

**Item 1: Cover Sheet**

**LNK Partners, LLC  
Part 2A of Form ADV  
The Brochure**

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This brochure provides information about the qualifications and business practices of LNK Partners, LLC and its affiliates (collectively “LNK” or the “Advisor”). If you have any questions about the contents of this brochure, please contact Bethany Foullois at 914-824-5913. 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.

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

## **Item 2: Material Changes**

This brochure contains information about LNK. There have been no material changes since the last annual amendment in March 2018.

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## **Item 4: Advisory Business**

LNK is an independent private investment firm founded in 2005 and formed under the laws of the State of Delaware as a limited liability company. LNK is primarily owned and controlled by David A. Landau and Henry J. Nasella, (separately or collectively, the “Partners”). The Partners hold their interests in LNK through LNK Management, LP, the sole member of LNK.

LNK serves as an investment manager and provides discretionary advisory services to related investment vehicles including the private investment partnerships LNK Partners II, L.P., its parallel fund LNK Partners II (Parallel), L.P., and its alternative investment vehicles LNK Partners II (AIV), L.P., Redfish, L.P., and Pufferfish, L.P. (collectively “Fund II”) as well as its related co-investment vehicle LNK Partners II (Co-Investment LSS), L.P. (the “Co-Investment Fund”), as well as LNK Partners III, L.P. and its parallel fund LNK Partners III (Parallel), L.P. (collectively “Fund III”, and together with Fund II, and the “Co-Investment Fund”, the “Funds”). The general partners of the Funds, which are owned, directly and indirectly, by the Partners and other LNK investment professionals, are LNK GenPar II, L.P., Redfish GenPar, L.P., Pufferfish GenPar, L.P. and LNK GenPar III, L.P. respectively, each a Delaware limited partnership (each a “General Partner” and collectively, the “General Partners”). Unless, and then only to the extent that, the context requires otherwise, references to LNK or the Advisor includes the General Partners. LNK Partners, L.P., its parallel fund LNK Partners (Parallel), L.P. (collectively “Fund

I”) and its related co-investment vehicle LNK/ABP Investors, L.P. (“ABP Investors”) which were reported in LNK’s prior Part 2A were dissolved as of December 19, 2018.

Each of the Funds makes private equity investments focusing on the consumer/retail sector. The investment objective of each of Fund II and Fund III is to leverage LNK’s extensive industry experience, senior-level relationships, and operating expertise to deliver differentiated access to attractive investment opportunities, differentiated insight into investment decisions, and differentiated ability to add significant, tangible value to portfolio companies. LNK focuses on investing in profitable, growing, middle-market companies where it can invest \$50 million to \$150 million in equity per transaction and where it can obtain control or exert significant influence. As of December 31, 2018, LNK had regulatory assets under management of approximately \$1,153,132,000 on behalf of the Funds.

In providing services to the Funds, LNK: (i) manages the assets of the Funds in accordance with the terms of the Governing Fund Documents (as defined below); (ii) formulates investment objectives; (iii) directs and manages the investment and reinvestment of the Funds’ assets; and (iv) provides periodic reports to the limited partners of the Funds. Investment advice is provided directly to the Funds and not individually to the limited partners of the Funds (the “Limited Partners”). The types of Limited Partners include, but are not limited to, high net worth individuals, trusts, estates, foundations, endowments, pension and profit sharing plans, and state and municipal government agencies. The Governing Fund Documents of each of the Funds include restrictions and limitations on the types of investments each of the Funds may make; however, with the exception of the Co-Investment Fund, the Limited Partners may not restrict investments by the Funds in any capacity.

