Portfolio Concentration: Although restrictions with respect to the amount that the Funds may invest in any single portfolio company and affiliated portfolio companies are contained in the Funds' governing documents, diversification is not an objective of the Funds. The Funds' portfolios will include a small number of large positions. Any adverse change in one or more portfolio companies or industries could have a material adverse effect on the Funds' investments. Therefore, while such portfolio concentration might enhance total returns to the partners, if any large position incurs a material loss, returns to partners may be lower than if they had invested in a more diversified portfolio.

Follow-On Investments: Following its initial investment in a given portfolio company, the Funds may decide to provide additional funds to such portfolio company or may have the opportunity to increase its investment in a successful portfolio company. There can be no assurance that the Funds will wish to make such follow-on investments or that the Funds 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 Funds' proportionate ownership in such portfolio company and thus its ability to influence such portfolio company's future development.

Bridge Financings: From time to time, the Funds may lend to portfolio companies on a short-term, unsecured basis or otherwise invest on an interim basis in portfolio companies in anticipation of a future equity investment or issuance, or long-term debt financing, syndication or issuance. Such bridge loans will typically be convertible into more permanent, long-term securities or investment; however, for reasons not always in the Funds' control, such long-term securities' issuance or investment or other

refinancing or syndication may not occur and such bridge loans and interim investment may remain outstanding. In such event, the interest rate on such loans or terms of such interim investment like would not adequately reflect the risks associated with the unsecured position taken by the Funds.

Long Term Nature of Portfolio Investments: A significant period of time may elapse before the Funds have completed their investment program. Investments may take several years from the date of initial investment to reach a state of maturity when realization of the investment can be achieved. Losses on unsuccessful investments may be realized before gains on successful investments are realized. The return of capital and the realization of gains, if any, will generally occur only upon the partial or complete disposition of an investment. While an investment may be sold at any time, it is not generally expected that this will occur for a number of years after the initial investment. Prior to such time, there often will be no current return on the Funds' investments.

Reliance on Portfolio Company Management; Lack of Control Rights: The day-to-day operations of each portfolio company in which the Funds invest is the responsibility of such portfolio company's management team. Although the General Partner and the Firm are responsible for monitoring the performance of each portfolio company, seek to negotiate appropriate rights and controls to influence key decisions, and generally invest in portfolio companies operated by capable management teams, there can be no assurance that appropriate control and other rights will be secured in negotiations and/or that the existing management team or any successor management team will be able to operate any such portfolio company in accordance with the Funds' expectations. Moreover, lower middle market companies are often more dependent on a smaller group of key personnel than larger companies and thus are often more susceptible to risks associated with the departure of any such key personnel.

Controlling Investments: The Funds will typically own a significant portion of the securities of their portfolio companies, including ownership positions which represent a majority or more of a portfolio company's voting securities. These investments may entitle the Funds to elect substantially all of a portfolio company's directors and exert significant influence over a portfolio company's business, operations, affairs and transactions. These capabilities could lead the Funds to be viewed as controlling a portfolio company or being considered a controlling stockholder. As a result, the Funds may be exposed to claims, lawsuits or investigations by minority stockholders, creditors, government or regulatory authorities or other persons. In the event any such claims were successful, the Funds may be held liable for any damages that are awarded or be required to fund any settlement with such parties. Even if such claims, lawsuits or investigations prove to be without merit, the Funds would be required to expend significant resources defending themselves and their affiliates. In addition, the Funds' reputations and goodwill may be harmed if they are considered a controlling stockholder of a portfolio company that is subject to negative publicity.

Limited Operating History; Investment Performance: The Funds have a limited operating history upon which prospective investors may evaluate its performance. Although the Principals and the Executive Partners have extensive experience in lower middle market private equity investing and operations, the Funds and the General Partner are newly-formed entities with no operating history and the Principals and the Executive Partners have limited prior experience managing a private equity fund together. Further, prior performance of the Principals or of other funds with which the Principals have been affiliated is not indicative of future results.

Illiquidity of Investments: An investment in the Funds requires a long-term commitment with no certainty of return. It is unlikely there will be near-term cash flow available to the underlying investors. Many of the Funds' investments will be illiquid. Illiquidity may result from the absence of an established market for the investments, as well as legal, contractual or other restrictions on their resale by the Funds.

