

**Part 2A of Form ADV: Firm Brochure  
Dated March 28, 2019**

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**This brochure provides information about the qualifications and business practices of Inverness Graham Investments, Inc. If you have any questions about the contents of this brochure, please contact us at 610.722.0300. 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.**

**Additional information about Inverness Graham Investments, Inc. also is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).**

## **Item 2 Material Changes**

Since the last annual update to Inverness Graham's (as defined below) Disclosure Brochure was filed on March 27, 2018, no material changes have been made to the Disclosure Brochure. Other changes have been made to this Disclosure Brochure, some of which enhance existing disclosures, but we do not consider those changes to be material.

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## Item 4 Advisory Business

Inverness Graham Investments, Inc., a Pennsylvania corporation ("Inverness Graham" or "we"), is an operationally focused, lower middle market private equity firm, headquartered in suburban Philadelphia. Inverness Graham acquires high growth, innovative manufacturing and service companies. Inverness Graham was formed in 1996. Inverness Graham is owned by Kenneth A. Graham, its senior managing principal.

We provide investment advisory services to pooled investment vehicles that are exempt from registration under the Investment Company Act of 1940, as amended, and whose securities are not registered under the Securities Act of 1933, as amended. We currently provide investment advice to Inverness Graham Investments, L.P., Inverness Graham Investments II, L.P., Inverness Graham Investments III, L.P., Inverness Graham Investments III-A, L.P., Inverness Graham Investments III-B, L.P., Inverness Graham Investments III-C, L.P., Inverness Graham Investments IV, L.P., Inverness Graham Investments IV-A, L.P., Inverness Graham Investments IV-B, L.P., Inverness Graham Investments IV-C, L.P., IGI I Annex Fund, L.P., Mesker Co-Invest (IGI-II), L.P., Identity Co-Invest (IGI-II), L.P., Datasource Co-Invest (IGI-II), L.P. and Swipeclock Co-Invest (IGI III), L.P., GPS Co-Invest (IGI III), L.P., and EiKO Co-Invest (IGI III), L.P. (collectively, the "Funds").<sup>1</sup> We may in the future advise other funds in addition to those listed herein.

As investment adviser for each Fund, Inverness Graham identifies investment opportunities and participates in the acquisition, management, monitoring and disposition of investments for each Fund. Inverness Graham provides these investment advisory services to each Fund pursuant to separate investment advisory agreements (each an "Advisory Agreement").<sup>2</sup> The terms of the investment advisory services to be provided by Inverness Graham to a Fund, including any specific investment guidelines or restrictions, are set forth in such Fund's Advisory Agreement and/or in its limited partnership agreement. We tailor our advisory services to the individual needs of each of the Funds. Individual needs are identified through a review of each Fund's overall investment guidelines and objectives, as well as specific investment goals.

We do not participate in any wrap fee programs.

As of December 31, 2018, our regulatory assets under management ("Regulatory AUM") totaled approximately \$832.289 million. This Regulatory AUM figure represents the sum of the fair market value of the assets held by the Funds as of December 31, 2018, plus the aggregate

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<sup>1</sup> With respect to certain of the Funds, Inverness Graham provides its services indirectly through wholly owned subsidiaries.

<sup>2</sup> With respect to certain of the Funds, Inverness Graham provides its services indirectly through wholly owned subsidiaries.

amount of uncalled capital commitments to the Funds as of March 1, 2019. We manage all of the assets in the Funds on a discretionary basis. We do not manage any assets on a non-discretionary basis.

## **Item 5 Fees and Compensation**

We are compensated for our investment advisory services based on a percentage of committed capital or invested capital. Generally, each Fund pays us a management fee based on committed capital during its investment period, and thereafter pays us a management fee based on invested capital. We negotiate the rate with investors in each Fund at the time such Fund is established. We are entitled to collect management fees from some of the Funds on a semi-annual basis and from other Funds on a quarterly basis. As described below, the management fee may be offset in some circumstances in connection with the receipt by Inverness Graham or its affiliates of various fees paid by actual or prospective portfolio companies. The management fee may be waived by the general partner of the applicable Fund, in its sole discretion, with respect to some or all of the investors in the Fund (including in connection with investments in the applicable Fund made by the general partner of the Fund or its affiliates).