## **Item 5: Fees and Compensation**

LNK typically receives compensation from fees based on a percentage of assets under management, carried interest allocations and certain other fees or expenses related to transactions, all in accordance with the terms of its agreement with each Fund and its confidential private placement memorandum, limited partnership agreement and other governing documents (the “Governing Fund Documents”). Additionally, the Funds also bear certain expenses related to their activities, which typically will include fees associated with making or selling portfolio investments, legal, tax and accounting fees, taxes, commissions and brokerage fees, fees to government regulatory agencies, the cost of directors’ and officers’ liability insurance and other expenses such as litigation or broken deal expenses pursuant to the Governing Fund Documents. Limited Partners should review the Governing Fund Documents for all fees charged by LNK, its affiliates, and others and all expenses borne by the applicable Fund to fully understand the total amount of fees and expenses to be paid by each Fund and, indirectly, by their Limited Partners. All fees and expenses charged to the Funds were negotiated with the Limited Partners during the fund raising period of the applicable Fund.

The General Partners, in their sole discretion, may call capital for management fees and other expenses or pay such fees and expenses out of current income and disposition proceeds of the Funds. See the Brokerage Practices section below for additional information regarding transaction costs.

### Management Fee

The Funds generally pay to LNK an annual management fee (the “Management Fee”) equal to 2.0% per annum of aggregate commitments during the applicable commitment period and thereafter, 2.0% per annum of aggregate actively invested capital. The Management Fee is payable in advance on a quarterly basis and is pro-rated for any period that is less than a full calendar quarter. LNK may elect to waive all or any portion of any future Management Fees. Any waived portion of Management Fees may be applied against the commitments of the General Partners, Partners and the LNK team and invested in the Funds’ investments. The Co-Investment Fund does not pay Management Fees.

### Carried Interest Allocations

Carried interest is a share of the net profits realized on the disposition of investments that is generally paid to the Funds’ General Partners, which are affiliates of LNK, as an incentive to maximize performance of the Funds. The General Partners’ carried interest is in addition to allocations with respect to any capital invested in the Funds by the General Partners. The Funds are generally subject to a 20% carried interest (after an 8% preferred return to the Limited Partners). The Governing Fund Documents also provide for a “clawback” in the event that a General Partner, in the aggregate, receives carried interest distributions of more than 20% of the total profits of the Fund. The Co-Investment Fund is not subject to carried interest.

### Other Fees

In connection with the investments of the Funds, various fees (“Other Fees”) may be paid to LNK by the target company or other third parties. Generally, an amount up to 100% of such fees paid to LNK, net of expenses, will reduce the Management Fee payable by the applicable Fund on an aggregate basis as set forth in the Governing Fund Documents. Other Fees include any fees received in connection with the consummation, disposition or termination of an investment attributable to the Funds and/or any fees received from a portfolio company, such as break-up fees, portfolio company management fees, directors’ fees, investment bank fees and similar fees. These Other Fees are not always based on the exit or sale of an investment. Accordingly, LNK may receive Other Fees when a Fund does not ultimately profit from an investment.

### Third-Party Expenses

To the extent practicable, any third-party expenses relating to consummated investments will be charged to the portfolio company. If such expenses are not charged to the relevant portfolio company, then they will be paid by the Funds and included in the cost of the investment. Any third-party expenses relating to unconsummated investments will be borne by the Funds. In the event that any related partnership or other entity is participating in a transaction, the expenses of such transaction that are not borne by a portfolio company, including any expenses relating to an unconsummated transaction, will be borne by the Funds and such participating investors pro rata to the amount of equity funds to be invested, unless agreed to otherwise by such parties. Additionally, a portion of these third-party expenses may be allocated to a co-investor or co-investment vehicle; however, in the event that prospective co-investors have not agreed to bear an allocable portion of broken deal expenses, such expenses shall be operating expenses of, and borne by, the Funds.

#### Organizational and Offering Expenses

The Funds will generally bear all legal and other organizational and offering expenses incurred in the formation of the Funds, its agents and related entities. Any such expenses in excess of a certain dollar amount will generally reduce the Management Fee otherwise borne by the Limited Partners, as set forth in the Governing Fund Documents. Any amount drawn down from commitments to pay organizational and offering expenses may, to the extent Limited Partners receive subsequent distributions, be added to the unfunded commitments and be subject to recall. In addition, all fees and expenses due to placement agents by the Funds will reduce the Management Fee otherwise payable by the Limited Partners by an identical amount.

