

Item 1 – Cover Page

**Form ADV Part 2A: FIRM BROCHURE**



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This Brochure provides information about the qualifications and business practices of Winona Capital Management, LLC (“Winona”). If you have any questions about the contents of this Brochure, please contact us by telephone at (312) 334-8800 or by email to [jmcblain@winonacapital.com](mailto:jmcblain@winonacapital.com) (Chief Compliance Officer and Director of Finance) or to [sdhuper@winonacapital.com](mailto:sdhuper@winonacapital.com) (Chief Financial Officer). The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state securities authority.

Winona is a registered investment adviser. Registration of an investment adviser with the SEC does not imply a certain level of skill or training.

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

## Item 2 – Material Changes

There have been no material changes since Winona Capital Management, LLC's ("Winona") Brochure filing with the SEC, dated March 28, 2018. Winona routinely makes changes throughout its Brochure to improve and clarify the descriptions of its business practices and compliance policies and procedures or in response to evolving industry and firm practices. In this year's filing, the following Items have been updated, in addition to certain immaterial changes and/or conforming changes related to the following:

- Item 4: updated to reflect regulatory assets under management as of December 31, 2018;
- Item 5: updated to clarify various fee and expense provisions; and
- Item 8: updated to reflect additional risk factors and conflicts of interest.

### Item 3 – Table of Contents

Item 1 – Cover Page.....	i
Item 2 – Material Changes.....	ii
Item 3 – Table of Contents .....	iii
Item 4 – Advisory Business.....	1
Item 5 – Fees and Compensation.....	3
Item 6 – Performance-Based Fees and Side-By-Side Management .....	8
Item 7 – Types of Clients.....	9
Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss .....	10
Item 9 – Disciplinary Information .....	20
Item 10 – Other Financial Industry Activities and Affiliations.....	21
Item 11 – Code of Ethics, Participation or Interest in Client Transactions and Personal Trading...23	
Item 12 – Brokerage Practices.....	26
Item 13 – Review of Accounts .....	27
Item 14 – Client Referrals and Other Compensation.....	28
Item 15 – Custody .....	29
Item 16 – Investment Discretion.....	29
Item 17 – Voting Client Securities.....	30
Item 18 – Financial Information .....	31

## Item 4 – Advisory Business

### **A. Describe your advisory firm, including how long you have been in business. Identify your principal owner(s).**

Winona Capital Management, LLC and its relying adviser, Winona Capital Management II, LLC (together, “Winona” or the “Firm”), is a private equity management firm based in Chicago that focuses on niche consumer and retail industries. Founded in 2007, Winona makes control and influential minority investments in lower middle-market consumer product, consumer service and retail companies that have attractive revenue and brand enhancement opportunities. Winona and its affiliates provide discretionary investment advisory services to their clients, which consist of private investment funds. The Firm’s principals have over 50 collective years of experience in operating, investing in and advising companies in the consumer segment. Winona’s managing directors are M. Laird Koldyke and Lucius E. Reese.

Winona serves as the investment adviser for and provides discretionary investment advisory services to private funds exempt from registration under the Investment Company Act of 1940, as amended (“Investment Company Act”), as well as to co-investment special purpose vehicles established to invest alongside a fund in a single portfolio company. Winona’s main fund clients include Winona Capital Partners, LLC (“WCP I”) and Winona Capital Partners II, LP (“WCP II”), as well as the co-investment funds (the “Co-Investment Funds” and, unless otherwise noted, WCP II and WCP I and the Co-Investment Funds, collectively as the “Funds”).

WCP II is affiliated with a general partner, WCM II GP, LLC (the “General Partner”) which is deemed to be registered under the Investment Advisers Act of 1940, as amended (“Advisers Act”), pursuant to Winona’s registration in accordance with SEC guidance. For WCP I, Winona Capital Management, LLC serves the role of manager. For WCP II, while the General Partner maintains ultimate authority over the WCP II, Winona has been delegated the role of investment adviser. Specifically, Winona Capital Management, LLC acts as the investment adviser and manager to WCP I and its corresponding Co-Investment Funds and Winona Capital Management II, LLC acts as the investment adviser to WCP II and its corresponding Co-Investment Funds. Winona Capital Management, LLC and Winona Capital Management II, LLC collectively operate as a single advisory business; the advisers manage and provide investment advisory services solely to private funds that are qualified clients; Winona Capital Management, LLC’s principal office and place of business is in the United States; Winona Capital Management II, LLC and the persons acting on its behalf are subject to Winona Capital Management, LLC’s supervision and control; the advisory activities of both Winona Capital Management, LLC and Winona Capital Management II, LLC are subject to the Advisers Act; and Winona Capital Management, LLC and Winona Capital Management II, LLC operate under a single code of ethics administered by a single chief compliance officer. Further, Winona Capital Management II, LLC is wholly owned by Winona Capital Management, LLC. Throughout this Brochure, reference to Winona shall refer to both advisers and the General Partner, unless the context

otherwise requires. For more information about the Funds, General Partner and relying adviser, please see Winona's Form ADV Part 1, Schedule D, Sections 7.A.(1) and 7.B.(1) and Schedule R.

Winona is owned by principals M. Laird Koldyke and Lucius E. Reese. For more information on the ownership information of Winona, please see Winona's Form ADV Part 1, Schedule A and B.

**B. Describe the types of advisory services you offer. If you hold yourself out as specializing in a particular type of advisory service, such as financial planning, quantitative analysis, or market timing, explain the nature of that service in greater detail. If you provide investment advice only with respect to limited types of investments, explain the type of investment advice you offer, and disclose that your advice is limited to those types of investments.**

Winona provides investment advisory services as a private equity fund manager to its Funds. Interests in the Funds are privately offered to qualified investors in the United States and elsewhere. The Funds invest through privately negotiated transactions in operating companies in the consumer product, consumer service and retail industries. Winona's investment advisory services to the Funds consist of identifying and evaluating investment opportunities and negotiating the terms of purchase and sale of investments. Investments are made predominantly in non-public companies, although investments in public companies are permitted in certain instances. Where such investments consist of portfolio companies, the senior principals of Winona or other individuals and third parties chosen by Winona typically serve on such portfolio companies' respective boards of directors or otherwise act to influence control over management of portfolio companies held by the Funds.

**C. Explain whether (and, if so, how) you tailor your advisory services to the individual needs of clients. Explain whether clients may impose restrictions on investing in certain securities or types of securities.**

Winona does not tailor its advisory services to the individual needs of investors in its Funds; Winona's investment advice and authority for each Fund is tailored to the investment objectives of that Fund. These objectives are described in the private placement memorandum, limited partnership agreement, investment advisory agreement, operating agreement, subscription agreement, side letter agreements and other governing documents of the relevant Fund (collectively, "Governing Documents").

Fund investors cannot impose restrictions on investing in certain securities or types of securities. Investors in Funds participate in the overall investment program for the applicable partnership and cannot be excused from a particular investment except pursuant to the terms of the applicable partnership agreement. Winona has entered into side letters or similar agreements with certain investors including those who make substantial commitments of capital or who were early-stage investors in the Funds, or for other reasons in the sole discretion of Winona, in each case that have the effect of establishing rights under, or altering or supplementing, a Fund's partnership agreement. Such rights include certain fee arrangements, notification provisions, reporting requirements and

“most favored nations” provisions, among others. Side letters are negotiated at the time of the relevant investor’s capital commitment, and once invested in a Fund, investors generally cannot impose additional investment guidelines or restrictions on such Fund.

**D. If you participate in wrap fee programs by providing portfolio management services, (1) describe the differences, if any, between how you manage wrap fee accounts and how you manage other accounts, and (2) explain that you receive a portion of the wrap fee for your services.**

Winona does not participate in wrap fee programs.

**E. If you manage client assets, disclose the amount of client assets you manage on a discretionary basis and the amount of client assets you manage on a non-discretionary basis. Disclose the date “as of” which you calculated the amounts.**

As of December 31, 2018, Winona managed \$289,404,559 in regulatory assets under management, all on a discretionary basis. Winona does not manage any assets on a non-discretionary basis.

## **Item 5 – Fees and Compensation**

**A. Describe how you are compensated for your advisory services. Provide your fee schedule. Disclose whether the fees are negotiable.**

As compensation for investment advisory services rendered to the Funds, Winona and its relevant affiliate or General Partner receive both a management fee (the “Management Fee”) and a carried interest allocation (“Carried Interest”). The General Partner or other Winona entities or affiliates also receive additional compensation in connection with management and other services performed for portfolio companies of the Funds (*e.g.*, monitoring, transaction, advisory, board and other fees) as more fully described in Item 5.C below. For WCP II, such additional compensation generally will reduce the Management Fees otherwise payable to Winona. Investors in the Funds also bear certain fund expenses, also as described more fully below in Item 5.C.

Investors should refer to the Governing Documents of each Fund for a complete understanding of how Winona is compensated for its advisory services; the following is a summary only and is qualified in its entirety by such documents.

