



Form ADV Part 2A: Firm Brochure

Huron Capital Partners LLC

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Huron Capital Partners LLC
500 Griswold, Suite 2700
Detroit, MI 48226
313-962-5800
www.huroncapital.com

This brochure provides information about the qualifications and business practices of Huron Capital Partners LLC and its affiliates (collectively “HCP” or “Firm”). If you have any questions about the contents of this Brochure, please contact our Chief Compliance Officer at 313-962-5810 or email dreynolds@huroncapital.com. Additional information about HCP is also available on the SEC’s website at: www.adviserinfo.sec.gov.

HCP is registered as an investment adviser with the United States Securities and Exchange Commission (the “SEC”) under the Investment Advisers Act of 1940 (the “Advisers Act”). Registration as an investment adviser with the SEC does not imply a certain level of skill or training. In addition, the information in this Brochure has not been approved or verified by the SEC or by any state securities authority.

Item 2 – Material Changes

There have been no material changes since the filing of HCP's last annual Brochure on March 31, 2018. HCP routinely makes changes throughout its Brochure to improve and clarify the descriptions of its business practices and compliance policies and procedures or in response to evolving industry and Firm practices. In this year's filing, the following Items have been updated, in addition to certain immaterial changes and/or conforming changes, related to the following:

- Item 4: updated to reflect regulatory assets under management as of December 31, 2018; and
- Item 8: updated to reflect additional risk factors and conflicts of interest.

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Item 4 – Advisory Business

HCP is a private equity firm organized in 1999 as a limited liability company under the laws of the State of Michigan. The day to day investment activities of HCP are led by Messrs. Brian A. Demkowicz (the “Managing Partner”), Michael R. Beauregard and Peter E. Mogk (collectively the “Investment Committee”) who review and approve all investments for HCP. These individuals bring a wealth of investment, operational and financial expertise and experience to HCP, and together with a number of other investment professionals, work to execute HCP’s investment strategy.

HCP serves as an investment manager and together with each fund’s general partner, provides discretionary advisory services to several collective investment vehicles organized as private investment partnerships (each a “Fund” or collectively the “Funds”), which are exempt from registration under the Investment Company Act of 1940 (“Investment Company Act”). Accordingly, interests in the Funds are offered and sold exclusively to Investors satisfying the applicable eligibility and suitability requirements in private transactions within the United States.

Typically, within each Fund structure is a designated general partner or manager (the “General Partner(s)”), who is deemed to be registered under the Advisers Act in accordance with SEC guidance and also subject to HCP’s compliance program. Unless and only to the extent that the context otherwise requires, references throughout this Brochure to HCP include the General Partner(s). While the General Partners maintain ultimate authority over the respective Funds, HCP has been appointed to the role of investment adviser to carry out the General Partners’ responsibilities.

HCP’s clients currently include: The Huron Fund II, L.P.; The Huron Fund III, L.P.; The Huron Fund IV Executives L.P.; The Huron Fund IV L.P.; The Huron Fund IV Management L.P.; The Huron Fund V, L.P.; The Huron Fund V Executives L.P. (collectively, the “Control Funds”); The Huron Flex Equity Fund L.P.; and The Huron Flex Equity Fund Executives L.P. (collectively, the “Non-Control Funds”). Throughout this Brochure, unless the context otherwise requires, references to “Funds” include the Control Funds and the Non-Control Funds.

The following General Partners are affiliated with HCP and along with HCP, have the authority to make investment decisions on behalf of their respective Fund: Huron Capital Partners GP II LLC; Huron Capital Partners GP III LLC; Huron Fund IV Management LLC; Huron Capital Flag GP V LLC; and Huron Capital Flex GP LLC.

The Control Funds primarily seek to obtain control-oriented positions through private equity investments in lower middle-market companies located throughout the United States and

Canada. Industry sectors include, but are not limited to, specialty industrials, consumer goods and service, and business services. The Non-Control Funds primarily seek to make non-control equity investments in lower middle-market companies located throughout the United States and Canada in the same industry sectors.

As of December 31, 2018, HCP managed \$1.415 billion of regulatory assets under management on a discretionary basis. HCP does not manage any assets on a non-discretionary basis.

In providing services to the Funds, HCP formulates each Fund's investment objectives, directs and manages the investment and reinvestment of each Fund's assets, and provides reports to Investors. When such investments consist of portfolio companies, the senior principals, other personnel and HCP appointees will generally serve on such portfolio companies' respective boards of directors or otherwise act to influence control over management of portfolio companies held by the Funds. Investment advice is provided directly to the Funds and not individually to the limited partners of the Funds (individually an "Investor" or "Limited Partner", collectively the "Investors" or "Limited Partners"). HCP manages the assets of the Funds in accordance with the terms of each Fund's confidential offering and/or private placement memoranda, individual limited partnership agreements, investment advisory agreements, side letters and other governing documents applicable to each Fund (the "Governing Fund Documents"). All terms are generally established at the time of the formation of a Fund, and are only terminable once the applicable Fund is dissolved, wound up, and terminated. Except as otherwise described in the Governing Fund Documents, the Investors may not restrict investments by the Funds in any capacity, and except in limited circumstances, Limited Partners are not permitted to withdraw from a Fund prior to the Fund's dissolution. HCP or the relevant Fund General Partner has entered into side letters or similar agreements with certain Limited Partners including those who made substantial commitments of capital, who were early-stage Investors in the Funds or for other reasons in the sole discretion of HCP, in each case that have the effect of establishing rights under, or altering or supplementing the Governing Fund Documents. Examples of such rights include notification provisions, reporting requirements and "most favored nations" provisions, among others. Side letters are negotiated at the time of the relevant Investor's capital commitment, and once invested in a Fund, Investors generally cannot impose additional investment guidelines or restrictions on such Fund.

HCP does not participate in wrap fee programs.

HCP is indirectly owned by Messrs. Demkowicz, Beauregard, Mogk and Higgins.

Item 5 – Fees and CompensationGeneral

HCP typically receives (i) compensation from fees based on a percentage of assets under management, (ii) carried interest allocations and (iii) certain other fees or expenses related to the Funds' investments in portfolio companies (see below). Investors should refer to their relevant Governing Fund Documents for further clarification about the fees paid by each Fund. Such amounts are deducted or allocated from an Investor's capital account(s) in the applicable Fund. Investors' ability to redeem from the Funds is subject to "lock-up" restrictions and formal notice requirements as outlined in the Governing Fund Documents. The Funds generally invest on a long-term basis. Accordingly, management fees are expected to be paid, except as otherwise described in each Fund's Governing Fund Documents, over the term of the Funds and Limited Partners generally are not permitted to withdraw or redeem interests in the Funds. In the event of a "non-voluntary withdrawal," HCP will refund all pre-paid fees that have not been earned.¹

Management Fee

The Funds pay HCP an annual management fee (the "Management Fee"). The Management Fee is payable quarterly in advance and is calculated as a percentage (2.0% per annum) of committed capital during the commitment period and of invested capital thereafter (subject to certain adjustments as described in the Governing Fund Documents), in each case in accordance with the Governing Fund Documents.

Management Fees will generally be reduced by (i) the amount of fees paid by such Fund to entities or persons acting as a placement agent in connection with the offer and sale of interests in such Fund; (ii) costs incurred by HCP in connection with the organization of such Fund that exceed a limit as specified in such Fund's Governing Fund Documents; and (iii), as described below, certain Other Fees with respect to portfolio investments, subject to the terms of the Governing Fund Documents. HCP and its affiliates reserve the right to waive or reduce Management Fees for certain Investors, including employees, a limited number of strategic partners, advisors and consultants and others as determined from time to time in HCP's sole discretion.

Carried Interest Allocations

A portion of each Fund's net investment profit may be allocated to the capital account of its General Partner as "Carried Interest." The manner of calculation of such Carried Interest is disclosed in the Governing Fund Documents, and may vary by Fund. Generally, however, 20% of

¹ Investors generally are not permitted to withdraw any amount from the Funds, except that a non-voluntary withdrawal may be permitted to avoid a prohibited transaction under the Employee Retirement Income Security Act of 1974.

the investment profits of the Funds are allocated as Carried Interest to such Fund's General Partner. This allocation of profits is subject to the Limited Partners first receiving an annually compounded preferred return of 8%, and is subject to a giveback, as defined in the Governing Fund Documents. As is the case with Management Fees, HCP and its affiliates reserve the right to waive or reduce Carried Interest for certain Investors, including employees, a limited number of strategic partners, advisors and consultants and others as determined in HCP's sole discretion.