#### Other Expenses

Additional fees and expenses may be charged against an investor's value in a given Fund. The nature of these fees and expenses may vary depending upon the particular vehicle in which an investor is invested. Investors should carefully review the Governing Fund Documents for the Fund in which they are invested or are considering an investment, including information with regard to additional fees and expenses.

#### Operating Partners

Operating Partners are consultants that may assist LNK in sourcing potential investments and performing diligence on potential investments. These consultants may also work to monitor and support portfolio company growth and may act as board representatives. In some cases, the Operating Partners may perform the role of interim management, and in this capacity, Operating Partners may be compensated by the portfolio company and/or LNK. Otherwise, Operating Partners are compensated exclusively by LNK, in accordance with the Fund(s)' respective Governing Fund Documents for any and all contributions to LNK's Funds and/or portfolio companies.

Offering materials for any Fund may be obtained by contacting Ms. Bethany Foullois at 914-824-5913.

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

As described above, LNK or its affiliates receive carried interest calculated based on the profits generated on the sale/disposition of the Funds' assets. The fact that a significant portion of LNK's compensation is directly computed on the basis of profits generated by the sale/disposition of the Funds' assets may create an incentive for LNK to make investments on behalf of the Funds that are riskier or more speculative than would be the case in the absence of such compensation. LNK seeks to address these conflicts through careful vetting of investment opportunities by its investment professionals and discussion of investments in capital call notices and quarterly reports. In addition, the Governing Fund Documents have the "clawback" provisions described above.

#### General Partner Commitment

The General Partners, the Partners and other employees of LNK make capital commitments to the Funds. Any waived portion of Management Fees may be applied against these commitments and invested in Fund investments.

## **Item 7: Types of Clients**

LNK provides discretionary investment advisory services to the Funds. Investment advice is provided directly to the Funds and not individually to the Limited Partners, as previously stated herein. The minimum commitment for a Limited Partner of the Fund is generally \$10 million; however, LNK maintains discretion to accept less than the minimum investment threshold outlined in the Governing Fund Documents. In addition, the Fund enters into separate agreements, commonly referred to as “side letters”, with certain Limited Partners, that amend, modify or supplement the terms of the Governing Fund Documents. Under certain circumstances, these agreements give certain Limited Partners additional rights relative to other Limited Partners.

Limited partnership interests in the Funds are not registered under the Securities Act of 1933, as amended (the “Securities Act”), and the Funds are not registered under the Investment Company Act of 1940, as amended (the “Investment Company Act”). Accordingly, interests in the Funds are offered and sold exclusively to Limited Partners satisfying the applicable eligibility and suitability requirements, either in private transactions within the United States or in offshore transactions.

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

The Funds focus on making private equity investments in the consumer/retail sector. The Partners believe that such specialization and focus are critical as the Partners’ domain expertise and deep relationships in the sector enable them to provide: (i) access to attractive investment opportunities, including narrowly-marketed and proprietary deals; (ii) differentiated strategic insight; (iii) timely access to information; (iv) effective due diligence; (v) appeal as a potential investor to prospective management teams; and (vi) assistance in providing significant, tangible value-add to portfolio companies.

LNK’s goal is to be disciplined in adhering to a set of investment principles and criteria that have been developed, refined, and consistently implemented through multiple cycles. These principles include backing successful companies with proven management teams, proven growth opportunities, and strong underlying consumer value propositions, where the decision-makers in the transactions are seeking the best partner and not just the maximum price.

