

Accretive, LLC

Form ADV Part 2A

March 27, 2019

Item 1 – Cover Page

660 Madison Avenue
12th Floor, Suite 1215
New York, NY 10065
(646) 576-6332

www.accretivelc.com

This brochure provides information about the qualifications and business practices of Accretive, LLC, a Delaware limited liability company and investment adviser registered with the United States Securities and Exchange Commission (SEC). If you have any questions about the contents of this brochure, please contact us at (646) 282-3382, or by email at ashelley@accretivelc.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Registration of an investment adviser with the SEC or any state securities authority does not imply any level of skill or training.

Additional information about Accretive, LLC also is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 – Material Changes

This brochure, dated March 27, 2019, amends the brochure dated March 29, 2018. There have been no material changes since the brochure dated March, 29, 2018 other than updating the Firm's address and telephone number on **Item 1 – Cover Page**.

Item 3 – Table of Contents

Item 1 – Cover Page	i
Item 2 – Material Changes.....	ii
Item 3 – Table of Contents	iii
Item 4 – Advisory Business.....	4
Item 5 – Fees and Compensation.....	5
Item 6 – Performance-Based Fees and Side-By-Side Management.....	6
Item 7 – Types of Clients	7
Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss	7
Item 9 – Disciplinary Information	11
Item 10 – Other Financial Industry Activities and Affiliations.....	13
Item 11 – Code of Ethics, Participation or Interest in Client Transactions and Personal Trading.....	16
Item 12 – Brokerage Practices.....	17
Item 13 – Review of Accounts	17
Item 14 – Client Referrals and Other Compensation	17
Item 15 – Custody.....	17
Item 16 – Investment Discretion	18
Item 17 – Voting Client Securities	18
Item 18 – Financial Information.....	18
Item 19 – Requirements for State-Registered Advisers	18

Item 4 – Advisory Business

Accretive, LLC is an investment advisory firm with its principal place of business located in New York, New York. Accretive, LLC will be referred to in this brochure as “Accretive,” “we,” the “Advisor,” or the “firm.”

Accretive has been in business since 1999 and was founded by J. Michael Cline, who is currently a Managing Member of the firm together with Edgar Bronfman, Jr., who was general partner at Accretive from 2002 until his November 2014 appointment as one of the firm’s Managing Members. Each of Messrs. Cline and Bronfman also hold the title of Managing Partner of the firm, and are sometimes referred to herein as such. The firm is organized as a Delaware limited liability company.

Accretive serves as investment adviser and provides discretionary investment supervisory services to private investment funds (each, a “Fund” and collectively, the “Funds”). The Funds do not offer their interests to the public. Fund interests are offered only in private placements to qualified investors. The detailed terms applicable to investors in the Funds are detailed in the Funds’ organizational documents provided to prospective investors.

Accretive employs a rigorous, systematic approach to investing, which analyzes markets and uncovers what it believes to be large opportunities for value creation for portfolio company customers. Through this process, we determine whether we can create a meaningfully higher value solution for the market and, if so, we design a customer-centric business model ideally with win-win characteristics for all constituents, which is capable of driving the desired outcome. We implement this investment strategy by aggressively backing a team of top executives that we hand-pick to build a company from the ground-up or by investing in the growth of exceptional like-minded enterprises.

Our investments generally take the form of privately negotiated investments in the form of unregistered equity from U.S. issuers. Accretive may from time to time recommend other types of investments consistent with each Fund’s investment strategy and objectives. The investment strategies we employ on behalf of the Funds are described in greater detail below at Item 8 and in the organizational documents of the Funds.

Accretive provides investment advisory services to each Fund pursuant to an investment advisory agreement. Investment advice is provided by Accretive directly to the Funds (but not to investors in the Funds), subject to the direction and control of the general partner or manager of such Fund, which in each case is an affiliate of Accretive.

Any restrictions on investments in certain types of securities are established by the general partner or manager of the applicable Fund and are set forth in the organizational documents of the Funds. Once invested in a Fund, investors cannot impose restrictions on the types of securities in which such Fund may invest.

We do not participate in wrap fee programs.

As of December 31, 2018, Accretive managed approximately \$497.4 million of client assets, all of which is managed on a discretionary basis.

See Item 8 of this brochure for a more detailed discussion of Accretive's investment strategies.

Item 5 – Fees and Compensation

As compensation for investment advisory services rendered to the Funds, Accretive may receive from a Fund an annual management fee. The specific terms of the management fees are set forth in the applicable Fund's organizational documents. Depending on the applicable period of the Fund's term, the management fees may be based on committed or invested capital and may be payable either quarterly or semi-annually in advance. Generally, the management fee for any period in which Accretive serves as investment adviser for less than a full period will be prorated on the basis of the number of days in such period compared to the number of days Accretive served as investment adviser during such period. As described below, the management fee may be reduced or waived in some circumstances in connection with the receipt by Accretive or its related persons of various fees paid by actual or prospective portfolio companies. The management fee is generally subject to waiver or reduction by Accretive in its sole discretion, including in connection with investments made by the general partners, managers or related persons. The management fee may also be reduced to offset certain Fund expenses and other fees received by Accretive or its affiliates, in each case in accordance with the particular terms of the Fund's organizational documents.