Management fees are payable quarterly in advance of the services rendered or semiannually on the 15<sup>th</sup> day of the period. As required by the Investment Advisers Act of 1940, as amended (the "Advisers Act"), if the Advisory Agreement is terminated before the end of the applicable period, management fees will be charged on a *pro rata* basis through the date of termination, and any fees paid in advance but not earned will be refunded.

The Funds generally bear certain other fees, expenses and costs which are incidental or related to the maintenance of the Fund or related to the acquisition, carrying and disposition of investments, including but not limited to private placement fees, sales commissions, appraisal fees, borrowing costs, taxes, brokerage fees, accounting, legal, investment banking, consulting, information services, professional fees, custodial, trustee, record keeping, partnership reporting, insurance, telephone, travel and other such expenses. Some of the above services may be provided by our affiliates (including Inverness Graham's wholly owned subsidiary, Inverness Graham Operating Group, LLC ("IGOG")) at cost, or at or below market rates charged by unaffiliated service providers with comparable expertise and experience. While the Funds' limited partnership agreements permit IGOG to perform certain services identified above and bill the Funds for such services, no such activity has occurred during the year ended December 31, 2018. For the avoidance of doubt, the Funds will be responsible for all broken-deal expenses related to unconsummated transactions, notwithstanding the anticipated potential participation of co-investors in such transaction.

Inverness Graham and its affiliates perform management, advisory and other services for, and receive fees from, actual or prospective portfolio companies of the Funds. These supplemental fees may be significant. Fees that Inverness Graham receives from its Portfolio Companies are generally in the form of management fees or monitoring fees and are governed by the services and terms described in each contractual agreement that Inverness Graham has with its portfolio companies. Fees received by Inverness Graham are typically subject to offset provisions against Fund-level management fees based on the allocable share of that fee which pertains to the Fund's ownership interest in that Portfolio Company as provided under the terms

of the applicable Fund's limited partnership agreements. The portfolio company fees may be significant and may be paid in cash or in securities of portfolio companies or investment vehicles (or rights thereto). Typically, the compensation to Inverness Graham for these services takes the form of a pre-paid fee paid by the portfolio company pursuant to a management services agreement that the portfolio company enters into with Inverness Graham at the time a Fund initially invests in the portfolio company. The agreements with the portfolio companies generally involve an initial term of three years and renew automatically for successive terms of one year each, unless the parties agree to terminate the agreement. Inverness Graham will typically be compensated for the management services it provides during an initial ownership period at a rate that is in excess of the annual recurring management fee that it receives for subsequent periods to compensate for the efforts associated with on-boarding activities required during this period of time.

When Inverness Graham receives such supplemental fees, it will generally reduce future Fund-level management fees in connection with the receipt of these supplemental fees under the terms of the applicable limited partnership agreements of the Funds. The supplemental fees and the applicable offset amounts are disclosed in the quarterly financial statements and the annual audited financial statements issued by each Fund. The calculation of the reduction in Fund-level management fees, which is described in the limited partnership agreements of each Fund, varies from Fund to Fund and may vary by partnership entity or investor within a Fund. In accordance with the terms of the applicable limited partnership agreements, Inverness Graham retains all supplemental fees remaining after providing a fee reduction to reduce management fees equal to 80% (increasing to 100% in certain Funds upon certain thresholds being reached) of such supplemental fee allocable to the Fund's *pro rata* ownership interest in the portfolio company. Such fees may be paid in cash or in securities of portfolio companies or investment vehicles (or rights thereto).

In order to improve efficiency and reduce certain costs for the Funds and the portfolio companies, Inverness Graham formed IGOG to better coordinate and oversee the consulting services that are provided by various operations executives and outside firms directly to the portfolio companies of the Funds. IGOG provides operational consulting and other specialized advisory services to portfolio companies and the Funds. IGOG primarily focuses on providing these operational consulting advisory services to portfolio companies; however, IGOG may also provide these services directly to the Funds. IGOG is an alternative to the outsourcing of such services to third parties. The operational consulting and other specialized advisory services IGOG provides to the portfolio companies are billed at or below market rates charged by unaffiliated service providers with comparable expertise and experience, and such amounts are disclosed in the quarterly financial statements and annual audits of the Funds.