### Associated Risks

All investing involves a risk of loss. An investment in the Funds is a speculative investment and is not intended to be a complete investment program. The Funds are for sophisticated investors who are capable of fully understanding and bearing the risk of investment. No guarantee or representation is made that the Funds will achieve their investment objectives or that Limited Partners will receive a return of their capital. The following is a brief overview of some of the unique risks associated with the Advisor’s investment strategy; however, it is not intended to serve as an exhaustive list or a comprehensive description of all risks and conflicts that may arise in connection with the management and operations of the Funds. Investors should consider an investment in a Fund as involving a high degree of financial risk and should therefore carefully consider all risk factors set forth in the relevant Governing Fund Documents. Each prospective

investor should carefully review the applicable Governing Fund Documents before deciding to make an investment in a Fund.

#### *General Business and Management Risk*

Investments in portfolio companies subject the Funds to the general risks associated with the underlying businesses, including market conditions, changes in regulatory requirements, reliance on management at the company level, interest rate and currency fluctuations, general economic downturns, domestic and foreign political situations and other factors. With respect to management at the portfolio company level, many portfolio companies rely on the services of a limited number of key individuals, the loss of any one of whom could significantly adversely affect the portfolio company's performance. While in all cases the Advisor will monitor portfolio company management, management of each portfolio company will have day-to-day responsibility of such portfolio company.

#### *Limited Liquidity*

The Funds will invest in instruments where there is likely to be no actively traded market. Moreover, many of the Fund investments may be held by relatively few other investors. Under adverse market or economic conditions or in the event of adverse changes in the financial condition of the issuer or of the asset, a Fund may find it more difficult to sell such investments when the Advisor believes it advisable to do so or may be forced to sell them at prices lower than if the instruments were widely held. Thus, the range of disposal strategies available to the Funds may be further limited. Finally, dispositions of investments may be subject to contractual and other limitations on transfer, or other restrictions that would interfere with subsequent sales of such investments or adversely affect the terms obtainable upon a disposition.

#### *Highly Competitive Market for Investment Opportunities*

The activity of identifying, completing and realizing attractive investments is highly competitive and involves a high degree of uncertainty. The Funds face competition from numerous competitors in all fields of activity. The Funds will be competing for investments with a variety of other investment vehicles, as well as individuals, financial institutions, strategic investors and other institutional investors. Additional funds with similar investment objectives may be formed in the future by other unrelated parties. There can be no assurance that a Fund will be able to locate and complete investments which satisfy the investment objectives or that it will be able to invest fully its available capital.

#### *Valuation of Assets*

Most of the securities owned by the Funds are not publicly traded and are required to be fair valued by the Advisor. When estimating fair value, the Advisor will apply a methodology based on its best judgment that is appropriate in light of the nature, facts and circumstance of the investments. Valuations are subject to review and ensuring that portfolio investments are fairly valued is an important focus of the Advisor.

#### *No Assurance of Returns*

There is no assurance that the Funds will be able to generate returns for their Limited Partners or that the returns will be commensurate with the risks of investing in the types of companies and transactions described herein. There can be no assurance that the Funds' investment objectives

will be achieved or that there will be any return of capital. Therefore, an investor should only invest in a Fund if the investor can withstand a total loss of its investment.

#### *Nature of the Funds' Investments*

A substantial portion of the Funds' investments will likely be in equity or equity-related investments that by their nature involve business, financial, market and legal risks. While such investments offer the opportunity for significant capital gains, they also involve a high degree of risk that may result in substantial losses. There can be no assurance that the Funds will correctly evaluate the nature and magnitude of the various factors that could affect the value of such investments. Prices of the investments may be volatile, and a variety of other factors that are inherently difficult to predict, such as domestic or international economic and political developments, may significantly affect the results of the Funds' activities. As a result, a Fund's performance over a particular period may not necessarily be indicative of the results that may be expected in future periods.

#### *Leverage*

The Funds' investments may involve leveraged acquisitions, which by their nature require companies to undertake a high ratio of fixed charges to available income. Such investments are inherently more sensitive to declines in revenues and to increases in expenses. Utilization of leverage is a speculative investment technique and involves risks to Limited Partners. The leverage provided will result in interest expense and other costs incurred in connection with such borrowings, which may not be covered by available cash flow. While leverage may enhance total returns to the Limited Partners, if investment results fail to cover borrowing costs then returns to the Limited Partners will be lower than if there had been no borrowings.