Dispositions of investments may be subject to contractual and other limitations on transfer or other restrictions. There can be no assurance that the Funds will be able to realize such investments at attractive prices or otherwise be able to effect a successful realization or exit strategy. Consequently, dispositions of such investments may require a lengthy time period or may result in distributions in-kind to the partners. There can be no assurance that private purchasers can be found for the Funds' investments.

Confidential Information: The Funds' governing documents contain confidentiality provisions intended to protect proprietary and other information relating to the Funds and its portfolio companies. To the extent that such information is publicly disclosed, competitors of the Funds and/or its portfolio companies may benefit from such information, thereby adversely affecting the Funds, its portfolio companies, the General Partner, the Firm and the economic interests of the underlying investors. The underlying investors may include entities that are subject to state public records or similar laws that may compel public disclosure of confidential information regarding the Funds, its investments and its investors. There can be no assurance that such information will not be disclosed either publicly or to regulators, or otherwise. To the extent that the General Partner determines that, as a result of such public records or similar laws, a underlying investor or any of its affiliates or agents may be required to disclose information relating to the Funds, its affiliates and/or any portfolio company (other than information that the General Partner has previously consented in writing that the underlying investor may disclose), 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 underlying investor.

Cybersecurity: The Firm, its service providers and other market participants increasingly depend on complex information technology and communications systems to conduct business functions. These systems are subject to a number of different threats or risks that could adversely affect the Funds and/or its underlying investors, despite the efforts of the Firm and its service providers to adopt technologies, processes and practices intended to mitigate these risks and protect the security of their computer systems, software, networks and other technology assets, as well as the confidentiality, integrity and availability of information belonging to the Funds and the underlying investors. For example, unauthorized third parties may attempt to improperly access, modify, disrupt the operations of, or prevent access to these systems of the Firm, its service providers, counterparties or data within these systems. Third parties may also attempt to fraudulently induce employees, customers, third-party service providers or other users of the Firm's systems to disclose sensitive information in order to gain access to the Firm's data or that of the underlying investors. A successful penetration or circumvention of the security of the Firm's systems could result in the loss or theft of an investor's data or funds, the inability to access electronic systems, loss or theft of proprietary information or corporate data, physical damage to a computer or network system or costs associated with system repairs. Such incidents could cause the Funds, the Firm and/or the Firm's service providers to incur regulatory penalties, reputational damage, additional compliance costs or financial loss. Similar types of operational and technology risks are also present for portfolio company investments, which could have material adverse consequences for such investments, and may cause the Funds' investments to lose value.

Inside Information: From time to time, the General Partner, the Principals, the Executive Partners, the Firm and their respective affiliates may come into possession of material, non-public information that will limit the ability to buy and sell the Funds' investments. The Funds' investment flexibility may be constrained as a consequence of the General Partner's inability to use such information for investment purposes.

Risks Associated with Third Party Co-Investors: NCP Funds may invest alongside strategic, financial or other third-party co-investors. Funds ability to achieve certain co-investment objectives assumes that the Funds will be able to negotiate and execute mutually acceptable terms and conditions in respect

thereof with such third-party co-investors. Such investments will involve additional risks which may not be present in investments which do not involve a third party co-investor, including the possibility that a third party co-investor may at any time have economic or business interests or goals that are not consistent with those of the Funds, may be in a position to take action contrary to the Funds' investment objectives or may default on its obligations. The Funds may not be successful in mitigating these risks contractually through co-investment agreements. In addition, under certain circumstances the Funds may be liable for the actions of its third-party co-investors. To reduce the possibility of liability, Funds will seek to hold its assets through limited liability entities and, where appropriate, obtain indemnities from its third-party co-investors. In addition, co-investors may receive terms that are more advantageous than those received by the Funds.

#### **Item 9: Disciplinary Information**

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The Firm has not been subject to any legal or disciplinary action, whether criminal, civil or administrative (including regulatory) in any jurisdiction. Likewise, no persons involved in the management of the Firm have been subject to such action.

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

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The General Partner is an affiliated entity of the Firm and certain of the Firm's affiliates and employees may have a financial interest in this entity. See Item 6 above for a discussion of the potential conflicts of interest created by such affiliations.

Neither the Firm nor any of its affiliates are registered or have an application pending to register as a broker-dealer or a registered representative of a broker-dealer.

