



Summer Street Capital Partners, LLC

PART 2A OF FORM ADV BROCHURE

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This brochure provides information about the qualifications and business practices of Summer Street Capital Partners, LLC (“Summer Street”). If you have any questions about the contents of this brochure, please contact us at: 716-566-2900. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority. Registration with the SEC or a state securities authority does not imply a certain level of skill or training.

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

ITEM 2: MATERIAL CHANGES

Summer Street's most recent filing of Form ADV Part 2A was made on March 29, 2018.

This is the Annual Updating Amendment dated March 28, 2019. There have been no material changes to Summer Street's investment advisory business since our last Annual Amendment. Summer Street has amended its Brochure to make certain clarifying revisions regarding various aspects of its business operations. Summer Street urges current and prospective investors to review the Brochure in its entirety.

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ITEM 4: ADVISORY BUSINESS

Company Description:

Summer Street Capital Partners, LLC (“Summer Street” or the “Company”), founded in 1999, is a Buffalo, N.Y.-based private equity fund manager. Currently the Company manages four private funds, formed as limited partnerships, and two limited purpose investment vehicles. One limited purpose investment vehicle was setup as a co-investment vehicle (the “Co-Investment Vehicle”), formed as partnership and organized exclusively to invest side-by-side with two funds in a single portfolio company. The second limited purpose investment vehicle (the “Limited Purpose Vehicle”) was formed as an LLC to invest independently of the above noted funds in a single portfolio company (the Co-Investment Vehicle, the Limited Purpose Vehicle and the other private funds noted above, collectively, the “Partnerships”). Summer Street invests the Partnerships’ resources in small-market companies, bringing capital and resources to support acquisitions and aggressive growth strategies. Summer Street’s investments support management buy-outs, family transitions, corporate divestitures, growth financings and recapitalizations.

Principal Owners:

The principal owners of Summer Street are Michael McQueeney and Brian D’Amico.

Types of Advisory Services:

The Company provides investment services only to the Partnerships. The Company operates under management agreements with each Partnership, which place the responsibility for management and operation of the Partnership with Summer Street Capital Partners, LLC. Therefore, the Company has the authority to do all things necessary, advisable, or appropriate to carry out the purposes of the applicable Partnership, including the purchase, management and disposition of any investments of the Partnership.

Tailored Relationships:

Each Partnership is offered by means of a private placement, pursuant to a private placement memorandum (for the four private funds) and a limited partnership agreement or a limited liability company operating agreement that set forth the purpose, powers, investment strategies, and operational details of each Partnership. While the Company may negotiate with certain institutional limited partner investors the terms of any particular Partnership, partnership terms are not generally tailored to the needs of any one investor. Notwithstanding the foregoing, the Company does enter into side letter agreements with certain of the investors in each Partnership pursuant to which the Company may agree to tailor specific terms and conditions of investment for the applicable investor. In addition, certain of the Partnerships are entities formed specifically for investment by affiliates of the State of New York, including the New York State Common Retirement Fund, and such Partnerships therefore include provisions tailored to such investor.

Wrap Fee Programs:

Not applicable.

Assets under Discretionary and Non-Discretionary Management:

The Company has discretionary authority over regulatory assets under management of approximately \$534,123,527 as of December 31, 2018. The Company has no non-discretionary assets under management.

ITEM 5: FEES AND COMPENSATION

Description:

For the first five years of the four private funds contractual life, investment management fees are a percentage of the total capital commitments made by all limited partners. Following the first five years, the investment management fees in relation

to the four private funds are a percentage of the aggregate capital contribution made by such Partnership's limited partners towards the purchase price of (and all other costs and expenses directly attributable to) such Partnership's investments then outstanding. Such fee percentages (by client) are: 1) Summer Street Capital II, L.P. – 2.25% / 1.5%; 2) Summer Street Capital NYS Fund II, L.P. – 2.25% / 1.5%; 3) Summer Street Capital III, L.P. – 2.0% / 1.75%; and 4) Summer Street Capital NYS Fund III, L.P. – 2.0% / 1.75%. The Co-Investment Fund does not pay the Company or any affiliate thereof any management or performance fees. The Limited Purpose Vehicle pays a flat dollar annual management services fee to the Company.

Fee Billing:

Fees are paid on a quarterly basis in advance. Management fees for the first and last fee quarters of the Partnerships' lives are prorated for the periods based on the number of days elapsed.

Other Fees or Expenses:

In addition to management fees, the Partnerships bear out-of-pocket expenses for services rendered to or for their benefit by third parties, including legal, audit, tax, consulting, and other professional services; organization costs; expenses of Partnership and committee meetings; taxes, assessments and insurance. Each Partnership also pays all expenses incurred in connection with the purchase or potential purchase, holding, and sale of investments.

