



**Investment Advisor Brochure  
Part 2A of Form ADV**

**Transom Capital Group, LLC**

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This brochure provides information about the qualifications and business practices of Transom Capital Group, LLC. If you have any questions about the contents of this brochure, please contact us at: (424) 832-7299, or by email at: [ndastic@transomcap.com](mailto:ndastic@transomcap.com). The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission, or by any state securities authority. Registration as an investment adviser does not imply any level of skill or training.

Additional information about Transom Capital Group, LLC is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

**March 30, 2024**

## **Item 2: Material Changes**

### **Annual Update**

Transom Capital Group, LLC (“Transom” or the “Advisor”) is providing this information as part of our annual updating amendment to Transom’s Form ADV Part 2A brochure, which last occurred in March 2023.

### **Material Changes Since the Last Update**

There have been no material changes to Transom’s business since our last filing in March 2023. While we have made changes throughout this brochure to clarify and expand upon certain descriptions of Transom’s business practices and policies and procures and in response to evolving industry and firm practices, such updates do not represent material changes to the substance of Transom’s last filing. However, we encourage recipients to read this Form ADV, Part 2A in its entirety.

### **Full Brochure Availability**

This Brochure is also available upon request by contacting Nathan Dastic at (424) 832-7299, or by emailing [ndastic@transomcap.com](mailto:ndastic@transomcap.com)

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#### **Item 4: Advisory Business**

Transom was formed in 2008 and has more than 15 years of experience in sourcing, underwriting and managing private investments in the United States. The Advisor is the wholly-owned subsidiary of Transom Capital Management, L.P., a Delaware limited partnership (“TCM”). The general partner of TCM is Transom Capital Holdings, LLC, a Delaware limited liability company (“TCH”). The owners of TCM and TCH are Kenneth B. Firtel and Russell W. Roenick (collectively, the “Managing Partners”) acting through their family trusts. The Advisor provides investment advisory services to private pooled investment funds (collectively, together with any future private investment fund to which Transom or its affiliates provide investment advisory services, the “Funds” and, each, a “Fund”). As of the date hereof, the Funds include:

- Transom Capital Fund II, LP and Transom Capital Fund II (Parallel), LP (collectively, “Fund II”)
- Transom Capital Fund III, LP (“Fund III”)
- Transom Capital Fund IV, LP (“Fund IV”)

Transom also manages the following private pooled co-investment funds (collectively, the “Co-Investment Funds” and together with the Funds, the “Clients”) to allow certain Limited Partners and other persons to invest in certain portfolio investments made by the Funds:

- Transom Bravo Holdings, LLC (“Bravo Holdings”)
- Transom One Holdings, LLC (“One Holdings”)
- Transom Angeleno Critigen, LLC (“Critigen”)

The general partner of each Fund or Co-Investment Fund (collectively, the “General Partners”, and each a “General Partner”) are considered to be affiliates of the Advisor for the purpose of this Brochure and each is controlled by one or more of the Managing Partners. As of the date hereof, the General Partners include:

- Transom Capital GP II, LLC
- Transom One GP, LLC
- Transom Capital GP III, LLC
- Transom Capital GP IV, LLC

The Clients are focused on control buyouts with small- and middle-market companies that demonstrate the opportunity for operational improvement through the implementation of Transom’s proprietary and scalable ARMOR<sup>TM</sup> value creation process. The ARMOR<sup>TM</sup> value creation process is designed to assist Transom in the acquisition of companies that are “off the radar” of traditional buyout firms; specifically, Transom invests in companies that are characterized as “undermanaged”, ranging from slightly underperforming to heavily distressed, and companies that are subject to a special situation sale dynamic.

Transom formulates the Clients’ investment objectives and facilitates the acquisition, management, monitoring and disposition of the Clients’ investments. The Advisor provides investment advice directly to the Clients and not individually to the Clients’ limited partners or other equity owners (the “Limited Partners”, and each, a “Limited Partner”). Transom does not consider the Limited Partners’ individual investment objectives when managing the Clients. Transom manages the assets

of the Clients in accordance with the terms of the Clients' private placement memoranda (if any) and individual limited partnership agreements, subscription agreements and/or any other governing documents applicable to the Clients (collectively, the "Governing Fund Documents"). The terms governing each Fund are generally established at the time of the formation of such Client and may only be amended, modified or waived in accordance with its Governing Fund Documents. Limited Partners do not participate in the investment decisions made by the Clients and may only make withdrawals from the Funds under very limited circumstances as permitted by the Governing Fund Documents.

The General Partners may also create alternative investment vehicles (each an "AIV") to facilitate capital contributions by a Client or Limited Partners in potential investments. Any investment expenses or indemnification or repayment obligations related to such investment are borne by the applicable Client and the AIV in proportion to the capital committed by each to the investment. The General Partners may also create investment vehicles (each, a "Feeder Fund") to permit third party investors to invest in the Funds, any Parallel Fund or AIV.

The General Partners may, in their sole and absolute discretion, offer to one or more persons, including any Limited Partner, the opportunity to co-invest alongside the Funds in certain investments. Co-investment opportunities may be made available through Co-Investment Funds or as direct investments by the co-investors in the applicable investment opportunity. The General Partners will allocate available investment opportunities among the Clients and other co-investors in a fair and equitable manner, as determined by the General Partners in their sole discretion, subject to any requirements in the applicable Governing Fund Documents.

Limited partnership (or other equity) interests in the Clients are not registered under the U.S. Securities Act of 1933, as amended (the "Securities Act"), and the Clients are not registered under the U.S. Investment Company Act of 1940, as amended (the "Investment Company Act"). Accordingly, equity interests in the Clients are offered and sold exclusively to Limited Partners satisfying the applicable eligibility and suitability requirements for private placement transactions within the United States.

Transom does not participate in any wrap fee programs.

The fair value of each investment held by a Client is typically estimated by Transom on a quarterly basis, or on such other periodic basis as may be required under the applicable Governing Fund Documents. As of December 31, 2023, Transom managed \$896,392,656 on a discretionary basis. Transom does not manage assets on behalf of any Clients on a non-discretionary basis.

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

Transom provides investment advisory services to the Clients pursuant to investment advisory agreements. The investment advisory agreements, together with the Governing Fund Documents, set forth the specific Transom-affiliated entity which receives management or similar fees in connection with the investment advisory services provided by the Advisor to the Clients. The Governing Fund Documents describe fees, compensation and expenses in greater detail.

### **Management Fees**

Transom currently receives annual management fees (the "Management Fees") from the Funds,

which are paid quarterly. During the investment period, the Funds pay the Advisor a Management Fee in respect of each Limited Partner (other than the General Partners) equal to a percentage multiplied by the commitment of such Limited Partner, as calculated as of the payment date of such Management Fee. Following the investment period, the annual Management Fee payable in respect of each Limited Partner (other than the General Partners) will equal a percentage multiplied by the aggregate amount of capital invested by such Limited Partner in respect of investments that have not been sold or otherwise disposed of less aggregate net unrealized losses from such investments, as calculated as of the payment date of such Management Fee. Typically, the percentage used to calculate Management Fees is 2.00% but may vary under applicable Governing Fund Documents. The General Partners may, in their sole discretion, reduce or waive the Management Fee payable in respect of any Limited Partner, which reduction will inure solely to the benefit of such Limited Partner. The Co-Investment Funds are typically not charged Management Fees.

