

Crestview Advisors, L.L.C.

Part 2A of Form ADV

The Brochure

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This brochure provides information about the qualifications and business practices of Crestview Advisors, L.L.C. (“**Crestview**”). If you have any questions about the contents of this brochure, please contact us at (212) 906-0700. The information in this brochure has not been approved or verified by the U.S. Securities and Exchange Commission (“**SEC**”) or by any state securities authority. Crestview is an investment adviser that is registered with the SEC. Registration with the SEC does not imply a certain level of skill or training.

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

Material Changes

Since this Brochure was updated in March 2018, the sections captioned “Cyber Security Breaches and Identity Theft” has been added.

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Advisory Business

Crestview was founded in 2004 by Barry S. Volpert and Thomas S. Murphy, Jr. and is principally owned by entities controlled by them and certain of Crestview’s other senior professionals. The firm’s senior professionals with the title of Partner are Alex J. Binderow, Brian P. Cassidy, Robert V. Delaney, Jr., Richard M. DeMartini, Daniel G. Kilpatrick, Adam J. Klein, Mr. Murphy, Evelyn C. Pellicone, Alexander M. Rose and Mr. Volpert. The firm’s senior investment professionals with the title of Vice Chairman are Robert J. Hurst and Jeffrey A. Marcus. Mr. Volpert is the Chief Executive Officer, and Messrs. Delaney, DeMartini and Murphy, as well as Ms. Pellicone, also serve as officers of the company. In such capacity, Messrs. Delaney, DeMartini, Murphy and Volpert also have the title Managing Director, and Ms. Pellicone has the title Chief Financial Officer.

Crestview provides investment advisory services to Crestview Partners, L.P. and its affiliated co-investing funds (collectively, “**Fund I**”), Crestview Partners II, L.P. and its affiliated co-investing funds (collectively, “**Fund II**”), Crestview Partners III, L.P. and its affiliated co-investing funds (collectively, “**Fund III**”) and Crestview Partners IV, L.P. and its affiliated co-investing funds (collectively, “**Fund IV**”). All of the funds to which Crestview provides advice are privately offered. The Fund I complex is principally composed of the following legal entities: Crestview Partners, L.P., Crestview Partners (TE), L.P., Crestview Partners (ERISA), L.P., Crestview Partners (PF), L.P. and Crestview Partners (Cayman), L.P. The Fund II complex is principally composed of the following legal entities: Crestview Partners II, L.P., Crestview Partners II (TE), L.P., Crestview

Partners II (FF), L.P., Crestview Partners II (Cayman), L.P., Crestview Partners II (FF Cayman), L.P. and Crestview Partners II (892 Cayman), L.P. The Fund III complex is principally composed of the following legal entities: Crestview Partners III, L.P., Crestview Partners III (TE), L.P., Crestview Partners III (TE 2), L.P., Crestview Partners III (FF), L.P., Crestview Partners III (Offshore), L.P., Crestview Partners III (FF Offshore), L.P., Crestview Partners III (892), L.P., Crestview Partners III (DE Offshore), L.P., Crestview Partners III Co-Investors, L.P. and Crestview Partners III (Co-Investment B), L.P. The Fund IV complex is principally composed of the following legal entities: Crestview Partners IV, L.P., Crestview Partners IV (TE), L.P., Crestview Partners IV (FF), L.P., Crestview Partners IV (Offshore), L.P., Crestview Partners IV (FF Offshore), L.P., Crestview Partners IV (892), L.P. and Crestview Partners IV Co-Investors, L.P. The general partner of each of the Fund I entities listed above is Crestview Partners GP, L.P. (“**GP I**”); the general partner of each of the Fund II entities listed above is Crestview Partners II GP, L.P. (“**GP II**”); the general partner of each of the Fund III entities listed above is Crestview Partners III GP, L.P. (“**GP III**”), and the general partner of each of the Fund IV entities listed above is Crestview Partners IV GP, L.P. (“**GP IV**” and, together with GP I, GP II, GP III and any vehicle formed in the future to serve as the general partner of an entity advised by Crestview, the “**General Partners**”). The general partner of each General Partner is Crestview, L.L.C. Crestview Partners (Cayman), Ltd. is the administrative general partner of certain of the foregoing entities. In addition to the entities described above, certain other legal entities have been formed to serve as vehicles for the purpose of holding specific investments or for other legal, regulatory, tax or business reasons.

This brochure is not an offer to invest in any of Crestview’s private funds. Any such offer would only be made through the provision of such fund’s confidential offering materials. Information included in this brochure is intended to provide a useful summary about Crestview, but it is qualified in its entirety by information included in its private funds’ confidential offering materials.

Crestview’s private funds tend to invest in middle-market companies that are active in media, financial services, energy and industrial sectors. Crestview’s private funds target \$100 million to \$300 million equity investments in companies with enterprise values that are typically between \$250 million and \$1 billion.

Crestview’s investment advice is carefully tailored to the objectives of each private fund but not to the objectives of underlying investors in those funds. From time to time, investors in the private funds and others may be offered an opportunity to make a co-investment with the funds. In general, each investor is individually responsible for determining whether it wants to participate in such a co-investment opportunity, unless such investment discretion has been granted to Crestview.

As of December 31, 2018, private funds advised by Crestview had regulatory assets under management of approximately \$8,154,956,004, which comprises assets with a fair value of approximately \$4,551,738,255 and uncalled capital commitments of approximately \$3,603,217,749. Crestview and the General Partners have discretionary authority over the private funds’ investment activities.

Fees and Compensation

Management Fees and Carried Interest Distributions

Crestview receives management fees, and the General Partners are expected to receive carried interest distributions, from Crestview's private funds. Management fees generally equal 1.75% or 2% of each investor's capital commitment during a fund's investment period and 1.5% of invested capital thereafter, subject to certain adjustments. For example, amounts equal to organizational expenses over a certain dollar amount, placement fees funded by a Crestview private fund and a portion of transaction fees and special income received by Crestview (including financial advisory fees, break-up fees, net monitoring fees, director fees and other similar fees, which could include lump-sum, accelerated or termination payments in respect of such fees in the event of the sale or initial public offering of the relevant portfolio company or other termination of the arrangement) are reduction items in computing the management fee. Any direct, unreimbursed monitoring expenses generally result in a reduction in the calculation of net monitoring fees. In addition, amounts equal to a portion of the cost of investments funded (or to be funded) by the investors in a Crestview private fund will reduce the management fee. Management fees generally are due in advance on a quarterly basis and are collected directly by Crestview from the private funds.

Carried interest distributions are typically 20% of the gains realized on the disposition of investments after returning invested capital, management fees and other expenses and priority returns to the investors, subject to catch-up provisions that are described in detail in each private fund's confidential offering materials. Carried interest distributions are generally made at the time that a private fund disposes of an investment and may be subject to a claw-back depending on the aggregate return of all of the fund's investments. Such a claw-back may occur during a fund's term or at the end of its term.

Crestview and the General Partners may reduce or waive management fees or carried interest distributions at their discretion. In addition, Crestview and the General Partners may enter into side letter arrangements with particular investors in a private fund which may alter or supplement the terms of the governing documents (including the terms related to fees) of such fund with respect to such investors.

Transaction Fees and Special Income Received by Crestview

Crestview receives all transaction fees and special income with respect to its private funds and their investments (including financial advisory fees, break-up fees, net monitoring fees, director fees and other similar fees, which could include lump-sum, accelerated or termination payments in respect of such fees in the event of the sale or initial public offering of the relevant portfolio company or other termination of the arrangement), but an amount equal to a portion of such fees and income received by Crestview will reduce the management fees owed by the Crestview private funds. Any direct, unreimbursed monitoring expenses generally result in a reduction in the calculation of net monitoring fees. The amount equal to the portion of such fees and income that is considered a negative item in computing the management fee is described in detail in each fund's confidential offering materials.

Crestview may be paid transaction fees and special income of the type referred to in the preceding paragraph on behalf of or with respect to co-investors in an investment. Should this occur, the

receipt of such fees may not be applied to reduce the management fee payable by any Crestview private fund(s) that have also invested in such investment and, as a result, a Crestview private fund would, in such cases, only benefit with respect to its allocable portion of any such fee and not the portion of any fee that relates to such co-investors, which may be significant.