#### *Co-investments*

Where appropriate, the Advisor may, but is not obligated to, provide co-investment opportunities to Limited Partners and/or other third parties. Such investments will involve additional risks not present in investments where a third party is not involved, including the possibility that the co-investor may have interests or objectives that are inconsistent with those of the Funds or may be in a position to take (or block) action in a manner contrary to the Funds' investment objectives. In addition, the Funds may, in certain circumstances, be liable for actions of their third-party co-venturers or partners.

#### *Dependence on Key Personnel*

The success of the Funds will be highly dependent on the financial and managerial expertise of the Partners. The loss of one or more of these individuals could have a material adverse effect on the performance of the Funds. The Partners are under no contractual obligation to remain with LNK for all or any portion of the term of the Funds. As a result, the ability of the Funds to carry on their activities successfully is dependent upon the skill and experience of LNK. Although the Partners will commit a significant amount of their business efforts to LNK, the Partners are not required to devote all of their time to the Funds' affairs. The loss of the services of one or more of these individuals could have a material adverse effect on the performance of the Funds.



### *Non-U.S. Investments*

Although the Funds intend to invest primarily in U.S. securities, they may also invest in non-U.S. securities. Non-U.S. securities involve certain factors not typically associated with investing in U.S. securities, including risks relating to: (i) currency exchange matters; (ii) differences between the U.S. and non-U.S. securities markets, including potential price volatility in and relative illiquidity of some non-U.S. securities markets; (iii) the absence of uniform accounting, auditing and financial reporting standards, practices and disclosure requirements and less government supervision and regulation; (iv) certain economic and political risks; (v) the possible imposition of non-U.S. taxes on income and gains recognized with respect to such securities; and (vi) less-developed laws regarding corporate governance, fiduciary duties and the protection of investors, and other differences in applicable legal systems.

### *Portfolio Concentration*

Although the Governing Fund Documents may contain portfolio concentration restrictions, diversification is not an objective of the Funds. The Funds' portfolios may include a small number of large positions. While this portfolio concentration may enhance total returns to Limited Partners, if any large position has a material loss, then returns to the Limited Partners may be lower than if they had invested in a well-diversified portfolio.

### *Expedited Transactions*

Investment analyses and decisions by LNK and the General Partners may be undertaken on an expedited basis in order for the Funds to take advantage of available investment opportunities. In such cases, the information available to LNK and the General Partners at the time of an investment decision may be limited, and LNK and the General Partners may not have access to the detailed information necessary for a full evaluation of the investment opportunity.

### *Bridge Financing*

From time to time, the Funds may provide bridge financing to facilitate an investment organized by the Funds. Bridge financings to a particular portfolio company may not exceed amounts set forth in the applicable Governing Fund Documents. Such bridge financings, if not repaid, would typically be convertible into a more permanent, long-term security; however, for reasons not always in the Funds' control, such long-term securities may not be issued and such bridge loans may remain outstanding. In such event, the interest rate on such loans may not adequately reflect the risk associated with the unsecured position taken by the Funds.

### *Middle-Market Companies*

A significant component of the LNK's investment objectives is to invest in middle-market companies. Although investments in middle-market companies may present greater opportunities for growth, such investments may also entail larger risks than are customarily associated with investments in larger companies. Middle-market companies may have relatively limited product lines, markets, and financial and other resources. As a result, such companies may be more vulnerable to general economic trends and to specific changes in markets and technology. In addition, future growth may be dependent on additional financing, which may not be available on acceptable terms when required. Further, there is ordinarily a more limited marketplace for the sale of interests in smaller, private companies, which may make realizations of gains more difficult. In addition, the relative illiquidity of private equity investments generally, and the

somewhat greater illiquidity of private investments in middle-market companies, could make it difficult for the LNK to react quickly to negative economic or political developments.