### **Fee Income/Management Fee Offsets**

The General Partners, the Advisor and their affiliates from time to time receive transaction fees, advisory fees, break-up fees and other similar fees (collectively, "Transaction Fees"), as well as monitoring fees and other similar fees (collectively, "Monitoring Fees"), from portfolio companies and prospective investments. Transom and its investment professionals may also receive directors' fees paid by portfolio companies in connection with a Client's investments ("Director Fees" and, together with Transaction Fees and Monitoring Fees, "Net Offset Fees").

Depending on the specific terms of each Fund's Governing Fund Documents, the amount of fee income available to offset Management Fees for such Fund is based upon such Fund's allocable share of such fees based on its respective ownership (or proposed ownership) of the actual or proposed investment that generated such fee income. Generally, the Management Fees payable by a Fund in respect of a Limited Partner will be offset by such Limited Partner's *pro rata* share (based on the Limited Partners' relative commitments) of the sum of (i) a percentage of the Fund's allocable share of any Net Offset Fees, (ii) 100% of all placement fees paid or reimbursed by the Fund and (iii) 100% of any organizational expenses paid or reimbursed by the Fund in excess of a pre-determined cap on such expenses (as specified in each Fund's Governing Fund Documents), in the case of each of clauses (i) through (iii), to the extent not previously applied to reduce the Management Fee. The percentage of Net Offset Fees that will offset the Management Fee for each Fund will vary from 50% to 100% based on each Fund's Governing Fund Documents. The foregoing Management Fee offset is typically not applicable to Co-Investment Funds.

The Advisor and/or its affiliates have discretion over whether to charge or accept Transaction Fees, Monitoring Fees or other similar fees or to require other compensation from a portfolio company and, if so, the rate, timing and/or amount of such compensation. The receipt of such compensation may give rise to conflicts of interest between the Funds, on the one hand, and the Advisor and/or its affiliates on the other hand.

### **TCOT Fees and Expenses**

Personnel may be employed or retained by Transom or its affiliates as part of its operations team to primarily provide sales, marketing, technology, human resources, business development, acquisition/integration/rationalization and/or other operations services, operational due diligence, or similar services to the Clients or any current or prospective portfolio company (such personnel, "TCOT"). To the extent permitted by their respective Governing Fund Documents, the Clients and their

respective portfolio companies are expected to compensate Transom or its affiliates and their respective employees for such services provided by TCOT and are also expected to reimburse Transom or its affiliates and their respective employees for third party out-of-pocket expenses incurred in providing such services (such compensation and reimbursements, collectively, “TCOT Fees and Expenses”). In addition to such compensation and reimbursements, TCOT Fees and Expenses may include, without limitation: incentive equity or stock awards in a portfolio company or other incentive-based compensation (which may be determined according to one or more methods, including the value of the time of the applicable TCOT personnel); a percentage of the value of the portfolio company or the invested capital exposed to such portfolio company; amounts charged by other providers for comparable services; and/or a percentage of cash flows to the applicable Client from such portfolio company. TCOT Fees and Expenses will not be considered Transaction Fees, Monitoring Fees or Director Fees, and will not offset any Management Fee payable to Transom or its affiliates.

To the extent TCOT Fees and Expenses are calculated based on (in whole or in part) a reimbursement of costs, such costs may include, without limitation: (i) associated personnel costs such as salaries, benefits, payroll taxes, insurance, consulting fees, holiday and vacation time and all other associated compensation and personnel costs for the TCOT members performing such services, (ii) Transom’s and its affiliates’ associated overhead, including, without limitation, all occupancy costs such as rent, utilities, HVAC, water, cleaning and all other occupancy and administrative expenses incurred in connection with the services provided by TCOT, (iii) the cost of accounting, software and other systems used to record and allocate the time and expenses associated with the services provided by TCOT, (iv) travel and associated expenses, and (v) all out of pocket costs incurred by Transom or its affiliates and their respective employees connection with the services provided by TCOT.

To the extent that services provided by TCOT are (i) related to a proposed investment or transaction on behalf of a Client or its portfolio company, (ii) rendered primarily for the benefit of a portfolio company such as when a Transom employee serves as an operating executive or consultant to such portfolio company, (iii) limited to the provision of material assistance to the management of one or more of the portfolio companies or (iv) limited to the provision of material assistance to a Client in connection with the surveillance and monitoring of one or more investments, the TCOT Fees and Expenses associated with the services provided by TCOT are generally borne by such Client(s) or portfolio company (or, in the case of an investment that is not consummated, by the Clients that Transom determines, taking into account the facts and circumstances that it determines to be relevant, would have been allocated the proposed investment or transaction, where applicable).

TCOT members performing services may also serve as directors and/or officers of portfolio companies of one or more of the Clients. Accordingly, such employees may have a conflict where their fiduciary duty to the portfolio company conflicts with their fiduciary duty to one or more of the Clients.

All determinations with respect to allocations of work and related reimbursements, the methodologies for such allocations, and the TCOT Fees and Expenses for such work will be made by Transom and its affiliates in their sole discretion. Such methodologies can include, but are not limited to (i) requiring personnel to periodically record or allocate their historical time with respect to the applicable Client or its portfolio companies, (ii) Transom or its affiliates approximating the proportion of certain individuals’ time spent on particular Clients or their respective portfolio companies, (iii) the assessment of an overall dollar amount (based on a fixed fee or percentage of assets under management) that Transom believes represents a fair recoupment of expenses and a

market rate for services or (iv) any other methodology determined by Transom to be appropriate under the circumstances (i.e., rates that fall within a range that Transom has determined is reflective of rates in the applicable market and certain similar markets, though not necessarily equal to or lower than the mediate rate of comparable firms). Transom and its affiliates will seek to allocate work done by personnel and related reimbursements appropriately; but such allocation often includes the exercise of judgment and there is no assurance that such allocation methodology discussed above will allocate work done by personnel and related reimbursements fairly. Any methodology (including the choice and execution thereof) involves inherent conflicts and may even result in the incurrence of greater expenses by a particular Client (directly or indirectly as an investor in a portfolio company) than would be the case if such services were provided by third parties. Limited Partners will not have the opportunity to review these TCOT Fees and Expenses or the basis on which they are charged, and there is no guarantee that rates charged by Transom or its affiliates and their respective employees for any services provided by TCOT will be equal to or lower than the rate of comparable firms offering those same services.

Many investment opportunities and transactions will inherently create a potential for the TCOT to earn TCOT Fees and Expenses. The possibility of earning such TCOT Fees and Expenses will give rise to potential or actual conflicts of interest by incentivizing the General Partners and/or Transom to seek to refer, allocate or recommend an investment or transaction to the Clients or their portfolio companies. Furthermore, the involvement of the TCOT as a provider of services in connection with the operations of the Clients or a portfolio company will give rise to the possibility of the General Partner causing the Client or a portfolio company to agree to terms with Transom or its affiliates that are less favorable to the Client or such portfolio company than might have been obtained from another third party, which would adversely impact the Client and its Limited Partners.