### **Management Fees**

Investors in the Funds pay to Winona or an affiliate an annual Management Fee of up to 2% of commitments, as described in more detail in each Fund’s Governing Documents. Generally, the Management Fee is initially calculated based upon the aggregate commitments for the period of time during which each Fund is making investments; thereafter, the Management Fee will be based on (i) the aggregate investment contributions less (ii) the aggregate amount of distributions constituting a

return of investment contributions with respect to investments that have been disposed of or completely written-off; provided that investments in a portfolio company shall be treated as having been disposed of or completely written off only to the extent the fair market value of the Fund's interest in such portfolio company at the applicable time is less than the Fund's aggregate investment contributions made with respect to all investments in such portfolio company.

For WCP II, the Management Fee will be reduced by 20% of: (i) any net directors' fees with respect to any Fund investment received by Winona employees; (ii) any net transaction fees, financial consulting fees or advisory fees paid to the General Partner with respect to any WCP II investment; and (iii) any net break-up fees with respect to WCP II transactions not completed that are paid to the WCP II General Partner. For the avoidance of doubt, Management Fee offsets for WCP II are calculated net of any expenses and reimbursements, and any such reduction is limited to the extent of WCP II's proportionate interest in any such portfolio company and only to the extent a Management Fee is payable by a Fund (there is no corresponding Management Fee offset provision for WCP I). Fees or compensation received by non-Winona employees are not subject to the WCP II offset provision, nor are reimbursements paid to Winona and non-Winona employees for expenditures on behalf of the portfolio companies, such as for travel.

To the extent that such an offset credit would reduce WCP II's Management Fee for a given quarter below zero, the credit will be carried forward for future application against payable Management Fees, and if a credit remains upon dissolution, a payment will be made to WCP II investors that have not elected to waive such amount for tax or other reasons. The amount and manner of such reduction is set forth in the WCP II Governing Documents.

Winona is permitted, in their sole discretion, to reduce or waive all or a portion of the Management Fee for any of the Winona Funds. Management Fees may differ from one Fund to another, as well as among investors in the same Fund. Such differences can arise from the size of an investor's commitment to a Fund, different investor classes, provisions of side letter agreements or other negotiated terms. Capital contributions for Management Fees paid by investors who are employees of Winona are returned to the employees as distributions rather than paid as Management Fees.

Investors in a Co-Investment Fund generally pay a reduced Management Fee on the co-investment portion of their investment. Management Fees for Co-Investments Funds are negotiated on a deal-by-deal basis but are typically less than those charged to WCP I and WCP II Fund investors. Among the factors that are taken into account when determining Co-Investment Fund Management Fees are (i) any co-investment rights that have been established by side letters in connection with a subscription agreement for any Fund managed by Winona and (ii) the added value a co-investor brings to a particular investment due to the co-investor's prior operational or investing experience in the portfolio company's target markets and industries. The calculation methodology for each co-investment is more fully described in each Co-Investment Fund's Governing Documents.

## **Carried Interest**

Each Fund's General Partner is generally is entitled to receive a Carried Interest allocation with respect to 20% of the realized profits of such Fund. For WCP I, the General Partner is entitled to receive an allocation of 20% of the profits in excess of 125% of the amount invested in realized investments and contributed for expenses (but not Management Fees) of the Fund, and a related catch-up provision to profits in excess of 110%. For WCP II, the General Partner is entitled to receive an allocation of 20% of all realized profits, subject to an 8% annually compounded preferred return and a related General Partner catch-up provision. The Carried Interest allocated to a General Partner is subject to a potential giveback at the end of life of the Fund.

Carried Interest for the Co-Investment Funds are negotiated on a deal-by-deal basis but similarly are less than the Carried Interest allocated to investors in WCP I and WCP II. Among the factors that are taken into account in determining the amount of Carried Interest to be allocated on behalf of Co-Investment Funds are (i) any co-investment rights that have been established by side letters in connection with a subscription agreement for any Fund managed by Winona and (ii) the added value a co-investor brings to a particular investment due to the co-investor's prior operational or investing experience in the portfolio company's target markets and industries. The calculation methodology for each co-investment is fully described in each Co-Investment Fund's Governing Documents.

**B. Describe whether you deduct fees from clients' assets or bill clients for fees incurred. If clients may select either method, disclose this fact. Explain how often you bill clients or deduct your fees.**

Management Fees are generally paid pursuant to a quarterly or semi-annual capital call to each Fund's investors, depending on the Fund. If all committed capital has already been called, Management Fees are permitted to be accrued and deducted from investment proceeds. Investors in Co-Investment Funds often pay Management Fees directly to Winona.

**C. Describe any other types of fees or expenses clients may pay in connection with your advisory services, such as custodian fees or mutual fund expenses. Disclose that clients will incur brokerage and other transaction costs, and direct clients to the section(s) of your brochure that discuss brokerage.**

## **Organizational Expenses**

Each Fund is responsible for a specified amount of organizational and startup expenses, including legal, travel, accounting, filing, printing and legal expenses. The amount of organizational expenses varies by Fund and is further described in each Fund's Governing Documents. Organizational expenses incurred in excess of such stated amount are borne by Winona or the relevant Fund General Partner and not the relevant Fund or its investors. Any fees payable to a placement agent in



connection with the formation of a Fund, if any, are not considered organizational expenses but rather are borne by Winona through an offset against the Management Fee or otherwise.

The co-investment Funds typically pay the organizational expenses, if any, for such co-investment Fund.

### **Manager Expenses**

Winona will pay all ordinary administrative and overhead expenses incurred in connection with maintaining and operating its office(s), including employees' salaries, rent, utilities, etc.

### **Portfolio Company Remuneration**

Winona and its affiliates perform management, advisory, transaction-related, financial advisory and other services for, and receive transaction and monitoring fees from affiliates and portfolio companies, as described in more detail in each Fund's Governing Documents. Transaction and monitoring fees include closing fees, fees, investment banking fees, placement fees, monitoring fees, consulting fees, and other similar fees (whether in the form of cash, securities or otherwise) received by Winona employees from portfolio companies, in each case net of any amount necessary to reimburse Winona and its affiliates for all unreimbursed out-of-pocket costs and expenses incurred by them in connection with all unconsummated transactions, and not including directors' fees and breakup fees. Although these fees are in addition to the Management Fees, for WCP II, Winona reduces the amount of Management Fees paid by WCP II in connection with the receipt of such fees by 20% in the manner as set forth in the WCP II Governing Documents. Additionally, as mentioned above, a portfolio company will, on occasion, reimburse Winona for expenses (including without limitation travel expenses) incurred by Winona in connection with its performance of services for such portfolio company, and such reimbursements are not subject to the WCP II offset against Management Fees.

### **Fund Expenses**

In addition to the Management Fee, the Funds pay all other costs, expenses and obligations of the Fund relating to such Fund's activities, investments and business (to the extent not borne or reimbursed by a portfolio company and which expenses differ across Funds), including without limitation: (i) all costs, expenses, liabilities and obligations attributable to acquiring, holding and disposing of a Fund's investments and short term investments (including, without limitation, interest on money borrowed by a Fund, a General Partner, Winona or any affiliated partner on behalf of a Fund, registration expenses and brokerage, finders', custodial and similar fees); (ii) legal, accounting, auditing, insurance, travel, litigation and indemnification costs and expenses, judgments and settlements, consulting, finders', financing, appraisal, filing and similar fees and expenses (including, without limitation, expenses associated with the preparation of the Funds' financial statements including the cost of any third party administrator thereto, tax returns and Schedule K-1s); (iii) expenses of the limited partner advisory committee; (iv) all out-of-pocket fees and expenses incurred by the Funds, the General Partner or any other management person relating to investment and

disposition opportunities for the Funds not consummated (including, without limitation, legal, accounting, auditing, insurance, travel, consulting, finders', financing, appraisal, filing, printing, real estate title and similar fees and expenses); (v) all out-of-pocket fees and expenses incurred by the Funds, the General Partner or any other management person in connection with any conference or meeting with investor(s); (vi) the Management Fee; (vii) any taxes, fees and other governmental charges levied against the Funds; (viii) costs and expenses that are classified as extraordinary expenses under GAAP; and (ix) any organizational expenses, including any costs and expenses of placement agents or other finders, but not including (A) excess organizational expenses, (B) placement fees and (C) any costs or expenses incurred in the registration of the General Partner or Winona as an investment adviser under Advisers Act.

### **Third-Party Professional Expenses**

In addition, Winona and its affiliates also engage and retain advisers, consultants and other similar professionals who are not employees or affiliates of Winona and who, from time to time, receive payments from, or allocations with respect to, portfolio companies and/or other entities. These professionals also incur expenses while working with Winona portfolio companies, and such expenses are paid either by Winona, the relevant portfolio company or the relevant Fund (generally in the event of a deal that is not consummated). Similarly, these professionals are often appointed to sit on a Winona portfolio company board of directors and are reimbursed for the cost of their travel to and from such portfolio company board meetings and for other portfolio company business; such expenses are generally borne by the relevant portfolio company which the third-party professional is advising but may also be paid by the relevant Fund (again, generally in the case of a deal that is not consummated). In such circumstances, such amounts will not be deemed paid to or received by Winona and its affiliates and such amounts will not be subject to the Management Fee sharing arrangement for WCP II described above. In the event a third-party professional provides work for a portfolio company in addition to board service, any such fees are paid by the portfolio company and are not offset against Management Fees.