Other Fees and Expenses Borne by the Private Funds

Crestview's private funds pay, and the investors in those funds indirectly bear, a number of other fees, costs, liabilities and expenses. These vary from private fund to private fund and in many cases are limited by the applicable private fund's limited partnership agreement or other governing documents, but generally include, without limitation:

- fees, costs, expenses, liabilities and obligations incurred in connection with the investigating, making, structuring, holding, managing, valuing, hedging, sale or proposed sale of investments, or any fees, costs, expenses, liabilities and obligations associated with proposed investments that are ultimately not made, together with any associated legal, financing, commitment, transaction or other fees and expenses payable to attorneys, accountants, tax professionals, investment bankers, lenders, third-party software and service providers, consultants and similar professionals in connection therewith and any fees and expenses related to transactions that may have been offered to co-investors;
- indebtedness of, or guarantees made by, a private fund, a General Partner or any of their respective affiliates on behalf of such private fund (including any credit facility, letter of credit or similar credit support), including interest with respect thereto, or seeking to put in place any such indebtedness or guarantee;
- broker, dealer, finder (including in respect of strategic alliances), underwriting (including both commissions and discounts), loan administration, sales commissions, investment banker and similar services;
- brokerage, sale, custodial, depository, trustee, record keeping, account and similar services;
- legal, accounting, research, auditing, administration (including fees and expenses associated with a private fund's third-party administrator and administration, tracking or reporting software, if any), information, appraisal, advisory, valuation (including third-party valuations, appraisals or pricing services), tax and other professional services;
- directors and officers liability, errors and omissions liability and general partnership liability premiums and other insurance and regulatory expenses;
- filing, title, transfer, registration and other similar fees and expenses;
- the preparation, distribution or filing of financial statements or other reports, tax returns, tax estimates, Schedules K-1 related to a private fund or any investment thereof, or any other administrative, compliance or regulatory filings or reports (including Form PF and any filings or reports or other regulatory requirements contemplated by or arising under the Alternative Investment Fund Managers Directive or any similar law, rule or regulation, including private funds' and their General Partners' registered office fees and filing fees in

the Cayman Islands and Delaware), or other information, including fees and costs of any third-party service providers and professionals related to the foregoing;

- any activities with respect to protecting the confidential or non-public nature of any information or data, including confidential information;
- activities or proceedings of the “LP Advisory Committee” or similar body of any private fund (including any reasonable out-of-pocket fees, costs and expenses incurred by Crestview’s representatives or members of such committee, permitted observers (if any) and other persons attending or otherwise participating in meetings of such committee);
- routine expenses of a private fund that are not reimbursed by portfolio companies, including financing fees, management fees and other administrative expenses of such private fund;
- all actual, threatened or otherwise anticipated litigation, other dispute process-related or indemnification expenses (including any fees, costs and expenses incurred in connection with indemnifying any person pursuant to the partnership agreement of a private fund or otherwise and advancing fees, costs and expenses incurred by any such person in defense or settlement of any claim that may be subject to a right of indemnification pursuant to such partnership agreement or otherwise);
- a private fund’s annual limited partner meetings or other meetings with any limited partners;
- the termination, liquidation, winding up or dissolution of a private fund;
- amendments to, and waivers, consents or approvals pursuant to, the constituent documents of a private fund and their related entities (including any alternative investment vehicle), including the organization, preparation, distribution and implementation thereof;
- complying with any law or regulation related to the activities of a private fund (including regulatory expenses of such private fund’s General Partner incurred in connection with the operation of such private fund and legal fees and expenses), and complying with any side letter agreements related to a private fund, including conducting any “most favored nation” or similar process in respect of side letters issued to limited partners;
- any governmental inquiry, investigation or proceeding involving a private fund, including any costs and expenses of any discovery related thereto and the amount of any judgments, settlements or fines paid in connection therewith;
- unreimbursed costs and expenses incurred in connection with any transfer or proposed transfer by a limited partner in a private fund;
- any travel (including the cost of first class or business class commercial airfare, chartered or private airfare and ground transportation (including coach, rail and train)), lodging, meals or entertainment related to any private fund matters, including in connection with consummated and unconsummated investment and disposition opportunities, limited partner

and other private fund-related meetings, and transportation and meals for Crestview employees working on private fund matters outside of normal business hours;

- costs of organizing the private fund, provided that certain “excess organizational expenses” will generally be applied to reduce a private fund’s management fees; and
- a proportionate share of all placement fees and expenses payable to any person serving as a placement agent in connection with the offering of limited partner interests in a private fund, *provided* that placement fees funded by a private fund may be applied to reduce the management fees payable by such private fund.

In addition, portfolio companies of Crestview’s private funds may reimburse Crestview for out-of-pocket fees, costs, liabilities and expenses (and the investors in those funds would therefore indirectly bear such amounts) of the types described above, which may be in the form of a direct reimbursement or a payment in lieu of a monitoring or other transaction fee (in which case, the amount of such payment would generally not be considered a reduction item in the calculation of the management fee paid by the private funds).

Crestview may retain, or otherwise enter into arrangements with, senior advisory consultants (“**Senior Advisors**”), other industry experts or certain strategic alliances (“**Strategic Alliances**”) for various purposes, including, among other things, to generate, evaluate, execute and manage opportunities in certain sectors or provide similar services to the Crestview private funds, any alternative investment vehicle or any portfolio company or prospective portfolio company of any Crestview private fund. Certain services may frequently include serving as directors or in other policy-making positions and, in some cases, may include serving in management positions. Portfolio companies of Crestview private funds typically contract with, and negotiate and arrange the compensation of, Senior Advisors, which may take the form of set fees, retainers, success fees or other arrangements and may be borne by the Crestview private funds or a portfolio company. Similarly, Strategic Alliance parties may provide services (such as monitoring or serving on the board of directors) and receive transaction, monitoring, directors’ and other fees from such portfolio companies, in addition to any such fees that Crestview may receive. In addition, Senior Advisors and Strategic Alliances may, from time to time, be issued a profit interest in, or other compensation from, portfolio companies depending on their respective level of involvement in the portfolio companies. Expenses, fees and other compensation paid to Senior Advisors and Strategic Alliances (whether paid by the Crestview private funds directly, by a portfolio company or by Crestview and subsequently reimbursed by a Crestview private fund or a portfolio company) will not result in offset to the management fees owed to Crestview. In addition to such fees, the Crestview private funds will generally bear any travel costs or other out-of-pocket expenses incurred by Senior Advisors in connection with the provision of their services.

In general, expenses attributable to a particular private fund complex are allocated to the fund vehicles which compose such fund complex according to the methodology set forth in the limited partnership or other agreements governing such fund vehicles. Expenses that are attributable to more than one fund complex generally are allocated among such fund complexes based on their respective aggregate capital commitments; however, Crestview has discretion to use another methodology if Crestview believes it is more fair and equitable.

Crestview is permitted to exempt certain affiliated partner investors in the Crestview private funds from payment of all or a portion of management fees and/or carried interest, including Crestview and any other person designated by Crestview. Any such exemption from fees and/or carried interest may be made by a direct exemption, a rebate by Crestview or through other Crestview private funds which co-invest with a Crestview private fund. For example, in instances where a Crestview professional (or an affiliated entity thereof) invests in a Crestview private fund, such professional (or such affiliated entity) generally will be exempt from payment of the management fee and carried interest with respect to such private fund. Additionally, to the extent permitted by the relevant partnership agreement, Crestview has the right to permit investors, affiliated with Crestview or otherwise, to invest through the relevant General Partner or other vehicles that do not bear management fees or carried interest.

Crestview private funds generally invest on a long-term basis. Accordingly, investment advisory and other fees are expected to be paid, except as otherwise described in the relevant partnership agreement, over the term of a Crestview private fund, and investors generally are not permitted to withdraw or redeem interests in such private fund.