In addition, the Clients or its portfolio companies may pay Transom and its affiliates to perform TCOT services that, directly or indirectly, benefit Transom, its affiliates and/or portfolio companies of other Clients. Consequently, Transom, its affiliates and/or portfolio companies of other Clients may receive services without being charged or at below market rates.

To the extent required by a Client's Governing Fund Documents, the General Partner of such Client will disclose the amount of TCOT Fees and Expenses received by Transom and its affiliates to the Client's limited partner advisory committee (each, an "L.P. Advisory Committee") or its Limited Partners on a periodic basis (typically on an annual basis).

Since TCOT Fees and Expenses will not be considered Transaction Fees, Monitoring Fees or Director Fees, and will not otherwise offset the Management Fee payable to Transom, the right to receive TCOT Fees and Expenses creates an incentive for Transom to charge more for TCOT Fees and Expenses than would be the case if the services provided by TCOT were performed by unaffiliated third parties. There is no guarantee that any investor in a portfolio company benefitting from the services provided by TCOT will bear the related TCOT Fees and Expenses.

### **Carried Interest**

The General Partners generally are entitled to receive carried interest from each Fund equal to a specified percentage of all realized and distributed profits, subject to a specified preferred return with a related General Partner catch-up provision, as more fully described in each Funds' Governing Fund Documents. Typically, the percentage of profits shared with a General Partner as carried interest is 20%. The Funds' Governing Fund Documents may also include clawback provisions, as is typical



in the closed-end private fund industry, to prevent a General Partner from retaining excess distributions of carried interest. Generally, each General Partner may waive or reduce the amount of carried interest borne by any Limited Partner.

## **Organizational Expenses**

Subject to an organizational expense limit that may be set forth in the applicable Governing Fund Documents, the Clients generally bear all costs and expenses relating to the organization of the Clients, their General Partners (or similar managing authority), and the offer and sale of interests therein. Any organizational expenses borne by a Fund in excess of any limit that may be set forth in such Fund's Governing Fund Documents will generally result in an offset to the Management Fee as described above.

## **Operational Expenses**

As more particularly set forth in each Client's Governing Fund Documents, each Client will bear all fees, costs, expenses, liabilities and obligations relating to such Client and/or its activities, business, portfolio companies or actual or potential investments, including with respect to any entity formed to effect the acquisition or holding of an investment, which may include some or all of the following fees, costs and expenses:

- (1) the Management Fee;
- (2) all out-of-pocket fees, costs and expenses, if any, incurred in developing, sourcing, bidding on, evaluating, negotiating, structuring, obtaining regulatory approvals for, purchasing, trading, settling, monitoring, maintaining custody of, holding and disposing of actual investments (including TCOT Fees and Expenses, travel and related expenses) and costs of related information management and trading systems, including without limitation any financing, legal, accounting, advisory and consulting expenses in connection therewith (to the extent not subject to any reimbursement of such costs and expenses by entities in which the Clients invest or other third parties);
- (3) subject to the terms of the Governing Fund Documents, expenses of the L.P. Advisory Committee;
- (4) principal, interest, fees and other amounts arising out of all borrowings, guarantees and other indebtedness incurred by the Clients;
- (5) the costs and expenses of any lenders, investment banks and other financing sources;
- (6) any out-of-pocket fees, costs and expenses, if any, incurred in connection with any Client's legal, tax and regulatory compliance with U.S. federal, state, local, non-U.S. or other law or regulation (including, without limitation, regulatory filings of Transom and its affiliates relating to any Client and its activities, including reporting on and compliance with Form PF, any Foreign Account Reporting Regimes and any comparable legislation or regulations published by any relevant jurisdiction);
- (7) the costs and expenses associated with disclosures, filings and notifications prepared in accordance with and the organization or maintenance of any entity used in connection with compliance with the Alternative Investment Manager Directive and similar regulations in applicable jurisdictions;

- (8) insurance premiums for policies covering any indemnified party;
- (9) taxes, fees and due diligence and other expenses associated with the acquisition, holding and disposition of investments;
- (10) fees, costs and expenses of any administrators, custodians, depositaries, attorneys, accountants, tax advisers, consultants, brokers, agents, valuation experts, senior advisors, operating partners and other advisers and professionals (including audit and certification fees and the costs of preparing, printing and distributing reports to Limited Partners and costs of related information management systems) (whether maintained by Transom or elsewhere);
- (11) the Clients' allocable share of fees, costs and expenses paid or reimbursed by the General Partners, Transom or any of their respective affiliates in connection with any potential investment that is not consummated, including fees and expenses of finders, brokers, investment bankers, financial advisors and similar persons, fees and expenses of legal counsel and other professionals (such as accountants, environmental consultants, insurance consultants, solvency experts and others) retained by or on behalf of the Clients or as a requirement of any actual or proposed lender or investor, and interest expense on any funds borrowed to pay any of the above-described costs;
- (12) all out-of-pocket expenses incurred in connection with complying with provisions in side letters, including any costs incurred in order to implement "most favored nations" provisions;
- (13) expenses of winding up and liquidating the Clients;
- (14) expenses and fees charged or specifically attributed or allocated by Transom or its affiliates to provide in-house administrative, legal and accounting services to the Clients, and expenses, charges and/or related costs incurred by the Clients, Transom or its affiliates in connection with such provision of in-house administrative, legal and accounting services to the Clients; provided that the General Partners determines in good faith that any such expenses, charges or related costs are not greater than what would be paid to an unaffiliated third party for substantially similar services;
- (15) any costs associated with meetings of the Limited Partners;
- (16) any cost or expenses incurred in connection with attending industry conferences, any costs and expenses arising from any foreign exchange or other currency transactions;
- (17) the costs and expenses of any litigation involving any Client and the amount of any judgments or settlements paid in connection therewith;
- (18) expenses related to any Clients exercise of its remedies under the default provisions of the Governing Fund Documents;
- (19) any expenses incurred in connection with amendments to the Governing Fund Documents;
- (20) any expenses incurred in connection with the formation of any AIV or special purpose investment vehicle or other joint venture arrangement formed in order to facilitate participation by a Client with certain investors or in certain investments (a "Special Purpose Entity");
- (21) any unreimbursed expenses resulting from a co-investment opportunity that is considered for a Client and shown to prospective co-investors, but which co-investment opportunity does not materialize into a Client investment, including expenses related to the

participation in such potential co-investment opportunity by prospective co-investors, notwithstanding the possibility that co-investors might have participated in such potential investment if it was actually consummated by such Client;

(22) any costs or expenses incurred in connection with information technology and cybersecurity;

(23) each of the foregoing expenses to the extent borne on behalf of any Special Purpose Entity, any other entity through which a Client participates in any investment (or their respective subsidiaries or affiliates);

(24) other extraordinary expenses and other expenses as described in this Governing Fund Documents; and

(25) any other expenses approved by an L.P. Advisory Committee.