As a general matter, Partnership expenses typically will be allocated among all relevant Partnerships to the extent such Partnerships are required to reimburse (or otherwise pay) expenses of that kind pursuant to the terms of their respective governing documents and in accordance with the Company's internal expense allocation policies and procedures. Subject to the applicable Partnership Documents, Partnership expenses relevant to multiple Partnerships will, in Summer Street's good faith determination, be allocated to such Partnerships typically on a pro-rata basis (generally based on: (i) the relative size of a Partnership's invested capital, in the case of investment-related expenses and (ii) in the case of other expenses, the relative size of a Partnership's capital commitments (in the case of a Partnership whose investment period has not yet ended) or the relative size of a Partnership's actively invested capital (in the case of a Partnership whose investment period has ended). In all cases, subject to applicable legal, contractual or similar restrictions, the Company or its affiliates using their best judgment, may allocate expenses in a different manner than that described above where they believe such an allocation is in the best interests of the relevant Partnerships. The allocation of such shared expenses may not be proportional in each and every case. Different Partnerships may (and, in certain instances, do) have different expense reimbursement terms per the terms of their governing documents, which could (and, in relevant instances, do) result in the Partnerships bearing different levels or types of expenses.

The Company and its personnel can be expected to receive certain intangible and/or other benefits and/or perquisites arising or resulting from their activities on behalf of the Partnerships that will neither be subject to an offset against any management fees payable to the Partnerships nor will otherwise be shared with the Partnerships and/or portfolio companies. For example, airline travel or hotel stays incurred as Partnership or account expenses typically result in cash rebates, "miles," "points" or credit in loyalty/status programs, and such benefits and/or amounts will, whether or not de minimis or difficult to value, inure exclusively to the Company and/or such personnel (and not the Partnerships and/or portfolio companies) even though the cost of the underlying service is borne by the Partnerships and/or portfolio companies.

Participation or Interest in Client Transaction:

The Company may receive negotiated compensation from portfolio companies that one or more Partnerships are invested in, as and to the extent permitted by the limited partnership agreements of the applicable Partnerships. For the majority of the Partnerships, these transaction fees are deducted from investment management fees billed. These offsets / deductions range from 80% to 100% of the transaction fees received. The Company utilizes the services of operating partners to assist in various activities for the benefit of the Partnerships, including: operational assessments for prospective investments, board service or operational consulting services for the Partnership's portfolio companies, and on occasion, full-time or part-

time employment with portfolio companies. The fees and expenses of such operating partners are typically paid by the applicable portfolio companies and such fees and expenses are not offset against the management fees payable by the applicable Partnerships.

ITEM 6: PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

Each Partnership's general partner is an affiliate of the Company, the members of which include Company supervised persons. With the exception of the Co-Investment Fund's general partner (which does not receive any profit allocations), each general partner receives compensation based on a share of realized investment gains in the form of a special allocation of profit. Conflicts of interest between clients are managed by structuring funds to have limited, if any, overlap with respect to their respective investment periods, and to the extent applicable by allocating investments suitable for multiple Partnerships in a manner that is fair and equitable to all such Partnerships.

ITEM 7: TYPES OF CLIENTS

The Company's clients are all private equity fund partnerships or similarly structured limited purpose investment vehicles, as noted earlier in ITEM 4. Members of the Partnerships include pension plans, financial institutions, trusts, other private equity funds and qualified high net worth individuals. The minimum capital commitment requirement is approximately \$250,000 - \$400,000 (subject to the discretion of the general partner of the applicable Partnership to accept lesser amounts).

ITEM 8: METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

Methods of Analysis:

In addition to a detailed standard legal and accounting investigation, Summer Street executes a comprehensive due diligence process for each new investment and add-on acquisition. Within Summer Street, diligence is managed by an investment team assigned during the initial deal review (the "Investment Team") with a focus on organizational capabilities and effectiveness. Additionally, Summer Street engages third parties to assist in multiple areas of diligence (see below).

Diligence typically begins after execution of a letter of intent ("LOI") with exclusivity provisions. The assigned Investment Team utilizes a due diligence road map to coordinate diligence and shares the roadmap with the target company to communicate the due diligence process and expectations. At the conclusion of diligence, the Investment Team submits a comprehensive due diligence memorandum to Summer Street's investment committee with detailed conclusions concerning each area of diligence (listed below). Closing is contingent upon investment committee approval.

Due diligence on target companies is complemented with industry-focused research and facilitated by the engagement of industry resources. Primary areas of diligence include:

Financial & Tax Review: Detailed review of historical financial data including data segmenting, verification, work paper review, confirmations and review of projected assumptions. In addition, an analysis of historical state and federal tax compliance and potential tax incentives and opportunities is performed.