Other Fees Earned by HCP

HCP receives fee income paid by portfolio companies or other third parties, which may include advisory fees, directors' fees, monitoring fees, transaction fees, break-up fees, or other similar fees received with respect to investments or proposed investments by HCP, the General Partner, or any affiliate of the foregoing (collectively, "Other Fees"). Such Other Fees will typically be paid to HCP or the General Partner and will reduce or offset Management Fees by 50% to 100% of the amount which would otherwise be due from the Fund to HCP, depending on the Fund and net of any expenses incurred in connection with such portfolio investments. For the avoidance of doubt, any such Other Fees received by Operating Partners or non-HCP employees is not subject to an offset against Management Fees.

Further, any such reduction of a Fund's Management Fee may be limited to the extent of such Fund's proportionate interest in any such portfolio company and only to the extent a Management Fee is payable by a Fund. To the extent that such an offset credit would reduce a Fund's Management Fee for a given quarter below zero, the credit will be carried forward for future application against payable Management Fees, and if a credit remains upon dissolution, a payment will be made to Limited Partners that have not elected to waive such amount for tax or other reasons. More detailed information about the fees earned by HCP, including Other Fees, fee reductions and the fees charged to the Funds can be found in the relevant Governing Fund Documents.

In addition to the Management Fee, each Fund will, as permitted under the Governing Fund Documents and in situations as determined in HCP's sole discretion, pay all other costs and expenses relating to the Fund's and/or its subsidiaries' activities, investments and business (which differs across Funds) that are not reimbursed by a portfolio company or potential portfolio company (which reimbursements include travel and any other expenses incurred in connection with such portfolio company or potential portfolio company) or applied to reduce Other Fees, including: (i) fees, costs, expenses, liabilities and obligations attributable to identifying, sourcing, structuring, organizing, acquiring, financing, refinancing, managing, operating, holding, taking public or private, valuing, winding up, liquidating, dissolving and disposing of a Fund's investments (including interest and fees on money borrowed by or on behalf of a Fund,

registration expenses, commitment, real estate title, survey, brokerage, finders', custodial and other fees); (ii) legal accounting, administration, custodian, depository, auditing, insurance (including directors and officers, errors and omissions liability and other insurance protecting the Funds, the Limited Partners, the members, managers, agents and employees of the General Partner, HCP and Fund, and the members of the Advisory Council (as defined in Item 11), from liabilities for activities on behalf of a Fund), commercially reasonable travel, litigation and indemnification costs and expenses, judgments and settlements, consulting, advertising, marketing, investment banking, brokerage, finder's, financing, appraisal, third party valuation, filing, printing, title, transfer, registration and other similar fees and expenses; (iii) expenses incurred in connection with third party valuations; (iv) fees, costs and expenses associated with the preparation or distribution of a Fund's financial statements, tax returns, tax estimates, Schedule K-1s or any other administrative, regulatory or other Fund-related reporting or filing obligations (including Form PF and any Fund-related filings or reports contemplated by the Alternative Investment Fund Managers Directive or any similar law, rule or regulation); (v) fees, costs and expenses of the Advisory Council and annual meetings of the Limited Partners and any other periodic meeting with any Limited Partner(s); (vi) extraordinary expenses (such as litigation, indemnification, judgments and settlements, if any); (vii) all fees, costs, expenses, liabilities and obligations incurred by a Fund, its General Partner or any other HCP person relating to investment and disposition opportunities for such Fund not consummated (including legal, accounting, auditing, insurance, commercially reasonable travel, consulting, brokerage, finders', financing, appraisal, filing, printing, real estate title, survey, reverse breakup, termination and other fees and expenses); (viii) costs and expenses associated with the investment committee for each Fund; (ix) fees incurred by a Fund for special advisory or consulting services, including a Fund's pro rata share of any minimum retainer amount due an executive recruiter for services rendered exclusively to businesses in a Fund's portfolio; (x) any taxes, fees or other governmental charges levied against a Fund; (xi) placement fees and expenses paid to third parties in connection with the organization and funding of a Fund; (xii) all fees, costs and expenses incurred in connection with the organization, management, operation and dissolution, liquidation and final winding-up of any alternative investment vehicles; (xiii) any organizational expenses; (xiv) unreimbursed costs and expenses incurred in connection with any transfer; and (xv) the Management Fee.

Other Expenses; Huron Resource Group

HCP maintains a non-employee network of seasoned operating professionals (collectively the "Huron Resource Group", individually an "Operating Partner"). These individuals provide advice and services to HCP and its portfolio companies on matters such as deal sourcing, interim management, technical consulting, consolidation activities, operational improvement initiatives, human capital management, industry networking, and other similar projects. Typically, an

Operating Partner will work with one or more portfolio company(ies) and will be compensated directly by such portfolio company(ies) for which such Operating Partner is providing advice; any such fees typically are paid by the portfolio company and are not offset against Management Fees. In addition, HCP on occasion will appoint an Operating Partner to serve on the board of a HCP portfolio company, and any payments received by the Operating Partner for board service will not be deemed paid to or received by HCP and thus will not offset Management Fees. Operating Partners are typically reimbursed for the cost of their travel to and from portfolio company board meetings and other portfolio company business and such expenses are generally borne by the relevant portfolio company which the Operating Partner is advising but may also be paid by the relevant Fund, such as in the case of a transaction not consummated. On occasion, the applicable portfolio company or prospective portfolio company may be charged by the General Partner and/or its affiliates for such services in an amount not to exceed what an unaffiliated third party would charge for comparable services, without any reduction to the applicable Fund's Management Fee. To the extent that the cost of providing and making available the capacity to provide such services is not fully recouped from the applicable portfolio companies and prospective portfolio companies, the Funds are permitted to be charged to the extent permitted by the applicable Fund's Governing Fund Documents. From time to time, HCP may (in its sole discretion), agree to pay a transaction or other fee received from an actual or prospective portfolio company to an Operating Partner or other third party, such as a consultant, adviser, finder, placement agent, broker and/or investment bank. In such event, the third party fee is not a fee that HCP is entitled to retain and, therefore, HCP is not required under the terms of the applicable Governing Fund Documents to share such third party fees with a Fund or offset such Fund's Management Fee.

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

As described above in Item 5, each General Partner receives a Carried Interest allocation on certain realized profits in the Funds equal to 20% of all realized profits subject to an 8% annually compounded preferred return and a related General Partner catch-up provision. A Carried Interest allocation represents an adviser's compensation based on a percentage of net profits of the funds it manages. The Carried Interest allocated to a General Partner is subject to a potential giveback at the end of the life of a Fund if the respective General Partner has received excess cumulative distributions. As mentioned above, HCP and its affiliates reserve the right to waive or reduce Carried Interest for certain Investors, including employees, a limited number of strategic partners, advisors, Operating Partners, current and past portfolio company executives, and consultants and others as determined in HCP's sole discretion.

Each Fund's Carried Interest fee structure is described in detail in the relevant Governing Fund Documents. These performance fee arrangements have been structured subject to Section 205(a)(1) of the Advisers Act in accordance with the available exemptions thereunder, including the exemption set forth in Rule 205-3.

As described above, HCP or its affiliates receive performance-based compensation in the form of Carried Interest, the calculation of which is based on the profits generated on the sale or disposition of Fund assets. The fact that a significant portion of the Advisor's compensation (and its affiliates and investment professionals compensation) is directly computed on the basis of profits generated by the sale or disposition of Fund assets can create an incentive for HCP to make investments on behalf of the Funds that are riskier or more speculative than would be the case in the absence of such compensation. HCP believes this incentive is sufficiently mitigated, however, due to the fact that any losses the Funds sustain will reduce the General Partner's Carried Interest distribution and the fact that Carried Interest is generally calculated only after Investors have received as distribution a significant portion of their capital contributions plus a preferred return on capital contributed for realized investments and expenses.