Transom or its affiliates pay all of the ordinary overhead expenses of the Advisor, the General Partners and the Funds including, but not limited to, the salary of and office space for the Advisor's officers and employees involved in investment and economic research and investment advice for the Funds, except to the extent such expenses constitute (a) the operational expenses of the Clients described above or (b) TCOT Fees and Expenses.

Limited Partners are encouraged, to the extent practicable, to inquire about and review all fees charged by Transom to fully understand the total amount of fees to be paid by the Funds and, indirectly, their Limited Partners.

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

As described above in Item 5 above ("Fees and Compensation"), Transom or its affiliates receive performance-based compensation (incentive fees or carried interest) from certain Clients. Also, certain of Transom's supervised persons receive compensation that is directly tied to the aggregate performance of the Funds. Such carried interest arrangements comply with Rule 205-3 under the Investment Advisers Act of 1940, as amended (the "Advisers Act"), to the extent required thereunder. Any share of profits allocated or distributed to a General Partner or affiliate of a Client is separate and distinct from the management fees charged by Transom or its affiliates to such Client for advisory services. The fact that a significant portion of Transom's and certain supervised persons' compensation is directly computed on the basis of profits creates an incentive for Transom and its personnel to make investments on behalf of the Clients that are riskier or more speculative than would be the case in the absence of such compensation. Transom manages this conflict of interest by ensuring that no single person makes material investment decisions for the Clients on their own. In addition, the General Partners and one or more of the Managing Partners and other principals of Transom generally maintain interests in the Funds on the same basis as outside Limited Partners (with the exception of management fees and carried interest, which may be waived for Transom, its affiliates and their personnel); this also serves to alleviate the incentive to engage in riskier or more speculative investments.

Because Transom and its affiliates manage investments more than one Client, the potential exists for one Client to be favored over another. In particular, Transom, its affiliates, and their investment personnel have a greater incentive to favor Clients that pay Transom or its affiliates higher performance-based compensation. In addition, principals and certain employees of Transom may have personal investments in one or more of the Clients, and such investments may not be proportionate among the various Clients. Accordingly, Transom has an incentive to favor Clients in

which its principals or employees have a greater interest. As noted above, the existence of a capital commitment by each General Partner to the applicable Client may reduce this incentive. Additionally, each General Partner is subject to a clawback of performance-based compensation previously received to the extent that it has received cumulative distributions in excess of amounts otherwise distributable to such General Partner by the applicable Client as performance-based compensation.

Please refer to the Governing Fund Documents of each Client for complete information on the specific performance-based compensation arrangements associated with an investment in such Client.

Transom and its affiliates and personnel are expected to exercise investment responsibility with respect to multiple investment funds and vehicles on a simultaneous basis (and may, to the extent not prohibited by the Governing Fund Documents, otherwise engage, directly or indirectly, in other businesses, irrespective of whether any such business is similar to, or identical with, the business of the Clients), which may include purchasing, selling, holding or otherwise dealing with investments. Transom has adopted and implemented policies and procedures intended to mitigate potential conflicts of interest relating to the management of multiple Clients and Clients in which Transom's principal or employees invest. In particular, Transom has adopted and applied investment allocation policies designed to achieve equitable allocation among Funds over time. Specifically, until a date specified in an applicable Client's Governing Fund Documents, Transom and its affiliates will present to the Client that is at such time actively pursuing new investments all investment opportunities that Transom believes are suitable for such Client, except for (i) investment opportunities related to existing investments of Transom, the Managing Partners or their respective affiliates as of the initial capitalization of such Client, including any follow-on investment opportunities in any such existing investments, and (ii) opportunities to invest in any investments in which any Client or any of its affiliates has an interest. The investment policies, fee arrangements and other circumstances of each Client may vary from those of the other Clients. In general, subject to the exceptions described in (i) and (ii) above, until the date specified in the applicable Governing Fund Documents, Transom will allocate investment opportunities (in whole or in part) that the Transom believes are suitable for a Client, first to such Client, to the extent that such Client has sufficient available capital at the time of such allocation (as determined by the applicable General Partner in its sole discretion) before offering such opportunity to other Clients unless Transom determines that another manner of allocation would be fair and equitable given each entity's investment focus, capacity for new investments, diversification requirements, scheduled termination date and any other factors the applicable General Partner and Transom determine to be relevant to the allocation decision at such time. Following such date, Transom and its affiliates will allocate investment opportunities among the Clients in such manner as Transom and the General Partners determine to be fair and equitable over time.

Additionally, certain of the Funds have formed an L.P. Advisory Committee that consists of representatives of the Limited Partners appointed by the General Partner of such Fund. No member of any L.P. Advisory Committee may be an affiliate of the General Partners or of the Advisor.

The L.P. Advisory Committee of a Fund does not participate in the management of such Fund. An L.P. Advisory Committee may address conflicts of interest and valuation issues, review matters requiring its prior consent or approval in accordance with the Governing Fund Documents and perform such other duties as may be requested by the Fund's General Partner. Actions taken by an L.P. Advisory Committee require the consent of a majority of its members. Each Fund reimburses

the members of its L.P. Advisory Committees for certain of their reasonable out-of-pocket expenses.

On any matter involving a conflict of interest resulting from the side-by-side management of the Clients' investments, unless and except as otherwise provided for in the applicable Governing Fund Documents, Transom and the applicable General Partner(s) will (A) each be guided by its good faith judgment as to the best interests of the relevant Client(s) and will take such actions as they determine to be necessary or appropriate to ameliorate such conflicts of interest, and (B) obtain the approval of the L.P. Advisory Committee prior to engaging in any transaction on behalf of a Client where the applicable General Partner determines in good faith that a material conflict of interest exists; provided, that the foregoing does not limit (or require the consent of an L.P. Advisory Committee in connection with) Transom's or any of its affiliate's or employee's ability to receive TCOT Fees and Expenses, Transaction Fees, Monitoring Fees or Director Fees.

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

Transom provides investment management and advisory services to the Clients (which exclusively include private equity funds and related co-investment vehicles) directly, subject to the direction and control of the affiliated General Partners of the Clients, and not individually to the Limited Partners. The types of Limited Partners participating in the Clients may include, but are not limited to, pension plans (corporate, state and foreign), endowments, foundations, other pooled investment vehicles (e.g., funds-of-funds), trusts, estates or charitable organizations, and corporate or business entities. The Clients are not registered under the Investment Company Act, in reliance on an appropriate exemption.

The minimum commitment for a Limited Partner is outlined in the Governing Fund Documents; however, the General Partners maintain discretion to accept less than the minimum investment threshold. Limited Partners are required to meet certain suitability qualifications, such as being an "Accredited Investor" as defined in Rule 501(a) of Regulation D under the Securities Act. Also, details concerning applicable Limited Partner suitability criteria are set forth in the Governing Fund Documents furnished to each Limited Partner.

The General Partners, the Advisor and/or the Clients may from time to time, without the approval of any Limited Partner, enter into side letters or similar written agreements (each, a "Side Letter") with one or more Limited Partners whereby, in consideration for agreeing to invest certain amounts in a Client and other consideration deemed appropriate (such as regulatory or tax considerations), such Limited Partners may be granted economic, information and other rights related to their investment in a Client that may be more favorable than those rights granted to the Limited Partners generally under the Governing Fund Documents. A Side Letter will have the effect of establishing rights under, or altering or supplementing the terms of, the Governing Fund Documents with respect to such Limited Partners.