To the extent provided in the investment advisory agreements and the organizational documents of the Funds, Accretive will pay out of its management fees certain of its own operating expenses, including expenses on account of rent, utilities, office supplies, office equipment, travel, entertainment, compensation of its employees (other than the performance-based compensation described in Item 6 below) and other routine administrative expenses relating to the services and facilities provided by Accretive to the Funds. The Funds typically bear all other expenses relating to them to the extent not borne by its portfolio companies, including organizational, legal, insurance, accounting, investment banking, consulting, research, brokerage, finders', custody, transfer, registration, interest, taxes and extraordinary expenses, and other similar fees and expenses. Some of the expenses borne by the Funds may relate to costs associated with unexecuted transactions.

Accretive generally deducts management fees and expenses directly from the assets of the Funds (and accordingly, from the capital accounts of the Funds' investors). The details of how the management fees are calculated for the Funds can be found in the organizational documents of the Funds, which are provided to potential investors.

Other Fees

The general partner or manager of certain Funds may impose management fees for late subscriptions, which must be paid concurrently with the investor's subscription.

Accretive and its affiliates will typically perform management, advisory, transaction related services, financial advisory and other services for, and will receive fees from, actual or prospective portfolio companies or other deal related investment vehicles of the Funds, including such fees in connection with mergers, acquisitions, add-on acquisitions, refinancings, public offerings, sales and

similar transactions. These fees may be significant and may, in some instances, exceed the management fee.

Although such fees are in addition to the management fees paid by the Funds, Accretive will in some circumstances reduce future management fees in connection with the receipt of these fees. The calculation of such reduction varies from Fund to Fund and is described in the applicable Fund organizational documents. Such reductions will be credited on a periodic basis, as applicable. To the extent any such credit would reduce the management fee for a given period below zero, such credit will be carried forward for future application. These fees are disclosed in the annual financial statements of the applicable Fund.

From time to time, certain employees of Accretive may engage in outside business activities that result in the payment of consulting fees to such individuals. Prior to an employee's entering into any such arrangement, the Chief Compliance Officer or, in the case of the Chief Compliance Officer, one of the firm's Managing Partners reviews the terms thereof to determine whether such arrangements create a conflict of interest for employees to provide such services and/or receive fees or compensation. *See Item 10 of this brochure for additional information regarding Conflicts of Interest.*

Although Accretive does not generally utilize the services of broker-dealers for transaction related services, in the event that it chooses to use a broker-dealer for limited purposes relating to a particular Fund, such Fund will incur brokerage and other transaction costs.

See Item 12 of this brochure for additional information regarding Accretive's brokerage practices.

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

The Funds may allocate a portion of their investment profits to their general partners or managing members (which are related persons of the firm) as a carried interest, subject to the terms and conditions set forth in the Funds' organizational documents, which may include a waterfall distribution and clawback provisions (including reserves therefore). Such performance-based compensation may create an incentive for Accretive to take risks in managing the Funds that it would not otherwise take in the absence of such arrangements. Additionally, since performance-based compensation rewards Accretive (and/or its affiliates) for performance of the Funds that are subject to such compensation, Accretive may have an incentive to favor those Funds over those that have either only fixed asset-based fees or no fees with respect to allocating new investment opportunities. Although Accretive's affiliates may be investing their own capital in certain Funds that co-invest with other Funds, the interests of these affiliates may under some circumstances differ from those of the other Funds and their investors. Accretive manages all of the Funds in accordance with the investment strategy and allocation restrictions set forth in the respective Fund's organizational documents to help ensure that investors are aware of the applicable investment strategy and restrictions.

See Item 10 of this brochure for additional information regarding Accretive's investment allocation procedures.

Item 7 – Types of Clients

Accretive currently provides investment advisory services to the Funds. Investment advice is provided directly to the Funds, subject to the direction and control of the general partner or manager of such Fund, and not individually to the investors of such Fund. Investors in the Funds may include high net worth individuals, trusts, estates, charitable organizations, endowments, limited partnerships and limited liability companies or other business entities.

Although Accretive does not impose minimum dollar values on creating a Fund, legal eligibility requirements must be met. Minimum investment commitments may be established for investors in Funds. The general partner or manager of each Fund, in its sole discretion, may permit investments that are less than the required minimum investment commitment set forth in the applicable Fund documents. Investors in the Funds generally must qualify as "accredited investors" as defined in Rule 501 of Regulation D. From the time our SEC registration became effective, investors in the Funds that compensate us based on performance must be "qualified clients" as defined in Rule 205-3 under the Investment Advisers Act of 1940, as amended, or be grandfathered pursuant to SEC rulemaking.