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

The Advisor and its employees have not been involved in any legal or disciplinary events in the past 10 years or otherwise that would be material to a client's or investor's evaluation of LNK or its personnel.

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

LNK and its affiliates act or may act as general partners or investment advisers to other funds and pooled investment vehicles investing in private equity transactions. Investments in any such funds of which LNK or any of its affiliates is a general partner or investment adviser are conducted on a private placement basis, and prospective investors are solicited only by means of the current private placement memorandum of the relevant fund. As described above, LNK and its affiliates may receive certain transaction, consulting, advisory and other similar fees associated with investments or proposed investments or commitments made by the Funds.

Related persons of LNK may serve as directors and officers of, and provide advice to, publicly traded companies and private companies. The Funds should be aware that receipt of material non-public information by LNK's related persons regarding these companies could preclude LNK from effecting transactions in the securities of such companies. If an Employee (as defined below in Item 11) receives compensation for serving on the board of directors of a Fund's portfolio company on behalf of the Fund or LNK, all of such compensation is effectively transferred for the benefit of the relevant Fund as Other Fees described above under the heading "Fees and Compensation—Other Fees."

Co-Investment opportunities are offered to Limited Partners and/or other third parties when LNK believes it is in the best interest of the Funds to do so. In general, Limited Partners that have expressed an interest in co-investments will be offered the opportunity to participate in such investments on a pro-rata basis. In any event, the Advisor will seek to allocate the available investments among the Funds, the Limited Partners and/or any third parties in an appropriate manner, as it may determine in its sole discretion. Thus, co-investment opportunities will not be offered to all Limited Partners in every case. Co-investors may participate in investments with management fees and/or carried interest that are different from those charged to the Funds and/or may permit LNK to retain Other Fees allocated to such co-investors. The amount of such management fees, carried interest and/or retained fees will not offset the management fees and/or carried interest paid by the Funds.

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

Pursuant to Rule 204A-1 of the Investment Advisers Act of 1940, as amended ("Advisers Act"), LNK has adopted a written Code of Ethics (the "Code") predicated on the principal that the Advisor owes a fiduciary duty to the Funds. The Code is designed to address and avoid potential conflicts of interest and is applicable to all officers, directors, members, Partners and employees of LNK (the "Employees"), and each other individual designated by the Chief Compliance Officer

as being subject to all or a portion of the compliance procedures or policies adopted by LNK. The Advisor requires its Employees to act in the Funds' best interests, abide by all applicable regulations and seek to avoid any action that is, or could appear to be, legally or ethically improper.

LNK, the Employees and its affiliates may execute transactions in a variety of securities for their own accounts, subject to restrictions and reporting requirements as may be required by law, as set forth in the Governing Fund Documents or as otherwise determined from time to time by LNK and its affiliates. Execution of such transactions may present a conflict of interest, although as a result of the nature of the Funds' investments and the terms of the Governing Fund Documents most such transactions do not present conflicts of interests. The Advisor generally requires pre-clearance of transactions of the types that might give rise to such conflicts, such as before participating in an IPO or limited offering (i.e., private placement) or purchasing or selling securities of public companies in which a Fund holds an investment. The Chief Compliance Officer also reviews Employees' personal securities transactions and personal account holdings and requires prompt internal reporting of Code violations. Should potential conflicts of interest arise, Employees have an ongoing responsibility to discuss such potential conflicts with the Chief Compliance Officer or her designee, who will address such conflicts on a case-by-case basis. A copy of the Code is available upon request by contacting Ms. Bethany Foullois at 914-824-5913.