Transom or its affiliates may establish Parallel Funds, Feeder Funds, AIVs and/or other special purpose vehicles for the purpose of addressing tax, regulatory and/or structural issues, and/or facilitating certain investments by one or more Clients and/or investors. Prospective investors are referred to the Governing Fund Documents of the applicable Client for complete details on any Parallel Fund or Feeder Fund that may be established in respect of such Client and such Client's ability to make investments through AIVs or special purpose vehicles. Certain Limited Partners may participate in portfolio company investments of the applicable Client directly or indirectly

through AIVs structured as “blocker corporations” (and bear the burden of taxes and certain other expenses and, to the extent feasible, reductions in proceeds incurred in connection with the formation and operation of such “blocker corporation”) while other investors (including the applicable General Partner) participate through a tax transparent AIV without an intervening “blocker corporation.” This will create conflicts for Transom and its affiliates, particularly in structuring an exit from such investments given the varying tax implications to Transom and its affiliates and the investors in the applicable Clients resulting from different exit structures. Returns from such investments to Transom and its affiliates, including in respect of their carried interest, typically would not be reduced by any taxes, other expenses or reductions in proceeds borne by any investor in a Client participating in such investments directly or indirectly through a “blocker corporation.” In addition, the tax consequences to the applicable General Partner and its beneficial owners with respect to tax items realized by such Client (including the tax rates applicable to income and gains and the extent to which tax items are deductible or otherwise result in a tax benefit) will be different than the tax consequences to the investors in such Client and its beneficial owners from such tax items. Transom may also consider the tax objectives of the General Partners and their respective beneficial owners and may elect to utilize AIVs to achieve such tax objectives (including in connection with the structure of investments made by the Clients, the manner (and timing) in which investments are disposed of, and the form, nature and timing of distributions made by the Clients to their Limited Partners).

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

Limited Partners are encouraged to review the Governing Fund Documents for a more complete discussion of Transom’s investment strategies and the risks associated with an investment in any of the Clients. Transom is focused on acquiring companies in the small and middle-market, which Transom defines as having revenue between \$25 million and \$250 million (although Transom typically targets companies with revenues in excess of \$50 million) as it seeks to exploit inefficiencies within this marketplace as part of its investment strategy. Transom believes that companies of this size, either as a stand-alone company or as a division or subsidiary of a larger corporate parent, are prevalent.

Transom’s strategy is to pursue control buyout transactions in the lower middle market with the objective of generating top-tier equity returns through operational excellence, as implemented via its ARMOR<sup>TM</sup> value creation process. Transom looks to acquire companies that are somewhere along the performance continuum between undermanaged and heavily distressed. For those companies that Transom considers undermanaged, this will typically mean that such target company is not performing at an optimal level due to factors such as missing key members of management, poor strategic direction or focus, or otherwise lacking operational sophistication in key areas. On the other end of the spectrum is a heavily-distressed company, which is typically generating negative cash flows and is having issues on both the income statement and the balance sheet. From a balance sheet perspective, a heavily-distressed company often is in violation of covenants with its lender, is stretching trade payables to provide additional cash flow to the business and is operating from a negative working capital position. From an income statement perspective, a heavily-distressed company is often generating negative EBITDA, presents lower than industry-average gross margin, and possesses an inflated level of operating expense. Along this continuum of company performance sits companies in need of turnaround or restructuring, the severity of which dictates whether they are closer to undermanaged or heavily distressed.

An investment in any of the Clients involves substantial risks. The risk factors set forth below are

not intended to be an exhaustive list of the general or specific risks involved, but are provided merely to identify certain of the risks that are now foreseen by the Clients. Other risks, which are not now foreseen, might become significant in the future and certain risks that are currently foreseen might affect the Clients to a greater extent than is currently contemplated or in a manner not now contemplated. In light of the risk factors discussed below, among others, an investment in the Clients is suitable only for Limited Partners of substantial financial means who have no need for liquidity to the extent of their investment in the Clients and can afford a total loss of their investment. Each Limited Partner should consult his or her own professional advisors as to the legal, tax and related matters concerning an investment in the Clients.

### **Risk Inherent in Private Equity Investments**

The types of investments that the Funds make involve a high degree of risk. In general, financial and business risks confronting small and middle market companies can be significant. While targeted returns are generally expected to reflect the perceived level of risk in any investment situation, there can be no assurance that the Funds will be adequately compensated for risks taken. A loss of an investor's entire investment is possible. The timing of profit realization is highly uncertain. Losses are likely to occur early in a Fund's term, while successes often require a long maturation.

Some of the Funds' portfolio companies are developed companies in certain industry sectors that require significant operational, financial or other changes in order to increase in value. Other of the Funds' portfolio companies will be at a development stage which typically involves greater risks than are generally associated with investments in larger and more established companies. Such companies may have shorter operating histories on which to judge performance and, in many cases, operate with limited profits, at breakeven or at a loss, or with substantial variations in operating results from period to period. Some of the Funds' portfolio companies may have limited operating histories and products or services with undeveloped markets.

### **Business Risks**

The Clients' investment portfolios are expected to consist primarily of controlling interests in private companies. Such investments involve a high degree of business and financial risk which can result in substantial losses. In general, the success of the Clients' investments will be subject to a variety of risks, including, without limitation, those related to (i) the quality of the management of the private companies and the ability of such management to successfully operate their companies; (ii) the ability to liquidate the Clients' interests in these investments; and (iii) general economic conditions.

The task of identifying investment opportunities in private companies, monitoring and directing such investments and realizing a significant return for the Clients is difficult. There is no assurance that the General Partners will be able to return contributed capital or generate returns for the Clients. The private equity business is competitive. The Clients and Transom may compete with other prospective purchasers who have substantial resources and experience in acquiring private companies, potentially jeopardizing returns for the Clients.

### **Control Investments and Directorships**

The Clients plan to acquire control positions in small and middle-market companies in which

they invest. Additionally, officers and employees of the General Partners or the Advisor may serve as directors of portfolio companies in which the Clients invest. The exercise of control over a company through a control position, or the service of an officer or employee of the General Partners or the Advisor as a director of such company, could (i) expose the assets of the Clients to claims by such company, its security holders and creditors or (ii) impose additional risks of liability for failure to supervise management, violation of governmental regulations and other types of liability in which general limited liability protections are ignored. If these liabilities were to occur, the Clients directly, and the Limited Partners indirectly, would likely suffer losses with respect to their investments.

Representatives of the Clients will generally serve on the boards of directors of the Clients' portfolio companies. Serving on the board of directors of a portfolio company exposes the Clients' representative, and ultimately the Clients, 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 not cover all potential liability of its directors and officers. Such potential liability will likely be covered by the Clients' obligation to indemnify such Clients' representative.