Item 7 – Types of Clients

HCP provides discretionary management and advisory services to the Funds directly, subject to the direction and control of the General Partner of each Fund, and not individually to the Limited Partners in each Fund. The Funds limit their respective Investors to persons who are "accredited investors" as defined in the Securities Act of 1933 and who, are "qualified clients" as defined in the Advisers Act and/or "qualified purchasers" or "knowledgeable employees" each as defined in the Investment Company Act. Investors in the Funds include, but are not limited to, high net worth individuals, pension plans (corporate, state and foreign), endowments, insurance companies and pooled investment vehicles (*e.g.*, funds-of-funds) and also include, directly or indirectly, principals or other employees of HCP and its affiliates and members of their families, Operating Partners, current and past portfolio company executives, or other service providers retained by HCP. The minimum commitment for a Limited Partner is outlined in the respective Governing Fund Documents of each Fund; however, HCP maintains discretion to accept less than the stated minimum investment threshold.

In certain circumstances, HCP serves as investment manager to various co-investors who invest alongside the Funds in certain portfolio companies. Certain Limited Partners of the Funds may be permitted, at the sole discretion of the relevant Fund General Partner, to co-invest directly in a particular portfolio company. Opportunities to co-invest in a portfolio company may be made available to any person or entity, including without limitation strategic investors, lenders, deal sources, other private equity or venture capital firms, Fund Limited Partners, other persons or

entities affiliated, associated or otherwise known to HCP or its personnel and unrelated third parties. These opportunities to co-invest arise whenever HCP has the opportunity for an investment in an existing or prospective portfolio company and HCP determines that all or a portion of the applicable opportunity is not required to be offered to, or is not appropriate for, a Fund. Such determinations are based on the provisions of the applicable Funds' Governing Fund Documents and such other factors as HCP will consider in its sole discretion, including those specified from time to time in policies on investment allocation and co-investments.

Unless otherwise agreed to by the co-investor and HCP, co-investor Limited Partners do not pay a Management Fee or Carried Interest with respect to the co-investment amounts, but typically bear certain expenses (*e.g.*, legal and other expenses associated with a portfolio company investment). Co-investors are not contractually committed to participate in a co-investment opportunity and thus do not pay for expenses associated with deals not consummated. HCP will select which Limited Partners are permitted to co-invest in a particular portfolio company based on various factors, including the sophistication of the Investor, the ability of the Investor to fund and complete the investment on a timely basis and for strategic or other reasons as more fully described in the applicable Fund's Governing Fund Documents and such other factors as HCP considers in its sole discretion, including those specified from time to time in policies on investment allocation and co-investments. Except as provided in each Fund's Governing Fund Documents, HCP is not obligated to make co-investment opportunities available to any particular Limited Partners.

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

HCP seeks to acquire or recapitalize specialty manufacturing, consumer goods and service, healthcare, and service businesses. Through customized buy-and-build investment strategies, the Funds primarily acquire controlling positions which are achieved using leveraged acquisitions, market-entry strategies, recapitalizations, restructurings and growth equity transactions. For each Fund, HCP expects to invest efficiently over three to five years in 10 to 15 platform companies as well as maintain a sufficient amount of capital for follow-on investments. HCP focuses on (i) control transactions with valuations generally under \$150 million; (ii) committing \$10 million to \$70 million per transaction; and (iii) using its operational capabilities to create value.

The cornerstone of the HCP strategy is to combine its operational approach, capital and transaction experience with proven management teams who have the expertise and commitment to successfully grow their businesses. HCP utilizes both internal and external operational expertise. These resources are composed of both internal employees and external Operating Partners. The external Operating Partners represent an experienced group of

accomplished executives who (i) provide HCP with proprietary deal flow; (ii) assist HCP with its due diligence; and (iii) work with the investment professionals and existing management teams to advise on operational, financial and administrative strategies, often serving as members of the board of directors of HCP's portfolio companies.

The Non-Control Funds encompass the same strategy as the Control Funds, while seeking to provide flexible, customized and non-control solutions. The Non-Control Funds expect to be the lead or sole institutional investor in the company and an active board member. This non-control strategy is targeting a space in the market that HCP believes is not a primary focus of mezzanine funds, which are typically debt-oriented and need to generate a high level of current income or yield.

Associated Risks

An investment in the Funds involves a high degree of risk. There can be no assurance that the Funds will meet its investment objectives or otherwise be able to successfully carry out its investment program. Therefore, an investment in the Funds should be undertaken only by qualified Investors whose financial resources are sufficient to enable them to bear the loss of all or part of their investment and who do not need liquidity with this investment. The following risk factors should be considered carefully, but are not meant to be an exhaustive listing of all potential risks associated with an investment in the Funds. Investors should consult with their own financial, legal and tax advisors prior to investing in the Funds and should refer to a Fund's Governing Fund Documents for a description of the risk factors specific to their Fund. The following risks apply to all Funds.

No Assurance of Investment Return. While private equity investments in highly leveraged companies offer the opportunity for capital appreciation, such investments also involve a high degree of risk. Many organizations operated by persons of competence and integrity have been unable to make, manage and realize a return on such investments successfully. There is no assurance that the Funds will be able to invest its capital with attractive terms or generate returns for its Investors. The past investment performance of HCP or its investment professionals are not necessarily indicative of the Funds' future results.

Limited Transferability of Fund Interests. There will be no public market for Fund interests, and none is expected to develop. There are substantial restrictions upon the transferability of Fund interests under the Governing Fund Documents and applicable securities laws. In general, withdrawals of Fund interests are not permitted, except in limited instances when necessary to comply with certain laws or regulations as applicable to a Limited Partner. In addition, Fund interests are not redeemable.

Restricted Nature of Investment Positions. Generally, there will be no readily available market for Fund investments, and hence, most of the Fund's investments will be difficult to value. Certain investments are permitted to be distributed in kind to the Limited Partners and it may be difficult to liquidate the securities received at a price or within a time period that is determined to be ideal by such Limited Partners. After a distribution of securities is made to the Limited Partners, many Limited Partners can decide to liquidate such securities within a short period of time, which could have an adverse impact on the price of such securities. The price at which such securities are sold by such Limited Partners may be lower than the value of such securities determined pursuant to the Governing Fund Documents, including the value used to determine the amount of Carried Interest available to the General Partner with respect to such investment.

Investment in Junior Securities. The securities in which a Fund invests may be among the most junior in a portfolio company's capital structure and, thus, subject to the greatest risk of loss. Generally, there will be no collateral to protect a Fund's investment once made.

Risks Associated with the Funds' Dynamic Investment Strategy. While HCP generally intends to seek attractive returns for the Funds primarily through making private equity investments, the Firm may pursue additional investment strategies and modify or depart from its initial investment strategy, investment process and investment techniques as it determines appropriate. HCP can pursue investments outside of the industries and sectors in which the principals have previously made investments or have internal operational experience. Part of HCP's strategy includes investing in smaller companies. Investing in smaller companies generally involves greater risks than investments in similar larger companies, since smaller companies have more limited resources, products, services and customer bases. In addition, typically there is a more limited market for the sale of lower middle market companies, which can make it more difficult to realize gains upon a disposition of the investment.

Concentration of Investments. The Funds will participate in a limited number of investments and may seek to make several investments in one industry or one industry segment or within a short period of time. As a result, a Fund's investment portfolio could become highly concentrated, and the performance of a few holdings or of a particular industry may substantially affect its aggregate return.

Lack of Sufficient Investment Opportunities. The business of identifying, structuring and completing private equity transactions is highly competitive and involves a high degree of uncertainty. It is possible that a Fund will never be fully invested if enough sufficiently attractive investments are not identified. However, Limited Partners will be required to bear Management Fees through the Fund during the investment period based on the entire amount of the Limited

Partners' commitments and other expenses as set forth in the relevant Governing Fund Documents.