LNK and its related persons can and may have an investment in the Funds. Therefore, LNK may be considered to participate indirectly in transactions effected for such Funds. While investments by LNK's related persons are intended to align interests of the related persons with those of the Funds, such investments may create conflicts. To address such conflicts, the investment arrangements are described and agreed upon in the Governing Fund Documents of each Fund. Generally, investments and disposals are made on the same economic terms the applicable Funds as a whole such that all limited partners of the Funds, including for LNK's related persons, receive the benefit of the same economic terms so that LNK's related persons may not receive favorable terms or greater exposure to certain investments. The foregoing relationships, fees, and any other actual or potential conflicts of interest arising therefrom are disclosed in detail in the respective Governing Fund Documents. Investments by LNK, its affiliates, and/or Employees for their own accounts in investments that may be suitable investment opportunities for the Funds are subject to review by the Advisor.

The Funds generally do not invest in securities of issuers in which LNK or the Employees own securities; however, on occasion, a related person of LNK may hold options of an issuer in which a Fund invests as a result of having served on the board of directors of such issuer other than as a representative of LNK or the Fund. Any conversion or other realization of such interest will be subject to review by the Advisor.

LNK expects to manage various Funds and other investment vehicles. Funds and other investment vehicles advised by LNK may have different investment objectives or restrictions. Decisions as to purchases and sales for each Fund are made separately and independently in light of their respective objectives and restrictions and may differ, depending on the Fund. As such, investment decisions made on behalf of one Fund may not always be consistent with investment decisions made on behalf of another Fund. LNK will monitor investment allocations to ensure that each of

the Funds is not being systematically disadvantaged. LNK will not cross Fund investments and/or cash between Funds, except in connection with a rebalancing pursuant to the applicable Governing Fund Documents, without the consent of the investors or advisory boards of the applicable Funds. Likewise, LNK will not engage in principal transactions with the Funds.

As a fiduciary, and as a means of ensuring that a Fund is not improperly disadvantaged, in the event that a Fund enters into a transaction with a related party of LNK, LNK will ensure that any fees paid in connection with such transaction: (i) comport with any prescribed template or other benchmark that applicable Governing Fund Documents of such Fund specify in determining the amount and/or terms of payment of such fee; or (ii) are comparable with, or advantageous to the Fund in comparison to, fee arrangements that would typically have been entered into in consideration of the performance of like services, in a like transaction, by an unaffiliated service provider.

In order to encourage greater knowledge and understanding of their products and services, or as a general matter for friends and family, the Funds' portfolio companies may offer product and service discounts from time to time to LNK's employees. Such discounts, other than immaterial items, are tracked by LNK's compliance department (to the extent accepted by LNK's employees) to ensure they are not inappropriate.

## **Item 12: Brokerage Practices**

As the Funds invest primarily in private equity ventures, the Advisor anticipates that investments in publicly traded securities will be infrequent occurrences (e.g., money market instruments pending investment in a portfolio company, securities held as a result of initial public offerings of portfolio companies, going-private transactions, etc.). Because the Advisor focuses on making investments in private securities, it does not engage in traditional brokerage transactions, receive research from any broker-dealer, utilize any soft dollar relationships with any broker, nor permit investors to stipulate the direction of brokerage. In the event that a portfolio company becomes publicly traded, the Advisor will develop and disclose appropriate procedures for trading, brokerage, soft dollars, trade aggregation, and any other trading or brokerage related issue relevant to the Advisor at the time.

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

The Advisor focuses on investments primarily in private equity. All investments are carefully reviewed by LNK's investment professionals and approved by LNK's Managing Partner, David Landau. The Funds' portfolio companies are reviewed on a continuous basis and the Advisor's investment professionals meet regularly to discuss potential deals, economic developments, current events, investment strategies, and the Funds' holdings.

The Advisor provides written quarterly and annual reports to Limited Partners in accordance with the terms of the applicable Fund's Governing Fund Documents. The quarterly package generally includes detailed financial statements as well as a memorandum describing the major events that occurred during the quarter and an overview of general market conditions. LNK also provides written Fund audited financial statements and tax information annually.

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

The Advisor and/or its affiliates pay placement fees to third parties for referring prospective Limited Partners to the Funds. The Advisor or its affiliates may charge the Funds for such placement fees or otherwise cause the Funds to pay such fees; however, all such fees and expenses due to placement agents by the Funds will reduce the Management Fee otherwise payable by the Limited Partners by an identical amount.