Principals or other current or former employees of Crestview generally receive salaries and other compensation derived from, and in certain cases including a portion of, the management fee, carried interest or other compensation received by Crestview or its affiliates.

Performance Based Fees and Side-by-Side Management

As described above, the General Partners and, in certain cases, other parties (such as Strategic Alliances or Senior Advisors), may receive carried interest distributions depending on the returns generated by the private funds' investments. This arrangement could give Crestview an incentive to invest in a speculative or imprudent manner in an effort to earn outsized returns. Despite this potential conflict of interest, Crestview will always seek to manage its private funds in accordance with their stated investment objectives. Crestview and the General Partners have sought to further mitigate this risk by including claw-back provisions in the carried interest distribution structure, disclosing information about investments to investors and requiring the General Partners' members to make personal investments in the funds through the General Partners.

To the extent that one or more of Crestview's private funds experience gains and one or more other funds experience losses, Crestview could have an incentive to allocate a disproportionate amount of time and resources to the funds that are most likely to generate carried interest distributions. Crestview seeks to mitigate this risk by seeking capital commitments for a new fund complex only as it approaches the end of the investment period for an earlier fund complex.

Types of Clients

Crestview provides advisory services to privately offered pooled investment vehicles that make private equity investments. The minimum capital commitment to invest in one of the private funds advised by Crestview is typically \$1 million, but the General Partner for each fund reserves the right to reduce or waive this minimum.

Methods of Analysis, Investment Strategies and Risk of Loss

Crestview's private funds tend to invest in middle-market companies that are active in media, financial services, energy and industrial sectors. Crestview's private funds target \$100 million to \$300 million equity investments in companies with enterprise values that are typically between \$250 million and \$1 billion.

Crestview often sources transaction opportunities from its extensive professional network and seeks to negotiate transactions on an exclusive basis. The private funds advised by Crestview generally make investments with a contrarian theme with the belief that assets or sectors that are out of favor can yield attractive opportunities for returns. Crestview generally evaluates more than 200 potential investment opportunities each year, with the expectation of completing two to four transactions annually.

Each potential investment is reviewed by one or more investment professionals, generally a Partner, Senior Advisor, Principal or Vice President, who make an initial determination regarding its attractiveness. These preliminary decisions are based on a number of important criteria, including an evaluation of the quality of the business, the competitive dynamic and fundamental position of the industry, competitive advantages and disadvantages, the management team, potential valuation, transaction dynamics, likely competition for the transaction, potential upside, downside risk and the private funds' relative advantages compared to other potential investors. In general, Crestview will not pursue an opportunity unless Crestview believes that its private funds have a significant edge—superior insight, information, relationships, potential value to add and/or ability to move quickly and decisively.

Potential investment opportunities that pass the initial review are discussed with the investment committee of a private fund's General Partner (each, an "**Investment Committee**"). Certain senior investment professionals of the firm (Messrs. Cassidy, Delaney, DeMartini, Hurst, Klein, Murphy, Rose and Volpert) currently comprise the Investment Committee for each of Fund I, Fund II, Fund III and Fund IV. The approval of a supermajority of the members of the relevant Investment Committee, as well as the approval of the chairman of the Investment Committee (currently, Mr. Volpert), is required to approve the making of any investment by Fund I, Fund II, Fund III or Fund IV, as the case may be, other than a follow-on investment as defined in the constituent documents of those funds. The approval of a majority of the members of the relevant Investment Committee, as well as the approval of the chairman of the Investment Committee, is required to approve (i) the making of any follow-on investment, (ii) the sale, disposition or other realization of any investment or (iii) any other matter relating to an investment held by any fund. Although the private funds may invest alongside other investors in a particular portfolio company, the investment decisions of the private funds are the responsibility of the respective Investment Committees.

Approved potential investments are assigned to an investment team generally composed of one or more Partners and additional investment professionals. The investment team is then responsible for Crestview's comprehensive due diligence efforts, budget, structuring, contract negotiations and financing. The team submits a report to the relevant Investment Committee for discussion regarding whether to proceed with the investment, and Investment Committee approval is required at each critical stage of a transaction, such as the decision whether to proceed with full due diligence (which

generally entails engaging outside advisors) and whether to commit the private fund's capital to the investment.

Due diligence efforts are supported by industry consultants and advisers that, in Crestview's experience, add valuable perspectives and expertise. For previous investments, Crestview and its private funds have retained the services of Davis Polk & Wardwell LLP; Paul, Weiss, Rifkind, Wharton & Garrison LLP; Kirkland & Ellis LLP; Vinson & Elkins LLP; PricewaterhouseCoopers LLP; Ernst & Young LLP; Lockton, Inc.; Simmons Energy, a division of Piper Jaffray and Aon Inc., among others. Crestview often relies as well on the expertise of its Senior Advisors and selected limited partners of its private funds.

Following an investment, the investment team responsible for such investment continues to have primary responsibility for monitoring the portfolio company's performance. Material events and disposition opportunities are discussed at Crestview's weekly staff meetings.

Despite Crestview's efforts to identify promising investment opportunities for its private funds, an investment in the private funds entails a high degree of risk. Risks associated with an investment in the private funds are described in detail in the funds' confidential offering materials. These risks include, but are not limited to, the following:

- *No assurance of return* – There can be no assurance that the private funds' investment objectives will be achieved or that there will be any return of capital.
- *Concentrated investments* – The private funds will make relatively few investments, so poor performance by any investment could have a materially adverse effect on the funds.
- *Long-term investment with limited transferability* – Capital committed to one of Crestview's private funds is expected to be invested in portfolio companies for many years. Interests in the private funds are highly illiquid, and investors may not withdraw capital from the funds.
- *Leverage* – The private funds may use leverage in connection with making investments, and their portfolio companies may incur a significant amount of leverage. This leverage will increase the exposure of such investments to adverse economic factors and could result in the permanent loss of capital for the funds and their investors.
- *Reliance on key persons* – The success of the private funds will depend upon, among other things, the skill and expertise of Crestview's Partners and employees, including the members of the Investment Committees. There can be no assurance, however, that such individuals will continue to be associated with Crestview throughout the life of the funds.
- *Tax risks* – Tax consequences to the investors from an investment in the private funds are complex. The structure of the funds' investments, the timing of their disposition and other factors may result in different tax consequences and, therefore, different returns to different investors. Crestview will consider the investment and tax objectives of the funds and their investors as a whole and not the investment, tax or other objectives of any investor individually.

- *Control person liability* – Because Crestview’s private funds expect to obtain rights to participate in the management of their portfolio companies, including by appointing members to their boards of directors, the funds could be exposed to claims by a portfolio company, its security holders and its creditors, including claims for alleged violations of securities laws, breach of fiduciary or other duties and failure to exercise the appropriate levels of care under corporate, securities, environmental or other applicable laws.
- *Minority Investments* – The private funds may make minority investments in portfolio companies and, despite seeking representation on their boards of directors, may be unable to control the business and affairs of such companies. In such circumstances, there is a possibility that a portfolio company’s other security holders may have economic or business interests or goals that are inconsistent with those of the funds, and the funds may not be in a position to limit or otherwise protect the value of the funds’ investment in such portfolio company.
- *Indemnification* – Although Crestview and its private funds maintain insurance coverage, the funds will be required to indemnify their General Partners, affiliates of the General Partners and certain other persons for liabilities incurred in connection with the affairs of the private funds. Such liabilities may be material and have an adverse effect on the returns to the investors.