Further, from time to time, Winona (in its sole discretion), agrees to pay a transaction fee, portion of the Management Fee, Carried Interest or other fee received from an actual or prospective portfolio company to a third party, such as a consultant, adviser, finder, placement agent, broker and/or investment bank. In such event, the third-party fee is not a fee that Winona is entitled to retain and, therefore, Winona is not required under the terms of the applicable Governing Documents to share such third-party fees with a Fund.

### **Co-Investment Expenses**

Winona has formed Co-Investment Funds to facilitate investments alongside a Fund in connection with the consummation of a Fund portfolio company transaction. In the event a co-investment is created, the investors in such Co-Investment Fund will typically bear all expenses related to its organization and formation and other expenses incurred solely for the benefit of the co-investment

(“broken deal costs”). The co-investment will generally bear its pro rata portion of expenses incurred in making an investment.

If a proposed transaction is not consummated, no such co-investment generally will have been formed, and the full amount of any broken deal costs therefore would generally be borne by the Fund or Funds selected as proposed investors for such proposed transaction. Similarly, co-investments are not typically allocated any share of break-up fees paid or received in connection with such an unconsummated transaction. As a general matter, no co-investor will bear broken deal costs or break-up fees. However, to the extent that such co-investors have already invested in a Co-Investment Fund in connection with such transaction or are contractually committed to invest in such Co-Investment Fund, such vehicle is expected to bear its share of such broken deal costs.

**D. If your clients either may or must pay your fees in advance, disclose this fact. Explain how a client may obtain a refund of a pre-paid fee if the advisory contract is terminated before the end of the billing period. Explain how you will determine the amount of the refund.**

The Funds pay Winona non-refundable Management Fees on a quarterly or semi-annual basis, depending on the Fund; such fees are calculated in advance. The Funds generally invest on a long-term basis. Accordingly, Management Fees are expected to be paid, except as otherwise described in the Governing Documents, over the term of the Funds, and investors generally are not permitted to withdraw or redeem interests in the Funds.

**E. If you or any of your supervised persons accepts compensation for the sale of securities or other investment products, including asset-based sales charges or service fees from the sale of mutual funds, disclose this fact and respond to Items 5.E.1, 5.E.2, 5.E.3 and 5.E.4.**

Neither Winona nor any supervised person accepts compensation for the sale of securities or other products other than as described in this Item 5, Item 6 and throughout this Brochure.

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

**If you or any of your supervised persons accepts performance-based fees – that is, fees based on a share of capital gains on or capital appreciation of the assets of a client (such as a Client that is a hedge fund or other pooled investment vehicle) – disclose this fact. If you or any of your supervised persons manage both accounts that are charged a performance-based fee and accounts that are charged another type of fee, such as an hourly or flat fee or an asset-based fee, disclose this fact. Explain the conflicts of interest that you or your supervised persons face by managing these accounts at the same time, including that you or your supervised persons have an incentive to favor accounts for which you or your supervised persons receive a performance-based fee, and describe generally how you address these conflicts.**

As more fully described above in Item 5, the General Partner or an affiliate of Winona receive a Carried Interest allocation on certain realized profits in the Funds subject to a preferred return and a related General Partner catch-up provision. A Carried Interest allocation represents Winona's compensation based on a percentage of net profits of the Funds it manages. The Carried Interest allocated to a General Partner is subject to a potential giveback at the end of life of a Fund if the respective General Partner has received excess cumulative distributions. Each Fund's Carried Interest fee structure is described in detail in the relevant Governing Documents. The General Partner of each Fund is permitted, in its sole discretion, to waive or reduce the amount of Carried Interest for an investor in a Fund. Specifically, if Winona employees and their families are Fund investors, they will generally pay reduced Carried Interest or none at all. Similarly, investors in the Co-Investment Funds generally are allocated a reduced amount of Carried Interest. These performance fee arrangements have been structured subject to Section 205(a)(1) of the Advisers Act in accordance with the available exemptions thereunder, including the exemption set forth in Rule 205-3.

The fact that each General Partner's Carried Interest allocations are based on the performance of each Fund can create an incentive for a General Partner to make investments that are more speculative than would be the case in the absence of such distributions. Winona believes this incentive is sufficiently mitigated, however, due to the fact that any losses the Funds sustain will reduce each General Partner's Carried Interest distribution and the fact that Carried Interest is generally calculated only after investors have received as distributions 100% of their capital contributions plus a preferred return for each realized investment and cumulatively for all realized investments.

## **Item 7 – Types of Clients**

**Describe the types of clients to whom you generally provide investment advice, such as individuals, trusts, investment companies, or pension plans. If you have any requirements for opening or maintaining an account, such as a minimum account size, disclose the requirements.**

Winona provides investment advice to the Funds. The Funds limit its investors to: (i) "accredited investors" as defined under Regulation D of the Securities Act of 1933, as amended; and (ii) "qualified purchasers" or "knowledgeable employees", each as defined in the Investment Company Act; or (iii) "qualified clients" as defined in the Advisers Act. Investors in the Funds must meet certain suitability and net worth qualifications prior to making an investment in the Funds. The Funds are not registered or required to be registered under the Investment Company Act; its securities are not registered or required to be registered under the Securities Act of 1933 and are privately placed to qualified investors in the United States and elsewhere. The Funds generally have minimum investment amounts varying from \$1.0 million to \$5.0 million for third-party investors, although Winona has, in its sole discretion, accepted lesser amounts and did so with respect to Winona employees. The investors participating in the Funds include individuals, banks or thrift institutions, other investment entities, pension and profit-sharing plans, trusts, estates or charitable organizations or other corporations or business entities and, directly or indirectly, principals or other employees of Winona and its affiliates.

Winona also serves as investment manager to various Co-Investment Funds that invest alongside a Fund in certain portfolio companies through special purpose vehicles which are typically structured as pooled investment vehicles. Certain investors of the Funds and other third parties may be permitted to co-invest directly in a particular portfolio company or in a Co-Investment Fund or to acquire part of an interest in a portfolio company or an alternative or special purpose vehicle owned by a Fund. Such investors may pay a reduced Management Fees and/or Carried Interest, or none at all, with respect to the co-investments, and generally bear certain expenses (*e.g.*, legal and other expenses associated with a portfolio company investment). Winona will select which investors and/or third parties are permitted to co-invest in a particular portfolio company based on various factors, including the sophistication of the investor, the ability of the investor to fund and complete the investment on a timely basis and for strategic or other reasons as more fully described in the applicable Fund's Governing Documents. Some co-investors may also be provided the opportunity to sit on the board of directors or board of advisers of the portfolio company. Any fees received by these investors for board service are not offset against Management Fees. Positions on boards of directors or advisers of such portfolio companies may provide such investors with voting rights, access to information and potentially the ability to influence the operations and decision-making of the portfolio company that are not necessarily available to other investors. Winona is not obligated to make co-investment opportunities available to any particular investors except as required by side letters, if any, completed at the time a subscription agreement is accepted.

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

**A. Describe the methods of analysis and investment strategies you use in formulating investment advice or managing assets. Explain that investing in securities involves risk of loss that clients should be prepared to bear.**

Founded in 2007, Winona has a strong, niche focus on growth-oriented investments in lower middle-market consumer and retail companies that have attractive revenue and brand enhancement opportunities. Winona's investment strategy focuses on consumer businesses and brands in sub-sectors in which the Firm sees strong opportunities for growth, attractive buy-in investment multiples, and an opportunity for Winona to apply its expertise to improve operating performance.

*Experienced Investment Team.* Winona's multi-disciplinary team works actively with portfolio company executives to develop and implement successful long-term, multi-year strategic growth plans. The focus is on emerging businesses with lower purchase price multiples and strong potential for high growth, scalability, and profitability. At the next level, these companies become prime targets for strategic acquisition.

*Attractive Consumer Segment.* The consumer sector is an attractive segment of both the U.S. and global economies. The U.S. consumer wealth and spending surpassed \$13 trillion in 2017. Consumer businesses often exhibit rapid growth with long revenue tails as products and brands mature over

time. As a result, there is a robust market for exit opportunities for consumer companies and brands. Many strategic buyers have strong balance sheets and look to “buy” rather than “build” either whole companies or specific brands. In addition to strategic buyers, there are a growing number of larger, consumer-focused financial buyers. Winona believes it is well-positioned to source attractive investment opportunities in the consumer segment and play a leading role in building these businesses and brands to the point at which they will command a premium valuation.

*Focused Sourcing and Investment Strategy:* Winona focuses on consumer businesses and brands, namely niche consumer products and consumer services as well as growth-oriented multi-unit retail concepts. Winona further segments the consumer space into specific sub-sectors, such as specialty foods, apparel, outdoor and sporting goods and the pet industry. This differentiation allows for the development of focused industry expertise and deal flow. Once a sub-sector is targeted, Winona pursues a deep and aggressive origination process, identifying and understanding the emerging companies as well as the industry leaders, attending trade shows and building a network of specialists and service providers dedicated to the given niche. In addition to the team’s own industry specific expertise, Winona’s expansive network of relationships and advisers allows the Firm to proactively identify companies with the characteristics that constitute an attractive investment. Specifically, Winona looks to identify companies that have brand strength and have a leadership position in a niche market. Winona also looks to identify a unique competitive angle as it relates to each deal which provides an ability for Winona to leverage sector knowledge and expertise. Last but perhaps most importantly, Winona seeks to identify and will only engage with passionate management teams who are eager to form a mutually beneficial partnership with Winona.