Neither the Firm nor any of its affiliates are registered or 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 Interest in Fund Transactions and Personal Trading**

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##### **Participation or Interest in Fund Transactions**

Employees, affiliates of the employees, and relatives of the employees may make direct or indirect investments in the Funds. NCP may or may not receive any compensation from such investments from employees. The Firm and its affiliates may have a financial interest in the Funds through a performance allocation or a direct investment interest in the Funds. The Firm believes the Code of Ethics, Personal Trading Policy and related policies and procedures described below are reasonably designed to avoid any conflicts of interest that may arise.

The Firm's employees may serve as directors and officers of certain portfolio companies and, in that capacity, will be required to make decisions that consider the best interests of such portfolio companies and their respective shareholders. In certain circumstances, for example in situations involving bankruptcy or near-insolvency of a portfolio company, actions that may be in the best interests of the portfolio company may not be in the best interests of the Funds, and vice versa. Accordingly, in these situations, there will be conflicts of interest between such individual's duties as an employee of the

Firm and such individual's duties as a director or officer of such portfolio company.

### **Code of Ethics and Personal Trading Policy**

Pursuant to Rule 204A-1 of the Investment Advisers Act of 1940, as amended ("Advisers Act"), the Firm has adopted a Code of Ethics and Personal Trading Policy that establish various procedures with respect to the Firm's fiduciary duty to the Funds and conflicts of interest including investment transactions in accounts in which employees of the Firm or its related persons have a beneficial interest or accounts over which an employee has investment discretion. The Firm's employees are also required to comply with applicable provisions of the federal securities laws and make prompt reports to the Firm or other appropriate party of any actual or suspected violations of such laws by the Firm or its employees. In addition, the Code of Ethics sets forth formal policies and procedures with respect to the personal securities trading activity of the Firm's employees.

In general, employees (and members of their immediate households) must obtain written pre-approval from the Chief Compliance Officer prior to executing a personal transaction in equity securities, fixed income products, options, futures and most other securities and financial instruments other than money market funds, mutual funds, certificates of deposit, investments in alternative assets, or other private investments. In addition, employees may not acquire securities for their own account in an initial public offering without the consent of the Chief Compliance Officer. Employees must also obtain pre-approval from the Chief Compliance Officer before engaging in any outside business activities or investing in private placements.

The Code of Ethics also addresses outside activities of employees, conflicts of interest, policies and procedures concerning the prevention of insider trading, restrictions on the acceptance or offer of significant gifts and the pre-clearance and reporting of political contributions. The Firm will provide a complete copy of its Code of Ethics to any Fund, investor or prospective investor upon request.

### **Item 12: Brokerage Practices**

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NCP provides discretionary investment advice to its Funds. It does not now, nor does it expect at any time, to have an active brokerage relationship.

However, to the extent that the Firm does have an active brokerage relationship, in selecting brokers for execution, NCP will assess the reasonableness of their compensation and commissions charged on the basis of certain considerations, which may include the availability of middle market loans, amount of commission, quality of execution, the reputation, experience and financial stability of the broker-dealer involved and the quality of service, familiarity with the securities markets and investment techniques employed by the Firm, research and analytic services, clearing and settlement capabilities, the availability of margin or other leverage, block positioning or other special execution capabilities or other services provided to the Funds. In allocating brokerage to the prime broker or such other broker-dealers, the commissions the Funds will pay to such broker-dealers will not necessarily represent the lowest commission rates available, but will reflect the Firm's evaluation of the research and other brokerage-related services supplied by such broker-dealers and which benefit the Funds, either alone or together with the other clients of the Firm or its affiliates. In each case, the Firm will make a determination that the amount of any increased commission costs on account of such services is reasonable relative to the value of services so provided.

In selecting a broker-dealer to execute transactions and determining the reasonableness of the broker dealer's compensation, NCP need not solicit competitive bids and does not have an obligation to seek

the lowest available commission cost.

NCP does not currently expect to use soft dollars or maintain any soft dollar arrangements with brokers but may determine to do so in the future. However, NCP anticipates any such arrangements would fall within the safe harbor to investment advisers who use soft dollars in accordance with Section 28(e) of the Securities Exchange Act of 1934.