In addition, certain entities that are part of an alliance of independently owned and operated industrial and investment management businesses known as "The Graham Group," which are not affiliates of Inverness Graham under the Funds' limited partnership agreements, provide operations-related consulting services to portfolio companies of the Funds. The provision of such services is intended to be on an arm's-length basis. Certain Graham Group entities own limited partnership interests in, and have advisory board representation on, certain of the Funds. From time to time, certain Graham Group entities have been offered the opportunity to co-invest in portfolio companies in which a Fund with remaining available capital

is making an investment, particularly in instances in which the general partner of such Fund seeks operational expertise that can benefit the Fund making the investment. If a Graham Group entity does co-invest with one of the Funds in an investment, such transaction is disclosed in the quarterly financial statements and annual audits of the applicable Fund. Pursuant to the terms of the limited partnership agreements of the Funds, the general partner of each Fund may only offer co-investment to the extent such general partner believes it is appropriate to do so and, in any case, the general partner may not reduce a Fund's level of investment in a transaction below that which the general partner deems appropriate. The Graham Group manages pools of investor capital independent from the Funds. When a Graham Group entity has been involved in a co-investment with the Funds, it traditionally actively assists Inverness Graham with pre-closing operational due diligence and post-closing portfolio company matters, often including participation on portfolio company boards.

The terms of the agreements into which Inverness Graham has entered with the Funds' portfolio companies may require that Inverness Graham act as an agent in advancing payment for third-party services related to portfolio company activities, and that such portfolio companies subsequently reimburse Inverness Graham in full. Further, in accordance with the terms of the management service agreements between Inverness Graham and the Funds' portfolio companies, out-of-pocket costs related to portfolio company activities, including travel costs of the Inverness Graham employees incurred in connection with such portfolio company activities, are initially paid by Inverness Graham and subsequently charged to and expensed by the portfolio companies.

The applicable limited partnership agreements for each Fund have provisions that allow such partnerships to borrow money for investment and other purposes. Such borrowings may be made prior to capital being called from the Fund's investors or in lieu of calling capital. This mechanism may defer investor capital calls and provides a form of leverage that can have the effect of amplifying a Fund's reported net internal rate of return (IRR), particularly in the early years of a Fund's investment cycle. Such borrowings can also accelerate the date upon which a Fund's preferred return will be achieved for purposes of determining when the General Partner (or affiliates which earn carried interest) are entitled to begin receiving carried interest payments on distributions from a Fund. In accordance with the terms of the applicable limited partnership agreements, interest payments and other fees and expenses incurred in respect of such borrowings are partnership expenses and such expenses will decrease a Fund's net returns over time. The terms of each Fund's borrowing arrangement and borrowings outstanding, if any, are disclosed to the investors in the quarterly and annual financial statements of each Fund.

Neither we nor any of our supervised persons accepts compensation for the sale of securities or other investment products, including asset-based sales charges or service fees from the sale of mutual funds.

## **Item 6 Performance-Based Fees and Side-by-Side Management**

Some of our supervised persons receive carried interest distributions from the Funds, which are based on a share of realized gains in the assets of such Fund. The amounts of such distributions are set forth in the limited partnership agreements of the Funds. As provided under the applicable limited partnership agreements of the Funds, carried interest is generally subject to

waiver, deferral, recontribution or reduction by the general partner of the applicable Fund, in its sole discretion, with respect to some or all of the investors in the Fund (including in connection with investments in the applicable Fund made by the general partner or its affiliates).

Carried interest may create an incentive to make investments on behalf of the Funds that may be riskier or more speculative than would otherwise be the case. In addition, the payment by some but not all of the Funds of carried interest may create an incentive for the disproportionate allocation of an investment to Funds paying carried interest versus Funds that do not pay carried interest or Funds which may pay a lesser amount of carried interest. To mitigate this potential conflict of interest, the allocation of investment opportunities among the Funds is made by general partners of the Funds in accordance with the applicable limited partnership agreements of the Funds. The general partners of the Funds make allocations taking into account multiple criteria to derive an allocation that, in the general partners' judgment, is fair and equitable to each Fund relative to other Funds over the life of each Fund, taking into account all relevant facts and circumstances. The general partners of the Funds take a similar approach with respect to the allocation of follow-on investment opportunities, co-investment opportunities and divestment opportunities; *provided* that the applicable limited partnership agreement of a Fund may specify how co-investment opportunities with such Fund will be allocated.