Organizational Assessment: The success of Summer Street's investments depends on the effectiveness of our portfolio company management teams. Summer Street employs a multi-step process in evaluating management of target portfolio companies. In addition to the active involvement of the lead principal on the Investment Team, Summer Street's operating partners often work with portfolio company's management teams to understand management style, decision making process and hiring philosophies to determine management effectiveness. Summer Street at times, has initiated behavior/personality assessments (Big 5 and Disc Psychological surveys), which serve as a reference point in the investment

team's evaluations. Complementing the investment team's evaluation, Summer Street may engage an industrial psychologist to separately evaluate management and organizational effectiveness. The outcomes of organizational assessments are reported to the investment committee as part of a final due diligence memorandum/presentation and are considered as a factor in approving an investment.

Sales & Market Research: Many of the companies that meet Summer Street's criteria compete in niche markets where it can be difficult to find detailed market information. As a result, Summer Street will often engage a market research company with competence in the target's market. In addition, Summer Street will use customer surveys and market surveys to gain more specific information. In many small market companies, there are often opportunities to enhance the sales and marketing function through improved information, customer segmentation and sales training.

Manufacturing: Summer Street seeks to assess the manufacturing capabilities, areas for potential improvement, available capacity, condition of key operating assets and related items. Summer Street's Operating Partners are often utilized for an initial assessment of manufacturing and supply chain capabilities and enhancement opportunities prior to and during the due diligence phase. A manufacturing consultant will also be engaged to complete a comprehensive lean manufacturing review either during due diligence or post-closing.

Sector-specific due diligence

Environmental Services: Summer Street draws from a broad network to evaluate deal opportunities in the environmental services sector. In addition, service providers (law firms and audit/accounting firms) are engaged with whom Summer Street has experience and believes has broad and deep industry expertise.

Miscellaneous: Summer Street will utilize environmental experts, insurance experts, background investigation firms, human resource experts, and other specialty service providers as needed. The investment team and operating partners regularly utilize their network of contacts to connect with executives that may have specific experience in the target company's industry.

Investment Strategies:

Sourcing

Summer Street intends to continue to pursue the same sourcing and value-building strategies that it has employed in previous partnerships. The strategy is generalist in nature, with an integrated sourcing approach that has enabled Summer Street to avoid competitive processes in respect to a majority of its platform investments and add-on investments (closed and pending) to date. This integrated sourcing process encompasses three distinct but complementary sourcing activities:

- **Direct-to-Company.** *Market directly to an extensive target list of business owners and managers in the Northeastern U.S. and Southeastern Canada.* Summer Street's direct-to-company marketing strategy focuses on the underserved portions of its target geographic markets, including Upstate New York, Western New England, Northeastern Ohio, and Southern Ontario. This direct program utilizes a variety of techniques to build awareness of Summer Street among business owners and managers of companies that meet Summer Street's investment criteria.
- **Vertical Markets.** *Research and identify a limited number of vertical markets with attractive fundamentals.* Summer Street's vertical market strategy is a research-driven, opportunistic approach. Summer Street continually evaluates vertical markets to identify industries with above average return potential. The firm then begins to build networks of business owners, executives, and advisors in the industry who can introduce its team to investment opportunities and serve as resources for portfolio companies.

- **Core Referral Sources.** *Continue to mine the investment principals' extensive referral network.* Summer Street's marketing and investment professionals have fostered industry relationships over the last 25 years, not only with investment banks, lenders, attorneys, and accountants, but also with hundreds of small regional and industry-focused business brokers who manage limited-scale processes for a handful of sellers each year.

Investment Criteria

Summer Street's investment selection process is driven by a strict adherence to a set of established financial, operating, and strategic characteristics which historically have proven effective in mitigating risk and creating value:

- **Scalability and profitability.** Target companies will typically have revenues of \$20 to \$150 million, with EBITDA margins of at least 10%, though Summer Street reserves the right to invest in companies with different revenues and/or EBITDA margins from those noted above, to the extent Summer Street believes such investments are in the best interests of the Partnerships and are permitted pursuant to the applicable Partnership's governing documents. The investment principals have found that although many companies in this size range do not yet have sophisticated operating systems or deep management teams, the scale is sufficient to ensure operating flexibility. There are a tremendous number of companies in this size range, especially in the fund's target regions, with limited exposure to middle market advisors and investment banks.
- **Defensible market position.** Summer Street will seek to make investments in businesses that have sustainable competitive advantages or high barriers to entry resulting from: (i) attractive brand franchises; (ii) a leading position in a defined market niche; and/or (iii) a demonstrated customer value proposition.
- **Talented, coachable management.** Summer Street will continue to seek companies with talented and committed leaders who welcome the resources offered by the investment principals and operating partners. Small market investing often requires leading companies through significant organizational change, a process that can be managed effectively with leadership that is receptive to Summer Street's active involvement.
- **Pricing discipline.** Summer Street will maintain the practice of paying reasonable multiples of free cash flow that reflect both a company's underlying growth prospects and its potential for operating improvements, employing conservative amounts of leverage while allowing flexibility to implement operational changes over the period of the investment.