Cyber Security Breaches and Identity Theft

Cyber security incidents and cyber-attacks have been occurring globally at a more frequent and severe level and will likely continue to increase in frequency in the future. Each private fund, its portfolio companies’ and their service providers’ information and technology systems may be vulnerable to damage or interruption from computer viruses and other malicious code, network failures, computer and telecommunication failures, infiltration by unauthorized persons and security breaches, usage errors by their respective professionals or service providers, power, communications, or other service outages and catastrophic events such as fires, tornadoes, floods, hurricanes and earthquakes. If unauthorized parties gain access to such information and technology systems, they may be able to steal, publish, delete or modify private and sensitive information, including nonpublic personal information and material nonpublic information. Although Crestview has implemented, and the private funds’ portfolio companies and their service providers may implement, various measures to manage risks relating to these types of events, such systems could prove to be inadequate and, if compromised, could become inoperable for extended periods of time, cease to function properly or fail to adequately secure private information. In addition, while it reviews them on a regular basis, Crestview does not control the cyber security plans and systems put in place by third-party service providers, and such third-party service providers may have limited indemnification obligations to Crestview, the private fund and/or a portfolio company, each of which could be negatively impacted as a result. Breaches such as those involving covertly introduced malware, impersonation of authorized users and industrial or other espionage may not be identified even with sophisticated prevention and detection systems, potentially resulting in further harm and preventing it from being addressed appropriately. Crestview, the private fund and/or a portfolio company may have to make a significant investment to fix or replace them. The failure of these systems and/or of disaster recovery plans for any reason could cause significant interruptions in Crestview’s, the private fund’s and/or a portfolio company’s operations and result

in a failure to maintain the security, confidentiality or privacy of sensitive data, including personal information relating to limited partners (and their beneficial owners), material nonpublic information in possession of and the intellectual property and trade secrets and other sensitive information of Crestview and/or portfolio companies. Such a failure could harm Crestview's, the private fund's and/or a portfolio company's reputation, subject any such entity and its affiliates to legal claims, regulatory action or enforcement arising out of applicable privacy or other laws and adverse publicity and otherwise affect its business and financial performance.

Certain Conflicts of Interest

There are certain actual, inherent and potential conflicts of interest between Crestview and its respective employees, officers, directors, principals, members and partners and/or an Affiliated Investment Fund (as defined below in the paragraph headed "Investments by Affiliated Investment Funds"), on the one hand, and the Crestview private funds and/or their investors, on the other. The discussion below enumerates certain of such conflicts of interest. Crestview can give no assurance that conflicts of interest will be resolved in favor of the Crestview private funds and/or the limited partners, and, in fact, they may not be. By acquiring an interest, each investor will be deemed to have acknowledged the existence of such actual, apparent and potential conflicts of interest and that, subject to the terms of the partnership agreement of each Crestview private fund, such conflicts will be resolved by Crestview in its sole discretion but without any guarantee that any situation involving a conflict will be resolved in favor of the Crestview private funds and/or the investors.

Other Activities of the General Partner and Management of the Crestview Private Funds

Except as provided in the partnership agreement of each Crestview private fund, the General Partners and their affiliates will not be restricted in the scope of their business or in the performance of any services (whether now offered or undertaken in the future) even if such activities could give rise to conflicts of interest and whether or not such conflicts are described herein. Employees, officers, directors, principals, members and affiliates of Crestview are not obligated to devote their full time to the Crestview private funds but will devote such time as required by each Crestview private fund's partnership agreement and as the relevant General Partner in its sole discretion deems necessary to effectively carry out the operations of each Crestview private fund. Crestview and its personnel may have conflicts of interest in allocating their time and services among the Crestview private funds. In addition, subject to the partnership agreement of each Crestview private fund, Crestview personnel may devote a portion of their business time to other activities, such as serving on boards of directors of public and private companies, engaging in civic, professional, industry and charitable activities and conducting and managing personal and family investment activities. Such activities could be viewed as creating a conflict of interest in that the time and effort of such principals may not be devoted exclusively to the business of the Crestview private funds but are expected to be allocated between the business of the Crestview private funds and such other activities.

Carried Interest

Carried interest may create an incentive for a General Partner to make more speculative investments for the relevant Crestview private fund than it would otherwise make in the absence of such performance-based distributions. In addition, the method of calculating a General Partner's carried

interest may result in conflicts of interest between the General Partner, on the one hand, and the Crestview private fund's investors, on the other hand, with respect to the management and disposition of investments, including the timing and sequence of such dispositions. Moreover, upon a withdrawal by an investor from a Crestview private fund (in limited circumstances) and upon the liquidation of a Crestview private fund, the relevant General Partner may receive carried interest distributions with respect to a distribution in kind of non-marketable securities or obligations. The valuation of such securities and obligations for such purposes will be determined by each General Partner in a manner as set forth in the applicable partnership agreement of each Crestview private fund.

Pursuant to the partnership agreements of the Crestview private funds, a General Partner may be required to return excess amounts of carried interest as a "clawback." This clawback obligation may create an incentive for a General Partner to defer disposition of one or more investments or delay the liquidation of the relevant Crestview private fund if the disposition and/or liquidation would result in a realized loss to the Crestview private fund or would otherwise result in a clawback situation for the General Partner.

Conflicts with Portfolio Companies

Officers, employees and Senior Advisors of Crestview may serve as directors of certain portfolio companies and, in that capacity, may be required to make decisions that they consider to be in the best interests of the portfolio company. In certain circumstances, for example, in situations involving bankruptcy or near insolvency of the portfolio company, actions that may be in the best interest of the portfolio company may not be in the best interests of the Crestview private funds, and vice versa. Accordingly, in these situations, there may be conflicts of interests between such individual's duties as an officer or employee of Crestview and such individual's duties as a director of the portfolio company. Further, a director position could increase the risk that regulators or private litigants will hold, or seek to hold, the Crestview private funds responsible for non-compliance issues at the portfolio company.

Additionally, from time to time, portfolio company board members approve compensation and other amounts payable to Crestview or Senior Advisors in connection with services provided by Crestview to such portfolio company, and, except to the extent such amounts are subject to the offset provision of the partnership agreements of the Crestview private funds, these amounts are in addition to the management fee or carried interest payable by the Crestview private funds discussed herein. Crestview's authority to appoint or influence the appointment of portfolio company board members who may be involved in approving compensation payable to Crestview or Senior Advisors subjects Crestview and any such portfolio company board appointees to potential conflicts of interest.

Additionally, a portfolio company typically will reimburse Crestview or service providers retained at Crestview's discretion for expenses (including, without limitation, expenses related to meetings and other events (to the extent that such meetings or events are attended by portfolio company personnel), certain entertainment expenses (to the extent that such expenses are attributable to portfolio company usage), travel expenses and expenses relating to recruiting, relocation and background checks for portfolio company positions) incurred by Crestview or such service providers in connection with their performance of services for such portfolio company, as well as

consulting fees (and other cash and non-cash compensation) incurred. This subjects Crestview to conflicts of interest because the Crestview private funds generally do not have an interest or share in these reimbursements, and the amount of such reimbursements may be substantial. Crestview determines the amount of these reimbursements for such services in its own discretion. Although the amount of individual reimbursements typically is not disclosed to all investors in the Crestview private funds, their effect is reflected in each Crestview private fund's audited financial statements, and any fee paid or expense reimbursed to Crestview or such service providers generally is subject to an agreement with sellers, buyers or management team, the review and supervision of the board of directors of or lenders to portfolio companies, and/or third party co-investors. These factors help to mitigate related conflicts of interest.

Crestview may receive transaction fees and special income with respect to the Crestview private funds and their investments (including financial advisory fees, break-up fees, net monitoring fees, director fees and other similar fees, which could include lump-sum, accelerated or termination payments in respect of such fees in the event of the sale or initial public offering of the relevant portfolio company other termination of the arrangement), but an amount equal to a portion of such fees and income received by Crestview is a reduction item in the computation of the management fee owed by the Crestview private funds. Any direct, unreimbursed monitoring expenses generally result in a reduction in the calculation of net monitoring fees.

Portfolio companies may also be counterparties or participants in agreements, transactions or other arrangements with portfolio companies of Crestview private funds that may involve fees and/or servicing payments to Crestview, which are not subject to fee offsets or otherwise shared with the Crestview private funds.