*Operating Tenacity and Hands-On Involvement:* Central to Winona’s investment strategy is its ability to achieve value creation in portfolio companies through the implementation of high-impact operating improvements. The Firm employs a hands-on approach in which it engages with management to focus on strategic planning, including establishing short and long-term goals and milestones, as well as disciplined execution of the strategic plan. Together with management, Winona leads the post-closing design of a *Total Growth Blueprint* (“TGB”) for nearly all of its investments. The TGB is aimed at creating a long-term, multi-year, full-potential plan for each company. Also as part of the TGB process, in the majority of investments, Winona actively leads or participates in weekly management calls, monthly finance and budgeting calls, quarterly board meetings and annual strategic retreats. Through this process, Winona becomes a trusted partner and provides value-creating guidance and advice to its portfolio companies.

*Focus on Smaller Companies:* Winona targets smaller companies that have a proven concept yet need capital to grow in order to reach their full potential. This segment of the market is attractive for several reasons. First, companies in this size range can often be acquired or invested in at attractive valuations. This is particularly true in the consumer sector, where there are fewer private equity firms investing in companies of this size (especially when compared to technology, biotechnology or other similar growth stage businesses). Second, emerging consumer companies with proven concepts

typically have lower risk profiles and more stable growth opportunities than venture-stage companies. Third, once a consumer brand achieves scale (typically sales of \$50 million or more) it will often become attractive to a strategic acquirer. Companies that have a solid management team and are looking for C-suite support provide ideal opportunities for Winona to help fuel growth through active strategic and operational involvement.

Winona maintains an advisory board comprised of seasoned professionals who make a long-term commitment to Winona and invest in the Funds. The members help pro-actively source potential investment opportunities, serve as a resource to management and are able to add significant value to the Winona portfolio companies through their extensive experience.

**B. For each significant investment strategy or method of analysis you use, explain the material risks involved. If the method of analysis or strategy involves significant or unusual risks, discuss these risks in detail. If your primary strategy involves frequent trading of securities, explain how frequent trading can affect investment performance, particularly through increased brokerage and other transaction costs and taxes.**

The Funds and their investors bear the risk of loss that Winona's investment strategy entails. Although the following risk factors generally apply to all Winona Funds, investors should also refer to a Fund's Governing Documents for a description of the risk factors specific to their Fund. Investors are cautioned that investments in securities involve risk of loss, including the possibility of a complete loss of the amount invested, and that they should be prepared to bear these risks. The risks involved with Winona's investment strategy and an investment in the Funds include, but are not limited to:

*Business Risks:* A Fund's investment portfolio will consist primarily of securities issued by privately held companies, and operating results in a specified period will be difficult to predict. Such investments involve a high degree of business and financial risk that can result in substantial losses.

*Future and Past Performance:* The performance of Winona's prior investments is not necessarily indicative of a Fund's future results. While Winona intends for the Funds to make investments that have estimated returns commensurate with the risks undertaken, there can be no assurances that positive returns will be achieved. On any given investment, loss of principal capital is possible.

*Investments in Lower Middle Market Private Companies:* Investments in lower middle market companies such as those in which the Funds invest, while often presenting greater opportunities for growth also entail larger risks than are customarily associated with investments in large companies. Medium-sized companies may have more limited product lines, markets and financial resources and may be dependent on a smaller management group. As a result, such companies are potentially more vulnerable to general economic trends and to specific changes in markets and technology. In addition, it is possible that future growth will be dependent on additional financing, which may not be available on acceptable terms when required. Furthermore, there is ordinarily a more limited marketplace for

the sale of interests in smaller, private companies, which can 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 small- and medium-sized companies, will likely make it difficult for the Fund to react quickly to negative economic or political developments.

*Investment in Junior Securities:* The securities in which the Funds will invest may be among the most junior in a portfolio company's capital structure and, thus, subject to the greatest risk of loss. Generally, there will be no collateral to protect an investment once made.

*Concentration of Investments:* The Funds will participate in a limited number of investments and seek to make most of its investments in one industry or one industry segment. As a result, a Fund's investment portfolio could become highly concentrated, and the performance of a few holdings or of a particular industry may substantially affect its aggregate return.

*Lack of Sufficient Investment Opportunities:* It is possible that a Fund will never be fully invested if enough sufficiently attractive investments are not identified. The business of identifying and structuring private equity transactions is highly competitive and involves a high degree of uncertainty. However, investors will be required to pay annual Management Fees during the commitment period based on the entire amount of their commitments.

*Illiquidity; Lack of Current Distributions:* An investment in a Fund should be viewed as illiquid. It is uncertain as to when profits, if any, will be realized. Losses on unsuccessful investments may be realized before gains on successful investments. The return of capital and the realization of gains, if any, generally will occur only upon the partial or complete disposition of an investment. While an investment can be sold at any time, it is not expected that this will occur for a number of years after the initial investment. Before such time, there is generally no current return on the investment.

Furthermore, the expenses of operating a Fund (including the annual Management Fees payable to a General Partner) may exceed its cash flow from operations, thereby requiring that the difference be paid from a Fund's capital, including, without limitation, unfunded commitments.

*Leveraged Investments:* The Funds occasionally use leverage by incurring or having a portfolio company incur debt to finance a portion of its investment in a given portfolio company, including in respect of companies not rated by credit agencies. Leverage generally magnifies both a Fund's opportunities for gain and its risk of loss from a particular investment. The cost and availability of leverage is highly dependent on the state of the broader credit markets, which state is difficult to accurately forecast. During times when credit markets are tight, it is possible that it will be difficult to obtain or maintain the desired degree of leverage. The use of leverage will also result in interest expense and other costs to a Fund that may not be covered by distributions made to the Fund or appreciation of its investments. The use of leverage also imposes restrictive financial and operating covenants on a company and has the potential to impair its ability to finance future operations and capital needs. The leveraged capital structure of portfolio companies will increase the exposure of a Fund's investments



to any deterioration in a company's condition or industry, competitive pressures, an adverse economic environment or rising interest rates and could accelerate and magnify declines in the value of such Fund's investments in the leveraged portfolio companies in a down market. In the event any portfolio company cannot generate adequate cash flow to meet debt service, a Fund can suffer a partial or total loss of capital invested in the portfolio company, which would adversely affect the returns of the Fund. Should the credit markets be tight at the time a Fund determines that it is desirable to sell all or a part of a portfolio company, the Fund may not achieve an exit multiple or enterprise valuation consistent with its forecasts. The companies in which the Funds invest generally will not be rated by a credit rating agency.

To the extent a Fund uses borrowed funds in advance or in lieu of capital contributions, the Fund's investors generally make later capital contributions (or the loan is extinguished from realized proceeds received by the Fund). The Fund will bear the expense of interest on such borrowed funds. In addition, a Fund's use of borrowed funds will impact the calculation of net performance metrics (to the extent that they measure investor cash flows) and has the potential to make net IRR calculations higher than they otherwise would be without Fund-level borrowing, as these calculations generally depend on the amount and timing of capital contributions. Winona has a conflict of interest in deciding whether to borrow funds to the extent that a higher IRR will make it easier for the General Partner to secure investment commitments in the future.

Borrowing by a Fund will generally be secured by capital commitments made by investors to such Fund and/or by the Fund's assets, and documentation relating to such borrowing can provide that during the continuance of a default under such borrowing, the interests of the investors can be subordinated to such Fund-level borrowing, and the lenders have the ability to call capital directly from the investors. Moreover, tax-exempt investors should note that the use of borrowings by the Fund has the potential to cause the realization of UBTI.

*Restricted Nature of Investment Positions:* Generally, there will be no readily available market for a substantial number of a Fund's investments, and hence, most of a Fund's investments will be difficult to value. Certain investments, or portions of certain investments, are permitted to be distributed in kind to investors, and such rights have been negotiated with one investor in WCP I, as described in Item 10 below.

*Reliance on the General Partner and Investment Manager:* Control over the operation of the Funds will be vested with the General Partner and Winona, and the Funds' future profitability will depend largely upon the business and investment acumen of the Firm's managing directors. The loss or reduction of service of one or more of the managing directors could have an adverse effect on a Fund's ability to realize its investment objectives. Investors generally have no right or power to take part in the management of the Funds, and as a result, the investment performance of the Funds will depend on the actions of the General Partner and Winona. In addition, certain changes in the General Partner or Winona or circumstances relating to the General Partner or Winona can have an adverse effect on

the Funds or one or more of their portfolio companies including potential acceleration of debt facilities.

Although the General Partner and Winona will monitor the performance of each Fund's investment, it will primarily be the responsibility of each portfolio company's management team to operate such portfolio company on a day-to-day basis. While the Funds generally intend to invest in companies with strong management or recruit strong management to such companies, there can be no assurance that the management of such companies will be able or willing to successfully operate the company in accordance with the Funds' objectives

*Projections:* Projected operating results of a company in which the Funds invest normally will primarily be based on financial projections prepared by each company's management. In all cases, projections are only estimates of future results that are based upon information received from the company and assumptions made at the time the projections are developed. There can be no assurance that the results set forth in the projections will be attained, and actual results may be significantly different from the projections. General economic factors, which are not predictable, can also have a material effect on the reliability of projections.