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

Accretive has developed a systematic investment approach, which analyzes markets and uncovers large opportunities for value creation. This approach involves research to understand markets and customers. Through this approach, we determine whether we can create a meaningfully higher value solution for the market and, if so, we design a customer-centric business model ideally with win-win characteristics for all constituents, which is capable of driving the desired outcome. We implement this investment strategy by aggressively backing a team of top executives that we hand-pick to build a company from the ground-up or by investing in the growth of exceptional like-minded enterprises. Accretive closely monitors investments through board and committee representation at the portfolio company level and through frequent informal briefings and interaction with the executive teams of its portfolio companies.

There can be no assurance that the objectives associated with our investment strategy will be met. At any time, Accretive may add, remove or modify any of the strategies it employs, including the strategies described above.

Material Risks of Significant Investment Strategies

Investing in securities involves risk of loss that clients should be prepared to bear. The investment strategies described above involve a substantial degree of risk, and the Funds may lose all or a substantial portion of the value of their investments. No guarantee or representation is made that the strategies will be successful, that the targeted return and risk will be achieved or maintained, or that the various investments made in the accounts will have low correlation with each other or with the financial markets in which the accounts invest.

The following list of risk factors does not purport to be a complete enumeration or explanation of the risks involved in an investment in any or all of the strategies. Prospective clients should read this entire Form ADV and all accompanying materials provided by Accretive and consult with their own advisers before deciding whether to invest with Accretive. In addition, as the strategies

develop and change over time, an investment may be subject to additional and different risk factors. Accretive will promptly amend this brochure if and when any information regarding its investment risks and strategies becomes materially inaccurate. Material risks relating to the investment strategies and methods of analysis described above include the following:

Non-Controlling Investments. A Fund may hold less than 50% of the outstanding voting interests of a portfolio company, or may hold investments in debt instruments or other securities that do not entitle the Fund to voting rights, and, therefore, may have a limited ability to protect its investment in such portfolio company.

Diversification. There can be no assurance as to the degree of diversification that will actually be achieved in a Fund's investments, and the firm anticipates that each Fund's portfolio will not be a diversified portfolio. While more recent Fund investments have been made in built-for- purpose portfolio companies that serve the needs of different markets, many of the portfolio companies in which the Funds invest are in the early-to-mid stages of their development and serve similar markets. We strive to mitigate risk with intensive research and a studied approach, but because investing in early stage companies is unpredictable and a substantial portion of certain Funds' committed capital may be invested in such companies, a loss with respect to one or more of such portfolio companies could have a significant adverse effect on the Funds' returns. Likewise, a substantial portion of the committed capital of other Funds under our management is committed to a limited number of larger, later stage companies, a loss with respect to one of these portfolio companies could have a material adverse effect on such Funds' returns. *See Early-Stage Investments.*

Reliance on Accretive Management. A Fund's success will depend in large part upon the skill and expertise of Accretive, and there can be no assurance that any individual Accretive professional will continue to be associated with the Fund.

Reliance on the Management of Portfolio Companies. Although it is Accretive's intention to ensure that Fund portfolio companies have strong management teams, the success of any portfolio company will depend to a high degree on the performance of its management team, and there can be no assurance that any portfolio company's management team will be able to operate successfully. To mitigate that risk, Accretive actively evaluates management team performance at portfolio companies and will add talent, supplement or modify the management teams to facilitate portfolio company growth.

Early-Stage Investments and Risks Associated with Growth and Development. Early-stage investments offer the opportunity for significant capital gains, but such investments involve a high degree of business and financial risk that can result in substantial or total loss. Many early-stage portfolio companies will operate at a loss or with substantial variations in operating results from period to period, and many will need substantial additional capital to support additional research and development activities or expansion or to achieve or maintain a competitive position as they transition from early stage to the growth stage of their development. There can be no assurance that adequate funding resources will be available on favorable terms at the time such capital is needed by a portfolio company. *See Additional Capital Requirements of Portfolio Companies.*

In the event that Accretive determines that an early-stage portfolio company's business model is unlikely to generate revenue or to become profitable over the longer term, Accretive and the portfolio company's management team work closely together to determine the best alternative available for a distressed sale or shut down of such companies to limit liability and risk. Despite such efforts, there is the risk of litigation either in connection with a distressed sale or the bankruptcy or dissolution process associated with a shut-down. Accretive actively monitors such situations and uses its best efforts to ensure that the distressed sale or shut-down of a company is completed in an orderly manner.

Another risk associated with early-stage portfolio companies is intense competition, including competition from companies with greater financial resources, more extensive development, marketing and service capabilities and a larger number of qualified managerial and technical personnel. Certain portfolio companies may have only one product or service offering, and a failure to obtain necessary licensing, approvals or other necessary government action with respect to such product or service offering may cause the entire company to fail.

As early stage companies mature, there are new challenges that arise. For instance, whether a company can scale as the demand for its products and/or services grows and whether there is sufficient capital to fund growth. In some cases, the management team at an early stage company may have difficulty as the company transitions from the early stage of its life cycle to the growth stage thereof. While Accretive monitors the portfolio companies and their respective management teams closely, there can be no assurance that executive will successfully transition with the portfolio company, that there will be sufficient capital to fund growth or that a portfolio company will effectively scale its business as demand for products and services grows.