Leveraged Investments. The Funds make use of leverage by incurring or having a portfolio company incur debt to finance a portion of its investment in a given portfolio company. Leverage generally magnifies both a Fund's opportunities for gain and its risk of loss from a particular investment. The cost and availability of leverage is highly dependent on the state of the broader credit markets (and such credit markets may be impacted by regulatory restrictions and guidelines), which state is difficult to accurately forecast, and at times it may be difficult to obtain or maintain the desired degree of leverage. The use of leverage also imposes restrictive financial and operating covenants on a company, in addition to the burden of debt service, and may impair its ability to operate its business as desired and/or finance future operations and capital needs. The leveraged capital structure of portfolio companies will increase the exposure of a Fund's investments to any deterioration in a company's condition or industry, competitive pressures, an adverse economic environment or rising interest rates and could accelerate and magnify declines in the value of a Fund's investments in the leveraged portfolio companies in a down market. In the event any portfolio company cannot generate adequate cash flow to meet its debt service, the Fund may suffer a partial or total loss of capital invested in the portfolio company, which could adversely affect the returns of the Fund. Furthermore, should the credit markets be limited or costly at the time a Fund determines that it is desirable to sell all or a part of a portfolio company, the Fund may not achieve an exit multiple or enterprise valuation consistent with its forecasts. Moreover, the companies in which a Fund will invest generally will not be rated by a credit rating agency. A Fund is permitted to borrow money or guaranty indebtedness (such as a guaranty of a portfolio company's debt). The use of leverage by a Fund also will result in interest expense and other costs to the Fund that may not be covered by distributions made to the Fund or appreciation of its investments. A Fund may incur leverage on a joint and several basis with one or more other investment funds and entities managed by the General Partner or any of its affiliates and may have a right of contribution, subrogation or reimbursement from or against such entities. In addition, to the extent a Fund incurs leverage (or provides such guaranties), such amounts may be secured by capital commitments made by a Fund's Investors and such Investors' contributions may be required to be made directly to the lenders instead of the Fund.

To the extent a Fund uses borrowed funds in advance or in lieu of capital contributions or a portfolio company borrows funds directly with a guarantee supported by a Fund facility, the Fund's Investors generally make later capital contributions, but depending on the borrower, the Fund and/or the applicable portfolio company will bear the expense of interest on such borrowed funds. In addition, a Fund's use of borrowed funds will impact the calculation of net performance metrics (to the extent that they measure Investor cash flows) and has the potential to make net

IRR calculations higher than they otherwise would be without Fund-level borrowing, as these calculations generally depend on the amount and timing of capital contributions. While a Fund will bear the expense of borrowed funds, such borrowings can also increase the Carried Interest received by the Fund's General Partner by decreasing the amount of distributions from the Fund that are required to be made to Fund Investors in satisfaction of any preferred return. The General Partners therefore have a conflict of interest in deciding whether to borrow funds because a General Partner has the potential to receive disproportionate benefits from such borrowings.

Borrowing by a Fund will generally be secured by capital commitments made by Investors to such Fund and/or by the Fund's assets, and documentation relating to such borrowing can provide that during the continuance of a default under such borrowing, the interests of the Investors can be subordinated to such Fund-level borrowing, and the lenders have the ability to call capital directly from the Investors. Moreover, tax-exempt Investors should note that the use of borrowings by the Fund has the potential to cause the realization of UBTI.

Illiquidity of Investments; Lack of Current Distributions. An investment in a Fund should be viewed as an illiquid investment. It is uncertain as to when profits, if any, will be realized. Losses on unsuccessful investments may be realized before gains on successful investments are realized. The return of capital and the realization of gains, if any, generally will occur only upon the partial or complete disposition of an investment. While an investment can be sold at any time, it is generally expected that this will not occur for a number of years after the initial investment. Before such time, there may be no current return on the investment. Furthermore, the expenses of operating a Fund (including the Management Fee payable to the General Partner) may exceed its income, thereby requiring that the difference be paid from a Fund's capital, including unfunded commitments.

No Assurance of Projected Results. The General Partner will generally determine the appropriate capital structure for each portfolio company in which the Funds invest based upon financial projections for that company. Projected operating results will normally be based primarily on management judgments. In all cases, projections are only estimates of future results based upon assumptions made at the time.

Investments with Third Parties. The Funds are permitted to co-invest with third parties through joint ventures or other entities. Such investments may involve additional risks due to the involvement of a third party, including the possibility that a third party may have financial difficulties which have a negative impact on the investment or that a third party may have economic or business interests which are inconsistent with the Funds. In addition, joint ventures

and similar arrangements may allow a third party to take or block an action contrary to the interests of the Funds with respect to the investment.

Reliance on the General Partners and Portfolio Company Management. Control over the operation of the Funds will be vested entirely with HCP and the General Partners, and the Funds' future profitability will depend largely upon the business and investment acumen of the HCP principals. The loss or reduction of service of one or more of such principals could have an adverse effect on a Fund's ability to realize its investment objectives. In addition, the principals currently, and intend in the future, to manage other investment funds besides and the principals may need to devote substantial amounts of their time to the investment activities of such other funds, which can pose conflicts of interest in the allocation of the time of the principals. Limited Partners generally have no right or power to take part in the management of a Fund, and as a result, the investment performance of the Funds will depend entirely on the actions of HCP. In addition, certain changes in HCP or circumstances relating to HCP can have an adverse effect on a Fund or one or more of its portfolio companies including potential acceleration of debt facilities.

Although HCP will monitor the performance of each Fund's investment, it will primarily be the responsibility of each portfolio company's management team to operate the portfolio company on a day-to-day basis. Although the Funds generally intend to invest in companies with strong management or recruit strong management to such companies, there can be no assurance that the management of such companies will be able or willing to successfully operate a company in accordance with a Fund's objectives.

Future and Past Performance. The performance of HCP's prior investments is not necessarily indicative of a Fund's future results. While HCP intends for the Funds to make investments that have estimated returns commensurate with the risks undertaken, there can be no assurances that positive returns will be achieved. On any given investment, loss of principal capital is possible.

Need for Follow-On Investments. Following its initial investment in a given portfolio company, the Funds often decide to provide additional funds to such portfolio company or have the opportunity to increase its investment in a successful portfolio company (whether to support an add-on acquisition, to fund the needs of the business, as an equity cure under applicable debt documents or for other reasons). There is no assurance that the Funds will make follow-on investments or that the Funds will have sufficient funds to make all or any of such investments. Any decision by a Fund not to make follow-on investments or its inability to make such investments can have a substantial negative effect on a portfolio company in need of such an investment (including an event of default under applicable debt documents in the event an equity cure cannot be made). Additionally, such failure to make such investments has the potential to

result in a lost opportunity for the Fund to increase its participation in a successful portfolio company or the dilution of the Fund's ownership in a portfolio company if a third party invests in such portfolio company.

Projections. Projected operating results of a company in which a Fund invests normally will be based primarily on financial projections prepared by such company's management, with adjustments to such projections made by HCP in its discretion. In all cases, projections are only estimates of future results that are based upon information received from the company and third parties and assumptions made at the time the projections are developed. There can be no assurance that the results set forth in the projections will be attained, and actual results can be significantly different from the projections. Also, general economic factors, which are not predictable, can have a material effect on the reliability of projections.

Director Liability. The Funds receive the right to appoint one or more representatives to the board of directors (or similar governing body) of the companies in which they invest. Serving on the board of directors (or similar governing body) of a portfolio company exposes a Fund's representatives, and ultimately the Fund, to potential liability. Not all portfolio companies are able to obtain insurance with respect to such liability, and the insurance that portfolio companies do obtain may be insufficient to adequately protect officers and directors from such liability. In addition, involvement in litigation can be time consuming for such persons and can divert the attention of such persons from the Fund's investment activities.

Limitation of Recourse and Indemnification. The Governing Fund Documents will limit the circumstances under which HCP and its affiliates will be held liable to the Funds. As a result, Limited Partners may have a more limited right of action in certain cases than they would have in the absence of such provision. In addition, the Governing Fund Documents will provide that the Funds will indemnify HCP and its affiliates for certain claims, losses, damages and expenses arising out of their activities on behalf of the Funds. Such indemnification obligations could materially impact the returns to Limited Partners.