### **Portfolio Company Risks**

The Clients will invest in portfolio companies that may be subject to a high degree of business and/or financial risks. The portfolio companies may be distressed or have operating losses or significant variations in operating results, and they may be engaged in a rapidly changing business subject to a substantial risk of competition and/or other significant challenges to their sustained operations and profitability. There can be no assurance that any portfolio company investment made by a Fund will be successful. In addition, a portfolio company may require substantial additional capital to support its operations, to finance expansion and/or to maintain its competitive position or may otherwise have a weak financial condition. Certain portfolio companies in which the Clients invest may face intense competition from larger and/or more experienced companies with greater financial and technical resources, more marketing and service capabilities and/or a greater number of qualified personnel.

### **No Assurance of Portfolio Company Returns**

While private equity investments in growth companies, highly leveraged companies or newly organized companies offer the opportunity for capital appreciation, such investments also involve a high degree of risk. Many organizations operated by persons of competence and integrity have been unable to make, manage and realize a return on such investments successfully. The General Partners will generally determine the appropriate capital structure for each portfolio company in which a Fund invests based upon financial projections for that portfolio company. Projected operating results of a portfolio company will normally be based primarily on management judgments. In all cases, projections are only estimates of future results based upon assumptions made at the time such projections are developed.

### **Competition for Investments**

The Clients expect to encounter competition from other entities having similar investment objectives. Potential competitors include other investment partnerships and corporations, business development companies, strategic industry acquirers and other financial investors



investing directly or through affiliates. Additional funds with similar investment objectives may be formed in the future by other unrelated parties. Some of these competitors may have more relevant experience, greater financial resources and more personnel than the General Partners, the Advisor, the Clients and their affiliates. It is possible that competition for appropriate investment opportunities may increase, thus reducing the number of opportunities available to the Clients and adversely affecting the terms upon which investments can be made. There can be no assurance that the Clients will be able to identify or consummate investments in portfolio companies satisfying their investment criteria or that such investments will satisfy the Clients' rate of return objectives. Likewise, there can be no assurance that the Clients will be able to realize the value of their investments or be able to invest their committed capital. To the extent that the Clients encounter competition for investments, returns to Limited Partners may decrease.

### **Portfolio Concentration**

Although restrictions with respect to the amount that a Client may invest in any single portfolio company and affiliated portfolio companies are typically contained in such Client's Governing Fund Documents, diversification is not a Client objective. Each Client's portfolio will include a small number of large positions. Any adverse change in one or more portfolio companies or industries could have a material adverse effect on the Clients' investments. Therefore, while such portfolio concentration might enhance total returns to a Client's investors, if any large position incurs a material loss, returns to investors may be lower than if the applicable Client had invested in a more diversified portfolio.

### **Bankruptcy of Portfolio Companies**

A Client may make investments in portfolio companies that experience financial difficulties and become insolvent or file for bankruptcy protection. There are a number of risks inherent in the bankruptcy process, including, for example, the effects of litigation between the creditors and debtor, the duration of the bankruptcy proceedings and the tangible and intangible costs to the portfolio company. Further, various U.S. federal and state and non-U.S. laws in connection with such bankruptcy proceedings could operate to the detriment of the applicable Client. There is also a risk that a court may subordinate a Client's investments to other creditors or require a Client to return amounts previously paid to it by a portfolio company that has become insolvent or filed for bankruptcy, a risk that could increase if the applicable Client has management rights in such portfolio company.

### **Bridge Financing**

From time to time, the Clients may lend to portfolio companies on a short-term, unsecured basis in connection with an investment or a potential investment in such portfolio companies by the Clients. Such bridge financing may be convertible into a more permanent, long-term security; however, for reasons not always in the Clients' control, such long-term securities may not be issued, and such bridge financing may remain outstanding. In such event, the interest rate on such loans may not adequately reflect the risk associated with the unsecured position taken by the Clients.

### **Illiquid Nature of Investments**

The Clients' investments in portfolio companies will be highly illiquid and there can be no assurance that the Clients will be able to realize such investments in a timely manner.

Consequently, dispositions of such investments may require a lengthy time period or may result in distributions in-kind to the Limited Partners. While a Client's investment in a portfolio company may be sold at any time, it is not generally expected that this will occur for a number of years after the investment in a portfolio company is made. The Clients will generally acquire securities that cannot be sold except pursuant to a registration statement filed under the Securities Act, or in a private placement or other transaction exempt from registration under the Securities Act. The market prices, if any, of such investments tend to be volatile and the Clients may not be able to sell such investments when desired, or, upon sale, to realize what is perceived to be fair value. In some cases, the Clients may be prohibited by contract from selling certain securities for a period of time. Even where a Fund holds freely tradable publicly-traded securities, a Fund's position may represent a significant portion of the outstanding public float of a particular portfolio company, creating a degree of illiquidity in the event that such Fund changed its investment decision or was unable to acquire control and wished to dispose of or reduce its position in such portfolio company by selling shares into the market.

### **Additional Capital Needs and Reserves**

After the Clients make initial investments in portfolio companies, these portfolio companies may require additional funding, or the Clients may have the opportunity to increase their investment in a successful portfolio company. The General Partners can offer no assurance that the Clients will make follow-on investments or that the Clients will have sufficient capital or commitments available to make such investments. Any decision by the Clients not to make follow-on investments may have substantial adverse effects on portfolio companies in need of such investment, may result in missed opportunities for the Clients to increase their participation in successful ventures, or may cause a decrease in the value of the Clients' investments. In addition, to the extent that the Clients do make follow-on investments, cash available for distribution to Limited Partners may be reduced.

In managing the Clients, the General Partners will establish reserves for follow-on investments in portfolio companies, operating expenses (including management fees payable to Transom), liabilities and other matters. Estimating the amount necessary for such reserves is difficult, particularly because follow-on investment opportunities are typically directly tied to the success and capital needs of portfolio companies. As set forth in the applicable Governing Fund Documents, the authority of a General Partner to cause a Client to borrow will be limited, which will further increase the difficulty of estimating the proper size of reserves. Inadequate or excessive reserves could have a material adverse effect upon the investment returns to a Client. For example, if reserves are inadequate, a Client may be unable to take advantage of attractive follow-on or other investment opportunities or to protect its existing investments from dilutive or other punitive terms associated with an investment round where such Client does not exercise its preemptive rights. If reserves are excessive, a Client may decline attractive investment opportunities or hold unnecessary amounts of capital in low-yield temporary investments.

### **Borrowings**

The Clients may employ leverage for the purpose of making investments and covering the Clients' expenses pending the receipt of capital contributions. The use of leverage creates special risks and may significantly increase the Clients' investment risk. Leverage creates an opportunity for greater yield and total return but, at the same time, will increase the Clients' exposure to capital risk. Any investment income and gains earned on investments made through the use of leverage that are in excess of the costs associated therewith may cause investment performance of the Clients to

increase more rapidly than would otherwise be the case. Conversely, where the associated costs are greater than such income and gains, the investment performance of the Clients may decrease more rapidly than would otherwise be the case.