Strategic & Operational Focus

Many successful small market companies perform well below their potential, largely due to a lack of systems, strategic focus, and/or access to professional resources. Summer Street works with portfolio companies to outline key measures and to operationalize a shared strategy. The Summer Street investment team guides the management team through a process that results in clarity of vision, critical drivers of success, and specific, measurable goals necessary to achieve the strategy. The resulting output of the strategic planning session enables measurement and communication of progress toward defined goals, which management then uses to reward the team through a transparent and understandable incentive compensation plan.

- **Strategy.** The planning session enables the strategy to be operationalized, with clear and measurable goals driving the achievement of each Critical Success Factor.
- **Alignment.** Economic incentives are aligned with and among management and shareholders, ensuring that systems are in place to measure and communicate progress.

- *Execution.* Gaps in the organization are identified and filled, ensuring access to the necessary resources to execute the plan.

Risk of Loss:

Any potential investor should be aware of the risks associated with an investment in any of the Partnerships.

Investments in the Partnerships involve a significant degree of risk. There can be no assurance that a Partnership's investment objectives will be achieved, or that a limited partner will receive a return of its capital. Risks associated with an investment in the Partnerships include the following and should be carefully evaluated before making an investment in any of the Partnerships.

General

Private equity investing involves a high degree of business and financial risk that can result in substantial losses. In order for a Partnership to succeed, it must be able to identify potentially successful business enterprises accurately, a process which is difficult even for those with extensive experience in the private equity field. Portfolio companies may be operating at a loss or with substantial variations in operating results from period to period and may need substantial additional capital to support expansion or to achieve or maintain a competitive position.

Investment in the Partnerships is highly speculative, involves a high degree of risk and could result in the loss of part or all of an investor's capital contribution. Therefore, prospective investors should not subscribe for limited partnership interests in the Partnerships ("Interests") unless they can bear such a loss. Moreover, there can be no assurance that the Partnership's investment objectives will be achieved and investment results may vary materially from one reporting period to the next. Consequently, an investment in any of the Partnerships is suitable only for sophisticated investors who are capable of making an informed independent decision as to the risks involved in an investment in that Partnership. Potential risk factors to consider prior to making an investment in any of the Partnerships include but are not limited to the factors discussed below.

Illiquidity of Investments

Investment in a Partnership requires a long-term commitment, with no certainty of return. No Partnership is expected to generate cash flow to the limited partners in the near-term. Partnership investments will generally be highly illiquid and there can be no assurance that a Partnership will be able to realize return of its capital or profits on such investments in a timely manner, if at all. Dispositions of such investments may require a lengthy time period or may result in distributions in kind to the limited partners. Generally, the Partnerships will not be able to sell portfolio company securities publicly without the expense and time required to register them under the Securities Act, or will be able to sell the securities only under Rule 144 or other rules under the Securities Act which permit only limited sales under specified conditions. The securities in which the Partnerships will invest may be the junior in what will typically be a complex capital structure, and thus subject to the greatest risk of loss. Because the Partnerships may only make a limited number of investments and because the Partnership investments generally will involve a high degree of risk, poor performance by a few of the investments could severely affect the total returns to the limited partners.

No Assurance of Projected Results

The Partnerships will generally invest in securities of privately-held companies which are not traded on any organized exchange or over-the-counter market, making the timing and ability to liquidate these securities uncertain. This illiquidity may result in an inability to sell these securities at all. Such companies may also lack technical, marketing, financial and other resources. These companies may be dependent upon the success of one product or service, a unique distribution channel, or the effectiveness of a manager or management team. The failure of this one product, service or distribution channel, or the loss or ineffectiveness of a key executive or executives within the management team may have a materially adverse impact on such companies. Furthermore, these companies may be more vulnerable to competition and to overall economic conditions than larger, more established entities.

Need for Additional Capital

Summer Street anticipates that, following a Partnership's initial investment in a portfolio company, such portfolio company may require additional funding. The Partnership may or may not have the opportunity to provide such funding. There can be no assurance that a Partnership will make follow-on investments, or that a Partnership will have sufficient funds to make all such investments. Any decision by a Partnership not to make follow-on investments, or its inability to make them, may have a substantial adverse effect on a portfolio company in need of such an investment, may result in a missed opportunity for that Partnership to increase its participation in a successful enterprise, may result in significant dilution of any existing Partnership investment, or may cause a decrease in the value of that Partnership's portfolio.