An additional risk that impacts our Funds is the timing and process to achieve liquidity for portfolio company investments held by a Fund. Accretive generally holds its portfolio company investments for the long-term, and there can be no assurance that liquidity events can be achieved on a specific timetable with favorable returns for Fund clients. Accretive will actively manage sale processes and liquidity events for its portfolio companies, but there are factors beyond the control of Accretive that may influence outcomes for Fund clients including social, economic, regulatory and/or legal events that impact portfolio companies and the demand for the products or services offered by such companies.

Liabilities Upon Disposition. In connection with the disposition of an investment in a portfolio company, a Fund may be required to make representations about the business and financial affairs of the portfolio company typical of those made in connection with the sale of any business and may be responsible for the content of disclosure documents under applicable securities laws. A Fund also may be required to indemnify the purchasers of such investment or underwriters to the extent that any such representations or disclosure documents turn out to be inaccurate. These arrangements may result in contingent liabilities for a Fund.

Third-Party Involvement. A Fund may co-invest with third parties through joint ventures or other entities, and those investments may involve risks in connection with such third-party involvement, including the possibility that a third-party co-venturer may have financial, legal or regulatory difficulties, negatively affecting such investment, may have economic or business interests or goals that are inconsistent with those of the Fund or may be in a position to take (or block) action in a

manner contrary to the Fund's investment objectives. In certain circumstances, a Fund may be liable for the actions of its third-party co-venturers.

Uncertainty of Financial Projections. Accretive generally establishes the capital structure of companies in which a Fund invests in reliance upon financial projections for such companies, which are based primarily on management judgments. Projections are only estimates of future results that are based upon assumptions made at the time that the projections are developed, there can be no assurance that the projected results will be obtained, and actual results may vary significantly from the projections.

Controlling Interests. Because of its equity ownership, representation on the board of directors and/or contractual rights, a Fund may often be considered to control, participate in the management of or influence the conduct of portfolio companies. Historically, we invested in early stage, built-for purpose companies offering back office processing and administrative support. Other than the inherent risks associated with early stage companies, the most significant risks related to those investments are regulatory and compliance. The exercise of control over a portfolio company may impose additional risks of liability for compliance deficiencies, violation of laws and governmental regulations (including securities laws) and other types of liability, for which the limited liability generally afforded to investors may be ignored. If these liabilities were to arise, a Fund may suffer a significant loss.

Additional Capital Requirements of Portfolio Companies. Certain of a Fund's portfolio companies, especially those in a development or growth phase, may require additional financing to satisfy their working capital requirements or acquisition strategies. Each round of financing is typically intended to provide a portfolio company with enough capital to reach the next major corporate milestone, and the amount of such additional financing will depend upon the maturity and objectives of the portfolio company. If the funds provided are not sufficient, a portfolio company may have to raise additional capital at a price unfavorable to the existing investors, including the Fund. A Fund also may make additional debt and equity investments or exercise warrants, options or convertible securities that were acquired in the initial investment in a portfolio company in order to preserve the Fund's proportionate ownership when a subsequent financing is planned, or to protect the Fund's investment when a portfolio company's performance does not meet expectations. There can be no assurance that Accretive will be able to predict accurately the future capital requirements necessary for the success of portfolio companies or that additional funds will be available from any source.

SBA Regulation. One of the Funds operates as a small business investment company and as such, the Fund must comply with Small Business Administration ("SBA") regulations. If any such Fund violates these regulations, the SBA may declare capital that it has previously provided to the Fund to be immediately due and payable. Since any such Fund will have only limited liquidity any such demand for immediate payment by the SBA could force the Fund to liquidate its investments at distressed or otherwise unfavorable prices. SBA regulations may also prevent distributions to partners on final liquidation of the Fund until all monies due to the SBA have been repaid in full.

Business and Market Risks. Fund investments may involve a high degree of business and financial risk that can result in substantial losses. In particular, these risks could arise from changes in the financial condition or prospects of the entity or portfolio company in which the investment is made, changes in national or international economic and market conditions, and changes in laws,

regulations, fiscal policies or political conditions of countries in which investments are made, including the risks of war and the effects of terrorist attacks.

Uncertainty Regarding Investments. Although Accretive makes every effort to conduct appropriate due diligence and research prior to making an investment in a portfolio company, the due diligence and research process may be subjective at times, may be undertaken on an expedited basis in order to take advantage of available investment opportunities and may require a Fund to rely on limited resources available to it including information provided by third party consultants, legal advisors, accountants and investment banks. As a result, the due diligence investigation and research process may not reveal or highlight all relevant facts that may be necessary or helpful in evaluating such investment opportunity. As such, the degree of risk associated with early-stage investing is significant and may result in a total loss on an investment for Fund clients despite the research and due diligence undertaken by Accretive prior to investment.