### **Portfolio Company Leverage**

The Clients may invest in companies whose capital structures are leveraged. While investments in leveraged companies offer the opportunity for capital appreciation, such investments also involve a higher degree of risk. The Clients' investments may involve varying degrees of leverage, as a result of which recessions, operating problems and other general business and economic risks may have a more pronounced effect on the profitability or survival of such companies. Moreover, rising interest rates may increase portfolio company interest expenses. If a portfolio company cannot generate adequate cash flow to meet its debt service, the Clients may suffer a partial or total loss of capital invested in the portfolio company. While the use of leverage may create opportunities to increase the Clients' returns, it also may increase the Clients' losses. A decrease in the availability of financing (or an increase in the interest cost) for leveraged transactions (e.g., due to adverse changes in economic or financial market conditions such as those described above or a decreased appetite for risk by lenders) may materially impair the Clients' ability to consummate portfolio investments, to make leveraged distributions or to sell investments to buyers who utilize similar leverage strategies. Also, the securities of a portfolio company in which the Clients will invest may be among the most junior in the portfolio company's capital structure and thus subject to the greatest risk of loss.

### **Valuation of Investments**

The Clients will rely on the General Partners for valuation of their assets and liabilities. The Clients will primarily hold securities and other assets that will not have readily accessible market values. The valuation of illiquid securities and other assets is inherently subjective and subject to increased risk that the information utilized to value such assets or create pricing models may be inaccurate or subject to error. Due to a wide variety of market factors and the nature of certain securities and assets to be held by the Clients, there can be no guarantee that the values determined by the General Partners will represent the values that will be realized by the Clients upon the disposition of the investment. The amount and timing of carried interest received by the General Partners may depend in part on the valuation of the Clients' assets and liabilities.

### **Reliance on Transom Personnel**

Each General Partner will have sole discretion over the investment of the capital committed to the applicable Client as well as the ultimate realization of any profits by such Client. Each Client will rely on its General Partner, and the individuals that directly or indirectly control such General Partner (i.e., the Managing Partners), to conduct the investment activities of such Client. As such, each Client is highly dependent on the continued service of these professionals and their diligence, skill and network of business contacts, as well as the information and deal flow that they generate in the course of their investment and portfolio management activities. The departure or loss of one or more of the key personnel of Transom or the General Partners, which could occur at any time, could have a significant adverse impact on the business of Transom's Clients. No assurances can be given that each of the Managing Partners or other Transom personnel will continue to be affiliated with Transom, the General Partners or the Clients for the duration of each Client's existence. There can be no assurance that the Managing Partners or other Transom personnel will

be able to duplicate prior levels of success.

### **Reliance on Portfolio Company Management**

The day-to-day operations of each portfolio company in which a Client invests is the responsibility of such portfolio company's management team. Although Transom and the applicable General Partner are responsible for monitoring the performance of each portfolio company, seeking to negotiate appropriate rights and controls to influence key decisions, and generally investing in portfolio companies operated by capable management teams, there can be no assurance that appropriate control and other rights will be secured in negotiations and/or that the existing management team or any successor management team will be able to operate any such portfolio company in accordance with Transom's expectations. Moreover, small and middle market companies are often more dependent on a smaller group of key personnel than larger companies and thus are often more susceptible to risks associated with the departure of any such key personnel.

### **Controlling Investments**

Each Client will typically own a significant portion of the securities of its portfolio companies, including ownership positions which represent a majority or more of a portfolio company's voting securities. These investments may entitle the applicable Client to elect substantially all of a portfolio company's directors and exert significant influence over a portfolio company's business, operations, affairs and transactions. These capabilities could lead the applicable Client to be viewed as controlling a portfolio company or being considered a controlling stockholder. As a result, a Client may be exposed to claims, lawsuits or investigations by minority stockholders, creditors, government or regulatory authorities or other persons. In the event any such claims were successful, the applicable Client may be held liable for any damages that are awarded or be required to fund any settlement with such parties. Even if such claims, lawsuits or investigations prove to be without merit, a Client could be required to expend significant resources defending itself and its affiliates. In addition, the Clients' reputations and goodwill may be harmed if one or more Clients are considered a controlling stockholder of a portfolio company that is subject to negative publicity.

### **Inside Information**

From time to time, Transom, the General Partners, the Managing Partners and their respective affiliates may come into possession of material, non-public information that will limit the ability to buy and sell the certain investments by Clients. A Client's investment flexibility may be constrained because of the applicable General Partner's inability to use such information for investment purposes.

### **Risks Associated with Third Party Co-Investors**

A Client may invest alongside strategic, financial or other third-party co-investors. A Client's ability to achieve certain co-investment objectives assumes that such Client will be able to negotiate and execute mutually acceptable terms and conditions in respect thereof with such third-party co-investors. Such investments will involve additional risks which may not be present in investments which do not involve a third-party co-investor, including the possibility that a third-party co-investor may at any time have economic or business interests or goals that are not consistent with those of the applicable Client, may act contrary to such Client's investment objectives or may default on its obligations. A Client may not be successful in mitigating these risks contractually

through co-investment agreements. In addition, under certain circumstances a Client may be liable for the actions of its third-party co-investors. To reduce the possibility of liability, each Client will seek to hold its assets through limited liability entities and, where appropriate, obtain indemnities from its third-party co-investors. In addition, co-investors may receive terms that are more advantageous than those received by the Clients.

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

Neither Transom nor any of its officers, directors, employees or other management persons has been involved in any legal or disciplinary events that would require disclosure.

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

Transom organizes and sponsors the Clients, which are private investment companies. The Clients are controlled by their General Partners. The General Partners will be responsible for all ultimate decisions regarding transactions of the Clients and have full discretion over the management of the Clients' investment activities. The General Partners are not separately registered as investment advisers with the SEC; the Advisor will provide all investment advisory services to the Clients subject to the Advisers Act and the rules thereunder. In addition, employees and persons acting on behalf of the General Partners are subject to the supervision and control of the Advisor. Thus, the General Partners and all of the persons acting on their behalf would be "persons associated with" Transom such that the SEC could enforce the requirements of the Advisers Act on the General Partners.

Investments by a Client may cause Transom and its related persons to become subject to legal or contractual restrictions on their ability to effect transactions for other Clients, for example due to the receipt of non-public information or due to the existence of a control relationship between Transom and a portfolio company. In addition, it is possible that in a bankruptcy proceeding a Client's interest in a portfolio company may be adversely affected by another Client's involvement and such other Client's actions relating to its investment.

Transom and its affiliates will determine all matters relating to structuring transactions, including the amount and terms of securities, allocation of securities among the relevant Clients and amounts potentially available for co-investment opportunities, using its judgment considering all factors it determines to be relevant and subject to any specific consent or other requirements under the applicable Governing Fund Documents or side letters for the relevant Clients.

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

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

Transom does not recommend or select other investment advisers for its clients and does not receive compensation from any such advisers in a manner that would create a material conflict of interest. Transom does not have other business relationships with third-party advisers that create a material conflict of interest with respect to its Clients.

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

Pursuant to Rule 204A-1 of the Advisers Act, Transom has adopted a written Code of Ethics (the “Code”) predicated on the principle that Transom owes a fiduciary duty to the Clients. The Code is designed to address and avoid potential conflicts of interest and is applicable to all officers, directors, members, partners or employees of the Advisor involved in the management of the Clients (the “Advisory Employees”). The Advisor requires Advisory Employees to act in the Clients’ best interest, abide by all applicable regulations and avoid any action that is, or appears to be, legally or ethically improper.