## **Item 15: Custody**

The General Partners of the Funds are related persons to Advisor. As the General Partners have access to the assets of the Funds, and provide certain managerial services to the Funds, the General Partners, and through them, the Advisor, have custody of client funds. The Funds are subject to an annual audit by a PCAOB registered accounting firm, and audited financial statements are distributed to the Funds' Limited Partners within 120 days of the applicable fiscal year end. The audited financial statements will be prepared in accordance with generally accepted accounting principles. Limited Partners should carefully review these statements, and should compare these statements to other Fund information provided by the Advisor.

## **Item 16: Investment Discretion**

In accordance with the terms and conditions of the Governing Fund Documents, and subject to the direction and control of the General Partners, LNK generally has discretionary authority to perform the day-to-day investment operations of the Funds, subject to any limitations on authority set forth in the Governing Fund Documents.

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

The Funds are primarily invested in privately-held portfolio company investments which typically do not issue proxies; therefore, the voting of proxies and participation in class actions is not currently applicable to the Advisor. The investment opportunities that the Advisor seeks allows the Funds to have influence on the management, operations and strategic direction of the portfolio companies in which it invests; through its majority interest and/or through its employees who serve as officers and directors on portfolio company boards. The exercise of control and/or significant influence over a portfolio company imposes additional risks of liability for product defects, environmental damage, failure to supervise management and other types of liability in which the limited liability generally characteristic of business operations may be ignored. The exercise of control and/or significant influence over a portfolio company could also expose the assets of the Funds to claims by such portfolio company, its security holders and its creditors. While the Advisor intends to manage the Funds in a way that will minimize exposure to these risks, the possibility of successful claims cannot be precluded.

The Advisor will seek to avoid material conflicts of interest between its own interests on the one hand, and the interests of its Funds on the other. However, as is typical with private equity investing, the Advisor seeks and accepts the election of one or more of Advisor's representatives to serve on the board of directors on behalf of its Funds. In situations where the Advisor is required to vote the proxy for a company in which employees of the Advisor serve on the board of directors, the Advisor has determined that this does not inherently present a conflict of interest, as the sole purpose of this representation is to maximize the return on the Funds' investment in such

portfolio company. Accordingly, while the Advisor is generally, but not automatically, fully supportive of recommendations made by a portfolio company's board of directors with respect to proxy votes related to that issuer, it will review all proxies in accordance with its proxy voting guidelines and may or may not vote in favor of the board's recommendation.

All conflicts of interest will be resolved in the interests of the Funds. In situations where the Advisor perceives a material conflict of interest, the Advisor may defer to the voting recommendation of a Fund's Advisory Board, where applicable, or take such other action in good faith which would protect the interests of such Fund.

However, LNK will occasionally receive proxies in connection with publicly-traded portfolio companies. Under such circumstances, it is the Advisor's policy to exercise proxy votes in the best interest of the Funds. Limited Partners cannot direct LNK's vote in a particular solicitation.

When voting Fund proxies, LNK will take into consideration all relevant factors, including without limitation, acting in a manner that LNK believes will: (i) maximize the economic benefits to the Funds; and (ii) promote sound corporate governance by the issuer. Occasionally, LNK may be required to exercise a vote for a privately-held portfolio company, in which case the same procedures shall apply.

Further, investors should be aware that receipt of material non-public information by LNK's related persons regarding these companies on whose boards of directors such persons sit could preclude LNK from effecting transactions in the securities of such companies.

LNK has adopted and implemented written policies and procedures regarding the voting of Fund proxies, including the handling of potential conflicts of interest. A copy of LNK's written proxy voting policies and procedures, as well as a record of how LNK has voted in the past, will be maintained and available for review upon request.

## **Item 18: Financial Information**

The Advisor has never filed for bankruptcy and is not aware of any financial condition that is expected to affect its ability to manage the Funds.