Litigation. In the ordinary course of its business, the Funds may be subject to litigation from time to time. The outcome of such proceedings may materially adversely affect the value of the Funds and can continue without resolution for long periods of time. Any litigation has the potential to consume substantial amounts of HCP's and the principals' time and attention, and that time and the devotion of these resources to litigation can, at times, be disproportionate to the amounts at stake in the litigation.

Advisory Council. As set forth in the Governing Fund Documents, HCP establishes an advisory council (the "Advisory Council") consisting solely of Limited Partner representatives invited by

the General Partner. The Governing Fund Documents generally provide that to the fullest extent permitted by applicable law, none of the Advisory Council members shall owe any fiduciary duties to a Fund or any other Limited Partner. In addition, representatives of the Advisory Council may have various business and other relationships with the Management Company and its members, employees and affiliates. These relationships have the potential to influence their decisions as members of the Advisory Council. A conflict of interest exists in that not all Limited Partners are asked to join a Fund's Advisory Council.

Cybersecurity Risk. The Funds, their portfolio companies, their 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 their portfolio companies, despite the efforts of 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 their portfolio companies. For example, unauthorized third parties may attempt to improperly access, modify, disrupt the operations of, or prevent access to the systems of the Funds, their portfolio companies, their 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 such systems to disclose sensitive information to gain access to the confidential data. A successful penetration or circumvention of the security of such systems could result in the loss or theft of 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 or their portfolio companies to incur regulatory penalties, reputational damage, additional compliance costs or financial loss.

Valuation of Assets. There is not expected to be an actively traded market for most of securities owned by the Funds. When estimating fair value, HCP applies a methodology it determines to be appropriate based on accounting guidelines and the applicable nature, facts and circumstances of the respective investments. However, the process of valuing securities for which reliable market quotations are not available is based on inherent uncertainties and the resulting values may differ from values that would have been determined had an active market existed for such securities and may differ from the prices at which such securities may ultimately be sold. The exercise of discretion in valuation by HCP may give rise to conflicts of interest, including in connection with determining the amount and timing of distributions of Carried Interest and the calculation of Management Fees.

Co-Investments. As described above in Item 7, HCP provides or commits to provide co-investment opportunities to one or more Limited Partners and/or other persons, in each case on terms to be determined by HCP in its sole discretion. Conflicts of interest can arise in the allocation such co-investment opportunities. The allocation of co-investment opportunities, which may be made to one or more persons for any number of reasons as determined by HCP in its sole discretion, may not be in the best interests of the Funds or any individual Limited Partner. In exercising its sole discretion in connection with such co-investment opportunities, HCP considers some or all of a wide range of factors, which include the likelihood that an Investor will invest in a future fund sponsored by HCP or its affiliates. The Funds may co-invest with third parties through partnerships, joint ventures or other entities or arrangements. Such investments can involve risks not present in investments where a third-party is not involved, including the possibility that the third-party may at any time have economic or business interests or goals that are inconsistent with those of the Funds, or may be in a position to take action contrary to the investment objectives of the Funds. In addition, the Funds may in certain circumstances be liable for actions of the third-party.

Distressed Investments. The Funds are permitted to 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. Given the heightened difficulty of the financial analysis required to evaluate distressed companies, there can be no assurance that HCP will correctly evaluate the value of the assets of a distressed company securing its debt and other obligations or correctly project the prospects for the successful restructuring, recapitalization or liquidation of such company. Therefore, in the event that a portfolio company does become involved in bankruptcy proceedings or a restructuring, recapitalization or liquidation is required, the Non-Control Funds may lose some or all of its investment or may be required to accept illiquid securities with rights that are materially different than the original securities in which the Funds invested.

The following risk also applies to the Non-Control Funds:

Non-Controlling Investments. The Non-Control Funds are permitted to hold meaningful minority stakes in privately held companies and in some cases have limited minority protection rights. In addition, during the process of exiting investments, the Non-Control Funds at times are permitted to hold minority equity stakes of any size such as might occur if portfolio companies are taken

public. As is the case with minority holdings in general, such minority stakes that the Non-Control Funds hold will have neither the control characteristics of majority stakes nor the valuation premiums accorded majority or controlling stakes. Where the Non-Control Funds holds a minority stake, it may be more difficult for the Non-Control Funds to liquidate its interests than it would be had the Funds owned a controlling interest in such company. Even if the Non-Control Funds have contractual rights to seek liquidity of a Fund's minority interests in such companies, it may be very difficult to sell such interests or seek a sale of such company upon terms acceptable to the Fund, especially in cases where the interests of the other Investors in such company have different business and investment objectives and goals.

Conflicts of Interest

HCP's Code of Ethics requires Firm employees to place the interests of clients first, and on an annual basis each employee must certify that he or she has read and understands the Code and has complied with its provisions. If any matter arises that HCP determines in its good faith constitutes an actual conflict of interest, HCP is permitted to take such actions as it deems necessary or appropriate, within the context of Governing Fund Documents to address the conflict.

The offering documents for each Fund details a complete description of what HCP believes to be the most significant conflicts of interest associated with an investment in the Funds. Investors should carefully consider the conflicts of interest herein as well as those outlined in HCP's Governing Fund Documents prior to investing in a Fund.

Investment Allocation. HCP will generally not raise a successor Fund until the earlier of: (i) the end of the investment period for the prior Fund and (ii) such time as at least 75% of the prior Fund's commitments have been invested, committed or allocated for investment, used for Fund expenses or organizational expenses, or reserved for follow on investments or reasonably anticipated expenses of the Fund, in each case, subject to the terms and conditions of the relevant Governing Fund Documents. Where HCP is presented with the opportunity to allocate an investment opportunity across multiple Funds (other than parallel fund vehicles that are expressly formed to invest pro rata or Funds which have been raised with different and specific investment objectives), it will do so on a fair and equitable basis, consistent with its fiduciary obligations, applicable Governing Fund Documents and any other underlying documents, if applicable. If HCP is managing more than one active Fund, HCP will ensure that any new investment opportunity is allocated according to the terms of the relevant Governing Fund Documents, if applicable. In the event the relevant Governing Fund Documents are silent as to allocation amongst Funds, HCP may either allocate the investment opportunity to the prior Fund, allocate to the newer Fund or make a pro rata allocation, subject to the criteria as laid out below.

Once the participating Fund(s) have been identified and if more than one Fund will participate in an investment opportunity, HCP will allocate the investment opportunity among the Funds based on relevant factors, determined in HCP's sole discretion, related to each Fund, which may include but are not limited to: (i) the amount of available capital commitments of the applicable Fund(s); (ii) anticipated future capital requirements of an investment opportunity; (iii) expected time to obtain liquidity; (iv) limitations in the Governing Fund Documents of the applicable Funds; (v) investment guidelines; (vi) diversification guidelines; (vii) investment strategies and objectives; (viii) legal, tax and regulatory considerations; and (ix) any other factors deemed relevant by HCP.

HCP's investment committee will review and approve all investment allocations. HCP will not allocate investment opportunities based in whole or in part, on: (i) the relative fee structure or amount of fees paid by any Fund or co-investment vehicle; or (ii) the profitability of any Fund.

Time and Attention of the Principals. Until such time as HCP is permitted to raise a successor investment fund, the principals intend to pursue all appropriate investment opportunities that meet the investment criteria of the Funds for the benefit of the current Funds, subject to certain exceptions set forth in the Governing Fund Documents. The principals currently, and expect to also in the future, manage several Funds and investments and spend a portion of their business time and attention pursuing investment opportunities on behalf of all HCP Funds. The principals and HCP investment staff manage and monitor all investment Funds and investments. HCP believes that the significant investment of the principals, as well as the principals' interest in the Carried Interest, operate to align, to some extent, the interest of the principals with the interest of the Limited Partners, although the principals have different economic interests in some HCP Funds and investments as well and receive Management Fees and Carried Interest relating to these interests. Earlier HCP Funds and investments that the principals manage may compete with more recent Funds or companies acquired by such Funds. At such time as HCP is permitted to raise a successor investment fund, the principals will continue to manage the Funds' investments, but also likely will focus investment activities on other opportunities and areas unrelated to the Funds' investments. Certain investments will be allocated between prior and more recent Funds and any successor or predecessor Fund in a manner as set forth in the Governing Fund Documents.