*Need for Follow-On Investments:* Following its initial investment in a given portfolio company, the Funds often decide to provide additional funds to such portfolio company or have the opportunity to increase its investment in a successful portfolio company. There is no assurance that the Funds will make follow-on investments or that the Funds will have sufficient funds to make all or any of such investments. Any decision by a Fund not to make follow-on investments or its inability to make such investments can have a substantial negative effect on a portfolio company in need of such an investment or may result in a lost opportunity for a Fund to increase its participation in an portfolio company.

*Public Company Holdings:* A Fund's investment portfolio may contain securities issued by publicly held companies. Such investments may subject the Funds to risks that differ in type or degree from those involved with investments in privately held companies. Such risks include, without limitation, greater volatility in the valuation of such companies, increased obligations to disclose information regarding such companies, limitations on the ability of the Funds to dispose of such securities at certain times, increased likelihood of shareholder litigation against such companies' board members, including the principals of Winona, and increased costs associated with each of the aforementioned risks.

*Non-Controlling Investments:* The Funds hold meaningful minority stakes in privately held companies. In addition, during the process of exiting investments, a Fund at times may hold minority equity stakes of any size such as might occur if portfolio holdings are taken public. As is the case with minority holdings in general, such minority stakes that a Fund may hold will have neither the

control characteristics of majority stakes nor the valuation premiums accorded majority or controlling stakes.

*Director Liability:* The Funds will often obtain the right to appoint one or more representatives to the board of directors of the companies in which they invest. Serving on the board of directors of a portfolio company exposes a Fund's representatives, and ultimately the Fund, to potential liability. Although portfolio companies often have insurance to protect directors and officers from such liability, such insurance may not be obtained by all portfolio companies and may be insufficient if obtained.

*Cybersecurity Risk.* The Funds, their portfolio companies, their service providers and other market participants increasingly depend on complex information technology and communications systems to conduct business functions. These systems are subject to a number of different threats or risks that could adversely affect the Funds and their portfolio companies, despite the efforts of service providers to adopt technologies, processes and practices intended to mitigate these risks and protect the security of their computer systems, software, networks and other technology assets, as well as the confidentiality, integrity and availability of information belonging to the Funds and their portfolio companies. For example, unauthorized third parties may attempt to improperly access, modify, disrupt the operations of, or prevent access to the systems of the Funds, their portfolio companies, their service providers, counterparties or data within these systems. Third parties may also attempt to fraudulently induce employees, customers, third-party service providers or other users of such systems to disclose sensitive information to gain access to the confidential data. A successful penetration or circumvention of the security of such systems could result in the loss or theft of data or funds, the inability to access electronic systems, loss or theft of proprietary information or corporate data, physical damage to a computer or network system or costs associated with system repairs. Such incidents could cause the Funds or their portfolio companies to incur regulatory penalties, reputational damage, additional compliance costs or financial loss.

## **Conflicts of Interest**

If any matter arises that Winona determines in its good faith constitutes an actual conflict of interest, Winona may take such actions as may be necessary or appropriate, within the context of such Fund's Governing Documents to mitigate the conflict.

*Investment Allocation.* From time to time, Winona may be presented with investment opportunities that would be suitable for more than one of the Funds. In determining which Funds should participate in such investment opportunities, Winona and its affiliates are subject to conflicts of interest among the Funds. Winona attempts to resolve these conflicts of interest in light of its obligations to the Funds and attempts to allocate investment opportunities among the Funds in a fair and equitable manner as described in Winona's policies on investment allocation. Where necessary, Winona may consult with and/or receive consent to conflicts from the requisite percentage interest of investors in or an advisory committee consisting of investors (or their representatives) in the applicable Funds.

*Transactions Among Winona Funds.* It is possible that a portion of a Fund's investments will be made in or with a portfolio company of another Fund. For example, Winona has, on occasion, determined that a Fund should invest in an existing portfolio company of another Fund. Any investment by a Fund in an entity in which another Fund has a pre-existing investment (or vice versa) could be viewed, especially in hindsight, to have been made based on a non-arm's length valuation. Similarly, a Fund may later invest in entities in which another Fund has invested, which can have an effect (either positive or negative) on the market value of such Fund's investments. Generally, except as provided in the relevant Governing Documents, such transactions would be subject to the approval of the relevant advisory committee.

*Portfolio Company Board Service.* Winona principals and employees typically serve on the boards of its Fund portfolio companies. Serving in such capacity can give rise to conflicts to the extent that an employee's fiduciary duties to a portfolio company as a director can conflict with the interests of a Fund in general; however, as the Funds will generally be significant shareholders of such companies, it is expected that such interests will be aligned. Additionally, from time to time, portfolio company board members approve compensation and other amounts payable to Winona in connection with services provided by the Firm and its affiliates to such portfolio company, and, except to the extent such amounts are subject to the partnership agreement's offset provision in the case of WCP II, are in addition to the Management Fee or Carried Interest. Winona's authority to appoint or influence the appointment of portfolio company board members who will potentially be involved in approving compensation payable to the Firm subjects Winona and any such portfolio company board appointees to potential conflicts of interest. Serving in such capacity can give rise to conflicts to the extent that an employee's fiduciary duties to a portfolio company as a director conflicts with the interests of a Fund in general; however, as the Funds will generally be significant shareholders of such companies, it is expected that such interests will generally be aligned. Additionally, any fees earned by third parties for sitting on portfolio company boards is not reimbursed to Winona and not offset against Management Fees.

*Portfolio Company Fees and Expenses.* As mentioned in Item 5, Winona and its affiliates perform related services for, and receive fees from (including any options, warrants or other equity securities), actual or prospective portfolio companies or other investment vehicles of the Funds. Such fees are in addition to any Management Fees or Carried Interest paid by the Funds to Winona. Additionally, a portfolio company will reimburse Winona for expenses incurred by Winona in connection with its performance of services for such portfolio company, and such reimbursements are not subject to the offset against Management Fees in effect for WCP II. Winona determines the amount of these fees for related services and reimbursements in its own discretion, subject to agreements with sellers, buyers and management teams, the board of directors of or lenders to portfolio companies, and/or third party co-investors in its transactions, and the amount of such fees and reimbursements may not (except in connection with the reductions described below) be disclosed to investors in the Funds.

Additionally, a portfolio company typically will reimburse Winona or service providers retained at Winona's discretion for expenses (including without limitation travel expenses) incurred by Winona or such service providers in connection with its performance of services for such portfolio company. This subjects Winona and its affiliates to conflicts of interest because the Funds generally do not have an interest or share in these reimbursements and the amount of such reimbursements may be substantial. Winona determines the amount of these reimbursements for such services in its own discretion, subject to its internal reimbursement policies and practices. Although the amount of individual reimbursements typically is not disclosed to investors in any Fund, any fee paid or expense reimbursed to Winona or such service providers generally is subject to: agreements with sellers, buyers and management teams; the review and supervision of the board of directors of, or lenders to, portfolio companies; and/or third party co-investors in its transactions. Winona believes that these factors help to mitigate related conflicts of interest.

Winona, in its discretion, contracts with third parties to perform services for Winona or one of its portfolio companies in connection with the provision of services to the Funds. Winona will select the third party it believes is the most appropriate for the situation and such selection will not be based on cost alone.

*Expense Allocation.* Subject to any relevant restrictions or other limitations contained in the Governing Documents of each Fund, Winona allocates fees and expenses in its sole discretion in a manner that it believes in good faith is fair and equitable under the circumstances and considering such factors as it deems relevant. In exercising such discretion, Winona may be faced with a variety of potential conflicts of interest. As a general matter, expenses incurred on behalf of multiple Funds will be allocated among such Funds. The allocations of such expenses are not always proportional. Investors in a Fund are typically allocated (or otherwise bear) their pro rata share of such fees and expenses, which are calculated based on capital commitments, invested capital, available capital, or other metrics as determined by Winona in its sole discretion and in accordance with its policies and procedures regarding expense allocation. The Funds have different expense reimbursement terms, including with respect to Management Fee offsets, which have the potential to result in the Funds bearing different levels of expenses with respect to the same investment.

Winona and its affiliates will from time to time incur fees, costs and expenses, including in connection with transactions not consummated, on behalf of the Funds. To the extent practicable, any fees, costs and expenses that are incurred in connection with a consummated investment will be charged to the applicable portfolio company. To the extent such fees, costs and expenses are not charged to a portfolio company, they will be paid by each Fund that participated or was expected to participate in such investment.

The Funds will typically bear a portion of any such fees, costs, and expenses in proportion to the size of its actual or proposed investment, or in such other manner as Winona considers, in good faith, to be fair and equitable. There are occasions when one Fund (the "Payor Fund") pays an expense common to multiple Funds (the "Allocated Funds"). On such occasions, each Allocated Fund will

reimburse the Payor Fund for its share of such expense, without interest, promptly after the payment is made by the Payor Fund. There are also occasions where the Firm or a Payor Fund pays an expense on behalf of a portfolio company. On such occasions, the portfolio company will reimburse the Firm or Payor Fund for the expense, without interest, and such reimbursement will not be subject to the fee offset provision.