The foregoing list of risk factors does not purport to be a complete enumeration or explanation of the risks involved in an investment in any or all of the strategies. Prospective clients should read this entire Form ADV and all accompanying materials provided by Accretive and consult with their own advisers before deciding whether to invest in the strategies. In addition, as portfolio company investments mature and the strategies develop and change over time, an investment may be subject to additional and different risk factors. Accretive will promptly amend this brochure if and when any information regarding its investment risks and strategies becomes materially inaccurate.

Item 9 – Disciplinary Information

Vivendi

APPAC, a minority shareholder group of Vivendi Universal, initiated an inquiry in the Paris Court of Appeal into various issues relating to Vivendi, including Vivendi's financial disclosures, the appropriateness of executive compensation, and trading in Vivendi stock by certain individuals previously associated with Vivendi. The inquiry has encompassed certain trading by Mr. Bronfman in Vivendi stock. Several individuals, including Mr. Bronfman and the former CEO, CFO and COO of Vivendi, had been given the status of "mis en examen" in connection with the inquiry. Although there is no equivalent to "mis en examen" in the U.S. system of jurisprudence, it is a preliminary stage of proceedings that does not entail any filing of charges. In January 2009, the Paris public prosecutor formally recommended that no charges be filed and that Mr. Bronfman not be referred for trial. On October 22, 2009, the investigating magistrate rejected the prosecutor's recommendation and released an order referring for trial Mr. Bronfman and six other individuals, including the former CEO, CFO and COO of Vivendi. While the inquiry encompassed various issues, Mr. Bronfman was referred for trial solely with respect to certain trading in Vivendi stock. In June 2010, Mr. Bronfman was part of a trial in the Trial Court in Paris at which the public prosecutor and the lead civil claimant both took the position that Mr. Bronfman should be acquitted. On January 21, 2011, the court found Mr. Bronfman guilty of the charge relating to his trading in Vivendi stock, found him not liable to the civil claimants, and imposed a fine of 5 million euros and a suspended sentence of 15 months. Mr. Bronfman appealed the Trial Court decision to the Paris Court of Appeal. In November 2013, Mr. Bronfman participated in a re-trial before a new judicial panel as part of his appeal of the Paris Trial Court's 2011 ruling. In May 2014, the new judicial panel rendered its decision.

The new judicial panel affirmed the Paris Trial Court's finding that Mr. Bronfman was guilty of the charge, but stated that its finding would appear only in French judicial records and not Mr. Bronfman's public record, removed the suspended sentence imposed by the Paris Trial Court and suspended 2.5 million Euros of the original fine of 5 million Euros. The new judicial panel affirmed the Paris Trial Court's finding that Mr. Bronfman was not liable to the civil claimants. Mr. Bronfman appealed the verdict. On April 20, 2017, the Appellate Court rejected the appeal. A request for payment of the penalty has been issued. Mr. Bronfman believes that his trading in Vivendi stock was proper and pursued a challenge to the Appellate Court's decision before the European Court of Human Rights. The European Court of Human Rights declined to hear the challenge.

Axiant, LLC ("Axiant") and Dispute Management Services, LLC (d/b/a Forthright) ("Forthright")

Certain of the Accretive Funds and the Agora parallel Funds made two investments in Axiant and Forthright, which investments were made in 2006 and 2007, respectively. Axiant and Forthright were companies that provided back office administrative and processing services to their customers. Axiant provided services to Mann Bracken, LLP ("Mann Bracken"), a debt collection law firm that ceased operations in late 2009 following Axiant's 2009 bankruptcy filing, and Forthright provided (and continues to provide) services to the National Arbitration Forum ("NAF"). In 2009, a significant majority of the NAF's business was comprised of consumer arbitrations including the arbitration of consumer credit card debt.

In July 2009, the Minnesota Attorney General filed a complaint against the NAF and Forthright alleging consumer fraud, deceptive trade practices and false advertising (the "Minnesota AG Suit") under Minnesota law. The civil suit was filed in the Minnesota state district court in Minneapolis.¹ NAF and Forthright entered into a consent decree with the Minnesota Attorney General on July 17, 2009, settling the Minnesota AG Suit. Under the terms of the consent decree, the NAF agreed to exit the consumer arbitration business but was permitted to continue to conduct arbitrations for non-consumer related disputes (e.g., Internet domain disputes). None of Accretive, LLC, Funds under its management or its supervised persons were named in or party to the Minnesota AG Suit. Following the Minnesota AG Suit, there were a number of class action lawsuits filed against the NAF, Forthright, Axiant, Mann Bracken, Accretive, LLC, the Agora Funds (and their general partner, Agora Fund I GP, LLC, a related person of the Firm ("Agora GP")) and, in some cases, the directors and/or officers and former directors and/or officers of those entities (including Mr. Cline in his capacity as a director). The class action lawsuits were consolidated in February 2010 in the United States District Court for the District of Minnesota pursuant to an Order of the Multi-District Litigation Panel under the caption and case number: In re: National Arbitration Forum Trade Practices Litigation, Civil No. 10-md-02122 (PAM/JSM) (A number of the cases had previously been consolidated in a case captioned In re: National Arbitration Forum Litigation, Civil No. 09-1939 (PAM/JSM) (collectively, the "Multi-District Litigation")).