Conflicting Investor Interests. Limited partners often have conflicting investment, tax, and other interests with respect to their investments in a Fund, including conflicts relating to the structuring of investment acquisitions and dispositions. Conflicts may arise in connection with decisions made by HCP regarding an investment that may be more beneficial to one Limited Partner than another, especially with respect to tax matters. In structuring, acquiring and disposing of investments, HCP generally will consider the investment and tax objectives of a Fund and its

Limited Partners as a whole, not the investment, tax, or other objectives of any Limited Partner individually.

Portfolio Company Board Service. HCP principals and employees serve on the boards of Fund portfolio companies. Serving in such capacity can give rise to conflicts to the extent that an employee's fiduciary duties to a portfolio company as a director may conflict with the interests of a Fund in general; however, as the Funds will generally be significant shareholders of such companies, it is expected that such interests will generally be aligned. While HCP employees do not receive fees for sitting on such portfolio company boards, they may receive reimbursement from such portfolio company for expenses incurred in carrying out their responsibilities as a board member, such as travel, meals and entertainment, etc. HCP on occasion appoints third parties who are not HCP employees, such as Operating Partners, to serve on portfolio company boards. Fees paid to such appointees are borne by the relevant portfolio company and not by HCP or its relevant Fund and are not subject to the fee offset provisions as described in Item 5, above.

In such capacity, employees 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 Fund, and vice versa. Additionally, from time to time, portfolio company board members may approve compensation and other amounts payable to HCP in connection with services provided by the Firm and its affiliates to such portfolio company, and, except to the extent such amounts are subject to the partnership agreement's offset provision, are in addition to the Management Fee or Carried Interest. HCP's authority to appoint or influence the appointment of portfolio company board members who will potentially be involved in approving compensation payable to the Firm subjects HCP and any such portfolio company board appointees to potential conflicts of interest. Accordingly, in these situations, there can be conflicts of interest between such individual's duties as an employee of HCP and such employee's duties as a director or officer of such portfolio company. Generally, however, HCP believes its interests are aligned with those of its portfolio company investments.

Portfolio Company Expenses. A portfolio company typically will reimburse HCP, its Operating Partners or service providers retained at HCP's discretion for expenses (including without limitation travel expenses) incurred by HCP, its Operating Partners or such service providers in connection with its performance of services for such portfolio company. This subjects HCP and its affiliates to conflicts of interest because the Funds generally do not have an interest or share in these reimbursements and the amount of such reimbursements can be substantial. Although

the amount of individual reimbursements typically is not disclosed to Investors in any Fund, any fee paid or expense reimbursed to HCP, its Operating Partners or such service providers generally is subject to: agreements with sellers, buyers and management teams; the review and supervision of the board of directors of or lenders to portfolio companies; and/or third party co-investors in its transactions. These factors help to mitigate related conflicts of interest. HCP will not necessarily seek out the lowest cost options when incurring (or causing a Fund or its portfolio companies to incur) such expenses.

Expense Allocations. Subject to any relevant restrictions or other limitations contained in the Governing Fund Documents of each Fund, HCP will allocate fees and expenses in a manner that it believes in good faith is fair and equitable in its sole discretion under the circumstances and considering such factors as it deems relevant. In exercising such discretion, HCP may be faced with a variety of potential conflicts of interest. As a general matter, expenses incurred on behalf of multiple Funds will be allocated among such Funds. Investors in a Fund are typically allocated (or otherwise bear) their pro rata share of such fees and expenses, which may be calculated based on capital commitments, invested capital, available capital, number of Funds, the life-stage of the Funds, or other metrics as determined by HCP in its sole discretion. The allocations of such expenses are not always proportional.

HCP and its affiliates will from time to time incur fees, costs and expenses, including in connection with transactions not consummated, on behalf of the Funds. To the extent practicable, any fees, costs and expenses that are incurred in connection with a consummated investment will be charged to the applicable portfolio company. To the extent such fees, costs and expenses are not charged to a portfolio company, they will be paid by each Fund that participated or was expected to participate in such investment. The Funds will typically bear a portion of any such fees, costs, and expenses in proportion to the size of its actual or proposed investment, or in such other manner as HCP considers, in good faith, to be fair and equitable. There are occasions when one Fund (the “Payor Fund”) pays an expense common to multiple Funds (the “Allocated Funds”). On such occasions, each Allocated Fund will reimburse the Payor Fund for its share of such expense, without interest, promptly after the payment is made by the Payor Fund. There are also occasions where the Firm or a Payor Fund pays an expense on behalf of a portfolio company. On such occasions, the portfolio company will reimburse the Firm or Payor Fund for the expense, without interest, and such reimbursement will not be subject to the fee offset provision.

A conflict of interest could arise in HCP’s determination whether certain costs or expenses that are incurred in connection with the operation of the Funds meet the definition of Fund operational expenses for which the Funds are responsible, or whether such expenses should be borne by HCP. The Funds will be reliant on the determinations of HCP in this regard. From time

to time, it is possible that subsequent review of allocations could result in an identification of expenses that should have been allocated in a different manner, in which case measures would be undertaken to correct such circumstance, which might include a reversal of the original expense allocations, if possible, or such other equitable adjustment believed by HCP to be the most appropriate corrective measure.

Transactions with Fund Limited Partners. Historically HCP has entered into transactions and may enter into transactions in the future with certain Fund Investors such as, for example, Investors who are also business partners, including but not limited to insurance agents, investment banks, broker-dealers, legal counsel or others who provide services (including mezzanine and/or other lending arrangements or other services) to the Firm, its Funds and portfolio companies. The terms of these transactions are negotiated on an arm's-length basis; however, HCP is subject to a conflict of interest when determining such terms because HCP may benefit from retaining such Investors' investment in the Funds.

Industry Relationships. As with many other private equity fund sponsors, as part of HCP's business, the principals, HCP and its employees have developed relationships with third parties which have the potential to raise conflicts of interest. Such third parties include investment bankers, lenders, consultants, professional advisors (such as attorneys and accountants), co-investors, current and former directors, officers and employees of current and former portfolio companies and former employees and members of HCP. Certain of these third parties will, on occasion: (i) introduce investment opportunities to HCP; (ii) arrange for, or facilitate the financing of, the purchase or recapitalization of current and potential portfolio companies; (iii) introduce portfolio companies to potential acquisition or merger candidates; (iv) facilitate the disposition of portfolio companies; or (v) provide investment banking, consulting, legal or advisory services to HCP, the Funds, or portfolio companies. Such third parties also on occasion provide goods or services to or have business, personal, political, financial or other relationships with the principals. In addition, such third parties are sometimes Investors in one or more Funds; co-invest in one or more portfolio companies; or provide other significant business or investment services to HCP, the Funds and/or their portfolio companies. These relationships have the potential to influence HCP in deciding whether to select or recommend any such third party to perform services for the Funds or a portfolio company. The cost of any services provided by such third parties will generally be borne directly or indirectly by the Funds or its portfolio companies, as applicable.

Intangible Benefits. HCP and its employees receive certain intangible and/or other benefits or perquisites arising or resulting from their activities on behalf of a Fund, including benefits and other discounts provided from service providers. For example, airline travel or hotel stays

incurred as Fund expenses often result in “miles” or “points” or credit in loyalty/status programs to HCP and/or its employees, and such rewards or amounts will exclusively benefit HCP and/or such employees and will not be subject to the offset arrangements or otherwise shared with such Fund, its Investors, or the portfolio companies.

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 a client’s or Investor’s evaluation of the adviser or the integrity of the adviser’s management. Neither HCP nor any of its officers, directors, employees or other management persons, have been involved in any legal or disciplinary events that would require disclosure in response to this Item.

On occasion, in the ordinary course of its business, HCP is named as a defendant in a legal action. Although there can be no assurance of the outcome of such legal actions, HCP does not believe that any current legal proceeding or claim to which HCP is a party, if any, would individually or in the aggregate materially affect the Firm or the Funds’ results of operations, financial position or cash flows.