As noted above, Inverness Graham may cause the Funds to borrow money prior to capital being called from the Fund's investors or in lieu of calling capital. Such borrowings may accelerate the date upon which a Fund's preferred return will be achieved for purposes of determining when the General Partner (or affiliates which earn carried interest) are entitled to begin receiving carried interest payments on distributions from a Fund. See "Item 5: Fees and Compensation" above.

## **Item 7 Types of Clients**

We provide investment advice to the Funds. Investors in the Funds include high-net-worth individuals, college and university endowments, public and private pension plans, funds-of-funds and other institutional investors.

Funds may have a specified minimum investment set forth in their offering documentation, organizational documents or other governing documents. Such minimums are typically subject to the discretion, on the part of Inverness Graham, to permit investment of a smaller amount generally or with respect to any investor in the relevant Fund.

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

Our investment objective is to make investments in smaller, lower middle market businesses, primarily targeting high growth, technology enabled manufacturing and service companies. Our primary focus is on creating value by driving operational improvements at all of our Funds' portfolio companies. In evaluating potential portfolio companies, we conduct extensive due diligence to analyze, among other things, the company's market and competitive position within that market, cost and revenue structures, unique assets, such as brand strength, distribution capability and intellectual property, management team and compensation structure,

contingent liabilities (environmental, regulatory, accounting or otherwise), potential growth opportunities and potential exit strategies.

IGOG also utilizes a group of operating partners and industry experts with significant career experience across a broad range of industries who assist us in the sourcing of investment opportunities, the due diligence of potential transactions and the ongoing development of portfolio companies.

Our investment strategy is primarily long-term investment in privately held companies. It is possible that some investments may be held for less than a year, though this is not typical of our investment strategy. Inverness Graham's Investment Committee, comprised of senior members of Inverness Graham, is ultimately responsible for making investment decisions for the Funds.

Acquiring an interest in a Fund involves a number of significant risks. An investment in a Fund may be deemed a speculative investment and is not intended as a complete investment program. It is designed for sophisticated investors who fully understand and are capable of bearing the risk of an investment in a Fund. Investment risks include, but are not limited to, the following:

- *Risks Associated with the Funds' Investment Strategies.*
  - o The investment strategies pursued by the Funds involve making illiquid private investments in a relatively small number of portfolio companies. As a result, each Fund's portfolio tends to be highly concentrated, and the failure of even one of these investments could have a materially adverse impact on a Fund's overall performance.
  - o The competition for sourcing investments for the Funds is becoming increasingly intense. There can be no assurance that Inverness Graham will be able to source a sufficient number of suitable investments at reasonable valuations to achieve a Fund's investment objective.
  - o The Funds' investment strategies often involve investing in portfolio companies whose businesses are subject to significant risks, including strategic, financial or other challenges. Some of these portfolio companies may be highly leveraged, and the Funds' exit strategies may be uncertain at the time the Funds make an investment in the portfolio company. The success of the Funds' investments in these companies is highly dependent on the ability of the managers of these companies to successfully navigate these and other challenges.
- *Risks Associated With Investing in Interests in the Funds.*
  - o Investments in the Funds are illiquid, and interests in a Fund may not be transferred without the prior consent of the general partner and the satisfaction of certain other conditions. Investors in the Funds should be

able and prepared to maintain their investments in the Funds over the entire life of the Fund.

- o An investment in the Funds is a passive investment. As limited partners, investors in the Funds have no control over the day-to-day operations of the Funds and limited rights to protect themselves if they are dissatisfied with the manner in which a Fund is being operated. Limited partners are highly dependent on the investing skills and management abilities of Inverness Graham to achieve success.
- o The valuation of the Fund's investments is a difficult task that relies heavily on Inverness Graham's business judgment. Although we maintain stringent policies, procedures and financial controls over the valuation process (including independent review by the Funds' auditors), there can be no assurance that the Funds will be able to realize their investments at price that is commensurate with the value at which such investments have been carried on the Fund's books.
- o Inverness Graham manages each Fund in a manner that is consistent with the best interests of the Fund, which is not necessarily consistent with the best interests of each individual investor in the Fund. In particular, Inverness Graham may structure investments so as to maximize tax efficiency for the Fund, but which may not be the most tax advantageous structuring possible for an individual investor, depending on that investor's own particular facts and circumstances.
- o Some Funds have cross-investments in certain portfolio companies with other Inverness Graham Funds, and in certain instances a portion or all of one Fund's investment in a given portfolio company may be junior or senior in priority to another Fund's investment in the same portfolio company.