A conflict of interest could arise in Winona's determination whether certain costs or expenses that are incurred in connection with the operation of the Funds meet the definition of Fund operational expenses for which the Funds are responsible, or whether such expenses should be borne by Winona. The Funds will be reliant on the determinations of Winona in this regard. From time to time, it is possible that subsequent review of allocations could result in an identification of expenses that should have been allocated in a different manner, in which case measures would be undertaken to correct such circumstance, which might include a reversal of the original expense allocations, if possible, or such other equitable adjustment believed by Winona to be the most appropriate corrective measure.

*Advisory Committee.* WCP II has an advisory committee which is established under the respective Fund's offering and governing documents. The Fund's advisory committee is comprised of select investors of WCP II. A conflict of interest may exist in that not all investors are asked to join the Fund's advisory committee.

*Transactions with Fund Investors.* Winona may enter into transactions with certain Fund investors such as, for example, investors who are also business partners, such as insurance agents, investment banks, broker-dealers, legal counsel or others who provide services (including mezzanine and/or other lending arrangements) to the Firm, its Funds and portfolio companies. The terms of these transactions are negotiated on an arm's-length basis; however, Winona is subject to a conflict of interest when determining such terms because Winona may benefit from retaining such investors' investment in the Funds.

*Industry Relationships.* As with many other private equity fund sponsors, as part of Winona's business, the principals, Winona and its employees have developed relationships with third parties which have the potential to raise conflicts of interest. Such third parties include investment bankers, lenders, consultants, professional advisors (such as attorneys and accountants), co-investors, current and former directors, officers and employees of current and former portfolio companies and former employees and members of Winona. Certain of these third parties will, on occasion: (i) introduce investment opportunities to Winona; (ii) arrange for, or facilitate the financing of, the purchase or recapitalization of current and potential portfolio companies; (iii) introduce portfolio companies to potential acquisition or merger candidates; (iv) facilitate the disposition of portfolio companies; or (v) provide investment banking, consulting, legal or advisory services to Winona, the Funds, or portfolio companies. Such third parties also on occasion provide goods or services to or have business, personal, political, financial or other relationships with the principals. In addition, such third parties are sometimes investors in one or more Funds; co-invest in one or more portfolio companies; or provide other significant business or investment services to Winona, the Funds and/or their portfolio

companies. These relationships have the potential to influence Winona in deciding whether to select or recommend any such third party to perform services for the Funds or a portfolio company. The cost of any services provided by such third parties will generally be borne directly or indirectly by the Funds or its portfolio companies, as applicable.

*Conflicting Investor Interests.* Each Fund's investors include persons or entities resident in various jurisdictions, including the United States and other countries, who may have conflicting investment, tax and other interests with respect to their investments. The conflicting interests of individual investors can relate to or arise from, among other things, the nature of investments made by each Fund, the structuring of the acquisition of portfolio companies and the timing of the disposition of investments. Such structuring of portfolio companies can result in different after-tax returns being realized by different investors and other investors. As a consequence, conflicts of interest can arise in connection with decisions made by Winona that may be more beneficial for one investor than another investor, especially with respect to investors' individual tax situations. Winona considers the investment and tax objectives of each Fund as a whole, and not the individual investment, tax or other objectives of any particular investor.

*Valuation.* There is not expected to be an actively traded market for most of the securities owned by the Funds. When estimating fair value, Winona will apply a methodology it determines to be appropriate based on accounting guidelines and the applicable nature, facts and circumstances of the respective investments. However, the process of valuing securities for which reliable market quotations are not available is based on inherent uncertainties and the resulting values may differ from values that would have been determined had an active market existed for such securities and may differ from the prices at which such securities ultimately may be sold. The Firm has established a valuation policy which it will follow when performing portfolio company valuations. Winona has, on occasion, retained the services of a third-party valuation firm to assist in performing portfolio company valuations. There is a risk in that the valuations that are performed internally by the Winona team are not reviewed by an independent third party; however, all valuations are subject to an annual audit review as part of each Fund's annual financial statement audit. The exercise of discretion in valuation by the Firm can give rise to conflicts of interest

**C. If you recommend primarily a particular type of security, explain the material risks involved. If the type of security involves significant or unusual risks, discuss these risks in detail.**

For information regarding the types of securities and portfolio companies in which Funds invest, please see Item 4.B and Item 8.A, above.

## **Item 9 – Disciplinary Information**

**If there are legal or disciplinary events that are material to a client's or prospective client's evaluation of your advisory business or the integrity of your management, disclose all material facts regarding those events.**

Like other registered investment advisers, Winona is required to disclose all material facts regarding any legal or disciplinary events that would materially impact an investor's evaluation of Winona or the integrity of Winona's management. Winona and its management persons have not been subject to any material legal or disciplinary events applicable to this Item.

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

**A. If you or any of your management persons are registered, or have an application pending to register, as a broker-dealer or a registered representative of a broker-dealer, disclose this fact.**

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

**B. If you or any of your management persons are registered, or have an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading adviser, or an associated person of the foregoing entities, disclose this fact.**

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

**C. Describe any relationship or arrangement that is material to your advisory business or to your clients that you or any of your management persons have with any related person listed below. Identify the related person and if the relationship or arrangement creates a material conflict of interest with clients, describe the nature of the conflict and how you address it.**

1. Broker-dealer, municipal securities dealer, or government securities dealer or broker
2. Investment company or other pooled investment vehicle (including a mutual fund, closed-end investment company, unit investment trust, private investment company or "hedge fund," and offshore fund)
3. Other investment adviser or financial planner
4. Futures commission merchant, commodity pool operator, or commodity trading advisor
5. Banking or thrift institution
6. Accountant or accounting firm
7. Lawyer or law firm
8. Insurance company or agency
9. Pension consultant
10. Real estate broker or dealer
11. Sponsor or syndicator of limited partnerships.



As described in Item 4 above, Winona is affiliated with its relying adviser and with the General Partner of WCP II. These entities are deemed registered with the SEC under the Advisers Act pursuant to Winona's registration. Winona provides personnel and other services to these and other Firm entities. These affiliated entities operate as a single advisory business together with Winona and share common owners, officers, partners, employees, consultants or persons occupying similar positions and are subject to a unified compliance program as described in Item 4 above.

For WCP I, three of the five members of the Fund's board of directors are representatives of LNC Investment Co., LLC ("LNC"), a Seattle-based family-owned diversified holding company that makes investments as a private equity sponsor in numerous businesses. Retention of these three board positions effectively allows LNC to have voting rights with respect to certain determinations regarding follow-on investments and the disposition of assets for WCP I. A Winona Managing Director, Mr. M. Laird Koldyke, is a descendant of the family owners of LNC. LNC has the right, in certain circumstances, to elect to receive its interest in a portfolio company in the form of a distribution. It would also, at that time, make an offer to acquire the interests of the other Fund investors at the price that was determined to be the fair value of the portfolio company and pay the associated Carried Interest based on the established price for the portfolio company investment. A lower fair value would mean that LNC could pay less to acquire the other investors' interests and also pay less for the Carried Interest on the transaction, resulting in a lower overall buyout of the Fund investors. The compensation structure, particularly with respect to Carried Interest, of the managing members of Winona is designed to incentivize the Firm to maximize the return from the portfolio companies. These incentives act to counter any potential conflict of interest that may arise as a result of LNC's rights with regard to investors in WCP I.

Other than as mentioned above, Winona does not have arrangements with a related person who is a broker-dealer, municipal securities dealer, government securities dealer or broker, investment company, other investment adviser or financial planner, futures commission merchant, commodity pool operator, commodity trading adviser, banking or thrift institution, accountant or accounting firm, lawyer or law firm, insurance company or agency, pension consultant, real estate broker or dealer, or sponsor or syndicator of limited partnerships that are material to its advisory business or to its Funds or its investors. Winona has and will continue to develop relationships with professionals who provide services it does not provide, including: legal; accounting; banking; investment banking; tax preparation; insurance brokerage; and other personal services. Some of these professionals may provide services to the Funds or their portfolio companies. Additionally, some of these professionals may be investors in the Funds, either personally or through their company.

From time to time, Winona receives training, information, promotional material, meals, gifts, entertainment or prize drawings from vendors and others with whom it does business or to whom it makes referrals. At no time will Winona accept any benefits, gifts, entertainment or other arrangements that are conditioned on directing individual client transactions to a specific security, product or provider. Similarly, Winona employees have in the past, and expect to in the future, to

speak at conferences and programs for potential investors interested in investing in private funds that are sponsored by various investment bankers, broker-dealers or others. Through such capital introduction events, prospective investors have the opportunity to meet with Winona. Neither Winona nor any Fund compensates these investment bankers, broker-dealers or others for organizing such events or for investments ultimately made by prospective investors attending such events.

**D. If you recommend or select other investment advisers for your clients and you receive compensation directly or indirectly from those advisers that creates a material conflict of interest, or if you have other business relationships with those advisers that create a material conflict of interest, describe these practices and discuss the material conflicts of interest these practices create and how you address them.**

Winona does not recommend or select other investment advisers for the Funds.