Item 10 – Other Financial Industry Activities and Affiliations

HCP is not actively engaged in a business other than giving investment advice to its clients, the Funds, and managing the portfolio companies in which the Funds have invested. Neither HCP nor any of its management persons are registered or have an application pending to register as a broker-dealer or a registered representative of a broker-dealer. Neither HCP nor any of its management persons are registered, or have an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading adviser, or an associated person of the foregoing. HCP does not recommend or select other investment advisers for the Funds.

HCP does not have arrangements with a related person who is a broker-dealer, municipal securities dealer, government securities dealer or broker, investment company, other investment adviser or financial planner, futures commission merchant, commodity pool operator, commodity trading adviser, banking or thrift institution, accountant or accounting firm, lawyer or law firm, insurance company or agency, pension consultant, real estate broker or dealer, or sponsor or syndicator of limited partnerships that are material to its advisory business or to its Funds or its Investors. HCP has and will continue to develop relationships with professionals who provide services it does not provide, including: legal; accounting; banking; investment banking; tax preparation; insurance brokerage; investment management services;

and other personal services. Some of these professionals provide services to the Funds or their portfolio companies. Additionally, some of these professionals are Limited Partners in HCP Funds, either personally or through their company and may also be co-investors in certain portfolio companies.

From time to time, HCP receives training, information, promotional material, meals, gifts or prize drawings from vendors and others with whom it does business or to whom it makes referrals. HCP will not accept any benefits, gifts or other arrangements that are conditioned on directing individual client transactions to a specific security, product or provider. Similarly, HCP employees have in the past spoken, and expect in the future to speak, at conferences and programs for potential investors interested in investing in private funds that are sponsored by various investment bankers, broker-dealers or others. Through such capital introduction events, prospective investors have the opportunity to meet with HCP. Neither HCP nor any Fund compensates these investment bankers, broker-dealers or others for organizing such events or for investments ultimately made by prospective investors attending such events other than registration, sponsorship, membership or other similar fees paid to attend such events.

General Partners

As described in Item 4, HCP is affiliated with the following entities as General Partners: Huron Capital Partners GP II LLC; Huron Capital Partners GP III LLC; Huron Fund IV Management LLC; Huron Capital Flag GP V LLC; and Huron Capital Flex GP LLC. These General Partners are deemed registered with the SEC under the Advisers Act pursuant to HCP's registration and in accordance with SEC guidance. These affiliated entities operate as a single advisory business together with HCP and serve as General Partners of the Funds, and share common owners, officers, partners, employees, Operating Partners, consultants or persons occupying similar positions. These affiliated entities do not have employees of their own.

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

Code of Ethics and Personal Trading

Pursuant to Rule 204A-1 of the Advisers Act, HCP has adopted a written Code of Ethics (the "Code") predicated on the principal that the Firm owes a fiduciary duty to the Funds and its Investors. The Code is designed to address and avoid potential conflicts of interest and is applicable to HCP employees, as well as each other individual designated in writing by the Chief Compliance Officer as being subject to all or a portion of the compliance procedures or policies adopted by HCP (collectively the "Supervised Persons"). HCP requires its Supervised Persons to act in the Funds' best interests, abide by all applicable regulations and avoid any action that is, or could even appear to be, legally or ethically improper.

Supervised Persons are required to certify to their compliance with the Code upon hire and on an annual basis. Supervised Persons who violate the Code will be subject to remedial actions, including, but not limited to, profit disgorgement, fines, censure, suspension or dismissal. Supervised Persons are also required to promptly report any violations of the Code of which they become aware.

The personal trading policy for HCP Supervised Persons is set forth in HCP's Code and is acknowledged as received and understood by each Supervised Person. HCP's personal trading policies are designed to ensure that no Fund is disadvantaged by the transactions executed by any Supervised Person and that Supervised Persons in no respect misappropriate any benefit properly belonging to a Fund.

HCP Supervised Persons are prohibited from trading, either personally or on behalf of others, in securities while in possession of material non-public information regarding these securities or communicating material non-public information to others. The Code establishes guidelines for personal trading requirements, insider trading and reporting of personal securities transactions, including certain pre-clearance and reporting obligations. Under the Code, HCP Supervised Persons are required to file certain periodic reports with the Chief Compliance Officer, as required by Rule 204A-1 under Advisers Act. The Firm maintains a restricted list regarding issuers about whom it has material non-public information. HCP generally prohibits the purchase or sale of securities on HCP's restricted list; requires pre-clearance before Supervised Persons make a discretionary purchase of an IPO or limited offering (*i.e.*, private placement); and requires periodic reporting of Supervised Persons' personal securities transactions and all holdings. HCP endeavors to maintain current and accurate records of all personal securities accounts of its Supervised Persons in an effort to monitor all such activity.

The principals and Supervised Persons of HCP carry on investment activities for their own account and for family members, friends or others who do not invest in the Funds, and give advice and recommend securities to vehicles which differs from advice given to, or securities recommended or bought for, the Funds, or outside of the investment mandate of the Funds.

Investors can obtain a copy of HCP's Code upon request to David Reynolds, Chief Compliance Officer, at 313-962-5810 or email at dreynolds@huroncapital.com.

Participation in Client Transactions

HCP or a company related to HCP serves as the investment adviser and General Partner, respectively, to the Funds. HCP, its Supervised Persons, and/or the General Partner of the Funds have an investment in the Funds. Therefore, HCP may be considered to participate indirectly in transactions effected for those clients. The foregoing relationships, fees, and any other actual or

potential conflicts of interest arising therefrom are disclosed in the respective Governing Fund Documents.

Principal transactions are generally defined as transactions where an adviser, acting as principal for its own account, knowingly buys from or sells a security to an advisory client. This also applies to any affiliates or controlling persons of the adviser (*i.e.*, an owner, employee or affiliate of the adviser). The SEC also views cross trades between Funds to be principal transactions if the adviser (and/or its affiliates, owners, or controlling persons) own, in the aggregate, 25% or more of either Fund. In the context of HCP's business, a principal transaction would most likely refer to the practice of warehousing an investment for the formation of a future Fund. Agency cross transactions occur when an affiliate arranges a transaction (*i.e.*, acts as broker) between two or more different funds or accounts that are managed by that same adviser or an affiliate. Agency transactions can also arise where an adviser is dually registered as a broker-dealer or has an affiliated broker-dealer. In the context of HCP's business, an agency cross transaction would most likely refer to the practice of selling a portfolio company from one Fund to another.

In the event HCP were to recommend a principal transaction or agency cross transaction, it would only be after: (i) the Firm has determined the transaction to be in the best interest of participating Funds; (ii) the transaction is permitted by the relevant Governing Fund Documents; (iii) proper disclosure is given to the Investors or Advisory Council, as appropriate; (iv) if necessary, consent is obtained from the appropriate parties; and (v) the Firm ensures that best execution is achieved for the transaction.

Item 12 – Brokerage Practices

HCP focuses on securities transactions of private companies and generally purchases and sells such companies through privately negotiated transactions. In such privately negotiated transactions, best execution is met by the consummation of the deal with the best possible terms for the client. In pursuit of best execution in both privately negotiated and publicly traded securities, HCP on occasion will engage the services of a broker-dealer or investment banker for either the purchase or sale of an investment.

When selecting a broker-dealer or investment banker for either the purchase or sale of an investment, HCP considers a variety of factors based on its best judgment of who can provide best execution, including: (i) HCP's prior experience with the broker-dealer or investment banker; (ii) the broker-dealer or investment banker's execution capabilities with respect to the relevant type of order, financial responsibility, reputation and expertise within the industry; (iii) the broker-dealer or investment banker's responsiveness to HCP; (iv) the broker-dealer or investment banker's expertise in dealing with investments that are restrictive or illiquid in nature;

(v) the value of any research services provided; and (vi) the commissions rates. HCP's overall aim in selecting a broker-dealer or investment banker is to maximize returns for the clients.

Although HCP generally seeks competitive commission rates, it will not necessarily pay the lowest commission or commission equivalent, especially in private securities transactions that rely heavily on the specialty services or experience of a broker-dealer or investment banker that operate outside of a competitive bidding process. Transactions that involve such specialized services on the part of the broker-dealer or investment banker often entail higher commissions or their equivalents than would be the case with other transactions requiring more routine services.