Reliance Upon Company Management

Although Summer Street may seek to secure representation on the board of directors of the Partnerships' portfolio companies and expects to develop a good working relationship with such companies with respect to strategic and general operational matters, it is not expected to actively supervise the day-to-day management of the companies in which it invests. To the extent that the senior management of a portfolio company performs poorly, or if a key manager terminates employment, a Partnership's investment in such company could be adversely affected.

Competition for Investments

Summer Street expects to encounter intense competition from other entities and investors having investment objectives similar to the Partnerships'. Historically, the primary competition for private equity investments has been from other private equity funds, private equity initiatives of large industrial companies, wealthy individuals and foreign investors. Additional competition is anticipated from industrial and financial companies investing directly, rather than through private equity vehicles. The Partnerships are expected to co-invest occasionally with other professional private equity investors, and these relationships with other investors may expand the Partnerships' access to investment opportunities. However, there is no assurance that Summer Street will succeed in finding investments on similar or favorable terms in comparison to its competitors.

Lack of Control

Summer Street generally will seek to structure investments so that it will have some level of control over portfolio companies, at least as to major corporate decisions. However, the Partnerships may hold minority interests in some companies and, therefore, may have limited ability to protect their position and investment. Generally, as a condition to any investment, Summer Street will seek to obtain on behalf of the Partnerships special rights and protective provisions, which will be negotiated at the time of the investment. There can be no assurance that Summer Street will be able to obtain such protective provisions, or if such provisions are obtained, that they will be effective.

Risk of Certain Investments

In connection with the disposition of an investment in a portfolio company, a Partnership may be required to make representations about the business and financial affairs of the portfolio company typical of those made in connection with the sale of any business. It may also be required to indemnify the purchasers of such investment to the extent that any such representations turn out to be inaccurate. These arrangements may result in contingent liabilities, which might ultimately have to be funded by the limited partners to the extent of their capital commitment to that Partnership or previous distributions made to them.

Reliance on Summer Street

Summer Street will have exclusive responsibility for managing the Partnerships' activities, and limited partners will not be able to make investments or any other decisions in the management of the Partnerships. Additional members may be admitted to Summer Street's management team following a Partnership's initial closing, existing members may withdraw, and the limited partners will have no power to prevent any specific person from being admitted to, or withdrawing from, Summer Street. Summer Street, and, consequently, the Partnerships, will be relying exclusively on the efforts and expertise of Summer Street. In the event that the Summer Street's principals are no longer engaged in the active day-to-day management

of a Partnership, there is no assurance that the Partnership will be able to make further investments or successfully realize upon any existing investments. The loss of several members of Summer Street's investment team could have a significant adverse impact on the business of the Partnerships.

Penalty for Failure to Make Capital Contributions

Failure of an investor to meet a capital call could have materially adverse consequences, including without limitation, forfeiture of a portion of the interest of the defaulting investor or forced sale of the defaulting investor's interest.

Restrictions on Transfer and Withdrawal

There will be no public market for the limited partnership interests of any Partnership. In addition, the Interests are not transferable except with the consent of the General Partner, which may be withheld in its sole and absolute discretion. Limited partners may not withdraw capital from the Partnerships. Consequently, investors may not be able to liquidate their investments prior to the end of a Partnership's term. In addition, limited partnership interests have not been registered under the Securities Act of 1933 or any other applicable securities laws, and such laws will further restrict an investor's ability to transfer interests in a Partnership.

Cybersecurity

The Company, the Partnerships and each Partnership's portfolio companies generally rely on information technology systems for current and planned operations. Information and technology systems of the Company and each Partnership's portfolio companies may be vulnerable to damage or interruption from computer viruses, network failures, computer and telecommunication failures, infiltration by unauthorized persons and security breaches, usage errors by their respective professionals, power outages and catastrophic events such as fires, tornadoes, floods, hurricanes and earthquakes. If any systems designed to manage such risks are compromised, become inoperable for extended periods of time or cease to function properly, the Company, a Partnership and/or a portfolio company may have to make a significant investment to fix or replace them. Any disruption in any of these systems or the failure of any of these systems to operate as expected could, depending on the magnitude of the problem, adversely affect the applicable Partnership's investment results and its ability to make distributions to its partners. The failure of these systems and/or of disaster recovery plans for any reason could cause significant interruptions in the Company's, the Partnerships' 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 investors (and the beneficial owners of investors). Such a failure could harm the Company's, the Partnerships' or a portfolio company's reputation, subject them and their respective affiliates to legal claims and otherwise affect their business and financial performance.