¹ See *State of Minnesota by its Attorney General, Lori Swanson, vs. NAF, Inc., NAF, LLC and Forthright*, Court File No. 27 CV 09 18550, Fourth Judicial District (Consumer Protection).

The Multi-District Litigation involved claims that the organizational and ownership structure of the defendants perpetuated an arbitration process that was biased against consumers in favor of creditors. The Multi-District Litigation settled in 2011 through mediation with no admission of wrongdoing on the part of any of the defendants. As part of the settlement, Accretive, LLC and Agora GP agreed to refrain from investing in any consumer arbitration businesses for a period of ten years commencing on August 8, 2011, the date of the final District Court order approving the settlement terms of the Multi-District Litigation.

Both Axiant and Mann Bracken ceased operations in 2009 due to a decrease in business following the Minnesota AG Suit and the concurrent downturn in the U.S. economy. Axiant filed for bankruptcy in November 2009 and Mann Bracken entered into a receivership proceeding under Maryland state law. Thereafter, the court-appointed trustee of the Axiant bankruptcy estate and the court-appointed receiver for the Mann Bracken Receivership Estate commenced separate lawsuits against (i) certain Accretive/Agora Funds and investment vehicles and (ii) against former officers and directors of Axiant, including Mr. Cline in his capacity as a director. Those matters have since been settled and dismissed with prejudice without admission of guilt or wrongdoing by Accretive, LCC, Mr. Cline or Funds under its management; the relief in these settlements was limited to monetary damages.

Item 10 – Other Financial Industry Activities and Affiliations

Material Financial Industry Affiliations of the Firm

Affiliates of Accretive serve as the general partners and managers of the Funds. In addition, three subsidiaries of Insureon Holdings, LLC, one of the Fund's portfolio companies, are licensed as insurance agencies: (i) BIN Insurance Holdings, LLC ("BIN") is licensed in all states other than Alaska and Hawaii and is not licensed in Washington, D.C.; (ii) Insureon Colorado, LLC ("Insureon Colorado") is licensed in Colorado; and (iii) InsuranceNoodle, LLC ("InsuranceNoodle") is licensed in all states and in Washington, D.C. As subsidiaries of the Fund, and due to the nature of the business conducted by BIN, Insureon Colorado and InsuranceNoodle as compared to Accretive and the other Funds, this relationship is not expected to create a conflict of interest with Accretive's clients.

Conflicts of Interest

In the ordinary course of conducting its activities, the interests of a Fund or its investors may conflict with the interests of Accretive or its affiliates or one or more other Funds or with their respective affiliates.

When identified, business conflicts are brought to the attention of Anne-Marie Shelley, Chief Compliance Officer, for review and resolution monitoring.

The Funds may engage in transactions with affiliates.

To the extent Accretive or its affiliates provide services to the Funds or any Fund portfolio company that would otherwise be performed by independent third parties, Accretive or its affiliates, as applicable, will receive fees at rates customarily charged for similar services in arm's-

length transactions by persons engaged in the same or substantially similar activities. The provisions of any such agreement to provide services entered into between the applicable Fund or any Fund portfolio company and Accretive or its affiliates will be at least as favorable to the applicable Fund or such Fund portfolio company as the terms reasonably expected by the Accretive to be available in an arm's-length transaction with an independent third party.

From time to time, Fund portfolio companies enter into business arrangements with one another pursuant to which one Fund portfolio company utilizes the services of another Fund portfolio company. When such arrangements are entered into, the Fund portfolio company management teams conduct all such negotiations on an arm's length basis to obtain the most favorable terms possible. Accretive does not participate in or advise on any such arrangements nor does Accretive receive any compensation from Fund portfolio companies when they enter into business arrangements with one another. Accordingly, Accretive believes that these arrangements, when they exist, are in the best interests of Accretive's Fund clients.

The organizational documents of certain Funds restrict the applicable Funds, without the consent of certain investors, from purchasing from, or selling to, certain affiliates, any Fund portfolio investment or investing in a company controlled by certain affiliates. In addition, without the consent of certain investors, certain affiliates may not purchase from, or sell to, the applicable Fund, any Fund portfolio investment or proposed investment or invest in a company controlled by the Fund.

Accretive and its personnel may have other obligations which take time away from the Funds.

Certain of Accretive's personnel have conflicts in allocating their time and services to each Fund and other ventures. Thus, while it is anticipated that such personnel will devote the business time and attention to the Funds as is required under the Funds' organizational documents, certain personnel may devote a substantial amount of time to other matters including the management of personal or family investments. Subject to any restrictions set forth in the Funds' organizational documents, Accretive and its affiliates may engage in, invest in, participate in or otherwise enter into other business ventures of any kind, nature and description, individually and with others, including, without limitation, the ownership and investment in securities, and neither the Funds nor any of the investors have any right in or to any such activities or the income or profits derived therefrom.