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

**A. If you are an SEC-registered adviser, briefly describe your Code of Ethics adopted pursuant to SEC Rule 204A-1 or similar state rules. Explain that you will provide a copy of your Code of Ethics to any client or prospective client upon request.**

As fiduciaries, Winona and its employees are required to conduct personal securities transactions in a manner that prioritize clients' interest in client eligible investments. Winona has adopted a Code of Ethics pursuant to Rule 204A-1 of the Advisers Act, which sets forth standards of conduct that are expected of Winona principals and supervised persons and addresses conflicts that can arise from personal trading. The Code of Ethics requires all supervised persons to place Fund interests ahead of the Firm's interests, to avoid taking advantage of his or her position and to maintain full compliance with the federal securities laws.

Because of the nature of the Firm's private investments, Winona expects there to be only very limited instances of employees having access to material non-public information. Regardless, the Firm's Code of Ethics requires supervised persons to report their personal securities transactions and comply with the policies and procedures reasonably designed to prevent the misuse of, or trading upon, material non-public information. At least once a year, each Winona supervised person is required to acknowledge this Code of Ethics and agree to be bound by it. Supervised persons of Winona who violate the Code of Ethics will be subject to remedial actions, including, but not limited to, censure, suspension or dismissal. Supervised persons are also required to promptly report any violations of the Code of Ethics of which they become aware.

Winona will provide a copy of its Code of Ethics to any existing investor upon request to John McBlain, the Chief Compliance Officer, at (312) 334-8800 or at [jmcblain@winonacapital.com](mailto:jmcblain@winonacapital.com).

**B. If you or a related person recommends to clients, or buys or sells for client accounts, securities in which you or a related person has a material financial interest, describe your practice and discuss the conflicts of interest it presents. Describe generally how you address conflicts that arise.**

### **Participation or Interest in Client Transactions**

Supervised persons of Winona and its affiliates may directly or indirectly own an interest in the Funds. Principals may also invest in companies that Winona has determined are not suitable investments for a Winona Fund or are outside of the investment mandate of the Funds, as per each Fund's Governing Documents.

Principal transactions are generally defined as transactions where an adviser, acting as principal for its own account knowingly buys from or sells a security to an advisory client. This also applies to any affiliates or controlling persons of the adviser (*i.e.*, an owner, employee or affiliate of the adviser). The SEC also views cross trades between Funds to be principal transactions if the adviser (and/or its affiliates, owners, or controlling persons) own, in the aggregate, 25% or more of either Fund. An agency cross transaction occurs where adviser or an affiliate arranges a transaction (*i.e.*, acts as broker) between two or more different funds or accounts that are managed by that same adviser or an affiliate. Agency cross transactions can also arise where an adviser is dually registered as a broker-dealer or has an affiliated broker-dealer. An adviser is not "acting as a broker" if the adviser receives no compensation (other than the advisory fee earned in the ordinary course of managing the assets) for effecting the transaction and therefore is not considered to be conducting an agency cross transaction under Section 206(3).

Winona has in the past, and may in the future, engage in certain transactions in which the Firm's principals, or entities which they control, purchase ownership interests in a Fund from investors in that Fund to allow realization of losses for tax purposes by those investors.

The Firm's principals, or entities which they control, may also loan money to prospective portfolio companies. The repayment thereof may be in the form of cash and/or conversion of such debt into equity of the portfolio company in conjunction with an investment in such company by a Fund. The conversion of this debt into equity of a portfolio company may decrease the return associated with such portfolio investment. Such transactions may be conducted due to Fund liquidity issues, for tax purposes or other purposes in Winona's sole discretion and in keeping with its fiduciary obligations to the Funds. These transactions present an inherent conflict of interest; however, the Firm believes that such conflicts will be appropriately mitigated as the applicable purchase or sale price will be determined according to the Firm's valuation policy and will be subject to the procedures described below including disclosure to, and approval of, the appropriate investors and/or advisory committee. To ensure transparency to Fund investors, the Firm will maintain documentation of such disclosures and approvals.

In the event Winona were to recommend a principal transaction or agency cross transaction, it would only be after: (i) the Firm has determined the transaction to be in the best interest of participating clients; (ii) the transaction is permitted by the relevant Governing Documents; (iii) proper disclosure is given to the investors or advisory committee, as appropriate; (iv) if necessary, consent is obtained from the appropriate parties; and (v) the Firm ensures that best execution is achieved for the transaction.

**C. If you or a related person invests in the same securities (or related securities, e.g., warrants, options or futures) that you or a related person recommends to clients, describe your practice and discuss the conflicts of interest this presents and generally how you address the conflicts that arise in connection with personal trading.**

### **Personal Trading**

The personal trading policy for all Winona supervised persons is set forth in Winona's Code of Ethics and is acknowledged as received and understood by each supervised person. Winona's personal trading policies are designed to ensure that no Fund is disadvantaged by the transactions executed by any supervised person and that supervised persons in no respect misappropriate any benefit properly belonging to a Fund.

Winona supervised persons are prohibited from trading, either personally or on behalf of others, in securities while in possession of material non-public information regarding these securities or communicating material non-public information to others. The Code of Ethics establishes guidelines for personal trading requirements, insider trading and reporting of personal securities transactions, including certain pre-clearance and reporting obligations. The Firm maintains a restricted list regarding issuers about which it has material non-public information. Pre-clearance is required by supervised persons for certain personal securities transactions, including restricted list securities, initial public offerings and certain limited offerings. In addition, supervised persons are required to file certain reports and submit their brokerage account statements to the Chief Compliance Officer for review.

The principals and supervised persons of Winona carry on investment activities for their own account and for family members, friends or others who do not invest in the Funds and give advice and recommend securities to vehicles which may differ from advice given to, or securities recommended or bought for, the Funds, even though their investment objectives may be the same or similar. In addition, as mentioned above, principals, supervised persons and affiliates on occasion buy securities in transactions offered to but rejected by the Funds or outside of the investment mandate of the Funds.

**D. If you or a related person recommends securities to clients, or buys or sells securities for client accounts, at or about the same time that you or a related person buys or sells the same securities for your own (or the related person's own) account, describe your practice**

**and discuss the conflicts of interest it presents. Describe generally how you address conflicts that arise.**

Because of the private nature of its portfolio investments, Winona does not typically face a situation where a supervised person buys or sells a security for his or her own account at or about the same time that the Firm is also buying or selling the same securities for the Funds. In the event this were to occur, the supervised person would be required to seek pre-approval from the Chief Compliance Officer for such transaction.

## **Item 12 – Brokerage Practices**

**A. Describe the factors that you consider in selecting or recommending broker-dealers for client transactions and determining the reasonableness of their compensation (e.g., commissions).**

Winona focuses on securities transactions of private companies and generally purchases and sells such companies through privately negotiated transactions. In pursuing privately negotiated transactions, Winona will, on occasion, engage the services of a broker-dealer or investment banker in connection with the purchase or sale of a portfolio investment. In such privately negotiated transactions, best execution is met by the consummation of the deal with the best possible terms for the Funds. Whether for private or public securities transactions, Winona selects a broker-dealer or investment banker with the overall aim of maximizing returns for the Funds.

Selection of a broker-dealer or investment banker is based on Winona's judgment regarding a variety of factors which will not be limited solely to ultimate deal price, including but not limited to: Winona's prior experience in working with the broker-dealer or investment banker; the broker-dealer or investment banker's execution capability, financial responsibility, reputation and expertise within the industry; the broker-dealer or investment banker's responsiveness to the Firm; the broker-dealer or investment banker's expertise in dealing with investments that may be restrictive or illiquid in nature; and the commissions charged, among other factors.

Although Winona generally seeks competitive commission rates, it will not necessarily pay the lowest commission or commission equivalent, especially in private securities transactions that rely heavily on the specialty services or experience of a broker-dealer that operate outside of a competitive bidding environment. Transactions that involve such specialized services on the part of the broker-dealer or investment banker can thereby entail higher commissions or their equivalents than would be the case with other transactions requiring more routine services.

### **1. Research and Other Soft Dollar Benefits.**

Winona does not receive research or other soft dollar benefits in connection with securities transactions for the Funds.

## **2. Brokerage for Client Referrals.**

Winona does not receive client referrals in connection with selecting or recommending broker-dealers for the Funds.

## **3. *Directed Brokerage.***

Winona does not engage in directed brokerage.

**B. Discuss whether and under what conditions you aggregate the purchase or sale of securities for various client accounts. If you do not aggregate orders when you have the opportunity to do so, explain your practice and describe the costs to clients of not aggregating.**

In the event Winona aggregates the purchase or sale of securities, it will do so on a pro rata basis.

## **Item 13 – Review of Accounts**

**A. Indicate whether you periodically review client accounts or financial plans. If you do, describe the frequency and nature of the review, and the titles of the supervised persons who conduct the review.**

The investments made by the Funds are generally private, illiquid and long-term in nature. Accordingly, the review process is not directed toward a short-term decision to dispose of securities. Winona's team of investment professionals closely monitors the operations of its portfolio companies and maintains ongoing oversight. These reviews include, without limitation, review of sales trends, margins, profitability, debt to equity ratios, material business developments, competitive landscape and management. The team conducting such reviews generally includes principals and other investment professionals of Winona.