Diverse Membership

Investors of the Crestview private funds are expected to include taxable and tax-exempt entities and persons from the United States and jurisdictions outside of the United States. Such persons may have conflicting investment, tax and other interests with respect to their investments in the Crestview private funds. The conflicting interests of individual investors may relate to or arise from, among other things, the nature of the investments made by the Crestview private funds, the structuring of the acquisition of the Crestview private funds' investments, the purchase by the Crestview private funds of assets from a portfolio company where certain limited partners did not participate in the Crestview private funds' investment in such portfolio company, the desire to consummate co-investment opportunities and the timing of disposition of investments. Such structuring of the Crestview private funds' investments and other factors may result in different returns being realized by different investors. As a consequence, conflicts of interest may arise in connection with decisions made by Crestview that may be more beneficial for one investor than for another investor, especially with respect to investors' individual tax situations, including with respect to the nature or structuring of investments. In selecting and structuring investments appropriate for the Crestview private funds, Crestview will consider the investment and tax objectives of the Crestview private funds and the investors as a whole and not the investment, tax or other objectives of any investor of such fund individually.

Co-Investments

The Crestview private funds in a particular fund complex generally will co-invest together in each portfolio company (including through one or more aggregator vehicles), and exit or dispose of each such investment, at substantially the same time and on substantially similar terms, except to the extent necessary to address regulatory, tax or other legal considerations. Conflicts of interest may arise in connection with decisions made by Crestview, including in respect of the nature or structuring of investments that may be more beneficial for one of the Crestview private funds than for another of the Crestview private funds.

Crestview may offer a co-investment opportunity to a third-party, an investor or prospective investor in a Crestview private fund or a committed discretionary co-investment vehicle organized to accommodate an investor in a private fund, in the event that the amount of an investment opportunity offered to the Crestview private funds exceeds the amount that the applicable Crestview private funds have committed to invest. There can be no assurances with respect to the amount of any co-investment opportunity that will be made available in connection with the Crestview private funds, and Crestview does not provide any guarantee, prediction or projection of the availability of future co-investment opportunities. Investing in the Crestview private funds does not entitle any investors to allocations of co-investment opportunities.

Each co-investment opportunity (should any exist) is likely to be different, and allocation of each such opportunity will depend on the facts and circumstances specific to that unique situation (e.g., timing, industry, size, geography, asset class, projected holding period, exit strategy and counterparty). As a general matter, Crestview, in determining the allocation of discretionary co-investment opportunities, expects to take into account various facts and circumstances deemed relevant by Crestview. Such factors are likely to include, among others, a current or prospective limited partner's ability to execute and fund a transaction quickly, strategic benefits that may arise from being associated with a co-investor, value that such co-investor or its representatives may add to a portfolio company such as through board representation, the amount of capital that such co-investor has or may commit to the Crestview private funds and whether the co-investor has expressed an interest in co-investments and the views or recommendations of any other investor alongside whom the Crestview private fund is making an investment, and such other factors that Crestview deems relevant under the circumstances. The factors listed in the foregoing sentence are neither presented in order of importance nor weighted. In addition, an investor may be offered fewer co-investment opportunities than investors with the same, larger or smaller capital commitments in the Crestview private funds, and some investors may receive no such offers while other investors with capital commitments of the same, higher or lower amount may receive substantial offers for such opportunities. In cases where a Crestview private fund invests alongside other investors, including as part of a "club deal," such other investors may have a substantial role in the allocation of co-investment opportunities and may do so according to criteria of their own choosing.

Crestview's employees and the General Partners (including the General Partners' affiliates) may make co-investments in portfolio companies alongside the private funds. Any such co-investment made concurrently with the private funds will be in the same portion of the capital structure and on terms substantially the same as the private funds invest. Crestview's employees, a General Partner or its affiliates will not dispose of any co-investment ahead of the private funds, and concurrent dispositions will be on substantially the same terms. Although Crestview believes that employee

and General Partner (or General Partner affiliate) co-investments align the interests of the employees or the General Partner with those of the private funds, co-investments could give the appearance that employees or the General Partner is taking investment opportunities that could be used by the funds. Crestview seeks to mitigate this potential conflict of interest by limiting the size of employees' and General Partner (or General Partner affiliate) co-investments, as described in the private funds' confidential offering materials.

Other Considerations Applicable to Co-Investments

Crestview may, in its sole discretion, provide or commit to provide co-investment opportunities to one or more investors and/or other persons (including pursuant to any discretionary arrangement with such persons), in each case on terms to be determined by Crestview in its sole discretion. In exercising its discretion to allocate co-investment opportunities with respect to a particular investment to and among potential co-investors and the terms thereof, Crestview may consider some or all of a wide range of factors, which are further discussed in the preceding paragraph. The Crestview private funds may be required to bear all costs, expenses, liabilities and obligations relating to any non-consummated investment that may have been allocated to one or more persons co-investing in such proposed investment (whether pursuant to a discretionary arrangement or otherwise) had the proposed investment been consummated.

Crestview persons, and certain other investors as determined by Crestview in its discretion, may invest in side-by-side funds on terms that may differ materially from the terms of the other Crestview private funds, including the fact that such investments may not be subject to any carried interest or management fees.

Co-investors may purchase their interest in an investment at the same time as the Crestview private funds or may purchase their interest from the Crestview private funds after the funds have consummated the investment structured in such case as a post-closing sell down or transfer. Crestview generally seeks to ensure that the Crestview private funds and any co-investors participate in any co-investment and any related transactions on comparable economic terms to the extent Crestview determines appropriate and subject to legal, tax and regulatory considerations. Investors should note that such participation may not be appropriate in all circumstances and that the Crestview investment funds may participate in investments on different and potentially less favorable economic terms than other parties if Crestview deems such participation as being otherwise in the Crestview private funds' interests. This may have an adverse impact on the Crestview private funds.

In general, such co-investors do not bear expenses (such as management fees, carried interest, administrative expenses and, except as described below, expenses associated with proposed investments that are ultimately not made by the Crestview private funds) that other investors in a fund complex may bear, unless such expenses are attributable to an investment (or investment vehicle) in which such co-investors have invested. In the case of expenses related to proposed investments that are ultimately not made, such co-investors generally bear a *pro rata* portion of such expenses if Crestview had determined during its consideration of the proposed investment opportunity that such co-investors would participate in such proposed investment. In the event that a transaction in which a co-investment was planned, including a transaction for which a co-investment was believed necessary in order to consummate such transaction or would otherwise be

beneficial, in the judgment of Crestview, ultimately is not consummated, all broken deal expenses relating to such proposed transaction are likely to be borne entirely by the Crestview private funds and not by any prospective co-investors that were to have participated in such transaction. In many cases no co-investment vehicle will have been formed at such time. Finally, Senior Advisors often make co-investments in portfolio companies with respect to which they provide advice or consultation. Such Senior Advisors may also act as directors or management of portfolio companies and may receive compensation directly from such portfolio companies. The investors in the private funds which own such portfolio companies would indirectly bear such expenses, and such amounts would not be reduction items in computing the management fees payable by the private funds.

LP Advisory Committee

The General Partners may in certain situations choose to seek the approval of a majority of the members of a limited partner advisory committee (“**LP Advisory Committee**”) with respect to potential conflict of interest situations. The General Partners may also choose to seek the approval of the investors of the Crestview private funds with respect to such situations. Such approval may be sought from an investor having a majority of the aggregate limited partner commitments, or from those having a majority of the capital invested in a particular investment, depending upon the circumstances. Any such approval by an LP Advisory Committee or investors will be binding upon the Crestview private funds and all the investors in such private funds. The members of an LP Advisory Committee or investors holding a majority of the aggregate commitments, as applicable, may disproportionately represent one or more of the Crestview private funds or categories of investors. To the extent members of an LP Advisory Committee or investors vote on any matter regarding conflicts or otherwise participate in matters involving a vote or action thereby, any such limited partners, as applicable, may have interests in a number of Crestview private funds and, as a result, may not vote (and will be exculpated from liability for not voting) solely in accordance with their interests related to one Crestview private fund. For example, certain LP Advisory Committee members of one Crestview fund may also be members of one or more LP Advisory Committees of other Crestview private funds, and, therefore, may be required to vote, among other matters, on issues regarding conflicts between the Crestview private funds. Moreover, such investors are unrestricted from voting, and may affirmatively vote, in a manner that is in their own interest and adverse to the interest of other investors and Crestview private funds. Any decision by Crestview to seek such approval will not be construed as an acknowledgement that a conflict existed.