There may be conflicts relating to the allocation of investment opportunities.

Prospective investment opportunities identified by Accretive are allocated among the Funds, in accordance with and subject to the restrictions in the Funds' organizational documents, based on the scope of each Fund's investment objectives and the aggregate investment expected to be made in respect of such prospective investment opportunity. Notwithstanding the foregoing, Accretive generally allocates investment opportunities that meet the investment objectives of the Funds on a basis which Accretive believes is fair and equitable. In addition, Fund coinvestment opportunities are allocated subject to restrictions set forth in the applicable Fund organizational documents.

Employee members of Accretive's coinvestment Fund (the "Coinvestment Fund") are required to invest in all investments made by the Coinvestment Fund while strategic members of the Coinvestment Fund are permitted to make investments on a company-by-company basis and are

not required to make all investments that the Coinvestment Fund makes. Accretive invites strategic investors to coinvest in the Coinvestment Fund when Accretive believes that such investors have a level of knowledge or expertise that may be beneficial to a particular Fund portfolio company's business.

Fund Expense Allocation Policy

To the extent provided in the investment advisory agreements and the organizational documents of the Funds, Accretive will pay out of its management fees certain of its own and its affiliates' operating expenses, including expenses on account of rent, utilities, office supplies, office equipment, travel, entertainment, compensation of its employees and other routine administrative expenses relating to the services and facilities provided by Accretive to the Accretive Funds. Each Accretive Fund typically bears all other expenses relating to it to the extent not borne by its portfolio companies, including organizational, legal, insurance, accounting, investment banking, consulting, research, brokerage, finders', custody, transfer, registration, interest, taxes and extraordinary expenses, and other similar fees and expenses. Some of these expenses borne by the Accretive Funds may relate to costs associated with unexecuted transactions.

All expenses incurred by the Accretive Funds are recorded by Accretive's controller and reviewed and approved by the Chief Financial Officer and/or its General Counsel/Chief Compliance Officer, as appropriate. Any expenses that are deemed partnership expenses under a Fund's operative agreements will be (i) paid by the applicable Accretive Fund directly to the service provider, (ii) allocated among the Accretive Funds and paid directly to the service provider, or (iii) if paid by Accretive on behalf of a Fund or Funds, the expenses will be allocated among the Accretive Funds (and Accretive under certain circumstances) and reimbursed to Accretive, if appropriate. The payment procedure is driven by the nature of the expense and the method by which a service provider bills the expenses and generates invoices.

Generally, expenses are allocated among the Accretive Funds as set forth below (although there may be circumstances under which differing allocation methods may be applied). Expenses that require allocation among the Accretive Funds will be based on an equitable allocation methodology taking into account the nature of the expense and circumstances giving rise to the expense. Under certain circumstances, expenses will be allocated among the Accretive Funds and Accretive, if appropriate.

TYPE OF EXPENSE:

ALLOCATION METHOD:

Accounting, Audit and Tax:

Fees and out of pocket expenses for fund specific work are billed to and paid directly by the Accretive Fund incurring the expense.

Filing Fees:

Fund specific fees are billed to and paid by Accretive and then allocated to the appropriate Accretive Fund.

Legal:

Fees and out of pocket expenses for external legal services are generally billed to and paid by Accretive and then allocated to the appropriate Accretive Fund.

Insurance:

Insurance premiums are allocated among the Accretive Funds (and Accretive) on a pro rata basis and taking into account an assessment of historical and potential risk.

Accretive may be influenced by performance-based compensation and management fees.

The general partners and managers of the Funds (which are related persons of the firm) may receive performance-based compensation, which may create an incentive for Accretive to make more speculative investments on behalf of the Funds than the Funds would otherwise make in the absence of such compensation. Although Accretive and its affiliates are investing in certain Funds that coinvest with other Funds, their interests may under some circumstances differ from those of the Funds or the investors. Such conflicting interests could potentially affect the decisions of Accretive in purchasing, holding and disposing of the Fund's investments. Furthermore, Accretive's management fee is payable with respect to the invested capital of the Funds, which will be reduced upon the liquidation of investments. As a result, there is incentive for Accretive to avoid such liquidation in order to continue to receive its management fee, resulting in a potential conflict of interest with the Funds and their investors.

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

Code of Ethics

Accretive has adopted a Code of Ethics for all supervised persons of the firm describing its high standard of business conduct and fiduciary duty to its clients. The Code of Ethics, which includes provisions relating to a prohibition on insider trading, a prohibition of rumor mongering, restrictions on the acceptance of significant gifts and the reporting of certain gifts and business entertainment items, and personal securities trading procedures, among other things. All supervised persons at Accretive must acknowledge the terms of the Code of Ethics annually, or as amended. A copy of Accretive's Code of Ethics will be provided to any client or prospective client upon request.