ITEM 9: DISCIPLINARY INFORMATION

There have been no legal or disciplinary events that are material to a client's or prospective client's evaluation of the Company's advisory business or the integrity of the Company's management.

ITEM 10: OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

Employees of Summer Street may also spend time serving as advisory board members of a Partnership. As a board member, those employees may be asked to provide advice with potential conflicts of interest or other matters pertaining to that Partnership, which could include being asked to vote on issues that take into account the needs of all investors in that Partnership. Each of the General Partner entities is a special purpose vehicle ("SPV"), as defined in the no-action letter dated as of January 18, 2012 issued by the Securities and Exchange Commission's Division of Investment Management, and these entities are identified on Form ADV Part 1, Item 7A.

ITEM 11: CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

Code of Ethics:

The Company has adopted a Code of Ethics ("Code"), the purpose of which is to set forth certain key guidelines that have been adopted by Summer Street Capital Partners, LLC as official policy for the guidance of all Company personnel (including the Company's partners, operating partners and employees (collectively "Employees" for purposes of the Code of Ethics)) and to specify the responsibilities of all Employees to act in accordance with their fiduciary duty to the Company's clients and to comply with applicable federal and state laws and regulations, including, but not limited to, securities laws, governing their conduct. All Employees undergo regular training regarding various aspects of the Code of Ethics. A Summary of the Code of Ethics is as follows:

Standards of Conduct

The Company instructs its Employees that careful adherence is essential to safeguard the interests of the Company and its clients. The Company expects that all Employees will conduct themselves in accordance with high ethical standards, which should be premised on the Company core values of integrity, accountability, and excellence and respect for client and portfolio company relationships.

As noted, all Employees of the Company must conduct themselves in full compliance with all applicable federal and state laws and regulations concerning the securities industry. In particular, an Employee should be familiar with those laws and regulations governing "insider trading" and fiduciary duties. It is the responsibility of every Employee to know these laws and regulations and to comply with them. Failure to comply with such laws and regulations or this Code may result in sanctions and possibly, depending on the circumstances, immediate dismissal.

Although fiduciary duties require more than simply avoiding illegal and inappropriate behavior, at a minimum, all Employees should be aware that, as a matter of policy and the terms of their employment with the Company, the following types of activities are strictly prohibited:

- (1) Using any device, scheme or artifice to defraud, or engaging in any act, practice, or course of conduct that operates or would operate as a fraud or deceit upon, any client or prospective client or any party to any securities transaction in which the Company or any of its clients is a participant;
- (2) Making any untrue statement of a material fact or omitting to state to any person a material fact necessary in order to make the statements the Company has made to such person, in light of the circumstances under which they are made, not misleading;
- (3) Engaging in any act, practice, or course of business that is fraudulent, deceptive, or manipulative, particularly with respect to a client or prospective client; and
- (4) Causing the Company, acting as principal for its own account or for any account in which the Company or any person associated with the Company (within the meaning of the Investment Advisers Act), to sell any security to or purchase any security from a client in violation of any applicable law, rule or regulation of a governmental agency.

Confidential Information

All Company Employees are advised of their fiduciary duty to the Company's clients and are required not to divulge or misuse confidential information obtained in the course of their duties for the Company. Accordingly, Employees are advised that they (i) must be sensitive to the problem of inadvertent disclosure and take appropriate care not to discuss confidential matters in public, (ii) must properly safeguard documents relating to the Company's business, and (iii) must observe proper protocols with

respect to telephone conversations and email communications.

Material Inside Information

Employees are advised as to their obligations under insider trading laws and not to trade on the basis of material inside information, or to tip others with respect to material inside information that they become aware of. Employees are required to preclear any investment in an issuer with which the Company has a relationship as a means of further safeguarding against violations of insider trading laws.

Fiduciary Duty and Conflicts of Interest

Employees are advised of their fiduciary duty to act in the best interests of the Company's clients, and to place the interests of the clients ahead of the Employee's own interest in all matters. Any conflicts of interest faced by an Employee are to be reported to the Chief Compliance Officer. In addition, the Company manages potential conflicts by restricting gifts that may be accepted by Employees from people that the Company does business with, restricting outside investment advisory activities by Employees without preclearance, and requiring reporting of any compensation to be received by Employees from a portfolio company.

The Company's employees may serve as directors and officers of certain portfolio companies and, in that capacity, will be required to make decisions that consider the best interests of such portfolio company and its shareholders. In certain circumstances (for example in situations involving bankruptcy or near-insolvency of a portfolio company), actions that may be in the best interests of the portfolio company may not be in the best interests of a Partnership, and vice versa. Accordingly, in these situations, there may be conflicts of interests between such individual's duties as an employee of the Company and such individual's duties as a director of such portfolio company.