HCP focuses on making investments in private securities, thus it does not engage in traditional brokerage transactions, utilize any soft dollar relationships with any broker, receive client referrals in connection with selecting or recommending broker-dealers for the Funds, nor permit Investors to stipulate the direction of brokerage. In the event HCP were to aggregate the purchase or sale of securities for the Funds, it would do so based on each Fund's proportionate ownership.

Item 13 – Review of Accounts

All investments are carefully reviewed and approved by HCP's Investment Committee as described in the applicable Governing Fund Documents. Additionally, the portfolio companies are reviewed on an ongoing basis and HCP investment personnel meet regularly to discuss investment ideas, economic developments, industry outlook and other issues related to current portfolio holdings and potential investment opportunities.

HCP provides each Limited Partner with the following reports in accordance with the terms of the applicable Governing Fund Documents: (i) audited annual financial statements prepared in accordance with United States generally accepted accounting principles ("GAAP") as promulgated by the Financial Accounting Standards Board ("FASB"), accompanied by the report of the independent certified public accountant, within 120 days of fiscal year end; (ii) unaudited quarterly financial statements together with investment information on investments by the Funds; and (iii) annual tax information necessary to complete any applicable tax returns (K-1). HCP also provides an annual report with investment information on investments by the Funds and holds annual meetings with the Limited Partners. These reports are prepared in writing delivered electronically, according to each Fund's Governing Fund Documents.

In the course of conducting due diligence or otherwise, Investors periodically request information pertaining to their investments. HCP responds to these requests, and in answering these

requests provides information that is not generally made available to other Investors who have not requested such information. Additionally, upon request, certain Investors receive additional information and reporting that other Investors do not receive.

Item 14 – Client Referrals and Other Compensation

HCP receives compensation in the form of fees paid by the Limited Partners, as disclosed in the Governing Fund Documents and in Items 5 and 6 above. HCP or certain of its affiliates have the right to receive certain non-investment advisory fees in connection with the Funds' investments and portfolio companies, as described in the Funds' Governing Fund Documents and above in Item 5. For example, HCP is entitled to receive (i) certain professional services or related fees from a portfolio company in connection with certain transactions ("Professional Service Fees"), and (ii) certain monitoring or consulting fees from a portfolio company for services provided to the portfolio company. Generally, 50-100% of such Professional Service Fees and monitoring and consulting fees are offset against the Management Fee, depending on the Governing Fund Documents of the applicable Fund.

These types of arrangements present potential conflicts of interest and provide HCP with an incentive to recommend investments based on compensation received rather than the best interests of the Funds. To help mitigate this potential conflict, such benefits received by HCP or its employees in connection with services rendered to portfolio companies or transactions of the Fund are offset in part against Management Fees payable by the Funds, to the extent described in Item 5 above and detailed in each Fund's Governing Fund Documents.

During the course of raising capital for a new fund, HCP has in the past with respect to certain Funds and may in the future, enter into solicitation agreements pursuant to which it compensates a third party placement agent for referrals that result in a potential investor becoming a Limited Partner in a HCP Fund. The cost of any fees paid to a placement agent are borne by HCP and not by any affected Investor, although related expenses incurred pursuant to the relevant placement agent agreement, including but not limited to placement agent travel, meals and entertainment expenses, typically will be borne by the relevant Fund as part of its organizational costs. Any placement agent engaged by HCP will be registered as a broker-dealer to the extent required by law or regulation.

Item 15 – Custody

HCP is deemed to have custody over the Funds' assets because of its affiliation with each Fund's General Partner and the ability of its General Partners to deduct fees from Fund accounts. HCP has elected to undergo an annual GAAP financial statement audit for each of its Fund vehicles in

order to meet the Custody Rule requirements. The HCP Funds are audited annually by a Public Company Accounting Oversight Board (“PCAOB”)-registered and inspected auditing firm and HCP delivers (or will deliver, for newly closed Funds) to the Funds and their Limited Partner Investors a copy of the annual audited financial statements within 120 days of the fiscal year end. Investors are encouraged to carefully review such financial statements.

HCP does not, however, accept physical possession of client funds or securities (other than certain privately offered securities to the extent permitted by the Advisers Act); called capital is deposited or wired into the respective Fund’s bank account. HCP receives monthly statements from its qualified custodians on behalf of the Funds.

Item 16 – Investment Discretion

HCP is retained on a fully discretionary basis and is authorized to determine and direct execution of portfolio transactions pursuant to the terms of each Fund’s Governing Fund Documents. The terms upon which HCP serves as an investment manager are established at the time each Investor retains HCP as their investment manager. Such Governing Fund Documents generally contain a power of attorney that grants HCP or its General Partner certain powers related to the orderly administration of the affairs of the Funds. To invest in the Fund, a Limited Partner must execute a subscription agreement with a Fund. With limited exceptions, such as certain conflicts of interest as discussed elsewhere in this Brochure, HCP is not required to contact an Investor prior to transacting any business once such Investor executes these documents. Investment advice is provided directly to the Funds and not to Investors in the Fund individually. HCP has discretionary authority based on the Governing Fund Documents to buy and sell securities and other investments on behalf of the Funds.

Generally, HCP’s only restrictions with respect to managing a Fund, such as (but not limited to) the type of securities in which a Fund may invest, will be contained in the relevant Fund’s Governing Fund Documents. However, a Limited Partner in a Fund can seek to impose limitations on HCP’s authority through a side letter agreement and the Firm can choose to accept reasonable limitations or restrictions at its discretion. All limitations and restrictions placed upon a Limited Partner’s investment must be presented to HCP in writing and agreed to by HCP and such Limited Partner. Other Limited Partners are not provided with consent rights with respect to such side letters.

Item 17 – Voting Client Securities

By virtue of the applicable Governing Fund Documents, HCP has the authority to vote proxy statements on behalf of the Funds. HCP’s Funds are exclusively invested in privately-held

portfolio company investments which typically do not issue public proxies; therefore, the majority of “proxies” received by HCP will be written shareholder consents or similar instruments for private companies. The investment opportunities that HCP seeks allow the Funds to have influence on the management, operations and strategic direction of the portfolio companies in which it invests through its majority interest and/or through its employees who sit as officers and directors on portfolio company boards. HCP has adopted proxy voting policies and procedures pursuant to SEC Rule 206(4)-6. HCP’s proxy voting policy seeks to ensure that it votes proxies in the best interest of the Funds, including if there are material conflicts of interest in voting proxies. In all such matters, HCP votes in what it believes to be the best interest of the Funds.

HCP will seek to avoid material conflicts of interest between its own interests on the one hand, and the interests of its Funds on the other. However, as is typical with private equity investing, HCP seeks and accepts the election of one or more HCP representatives to serve on the board of directors on behalf of its Funds and will typically, but not always, vote in favor of board recommendations. In situations where HCP is required to vote the proxy for a company in which employees of HCP serve on the board of directors, HCP has determined that its position on the board of directors does not inherently present a conflict of interest, as the sole purpose of this representation is to maximize the return on the Funds’ investment in such portfolio company. Accordingly, while HCP is generally, but not automatically, fully supportive of recommendations made by a portfolio company’s board of directors with respect to votes related to that issuer, it will review all votes in accordance with its proxy voting guidelines and may or may not vote in favor of the board’s recommendation. Fund Investors cannot direct how HCP votes proxies or exercises control.

All conflicts of interest, if any, will be resolved in the interests of HCP’s Funds. In situations where HCP perceives a material conflict of interest, HCP can choose to defer to the voting recommendation of its Advisory Council of the involved Fund or take such other action in good faith which HCP believes would protect the interests of HCP’s Funds.

Investors can obtain a copy of how HCP voted proxies, if any, upon request to David Reynolds, Chief Compliance Officer, at 313-962-5810 or email at dreynolds@huroncapital.com.

Item 18 – Financial Information

HCP (i) does not require or solicit pre-payment of more than \$1,200 in fees per Fund more than six months in advance, (ii) does not have a financial condition that is likely to impair its ability to meet contractual commitments to Funds or Investors and (iii) has not been subject to any bankruptcy proceeding during the past 10 years.