The Advisor (and the Advisory Employees) executes transactions for its own accounts, subject to the Code, any restrictions and reporting requirements required by law and any relevant Governing Fund Documents or as otherwise determined from time to time by the Advisor. Execution of such transactions may present a conflict of interest. To mitigate this conflict, Transom monitors certain transactions.

The Code requires pre-clearance before purchasing securities in an IPO or limited offerings (e.g., private placements), requires periodic reporting of Advisory Employees’ personal securities transactions and securities holdings, and requires prompt internal reporting of Code violations. A copy of the Code is available upon request.

Certain transactions in which Transom engages require that, for either business or legal reasons, no Advisory Employees trade in the subject securities for specified time periods. Such securities will appear on a list (the “Restricted List”) that will be circulated to all Advisory Employees. No Advisory Employee may engage in any sort of trading activity with respect to a security or a derivative thereof on the Restricted List without obtaining prior written approval from the chief compliance officer (“CCO”).

Transom and its related persons have made personal investments in the Funds alongside the Limited Partners or may otherwise have interests in the Clients (e.g., the General Partners for the Clients are 100% owned by related persons of Transom). As described in Item 5 above (“Fees and Compensation”), Transom receives incentive compensation from the Clients, which creates a conflict of interest, and has addressed this conflict. See also the discussion in Item 6 above (“Performance Based Fees and Side-by-Side Management”).

From time to time, Transom and its Advisory Employees provide gifts and gratuities to various individuals or entities such as clients, vendors, consultants and service providers in the normal course of business. These gifts, gratuities and contributions are not premised upon any specific Investor referrals or any expectation of any other type of benefit to Transom. The Advisor has adopted detailed procedures requiring reporting and recordkeeping of gifts and gratuities. In addition, portfolio companies may, from time to time, make discounts and other benefits available to employees in connection with products or services offered by such companies. The Advisor and its Advisory Employees also may make political contributions to persons who serve or seek to serve in elected capacities with certain public entities. These political contributions are permitted only in compliance with the SEC’s rule prohibiting “pay-to-play” activities adopted under Rule 206(4)-5 of the Advisers Act and any applicable state, local or governmental-plan level requirements.

## **Item 12: Brokerage Practices**

Transom invests the Clients' assets almost exclusively in debt and equity investments in small and middle-market privately held companies.

Transom does not ordinarily engage financial intermediaries in connection with securities transactions for the Clients. However, in the event Transom chooses to do so, Transom will consider a range of applicable factors (depending on the securities transaction) when retaining broker-dealers or other intermediaries for the purpose of completing such transactions. Factors assessed include expertise and background, the nature and size of the transaction, the reputation of the counterparty, settlement capabilities, time required to complete the transaction and whether arrangements relating to overall performance are in the best interest of the Clients.

In conducting such brokered transactions, Transom will seek, but is not required to obtain, best execution. Advisory Employees involved in securities transactions on behalf of the Clients will consider local market compensation for and the scope of services provided by financial intermediaries at the time of such transactions in the event such intermediaries are used. The CCO will review brokered securities transactions, if any, effected on behalf of the Clients in order to attempt to assess whether the fees paid by the Clients are reasonable in light of the services received. Transom does not participate in any soft dollar arrangements, and it does not receive research or other products or services other than execution from a broker-dealer or a third party in connection with the Clients' securities transaction.

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

The General Partners for the Clients have ultimate responsibility for all investment decisions and will continuously review such decisions for each Fund on an ad hoc basis. In addition, the CCO will review the Clients' investment activities periodically to ensure compliance with investment objectives and any investment restrictions set forth in the Governing Fund Documents.

The Limited Partners of each Fund will receive annual audited financial statements for such Fund. Also, Limited Partners will receive the information necessary for the preparation of tax returns.

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

Transom or its related persons also engage with third party placement agents (e.g., promoters) to introduce prospective Limited Partners to the Clients. Transom complies with Rule 206(4)-1 under the Advisers Act (the "Marketing Rule") when engaging or compensating any such third-party placement agents to solicit new investors. In addition, Transom will also comply with the Marketing Rule to the extent Transom compensates other entities, as well as current or non-current investors, for providing testimonials or endorsements about Transom's services and investment products.

See also the discussion of Net Offset Fees and TCOT Fees and Expenses in Item 5 above (Fees and Compensation).

## **Item 15: Custody**

Since affiliates of Transom serve as the General Partners of the Clients, Transom has access to client accounts (i.e., the Clients). Transom complies with Rule 206(4)-2 under the Advisor's Act by

meeting the conditions of the pooled vehicle annual audit provision. Limited Partners will not receive statements from any custodian. Instead, the Clients are subject to an annual audit by an independent public accountant that is registered with, and subject to regular inspection by, the Public Company Accounting Oversight Board, and the audited financial statements are distributed to each Limited Partner. The audited financial statements will be prepared in accordance with generally accepted accounting principles and distributed within 120 days of the applicable Fund's fiscal year end. Limited Partners should carefully review the audited financial statements and compare them to any account information provided by the Advisor.

#### **Item 16: Investment Discretion**

In addition to the General Partners, Transom also has investment discretion over the Clients' assets, in accordance with the Governing Fund Documents. As noted above, the Clients' General Partners are affiliates of Transom. The Governing Fund Documents generally set forth certain limitations with respect to the management of the Clients and the activities of Transom. Limited Partners may enter into Side Letters with Transom, as described in Item 7 above ("Types of Clients"). These agreements may have the effect of limiting certain of Transom's activities.

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

Generally, Transom invests the Clients' assets in privately-issued securities of small and middle market companies. Therefore, Transom and its affiliates will generally not be in a position to vote public company proxies. However, Transom may periodically exercise voting authority with respect to securities held by the Clients. In such instances, Transom will vote in the best interest of the Clients and in accordance with its fiduciary duty to the Clients and Rule 206(4)-6 of the Advisers Act. If there is an actual or potential material conflict of interest in connection with a prospective vote, such conflict will be resolved in accordance with the Governing Fund Documents and Transom's policies and procedures.

Transom will not neglect its voting responsibilities, but Transom may abstain from voting in any instance if it deems that such abstention is in the Clients' best interest. Transom will determine on a case-by-case basis whether the Clients will participate in class actions. Limited Partners have no ability to direct Transom's proxy votes. However, Limited Partners can obtain information on how Transom voted by contacting the CCO. Limited Partners can also obtain a copy of Transom's proxy voting and class action policies and procedures by contacting the CCO.

In the event that a class action arises regarding securities held in the Clients' portfolios, Transom will determine whether Clients will (a) participate in a recovery achieved through class actions, or (b) opt out of the class action and separately pursue their own remedy.

#### **Item 18: Financial Information**

Transom is not required to provide an audited balance sheet for the Advisor because it does not require payment of management fees more than six months in advance and does not have a financial condition that is likely to impair its ability to meet contractual commitments to the Clients or Limited Partners. Transom has not been subject to any bankruptcy proceeding during the past 10 years.