Conflicts among Crestview Private Funds

Certain Crestview private funds may invest in securities of companies that are actual or potential investments of another Crestview private fund. The trading activities of those Crestview private funds may differ from or be inconsistent with activities that are undertaken for the account of another Crestview private fund in such securities or related securities. In addition, a Crestview private fund may not pursue an investment as a result of such trading activities by other Crestview private funds or may invest in opportunities that one or more Crestview private funds has declined, and vice versa. The foregoing may create conflicts of interest for Crestview in allocating investment and/or add-on opportunities among the private funds and/or their respective portfolio companies. In determining whether a Crestview private fund should participate in investment opportunities suitable for multiple Crestview private funds (or a portfolio company thereof), Crestview is subject to potential conflicts of interest among the investors in the relevant private funds. Investments by

multiple Crestview private funds in a portfolio company may also raise the risk of using assets of one such investment fund to support positions taken by the other investment fund. In providing advice and recommendations to such investments and in dealing with such investments on behalf of any Crestview private fund or successor investment funds, to the extent not prohibited by law or the partnership agreement of each private fund, Crestview will take into consideration factors other than the interests of the relevant private funds and their portfolio companies and investments. Accordingly, such advice, recommendations and dealings may result in adverse consequences to the Crestview private funds or their investments.

In some cases, a Crestview private fund may invite other Crestview private funds to co-invest with it. In such cases, the amount available for investment by the other Crestview private funds will be correspondingly reduced. In addition, with the consent of the relevant LP Advisory Committees, the terms of the Crestview private fund's investment, including the type of security or instrument purchased, may be different from the terms of the other co-investing Crestview private funds' investment. Conflicts could arise after Crestview private funds make investments in the same portfolio company in respect of the portfolio company's strategy, growth, including, for example, the allocation of add-on opportunities, and financing alternatives and in respect of the manner and timing of a Crestview private fund's exit from the investment compared to other co-investing private funds' exit. If a Crestview private fund invests in a type of security different from the security purchased by other Crestview private funds, additional conflicts may arise, particularly if the portfolio company experiences financial difficulties.

It is possible that a Crestview private fund will invest in a company that is or becomes a competitor of a portfolio company of other Crestview private funds, which may lead to, among other things, a negative impact on one or more Crestview private funds' portfolio company's sales performance. Such investment could create a conflict among the Crestview private funds. In such a situation, Crestview may also have a conflict in the allocation of its own resources to the portfolio company.

Although uncommon, from time to time Crestview may cause one Crestview private fund to enter into a transaction whereby the Crestview private fund purchases securities from, or sells securities to, other Crestview private funds, or co-investors or co-investment vehicles. Such transactions raise potential conflicts of interest, including where the investment of one Crestview private fund supports the value of portfolio companies owned by another Crestview private fund. These conflicts are heightened to the extent the relevant securities are illiquid or do not have a readily ascertainable value, and there generally can be no assurance that the price at which such transactions are entered into represent what would ultimately be the underlying investment's fair value. To the extent required by the relevant private funds' limited partnership agreements or otherwise in the sole discretion of Crestview, Crestview may seek to mitigate such conflicts by seeking the opinion of an unaffiliated third party (including the use of a consultant or investment banker to opine as to the fairness of a purchase or sale price) or by obtaining the consent of the relevant private fund(s) (including, where authorized, the consent of each private fund's LP Advisory Committee) to such transactions. In certain circumstances, Crestview may determine that the willingness of a third party to make an investment on the same terms demonstrates the fairness of the relevant transaction to the private fund under then-current market conditions. Crestview intends that any such transactions be conducted in a manner that it believes in good faith to be fair and equitable to each Crestview private fund under the circumstances, including a consideration of the potential present and future benefits with respect to each private fund.

Although Crestview generally structures its private funds to avoid cross-guarantees and other circumstances in which one Crestview private fund bears liability for all or part of the obligations of another Crestview private fund in a different fund complex, in certain circumstances lenders and other market parties negotiate for the right to face only select Crestview private fund entities, which may result in a single Crestview private fund being solely liable for other private funds' shares of the relevant obligation and/or joint and several liability among the Crestview private funds. In such cases, the limited partnership agreements of the relevant private funds generally provide for allocation of such obligation and/or joint and several liability among the private funds, although the private fund undertaking the obligation in the first instance generally will not receive compensation for being primarily liable under these arrangements.

Expense Allocation

Crestview may be faced with a variety of potential conflicts of interest when it determines allocations of various fees and expenses to the Crestview private funds. Crestview, in its sole discretion, will allocate fees and expenses in accordance with the applicable limited partnership agreement of each Crestview private fund and in a manner that it believes in good faith is fair and equitable to the Crestview private funds under the circumstances and considering such factors as it deems relevant. The allocations of such expenses may not be proportional, and any such determinations involve inherent matters of discretion, e.g., in determining whether to allocate pro rata based on number of funds or co-investors receiving related benefits or proportionately in accordance with asset size.

Follow-on Investments

Investments to finance follow-on acquisitions are a regular part of the business of the Crestview private funds. Follow-on investments may present conflicts of interest, including determination of the equity component and other terms of the new financing. In addition, a Crestview private fund may participate in releveraging and recapitalization transactions involving portfolio companies in which other Crestview private funds have invested or may invest. Recapitalization transactions may present conflicts of interest, including determinations of whether existing investors are being cashed out at a price that is higher or lower than market value and whether new investors are paying too high or too low a price for the company or purchasing securities with terms that are more or less favorable than the prevailing market terms. Crestview will resolve conflicts using its best judgment but in its sole discretion, subject in certain cases to approval by the relevant LP Advisory Committees.

Research Costs for Investments

There may be circumstances when Crestview considers a portfolio company on behalf of a Crestview private fund and initially determines not to make such an investment, but eventually makes an investment in such portfolio company through another Crestview private fund or investment vehicle sponsored by Crestview. In these circumstances, Crestview or such funds or investment vehicles may benefit from research by the original investment team researching the investment and/or from costs borne by the initial Crestview private fund in pursuing the potential portfolio investment, but will not be required to reimburse the Crestview private fund for expenses incurred in connection with such investment.

Valuation

The Crestview private funds expect to make investments for which market values based on publicly available quotations are not available. Valuations of such investments that are determined by Crestview may vary from similar valuations performed by independent third parties for similar types of investments. Inaccurate valuations may, among other things, prevent the Crestview private funds from effectively managing their investment portfolio and risks, or affect the diversification and risk management of the private funds. Additionally, Crestview has a conflict of interest with respect to such valuations or the timing of recognition of a permanent impairment because the compensation paid or allocated by the Crestview private funds to Crestview will depend in part on the value assigned to such investments and the timing of such recognition.

Industry Relationships

As with other private equity fund sponsors, as part of Crestview's business, Crestview and its employees and Senior Advisors have developed many relationships with third parties which have the potential to raise conflicts of interest. Such third parties include, but are not limited to, investment bankers, consultants, professional advisors (such as attorneys and accountants), private equity and venture capital investors, co-investors, current and former directors, officers and employees of current and former portfolio companies and former employees and partners of Crestview. Certain of such third parties may: introduce investment opportunities to Crestview; arrange for, or facilitate the financing of, the purchase or recapitalization of potential portfolio companies; introduce portfolio investments to potential acquisition or merger candidates; introduce Crestview or its affiliates to potential buyers of portfolio investments; facilitate the acquisition or disposition of portfolio investments; provide investment banking, consulting or advisory services to Crestview, the Crestview private funds or portfolio companies; invest in the Crestview private funds (including on a no-fee, no-carry basis); co-invest in portfolio companies; or provide other significant business or investment services to or otherwise transact with, including the direct purchase or sale of portfolio companies from or to, Crestview, the Crestview private funds and portfolio companies. Such third parties may receive direct commercial compensation from a portfolio company or Crestview for providing these services, which compensation and services are intended to be on arm's-length terms, and such amounts are not offset against the management fee payable by the Crestview private funds.