**B. If you review client accounts on other than a periodic basis, describe the factors that trigger a review.**

The Chief Compliance Officer reviews the accounts of the Funds on a regular basis. The Firm and/or the Chief Compliance Officer would perform additional reviews in the event that a portfolio company needed subsequent financing, in the event of a potential acquisition or liquidity event, or if there were a serious performance issue at a portfolio company.

**C. Describe the content and indicate the frequency of regular reports you provide to clients regarding their accounts. State whether these reports are written.**

Winona generally will provide to its investors on behalf of its Funds the following written reports: (i) audited financial statements annually prepared in accordance with United States generally accepted accounting principles ("GAAP") as promulgated by the Financial Accounting Standards Board ("FASB"), accompanied by the report of the independent certified public accountant, within 120 days

of year end, commencing with the first year in which the Fund either is in operation for at least six months or makes an investment; (ii) unaudited financial statements for the first three quarters of each fiscal year; (iii) annual tax information necessary for each partner's U.S. tax returns (K-1); (iv) descriptive investment information for each portfolio company quarterly; and (v) reports summarizing material affiliated transactions. All reports are sent to investors either electronically or by mail, as per each investor's preference.

In the course of conducting due diligence or otherwise, investors periodically request information pertaining to their investments. Winona responds to these requests, and in answering these requests provides information that is not generally made available to other investors who have not requested such information. While Winona does not have an obligation to update any such information provided, the Firm endeavors to provide the information requested in the most current form available. Additionally, upon request, certain investors receive additional information and reporting that other investors do not receive.

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

**A. If someone who is not a client provides an economic benefit to you for providing investment advice or other advisory services to your clients, generally describe the arrangement, explain the conflicts of interest, and describe how you address the conflicts of interest. For purposes of this Item, economic benefits include any sales awards or other prizes.**

As described in Item 5 above, Winona receives transaction fees, monitoring fees, consulting fees and reimbursements from the portfolio companies held by the Funds. These fees are paid pursuant to separate agreements entered into with the portfolio companies to provide certain consulting services that Winona believes will ultimately enhance the value of the companies and benefit the Funds and their investors.

These types of arrangements present potential conflicts of interest and provide Winona with an incentive to recommend investments based on compensation received rather than the best interests of the Funds. To help mitigate this potential conflict, an allocable portion of such benefits received by Winona or its employees in connection with services rendered to portfolio companies or transactions of WCP II are offset in part against Management Fees.

**B. If you or a related person directly or indirectly compensates any person who is not your supervised person for client referrals, describe the arrangement and the compensation.**

From time to time, Winona may enter into solicitation arrangements pursuant to which it compensates third parties for referrals that result in a potential investor becoming an investor in a Fund. Any fees payable to any such placement agents will be borne by Winona indirectly through an offset against the Management Fee and not by any affected investor, although related expenses incurred pursuant to the relevant placement agent agreement, including but not limited to placement agent travel, meals and

entertainment expenses, typically will be borne by the relevant Fund as part of its organizational cost. All placement agents engaged by Winona will be a registered broker-dealer as required by law or regulation.

### **Item 15 – Custody**

**If you have custody of client funds or securities and a qualified custodian sends quarterly, or more frequent, account statements directly to your clients, explain that clients will receive account statements from the broker-dealer, bank or other qualified custodian and that clients should carefully review those statements. If your clients also receive account statements from you, your explanation must include a statement urging clients to compare the account statements they receive from the qualified custodian with those they receive from you.**

Winona is deemed to have custody of the Funds' assets because of its affiliation with each Fund's General Partner or manager and the General Partner's or manager's ability to deduct fees from Fund accounts. To comply with Advisers Act Rule 206(4) (the "Custody Rule"), the Firm has elected to undergo an annual GAAP financial statement audit by a Public Company Accounting Oversight Board-registered and inspected auditing firm for each of the Funds over which it has custody, copies of which are (or will be, for newly closed Funds) delivered to underlying fund investors within 120 days of fiscal year-end. Investors are encouraged to carefully review such financial statements.

Winona does not accept physical custody of client securities or money (other than certain privately offered securities to the extent permitted by the Advisers Act). Called capital is directly sent or wired into the relevant Fund's qualified custodial account. Winona receives monthly statements from each of its qualified custodians on behalf of the Funds. For more information about Winona's qualified custodians, please see Form ADV Part 1, Schedule D, Section 7.B.(1)

### **Item 16 – Investment Discretion**

**If you accept discretionary authority to manage securities accounts on behalf of clients, disclose this fact and describe any limitations clients may (or customarily do) place on this authority. Describe the procedures you follow before you assume this authority (e.g., execution of a power of attorney).**

Winona is retained on a fully discretionary basis and is authorized to determine and direct execution of portfolio transactions pursuant to the terms of each Fund's Governing Documents. Investment advice is provided directly to the Funds and not to investors in the Fund individually. The terms upon which Winona serves as investment manager are established at the time each investor retains Winona as their investment manager. To become an investor in a Fund, an investor must execute, among other documents, a subscription agreement and a limited partnership agreement with such Fund. Such Governing Documents generally contain a power of attorney that grants Winona or its relevant General Partner certain powers related to the orderly administration of the affairs of the Funds. Once an investor executes these documents, with limited exceptions, such as certain conflicts of interest as



discussed elsewhere in this Brochure, Winona is not required to contact an investor prior to transacting a business in such Fund.

Generally, Winona's only restrictions with respect to managing a Fund, such as (but not limited to) the type of securities in which a Fund may invest, will be contained in the relevant Fund's Governing Documents. However, an investor in the Fund may impose limitations on Winona's authority through a side letter agreement and the Firm may choose to accept reasonable limitations or restrictions at its discretion. All limitations and restrictions placed upon an investor's investment must be presented to Winona in writing and agreed to by Winona and such investor. Other investors meeting certain commitment thresholds are often provided with notification provisions regarding such side letter agreements but are not provided with consent rights over such agreements. One investor in WCP II has required that it be excused from investments in specific company sectors.

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

**A. If you have, or will accept, authority to vote client securities, briefly describe your voting policies and procedures, including those adopted pursuant to SEC Rule 206(4)-6. Describe whether (and, if so, how) your clients can direct your vote in a particular solicitation. Describe how you address conflicts of interest between you and your clients with respect to voting their securities. Describe how clients may obtain information from you about how you voted their securities. Explain to clients that they may obtain a copy of your proxy voting policies and procedures upon request.**

By virtue of each Fund's Governing Documents, Winona is the investment manager or General Partner of its Funds and has the sole authority to vote client securities on any matter requiring a vote of the members or shareholders, or to give consent on any matter requiring the consent of members or shareholders, virtually all of which are written member or shareholder consents or similar instruments for private companies. As such, Winona has adopted proxy voting policies and procedures pursuant to Advisers Act Rule 206(4)-6. Winona's proxy policy seeks to ensure that it votes proxies in the best interest of the Funds, including where there is material conflicts of interest in voting proxies. Winona generally believes its interests are aligned with those of each Fund's investors through the principals' beneficial ownership interests in the Funds. In the event that there is or may be a conflict of interest in such votes or consents, the Fund Governing Documents provide that the Firm may address the conflict using several alternatives, including by seeking the approval or concurrence of the relevant Fund's advisory committee on the proposed vote or consent, or through other alternatives set forth in the applicable Fund's Governing Documents. Investors in the Funds cannot direct how Winona votes proxies or shareholder consents nor is Winona required to seek investor approval or direction from investors when voting proxies or when giving consent on any matter requiring the consent of shareholders.

Firm principals and affiliated or unaffiliated third parties appointed by Winona often sit on the boards of portfolio companies to which Winona provides operational, management and consulting services

and, as such, exercise authority with respect to various issues faced by the portfolio companies. Winona does not consider service on portfolio company boards by Winona personnel or its receipt of nominal board fees to create a material conflict of interest in voting proxies with respect to such companies.

**B. If you do not have authority to vote client securities, disclose this fact. Explain whether clients will receive their proxies or other solicitations directly from their custodian or a transfer agent or from you, and discuss whether (and, if so, how) clients can contact you with questions about a particular solicitation.**

This Item is not applicable to Winona.

#### **Item 18 – Financial Information**

**A. If you require or solicit prepayment of more than \$1,200 in fees per client, six months or more in advance, include a balance sheet for your most recent fiscal year.**

Winona does not require or solicit prepayment of more than \$1,200 in fees per Fund, six months or more in advance.

**B. If you have discretionary authority or custody of client funds or securities, or you require or solicit prepayment of more than \$1,200 in fees per client, six months or more in advance, disclose any financial condition that is reasonably likely to impair your ability to meet contractual commitments to clients.**

Winona does not require prepayment of more than \$1,200 in fees per Fund, six months or more in advance or have any financial condition that is reasonably likely to impair its ability to meet contractual commitments to the Funds or their investors.

**C. If you have been the subject of a bankruptcy petition at any time during the past ten years, disclose this fact, the date the petition was first brought, and the current status.**

Winona has not been the subject of a bankruptcy petition.