No guarantee or representation can be made that a Fund will achieve its investment objective or that limited partners will receive a return of their capital. All investing involves a risk of loss and the investment strategies pursued by the Funds could lose money over short or even long periods. Prospective and existing investors are advised to review the offering materials and other constituent documents for full details on each applicable Fund's investment, operational and other actual and potential risks.

## **Item 9 Disciplinary Information**

There are no legal or disciplinary events relating to our advisory business or the integrity of our management.

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

Neither we nor any of our management persons are registered, or have an application pending to register, as a broker-dealer or a registered representative of a broker-dealer.

Neither we nor any of our management persons are registered, or have an application pending to register, as a futures commission merchant, commodity pool operator, commodity trading advisor or an associated person of the foregoing entities.

Other than as described below, neither we nor any of our management persons have any relationship or arrangement that is material to our advisory business or to the Funds with any related person who is a broker-dealer, municipal securities dealer or government securities dealer or broker; investment company or other pooled investment vehicle; other investment adviser or financial planner; futures commission merchant, commodity pool operator or commodity trading advisor; banking or thrift institution; accountant or accounting firm; lawyer or law firm; insurance company or agency; pension consultant; real estate broker or dealer; or sponsor or syndicator of limited partnerships.

Inverness Graham acts as investment adviser to the Funds, and certain related persons act as general partners of the Funds. Additionally, certain related persons serve as management companies to the Funds and provide administrative and managerial services. The Investment Committee of Inverness Graham is currently comprised of the managing principals and the chief executive officer of IGOG. In addition, as described in Item 5 above and item 11 below, IGOG and other entities within the Graham Group provide various services to the Funds and their portfolio companies.

Except as described in the next paragraph, we do not recommend or select other investment advisers for the Funds or have other business relationships with other investments advisers that create a conflict of interest.

Kenneth A. Graham controls, and a trust of which Mr. Graham is the beneficiary has a majority economic interest in, an investment vehicle that owns a passive minority interest (five percent or less) in another SEC-registered investment adviser (the "Other Advisor"). This investment vehicle is entitled to a portion of the net income generated from the management fees and carried interest generated from investment dispositions that is received by the Other Advisor. Investment funds managed by the Other Advisor (the "Other Advisor's Funds") are limited partners in two Funds which Inverness Graham manages, one of which is currently actively making investments (the "Active Fund"), and participate in co-investments offered to certain limited partners of the Active Fund. A conflict of interest in the allocation of co-investment opportunities exists because Mr. Graham may benefit from the Other Advisor's Funds' participation in co-investment through his indirect economic interest in the Other Advisor, a benefit that does not exist with respect to other potential co-investors. We address this conflict as follows: (i) the limited partnership agreement of the Active Fund specifies that limited partners that meet a certain commitment threshold have priority regarding co-investment opportunities and, although the Other Advisor's Funds are among those limited partners with such priority with respect to the Active Fund, the terms of the limited partnership agreement obligates the General Partner to offer any co-investment opportunity to all limited partners meeting such threshold *pro rata* in accordance with each such limited partner's aggregate commitment, (ii) after complying with such priority allocation obligation, co-investment opportunities are offered broadly to all institutional limited partners of the Active Fund that have indicated an interest in co-investment and have the ability and experience to act quickly on such opportunities and (iii) allocations of co-investment opportunities are reviewed by our Chief

Compliance Officer if the Other Advisor's Fund is participating. The Other Advisor's investments into the Funds represent less than 5% of the Other Advisor's investment activity.