Senior Advisors and Strategic Alliances

Crestview's Senior Advisors assist Crestview in evaluating and managing investments and often act as directors or senior management of portfolio companies. Senior Advisors generally are independent consultants (and not employees) of Crestview. The Senior Advisors may regularly provide services to, or in connection with, the Crestview private funds in relation to their activities, or to one or more portfolio companies in relation to the identification, acquisition, holding, improvement and disposition of such portfolio companies, including operational aspects of such companies. Crestview also has established Strategic Alliances with non-affiliated firms to provide exclusive investment opportunities to Crestview private funds in Western Europe and in the energy and industrials sectors in the United States. These Strategic Alliances currently include relationships with independent investment firms Aleph Capital Partners LLP, Granite Ridge LLP and B-29 Advisors, LLC. In addition, Strategic Alliance parties may provide services such as monitoring

services or serving on the board of directors (all such services provided by the Seniors Advisors and the Strategic Alliances, the “Services”).

Pursuant to the partnership agreement of each Crestview private fund, fees and expenses associated with the Services (collectively “Consulting Fees and Expenses”), may be paid and/or reimbursed by applicable portfolio companies and/or Crestview private funds, and Consulting Fees and Expenses do not offset the management fees. Consulting Fees and Expenses are expected to include cash fees, profits or equity interests in a portfolio company, a share of proceeds upon sale of a portfolio company and/or other incentive-based compensation to such Senior Advisor or Strategic Alliance, which may be determined according to one or more methods, including the value of the time (including an allocation for overhead and other fixed costs) of the Senior Advisor or Strategic Alliance, a percentage of the value of the portfolio company, the invested capital exposed to such portfolio company, amounts charged by other providers for comparable services and/or a percentage of cash flows from such company.

Additionally, portfolio companies may provide opportunities for Senior Advisors and Strategic Alliances to invest in such portfolio company and reimburse costs and expenses incurred by Senior Advisors and Strategic Alliances. Senior Advisors and Strategic Alliances also may receive remuneration from Crestview and/or be entitled to other forms of compensation, including equity grants in portfolio companies. Such investment opportunities, reimbursements and other compensation paid to a Senior Advisor or Strategic Alliance will not offset the management fees. Senior Advisors and Strategic Alliances may have a limited partnership or profit interest in the Crestview private funds, the General Partners, one or more other investment funds sponsored by the General Partners or in an affiliate of the General Partners.

Although Crestview intends to retain Senior Advisors with a view to identifying investment opportunities, reducing costs to portfolio companies (and, ultimately, to the Crestview private funds) and/or improving portfolio company performance, a number of factors may result in limited or no cost savings from such retention. Crestview intends to retain only such Senior Advisors which it believes provide a level of service at a value generally consistent with other relevant market alternatives. However, there can be no assurance that no other service provider is more qualified to provide the applicable services or could provide such services at lesser cost.

Service Providers

In addition to Crestview’s Senior Advisors, certain other advisors or service providers (including accountants, administrators, lenders, bankers, brokers, attorneys, consultants and investment or commercial banking firms) to the Crestview private funds, Crestview or the companies in which the private funds invest may also provide goods or services to or have business, personal, financial or other relationships with Crestview. Such advisors and service providers may be limited partners in the Crestview private funds, affiliates of the General Partners, sources of investment opportunities or co-investors or commercial counterparties. Additionally, certain employees of Crestview may have family members or relatives employed by such advisors and service providers. These relationships may influence Crestview in deciding whether to select or recommend such a service provider to perform services for the Crestview private funds or a company in which the Crestview private funds invests (the cost of which will generally be borne directly or indirectly by the relevant private funds or such company, as applicable). Advisors and service providers, or their affiliates,

often charge different rates or have different arrangements for specific types of services. Therefore, based on the types of services used by the Crestview private funds and the companies in which the private funds invest as compared to Crestview and the terms of such services, Crestview may benefit to a greater degree from such vendor arrangements than the private funds or such companies.

Other Conflicts

Crestview may also, from time to time, employ personnel with pre-existing ownership interests in portfolio companies owned by the Crestview private funds or other investment vehicles advised by Crestview; conversely, former personnel or executives of Crestview may serve in significant management roles at portfolio companies or service providers recommended by Crestview. Similarly, Crestview and/or personnel maintain relationships with (or may invest in) financial institutions, service providers and other market participants, including but not limited to managers of private funds, banks and brokers, advisors, consultants, finders (including executive finders and portfolio company finders), executives, attorneys, accountants, institutional investors, family offices, lenders, current and former employees and current and former portfolio company executives, as well as certain family members or close contacts of these persons. Certain of these persons or entities may invest (or will be affiliated with an investor) in, engage in transactions with and/or provide services (including services at reduced rates) to, Crestview and/or the funds or other investment vehicles Crestview advises. Crestview may have a conflict of interest with a Crestview private fund in recommending the retention or continuation of a third-party service provider to such Crestview private fund or a portfolio company if such recommendation, for example, is motivated by a belief that the service provider or its affiliate(s) will continue to invest in one or more Crestview private funds, will provide Crestview information about markets and industries in which Crestview operates (or is contemplating operations) or will provide other services that are beneficial to Crestview. Crestview may have a conflict of interest in making such recommendations, in that Crestview has an incentive to maintain goodwill between it and the existing and prospective portfolio companies for a Crestview private fund, while the products or services recommended may not necessarily be the best available to the portfolio companies held by a Crestview private fund.

Crestview and equity holders, officers, principals and employees of Crestview may buy or sell securities or other instruments that Crestview has recommended to a Crestview private fund. In addition, officers, principals and employees may buy securities in transactions offered to but rejected by a Crestview private fund. Such transactions are subject to any restrictions in the private fund's partnership agreement and any policies and procedures set forth in Crestview's Code of Ethics. The investment policies, fee arrangements and other circumstances of these investments generally vary from those of any Crestview private fund. Employees and related persons of Crestview have, and are expected to continue to have, capital investments in or alongside certain Crestview private funds, or in prospective portfolio companies directly or indirectly, and therefore may have additional conflicting interests in connection with these investments.

Because there is a fixed investment period after which capital from investors in a Crestview private fund may only be drawn down in limited circumstances and because management fees are, at certain times during the life of a Crestview private fund, based upon capital invested by such private fund, this fee structure may create an incentive to deploy capital when Crestview may not otherwise have done so.

Crestview may enter into side letters with certain investors in a Crestview private fund providing such investors with different or preferential rights or terms, including but not limited to different fee structures, information rights, co-investment rights and liquidity or transfer rights.

To the extent that an investment or relationship raises particular conflicts of interest, Crestview will review the circumstances of such investment or relationship with a view to addressing and reducing the potential for conflict. Where necessary, Crestview consults and receives consent to conflicts from an LP Advisory Committee consisting of investors of the relevant private fund(s) and such other investment vehicles.

Disciplinary Information

Crestview and its employees have not been involved in any legal or disciplinary events in the past 10 years that would be material to an investor's evaluation of Crestview or its personnel.

Other Financial Industry Activities and Affiliations

Crestview is affiliated with GP I, GP II, GP III and GP IV, which serve as the general partners, respectively, of the entities comprising Crestview's Fund I, Fund II, Fund III and Fund IV complexes. Crestview is also affiliated with Crestview Partners (Cayman), Ltd., the Cayman Islands administrative general partner of certain private funds that are organized in that jurisdiction, and Crestview, L.L.C., the general partner of the General Partners.

The private funds own interests in a number of legal entities that hold investments in portfolio companies, and the investors in the private funds may at times invest through special purpose vehicles for specific investments. More detailed information about the entities that may be used to structure specific investments is included in the private funds' confidential offering materials.

From time to time, Crestview may utilize the services of entities that have, directly or indirectly, or whose affiliates have, investments in private funds managed by Crestview. Such services will only be used on an arm's length basis and when they are in the best interest of the private funds advised by Crestview.

The legal entities that principally compose the Fund I complex are as follows:

- Crestview Partners, L.P.
- Crestview Partners (TE), L.P.
- Crestview Partners (ERISA), L.P.
- Crestview Partners (PF), L.P.
- Crestview Partners (Cayman), L.P.