Financial Interest in Client Transactions

We may, from time to time, recommend a security in which our firm or one of our related persons, directly or indirectly, has an interest. For instance, our affiliates invest in certain Funds that coinvest with other Funds. In addition, Fund assets may be invested in securities of portfolio companies in which one or more other Funds hold positions. Given the likely frequency of such occurrence, clients will not be provided with notification of such occurrences. This may represent a conflict of interest for us, and this conflict, and our procedures for addressing such conflict, are described in detail in Item 10 of this brochure.

Participation in Client Transactions and Personal Trading

Accretive's employees and persons associated with Accretive are required to follow Accretive's policies regarding personal investments, which are described in its Code of Ethics. Subject to satisfying this policy and applicable laws, officers, directors and employees of Accretive and its

affiliates may trade for their own accounts in securities which are recommended to and/or purchased for Accretive's clients. Certain of our affiliates invest in Funds that coinvest with other Funds, subject to the restrictions set forth in the applicable Fund organizational documents. The investment policies described in the Code of Ethics are designed to ensure that the personal securities transactions, activities and interests of the employees of Accretive will not interfere with (i) making decisions in the best interest of advisory clients and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts. Pursuant to such policies, certain classes of securities have been designated as exempt transactions, based upon a determination that these would materially not interfere with the best interest of Accretive's clients. In addition, these personal investment policies require pre-clearance of certain transactions. Employee trading is periodically monitored to reasonably detect conflicts of interest between Accretive and its clients.

Item 12 – Brokerage Practices

Accretive currently does not engage in trading transaction on behalf of its clients or utilize the services of broker-dealers for transaction related services. In the event it chooses to use a broker-dealer, Accretive will seek to obtain best execution of transactions. To the extent they aggregate orders for purchase and sale, Accretive will aggregate such orders as it deems appropriate and in accordance with each Fund's organizational documents and in the best interests of each Fund.

Item 13 – Review of Accounts

Review

The portfolio investments of each Fund are continuously reviewed by a team of investment professionals. The team includes J. Michael Cline, Edgar Bronfman, Jr. and other professionals at Accretive. Accretive actively monitors the portfolio companies of the Funds and generally maintains an ongoing oversight position in such portfolio companies.

Reporting

Investors in the Funds will typically receive, among other things, a copy of audited financial statements of the relevant Fund within 120 days after the fiscal year end of such Fund; provided, however, that Investors in the Funds that operate as fund of funds will typically receive, among other things, a copy of audited financial statements of the relevant Fund within 180 days after the fiscal year end of such Fund. In addition, investors in each Fund will typically receive written reports containing unaudited summary financial information regarding such Fund at least semi-annually.

Item 14 – Client Referrals and Other Compensation

Accretive does not directly or indirectly compensate any person for client referrals.

Item 15 – Custody

The assets of each Fund are held at unaffiliated qualified custodians as required by the rules adopted under the Investment Advisers Act of 1940, as amended. We provide Fund investors with

the Fund's annual audited financial statements prepared by an independent PCAOB-registered public accountant and investors in each Fund receive the reports from Accretive described in Item 13 of this brochure.

Item 16 – Investment Discretion

Accretive has full discretionary authority and responsibility with respect to the investment management of the Funds pursuant to the investment advisory agreements. Investment advice is provided by Accretive directly to the Funds, subject to the direction and control of the affiliated general partner or manager of such Fund. Any restrictions on investments in certain types of securities are established by the general partner or manager of the applicable Fund, and are set forth in each Fund's organizational documents.

Item 17 – Voting Client Securities

Accretive's authority to vote proxies for the Funds is established by its investment advisory agreement with each Fund. Accretive has adopted the proxy voting policies and procedures set forth in its Compliance Manual. Under our proxy voting policy, Accretive will generally vote proxies in accordance with the recommendation of the issuing company's management on routine and administrative matters unless Accretive has a particular reason to vote to the contrary. Non-routine matters will be voted on a case-by-case basis in a manner that serves the clients' best interest. Under certain circumstances, we may abstain from voting specific proxies if we believe that doing so is in the best interests of our clients. Furthermore, under our proxy voting policy, we may not vote proxies issued by companies if our clients no longer have any economic exposure to the issuer of the proxy or if we believe that the subject matter of the proxy has no material impact on our clients. We follow procedures designed to identify conflicts or potential conflicts that could arise between our own interests and those of the Funds. If it is determined that any such conflict or potential conflict is not material, we may vote proxies notwithstanding the existence of the conflict. If it is determined, however, that a conflict of interest or potential conflict of interest is material, we will engage a third party to recommend a vote with respect to the proxy.

We do not permit clients to direct how we will vote on specific proxies. Each investor in the Funds may request information on how Accretive voted with respect to the securities of such Fund and obtain a copy of Accretive's policies and procedures, which are set forth in its Compliance Manual, by contacting Anne-Marie Shelley, Chief Compliance Officer, at (646) 282-3382, or by email at ashelley@accretivelc.com.

Item 18 – Financial Information

Not applicable. There is no financial condition that is reasonably likely to impair Accretive's ability to meet its contractual commitments to clients.

Item 19 – Requirements for State-Registered Advisers

Not applicable.