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

We have adopted a written Code of Ethics which applies to all of our employees and any person who enters into a significant consulting or other similar relationship with us that is not specifically exempted. Our Code of Ethics requires our employees to serve the best interests of our clients in compliance with our status as a fiduciary, to comply with applicable federal securities laws and to report any violations of our Code of Ethics promptly to our Chief Compliance Officer. Our Code of Ethics includes insider trading policies and procedures. Among other things, each of our employees must pre-clear certain personal securities transactions and must also provide copies of trade confirmations and periodic account statements, annual securities holdings reports and quarterly securities transactions reports. We will make our Code of Ethics available to any investor or prospective investor who requests a copy.

From time to time we may cause one of the Funds to buy or sell securities in which one of our officers or directors or their Affiliates (as defined in the Funds' limited partnership agreements) has a material financial interest. The existence of such relationships may create a conflict of interest between the Fund and the relevant officer, director or Affiliate. Pursuant to the limited partnership agreements of the Funds, such transactions must be approved by either the Fund's advisory board or a subcommittee of the Fund's advisory board made up of non-affiliated limited partners. Limited partners with advisory board representation in a given Fund may have holdings in other Inverness Graham Funds and/or may have made co-investments alongside of one or more of the Inverness Graham Funds, and may thus consider factors that are different than those of other limited partners who have advisory board representation in such Fund, but have no cross-holdings or co-investments. While this could create potential conflicts of interest between a given Fund and the relevant advisory board member, such potential conflicts are addressed in accordance with the applicable provisions of the Funds' limited partnership agreements.

From time to time our officers or directors or their Affiliates may wish to co-invest in a transaction in which one of the Funds is making an investment. This may create a conflict of interest between the Fund and the relevant officer, director or Affiliate. Pursuant to the limited partnership agreements of the Funds, such transactions must be approved by either the Fund's advisory board or a subcommittee of the advisory board made up of non-affiliated limited partners, provided that approval is not required if the officer, director or Affiliate acquires such securities in the public securities markets or if the officer, director or Affiliate acquires such securities in his or her capacity as a director of a portfolio company. Certain members of the advisory boards may be employed by firms which provide or have in the past provided services to the Funds or portfolio companies, such as legal services or operational consulting services. While this could create potential conflicts of interest between a given Fund and the relevant advisory board member, such potential conflicts are addressed in accordance with the applicable provisions of the Funds' limited partnership agreements.

From time to time one of our Funds may co-invest with another of our Funds. In the event such a co-investment is made, both Funds must invest in and dispose of such investment at the same time and on the same terms and conditions.

In accordance with the limited partnership agreements of the Funds, certain Graham Group entities and other related persons (the “Legacy Graham Entities”), which are deemed not to be affiliates of Inverness Graham under the Funds’ limited partnership agreements, have historically owned limited partnership interests in the Funds and have often held advisory board representation with the Funds alongside of other limited partners. The Legacy Graham Entities and other investors have also historically been offered the opportunity to co-sponsor or co-invest (collectively “Co-Invest”) in a portfolio company in which a Fund with remaining available capital is making an investment, particularly in instances in which the general partner seeks operational expertise or other expertise which can benefit the Fund that will be making the investment. Opportunities to Co-Invest are offered in accordance with the terms of the applicable limited partnership agreements of the Funds and generally do not require advisory board consent for the Funds. Pursuant to the limited partnership agreements of the Funds, the general partner of each Fund may only offer opportunities to Co-Invest to the extent the general partner believes it is appropriate to do so and, in any case, the general partner may not reduce a Fund’s level of investment in a transaction below that which the general partner deems appropriate or as required by the Funds’ applicable governing documents. If a Legacy Graham Entity does Co-Invest with one of the Funds in a portfolio company, the transaction is disclosed in the quarterly financial statements and annual audited financial statements of the applicable Fund.

The Legacy Graham Entities manage pools of investor capital independent from the Funds. When a Legacy Graham Entity has Co-Invested with the Funds, it has traditionally actively assisted Inverness Graham with pre-closing operational due diligence and post-closing portfolio company matters, often including participation on portfolio company boards, and received compensation for these services. We believe the expertise available to our Funds and portfolio companies through the Legacy Graham Entities has provided our Funds with a significant edge in a competitive marketplace, and that our access to the expertise offered by the Legacy Graham Entities has provided key advantages to each of our Funds in sourcing, pre-investment diligence and portfolio company oversight.