From time to time, brokers, placement agents and similar persons may assist in raising capital from investors for additional Funds, and representatives of NCP may speak at conferences and programs sponsored by such brokers for investors interested in investing in the Funds. Through such "capital introduction" events, prospective investors in the Funds would have the opportunity to meet with representatives of NCP. Currently, neither NCP nor the Funds compensate any broker for organizing such events or for any investments ultimately made by prospective investors attending such events, nor do they anticipate doing so in the future. Funds may accept subscriptions from investors who also provide services to the Funds, including but not limited to brokers and their affiliates. Furthermore, certain executing brokers or their affiliates may serve as placement agents for one or more Funds. Relationships such as the ones described above could be viewed as creating a conflict of interest that potentially could affect the Firm's ability to seek best execution.

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**Item 13: Review of Accounts**

The Firm performs periodic reviews of the Funds' portfolios. Each Fund's portfolio is reviewed in the context of each Fund's stated investment objectives and guidelines.

A targeted review of a Fund account may be triggered by material changes in key variables that may affect the performance of the Funds, including, without limitation, changes in the financial markets or activity, trends in the political, regulatory, or economic environment or revised Fund objectives.

The Firm reports to the Funds informally on an ongoing basis regarding updates on the performance and status of the portfolio and to discuss economic developments, industry outlook and other issues that might impact them.

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**Item 14: Fund Referrals and Other Compensation**

The Firm does not receive economic benefits from anyone that is not a Fund for providing investment advice or other advisory services to the Funds.

The Firm may enter into written arrangements with third party marketers for the referral of Funds. Pursuant to the terms of such arrangements, third party marketers may be engaged by the Firm and typically may be entitled to a percentage of fees earned by it on referred assets. All such compensation will be fully disclosed to each Fund consistent with applicable law. The Fund will incur no additional costs or expenses as a result of any such compensation arrangement.

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**Item 15: Custody**

All Client assets are held in custody by unaffiliated broker-dealers or banks. However, the Adviser (or an affiliate) may have custody of Fund assets due to serving as the general partner to limited partnerships. The Adviser intends to comply with Rule 206(4)-2 under the Advisor's Act (the "Custody

Rule") by meeting the conditions of the pooled vehicle annual audit provision. Private Funds are subject to an annual audit and the audited financial statements are distributed to each limited partner. The audited financial statements will be prepared by an independent accounting firm that is registered with and subject to review by the Public Company Accounting Oversight Board, in accordance with U.S. Generally Accepted Accounting Principles and distributed within 120 days of the Funds' fiscal year end. Investors in a Fund should carefully review these audited financial statements, and should compare these statements to any account information provided by the Firm.

#### **Item 16: Investment Discretion**

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The Firm has full investment discretion in managing the investments and divestments of the Funds. The terms of these investments as well as the investment strategy and guidelines around the use of this discretion are described in detail in the Funds' offering documents.

The Firm assumes investment discretion and day-to-day operations over the Funds by virtue of the power granted to it and/or an affiliate in the offering documents of the Funds.

#### **Item 17: Voting Fund Securities**

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Neither the Firm nor the Funds are expected to invest in public securities. Therefore, the Firm will generally not be in a position to vote public company proxies. However, in the event proxies must be voted, the Firm has adopted and implemented written policies and procedures governing the voting activities on behalf of its clients in accordance with its fiduciary duty to clients and Rule 206(4)-6 of the Advisers Act. Its proxy voting activities are conducted in a manner consistent, under all circumstances, with the best interest of the Funds' Investors. In exercising its voting discretion, the Firm and its employees will avoid any direct or indirect conflict of interest raised by such voting decision.

A copy of the Firm's written proxy voting policies and procedures, as well as a record of how NCP has voted in the past, will be maintained and available for review upon written request.

In the event that a class action arises regarding securities held in the Funds' portfolios, the Investment Committee will determine whether Clients will (a) participate in a recovery achieved through class actions, or (b) opt out of the class action and separately pursue their own remedy.

#### **Item 18: Financial Information**

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Registered investment advisers are required in this Item to provide certain financial information or disclosures about the registered investment adviser's financial condition. The Firm is not aware of any financial commitment that impairs its ability to meet contractual and fiduciary commitments to the Funds, and has not been the subject of a bankruptcy proceeding. The Firm does not require or solicit prepayment of more than \$1,200 in fees for any Fund, six months or more in advance, and therefore has not included a balance sheet.