Investors may have conflicting investment, tax and other interests with respect to their investments in the Partnerships. The conflicting interests of individual investors may relate to or arise from, among other things, the nature of investments made by the Partnerships, the structuring or the acquisition of investments and the structure, timing or manner of disposition of investments. As a consequence, conflicts of interest may arise in connection with decisions made by the Company, including with respect to the nature or structuring of investments or dispositions, that may be more beneficial for one investor than for another investor, especially with respect to investors' individual tax situations. In selecting and structuring investments appropriate for the Partnerships, the Company will consider the investment and tax objectives of each Partnership and its investors as a whole, not the investment, tax or other objectives of any investor individually.

As noted above, the Company serves as an investment manager to multiple co-investment vehicles, which may invest alongside the Partnerships in certain portfolio companies. Certain Company affiliates and Company personnel, third party investors and other persons may be permitted to participate in these co-investment vehicles. In circumstances where an entire investment could be made by a Partnership, the Company may nevertheless allocate a portion of such investment to one or more co-investment vehicles or other co-investors in accordance with such Partnership's governing documents and the Company's investment allocation policy if the Company believes in its good faith judgment that the full investment by the Partnership would not be in the best interests of the Partnership or that a particular co-investor would add value to the Partnership or the investment. Investors that participate in co-investments may be in a position to obtain additional information regarding the applicable portfolio company that may not generally be available to investors in the applicable Partnership.

As noted above, the Company utilizes the services of operating partners to assist in various activities for the benefit of the Partnerships, including: operational assessments for prospective investments, board service or operational consulting services for the Partnership's portfolio companies, and on occasion, full-time or part-time employment with portfolio companies. The fees and expenses of such operating partners are typically paid by the applicable portfolio companies and

such fees and expenses are not offset against the management fees payable by the applicable Partnerships. Such payments by the portfolio companies (as opposed to by the Company out of its own pocket) may create incentives for the Company to engage the services of such persons. However, in accordance with the Company's fiduciary duties to its Partnerships, the Company will retain such services only where it believes in its reasonable discretion, that doing so is in the best interests of the applicable Partnerships.

Political Contributions and Activities

The Company places certain restrictions on political contributions and activities by Employees, which are intended to ensure compliance with Investment Advisers Act Rule 206(4)-5. As such, Employees must pre-clear political contributions for compliance with such Rule, and to pre-clear activities that involve soliciting or coordinating contributions from others to political candidates or parties. In addition, the Company will keep a record of all contributions and political activities by Employees.

Personal Trading

Employees are required to report to the Company all of their securities investments (including any accounts in which they have any direct or indirect beneficial interest). Employees submit an initial holding report and then quarterly trading reports thereafter and are required to direct their brokers to provide brokerage statements to the Company. In addition, Employees must pre-clear investments in IPOs and private placements before making such investments.

A full copy of the Code of Ethics is available to any current or prospective investor in a Partnership (or in any fund that may be formed after the date hereof) upon request.

Participation or Interest in Client Transactions and Personal Trading:

Certain of the Company's supervised persons are also members of the general partners of the Partnerships. Any potential conflicts are managed by means of limited partnership agreement provisions specifically addressing related party transactions by that Partnership and potential co-investment situations. Among the restrictions in the agreements, it is required that such transactions be approved in advance by a Partnership's advisory committee. An advisory committee consists of five to nine persons who are representatives of the limited partners, none of whom are affiliates of the general partner.

Each Employee of the Company is governed by the personal trading policies of the Company, which require, among other restrictions, reporting of all securities investments by the Employee and his or her spouse and preclearance of investments in private placements, initial public offerings and other transactions that represent a potential conflict of interest.

ITEM 12: BROKERAGE PRACTICES

Selecting Brokerage Firms:

Summer Street focuses on securities transactions of private companies and the purchases and sales of such companies are conducted through privately negotiated transactions. To date, no public securities transactions have been conducted and none are anticipated in the foreseeable future. Should a private securities transaction become public, the Company may also distribute securities to investors in the funds or sell such securities, including using a broker-dealer for listed securities. Prior to any public securities transactions, the Company will implement appropriate policies and procedures to address brokerage compliance concerns, including, among others, best execution, broker selection and trade aggregation.

Research and Other Soft Dollar Benefits:

Not currently applicable.

Brokerage for Client Referrals:

Not currently applicable.

Directed Brokerage:

Not currently applicable.

Aggregation of Client Accounts:

Not currently applicable.