The legal entities that principally compose the Fund II complex are as follows:

- Crestview Partners II, L.P.
- Crestview Partners II (TE), L.P.
- Crestview Partners II (FF), L.P.
- Crestview Partners II (Cayman), L.P.

- Crestview Partners II (FF Cayman), L.P.
- Crestview Partners II (892 Cayman), L.P.

The legal entities that principally compose the Fund III complex are as follows:

- Crestview Partners III, L.P.
- Crestview Partners III (TE), L.P.
- Crestview Partners III (TE 2), L.P.
- Crestview Partners III (FF), L.P.
- Crestview Partners III (Offshore), L.P.
- Crestview Partners III (FF Offshore), L.P.
- Crestview Partners III (892), L.P.
- Crestview Partners III (DE Offshore), L.P.
- Crestview Partners III Co-Investors, L.P.
- Crestview Partners III (Co-Investment B), L.P.

The legal entities that principally compose the Fund IV complex are as follows:

- Crestview Partners IV, L.P.
- Crestview Partners IV (TE), L.P.
- Crestview Partners IV (FF), L.P.
- Crestview Partners IV (Offshore), L.P.
- Crestview Partners IV (FF Offshore), L.P.
- Crestview Partners IV (892), L.P.
- Crestview Partners IV Co-Investors, L.P.

Additional information regarding actual or potential conflicts of involving Crestview, Crestview private funds and their related persons is set forth above under “Certain Conflicts of Interest” in the “Methods of Analysis, Investment Strategies and Risk of Loss” section.

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

Crestview has adopted a written code of ethics that is applicable to all employees, including officers and principals. Among other things, the code requires Crestview and its employees to act in the private funds’ best interests, abide by all applicable regulations, avoid even the appearance of insider trading and pre-clear and report on many types of personal securities transactions. Crestview’s restrictions on personal securities trading apply to employees and certain of their family members living in the same household. A copy of Crestview’s code of ethics is available upon request.

Brokerage Practices

As an investment adviser to private equity funds, Crestview does not typically engage in active trading of publicly traded securities. When, on occasion, Crestview or the private funds that it manages transact in publicly traded securities, Crestview seeks to facilitate such transactions

through the retention of professional services firms that provide high quality services at reasonable costs. Crestview may not always select the service provider with the lowest costs, particularly if other providers offer better services at costs that are believed to be reasonable relative to their value. Crestview's Best Execution Review Committee meets semi-annually to evaluate the quality and cost of transaction-related services obtained from third parties and to identify any actual or apparent conflicts of interest associated with the chosen third parties.

Crestview does not have formal soft-dollar arrangements, but from time to time, it may obtain proprietary research or market color from broker-dealers and other trading counterparties. Crestview does not believe that it pays higher commissions than those charged by other broker-dealers in exchange for such research; however, Crestview's receipt of such research from third-party service providers that are paid by the private funds that it advises could pose a conflict of interest because Crestview could have tried to use its own resources to generate similar research internally. This conflict of interest could give Crestview an incentive to choose third-party service providers for the private funds who include research as part of their service packages. Research costs borne by the private funds can be for market research, industry research and regulatory research, among other things. Research obtained as part of a package of services might be used for the benefit of all of Crestview's private funds, even if the services are paid for by just one fund.

Crestview typically has only one private fund that is making active investments at any given time, so there is generally not an opportunity to aggregate orders among the private funds. To the extent that more than one fund is active at the same time and an investment opportunity is suitable for multiple active funds, each applicable Investment Committee will seek to allocate the opportunity in a manner that is fair to all potential participants in accordance with the governing documents of such funds.

Review of Accounts

Each of the private funds' investments is assigned to a team of investment professionals who have an ongoing responsibility to monitor the asset for any material developments. Additionally, Crestview's entire investment staff meets weekly to review the private funds' holdings. Certain senior investment professionals of the firm (Messrs. Cassidy, Delaney, DeMartini, Hurst, Klein, Murphy, Rose and Volpert) currently comprise the Investment Committee for each of Fund I, Fund II, Fund III and Fund IV.

Crestview provides investors in its private funds with information about the funds' performance and investments during annual investor meetings. Information provided during the annual meetings may be provided during speeches and presentations and/or in written reports. Each Investor also receives quarterly financial information, annual audited financial statements and, if applicable, an annual tax Schedule K-1. Crestview and its affiliates may provide additional information to investors in oral or written format at their discretion.

Client Referrals and Other Compensation

Crestview's clients are its private funds. Crestview does not compensate any third parties for client referrals. However, Crestview and its affiliates have entered into placement agent agreements for Fund IV, whereby third-party placement agents may introduce investors to the private funds. Placement agents may collect fees from the private funds, which will reduce the amount of capital

available to the funds for making investments, but an amount equal to the payments made by the private funds to such placement agents is a reduction item in the calculation of the management fees paid by such funds. The admission periods for Fund I, Fund II and Fund III are closed, so such funds do not currently use placement agents, although they have in the past. Placement agent fees have totaled approximately 1.9% of the solicited investors' capital commitments and approximately 0.3% of the funds' overall capital commitments for Fund I, Fund II and Fund III, combined.

From time to time, portfolio companies may provide products or services including at rates generally offered to the public or pursuant to employee or other affiliated discount plans to Crestview, its employees and affiliates, and/or investors in the private funds. Such discounts are not expected to be material.

Custody

In order to comply with SEC requirements and ensure that the private funds' assets are appropriately protected, Crestview and its affiliates have arranged for annual audits of the private funds' assets. These audited financial statements are distributed to all investors in a private fund within 120 days or less of such fund's fiscal year end. Crestview and its affiliates have also arranged for all of the private funds' cash and securities (other than privately offered, uncertificated securities with limited transferability and other securities exempt from such requirements under the Custody Rule) to be held with qualified custodians.

Investment Discretion

Crestview serves as the investment adviser, and the relevant General Partner has discretionary authority to implement investment decisions, for each of the funds which Crestview advises. Crestview's investment decisions and advice with respect to each private fund are subject to investment advisory agreements between Crestview and such fund, such fund's limited partnership agreement and any side letters that such fund or its General Partner executes with investors.

Voting Client Securities

The General Partners may have the opportunity to vote on a variety of corporate actions on behalf of the private funds with respect to the private funds' investments in portfolio companies. Crestview has adopted written policies and procedures in an effort to ensure that any such voting opportunity is exercised with diligence, care and loyalty. For routine corporate actions that do not pose a conflict of interest, the investment professional with primary responsibility for overseeing a portfolio company will determine how the relevant General Partner should direct the funds to vote. For corporate actions that are non-routine, or that pose an actual or apparent conflict of interest, the responsible investment professional will prepare a written summary of the matter under consideration, any actual or apparent conflicts of interest, the professional's voting recommendation and the basis for such recommendation and will discuss the matter with the relevant Investment Committee. The investment professional will then arrange for the General Partner to vote based on the Investment Committee's consensus. In all cases, Crestview and the General Partner will seek to vote in a way that is believed to be in the best interests of the private fund holding the portfolio company securities in question. Investors cannot direct the way in which Crestview will vote on behalf of the private funds.

Current and prospective investors in the private funds may request a copy of Crestview's written policies and procedures governing the voting of corporate actions. Current investors may also request information about the way in which the General Partner voted in connection with assets held by their respective funds.

The private funds advised by Crestview sometimes approve one or more Crestview employees or advisors (including Partners, Senior Advisors, Principals, Vice Presidents and other employees) to act as representatives on the boards of directors of the funds' portfolio companies. In situations where Crestview votes the proxy for a company in which employees or advisors of Crestview serve on the board of directors, Crestview has determined that this does not inherently present a conflict of interest as such employees or advisors are on the board of directors as representatives of the funds advised by Crestview. Given these facts, Crestview believes that the funds' and the representatives' roles are aligned with respect to proxy voting and otherwise.

Financial Information

Crestview has never filed for bankruptcy and is not aware of any financial condition that is expected to affect its ability to manage the private funds.