## **Item 12 Brokerage Practices**

As a private equity firm, from time to time we may engage registered broker-dealers to assist us in selling one of our privately held portfolio companies or publicly traded securities. In the event we choose a broker-dealer, we seek to obtain best execution of transactions.

In selecting broker-dealers and negotiating rates, we look for whether the transaction represents the best qualitative execution and take into account several factors, including but not limited to the broker-dealer’s relevant expertise in portfolio companies of the relevant size and industry, the reputation of the broker-dealer, the quality of investment research, timing and speed of execution and responsiveness.

To the extent we aggregate orders for purchase and sale, we will aggregate such orders as we deem appropriate and in accordance with the Funds' limited partnership agreements and in the best interest of each Fund.

We occasionally receive proprietary investment research and related services ("soft dollar benefits") from broker-dealers in connection with client securities transactions. However, we have no formal agreements with any broker-dealer pursuant to which we receive soft dollar benefits. We may use the research to assist us in the performance of our investment decision-making responsibilities.

Inverness Graham may from time to time engage placement agents in connection with its fund raising activities. However, the firm does not take fund raising activities into account when considering the brokers it may engage to execute trades.

### **Item 13 Review of Accounts**

We manage the Funds on a day-to-day basis, as needed. The Funds' portfolio companies are closely reviewed by our Managing Principals and investment professionals.

Audited financial statements are prepared for each of the Funds following the end of each fiscal year, and unaudited financial statements are prepared for each of the Funds following the end of the first three fiscal quarters, in each case in accordance with the terms of the Funds' limited partnership agreements.

### **Item 14 Client Referrals and Other Compensation**

Inverness Graham or IGOG may provide certain operational consulting and other specialized advisory services to the Funds and their portfolio companies and may receive compensation from the Funds and their portfolio companies in connection with such services. These fees may be in addition to management fees. See Item 5 above for additional information.

Neither Inverness Graham nor any affiliate directly or indirectly compensates any person other than our officers, partners, directors or employees for investor referrals.

### **Item 15 Custody**

As required by the Advisers Act, Inverness Graham has established custody accounts with one or more qualified custodians to hold funds and securities on behalf of each of the Funds for which Inverness Graham is deemed to have custody. The Funds receive monthly or quarterly account statements from their respective qualified custodians, which we review carefully and reconcile periodically to our internal records of the Funds' assets. In addition, independent public accountants audit each of Fund's financial statements annually, and such audited financial statements are distributed to the Investors in each Fund.

### **Item 16 Investment Discretion**

Inverness Graham and its affiliates generally have the authority to make all investment determinations on behalf of the Funds. The limited partnership agreements of the Funds

generally impose some limitations on our investment discretion, which limitations can only be waived by the Fund's advisory board, a subcommittee of the advisory board or its limited partners.

### **Item 17 Voting Client Securities**

We have adopted a Proxy Voting Policy to comply with Rule 206(4)-6 promulgated under the Advisers Act. The Proxy Voting Policy, which has been designed to ensure that we vote proxies in the best interest of the Funds and provide the Funds with information about how their proxies are voted, contains procedures that have been reasonably designed to prevent and detect fraudulent, deceptive or manipulative acts by us.

It is our policy to vote proxies in the interest of maximizing shareholder value. To that end, we will vote in a way that we believe, consistent with our fiduciary duty, will cause the value of the shares to increase the most or decline the least. Consideration will be given to both the short- and long-term implications of the proposal to be voted on when considering the optimal vote. We will vote Fund proxies in the best interest of the Funds and not our own. In voting proxies, we will avoid material conflicts of interest between our interests on the one hand and the interests of the Funds on the other.

The Funds are not able to direct our vote in a particular solicitation.

We will maintain records of all proxy statements received and votes cast in an easily accessible place for five years. Investors and prospective investors in the Funds may request information from us about how we voted the securities held by the Funds. We will make our Proxy Voting Policy available to any investor or prospective investor who requests a copy.

### **Item 18 Financial Information**

We do not require or solicit prepayment of more than \$1,200 in fees per client, six months or more in advance.

Inverness Graham has not been the subject of a bankruptcy petition at any time during the past ten years.

### **Item 19 Requirements for State-Registered Advisers**

Not applicable.