ITEM 13: REVIEW OF ACCOUNTS**Periodic Reviews:**

Review of the current status of each company in client portfolios occurs every week at a regularly scheduled meeting of all supervised persons. Each portfolio company has a lead person assigned who leads the discussion of his/her company's financial status, progress on financial and strategic plans, issues and opportunities, both new and continuing. Each Partnership utilizes generally accepted accounting standards for determining the fair value of assets and liabilities which are subject to be reported at fair value. The standards establish a multi-level hierarchy for the determination of fair value, as well as disclosure requirements relative to those assets and liabilities.

Review Triggers:

Not applicable.

Regular Reports:

Written reports are provided by the Company to limited partners of each Partnership on a quarterly basis, following the end of the quarter. These reports include a quarter overview, portfolio summary, securities valuation overview, detailed portfolio company reports, Partnership-level financial statements including footnotes, Partnership-level capital account summaries, and partner-specific capital account statements. Each account statement includes limited partner specific information on capital commitments, ownership interest, and capital account activity including details of net operating income, capital contributions, distributions, and realized and unrealized gains and losses. Account statements provide this information for the current year to date period and on an inception to date basis. In addition, each Partnership provides audited financial statements to its limited partners following the end of each calendar year.

ITEM 14: CLIENT REFERRALS AND OTHER COMPENSATION**Incoming Referrals:**

Not applicable.

Referrals Out:

At present, Summer Street neither utilizes the services of, nor compensates any, placement agent or other type of marketer for introducing investors to the Partnerships. In the future, Summer Street may utilize the services of one or more placement agent or other type of marketer.

Other Compensation:

Not applicable.

ITEM 15: CUSTODY

Summer Street is deemed to have custody by virtue of the fact that a related person serves as General Partner of the private equity funds. The SEC's custody rule sets forth certain requirements for the safekeeping of client assets. Pursuant to the rule, Summer Street has retained an independent accounting firm that is both registered with and subject to regular inspection by the Public Company Accounting Oversight Board ("PCAOB") to conduct an annual audit of the funds and the

audited financial statements are distributed to each investor in the fund within 120 days of the fiscal year end of the investment pool.

M & T Bank, a qualified custodian, maintains physical custody of client assets to the extent required by the Investment Advisers Act's Custody Rule. In accordance with SEC interpretative guidance relating to the Custody Rule issued by the SEC's Division of Investment Management in August 2013, Summer Street is not required to maintain with a qualified custodian privately offered stock certificates issued by a portfolio company (or other issuer) to a Partnership if such certificates are subject to certain transfer-related restrictions and meet certain other pre-requisites set forth in such interpretative guidance. Currently, on behalf of one or more Partnerships, Summer Street holds in its possession (with appropriate safeguards to prevent theft or destruction) certain private stock certificates issued to any such Partnership that meet all of the pre-requisites set forth in the above-mentioned SEC interpretative guidance.

ITEM 16: INVESTMENT DISCRETION

The Company has discretion to invest and reinvest the Partnerships' assets, including any borrowed funds, in such securities and other investments as the Company in its discretion shall consider to be in the best interest of the applicable Partnership consistent with the objectives and guidelines in its limited partnership agreement. Notwithstanding the foregoing, the terms of each Partnership set forth restrictions on the permissible investments of the Partnership, including with respect to position limits, limits on publicly traded investments and limits on investments outside of the stated geographic focus of the Partnership. The Company may only cause the Partnership to exceed applicable restrictions with approval of the limited partners (which may be by the advisory committee or by a vote of all limited partners, as specified in the limited partnership agreement in each instance).

ITEM 17: VOTING CLIENT SECURITIES

Proxy Votes:

The Company's investment strategies focus on private equity investments, and accordingly it does not expect that it will have occasion to receive any proxy voting requests on behalf of its clients. Nonetheless, the Company may from time to time, pursuant to the terms of its investment management agreement with the Partnerships, be requested to vote securities held in the portfolios of such funds. Any matter upon which such a vote is requested will be considered by the member of the investment team of the Company with primary responsibility for the applicable portfolio company, who will give each such vote due consideration, and will vote such securities (or abstain from voting) in a manner that they determine to be in the best interests of the applicable Partnership. In the event that such investment professional shall have any questions as to the proper vote in any particular matter will consult with the Managers of the Company, who will advise such Employee of the proper vote. In addition, notwithstanding the foregoing, any vote regarding, or which may result in, the disposition of any securities of a Portfolio Company by a Partnership will be submitted to the investment committee established by the Company with respect to the applicable Partnership. Information about how the Company voted any securities on behalf of a Partnership will be available upon request by investors in the applicable Partnership.

ITEM 18: FINANCIAL INFORMATION

The Company has no financial condition that impairs its ability to meet contractual and fiduciary commitments to clients.

ITEM 19: REQUIREMENTS FOR STATE-REGISTERED ADVISERS

Not applicable.