

**SWEETWATER PRIVATE EQUITY**

**PART 2A OF FORM ADV: FIRM BROCHURE**

**Sweetwater Investment Management LLC**

**DBA Sweetwater Private Equity**

**662 Encinitas Boulevard**

**Suite 230**

**Encinitas, CA 92024**

**March 28, 2024**

**This brochure (the “Brochure”) provides information about the qualifications and business practices of Sweetwater Private Equity (“Sweetwater” or the “Firm”). If you have any questions about the contents of this Brochure, please contact Travis Greenwood, the Firm’s Chief Compliance Officer, at (760) 652-6353 or [travis@sweetwaterpe.com](mailto:travis@sweetwaterpe.com). The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority.**

**Any reference to the Firm as a registered investment adviser does not imply a certain level of skill or training.**

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

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***Item 2: Material Changes***

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Since the last update in March 2023, this Brochure has been amended to update the Adviser's regulatory assets under management and to supplement the Adviser's disclosure regarding brokerage practices.

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**Item 3: Table of Contents**

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**Item 4: Advisory Business**

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**Item 4.A.**

Sweetwater, a Delaware limited liability company, was formed in April 2018 and became a registered investment adviser with the SEC on December 4, 2019. As indicated on the Firm's Form ADV Part 1A, James Gamett, Gregg Parise, and Brent Granado are the Firm's ultimate beneficial owners. Sweetwater Secondaries Fund II GP LLC and Sweetwater Private Equity III GP LLC serve as the general partners of the Firm's clients.

**Item 4.B.**

The Firm is an investment management firm that provides advisory services on a discretionary basis to a number of privately offered pooled investment vehicles (collectively, the "Funds" and each a "Fund" and an "Advisory Client"). In the future, Sweetwater may provide discretionary portfolio management services for other types of pooled investment vehicles, special purpose vehicles or separately managed accounts. The Firm also provides advisory services on a non-discretionary basis to a separately managed account ("SMA").

Sweetwater Secondaries Fund II GP LLC and Sweetwater Private Equity III GP LLC (each an "Affiliated General Partner") serve as the general partners of their respective Advisory Clients. The Affiliated General Partners are related persons of Sweetwater and are under common control with Sweetwater. While the Affiliated General Partners retain management authority over the business and affairs, including investment decisions, of their respective Advisory Clients, Sweetwater has been delegated the role of investment adviser.

Sweetwater intends to offer co-investment opportunities to Fund investors interested in participating in any such opportunity. Decisions regarding whether and to whom to offer co-investment opportunities, as well as the applicable terms, are made in the sole discretion of Sweetwater or its related persons or other participants in the applicable transactions. As such, co-investment opportunities may be offered to some and not other Fund investors, in the sole discretion of Sweetwater or its related persons, and certain persons other than Fund investors, will, from time to time, be offered co-investment opportunities, in the sole discretion of Sweetwater or its related persons. When and to the extent that employees and related persons of Sweetwater and its affiliates make capital investments in or alongside certain Funds, Sweetwater and its affiliates are subject to conflicting interests in connection with these investments. See Item 8.B. below. The Affiliated General Partners or their affiliates may charge fees or carried interest with regard to the portion, if any, of any investment opportunity which the Affiliated General Partners so allocate to a co-investment vehicle.

#### **Item 4.C.**

Sweetwater's investment management and advisory services to Advisory Clients are provided pursuant to the terms of the applicable private placement memorandum, offering documents or governing documents, which set forth investment strategies and limitations. Advisory Clients' beneficial owners cannot obtain services tailored to their individual specific needs nor will any beneficial owner of a Fund be able to impose restrictions on the types of investments held by such Fund.

#### **Item 4.D.**

Sweetwater does not participate in a wrap fee program.

#### **Item 4.E.**

As of December 31, 2023, Sweetwater managed \$1,100,398,679 in regulatory assets under management on a discretionary basis and \$39,518,068 on a non-discretionary basis.

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

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#### **Item 5.A.**

All investors and prospective investors should carefully review the offering documents of each Fund together with this Brochure for complete information on the fees and compensation payable with respect to a particular Fund. Different Funds are subject to different advisory fees and compensation for the advisory services rendered with respect to the particular Fund.

Sweetwater is generally compensated for its advisory services through asset-based management fees ("Management Fees").

Management Fees are paid quarterly in advance, equal to 0-1.5% per annum of the aggregate capital commitments of the investors subject to the Management Fee; provided that commencing with the quarter commencing on or after the seventh anniversary of the initial closing and continuing through the final liquidation of the Fund, the Management Fee for any fiscal year will be 90% of the prior fiscal year's Management Fee.

The Management Fee will begin to accrue in respect of each investor as of the initial closing, regardless of when an investor is admitted to the Fund. In addition, the Management Fee may be paid out of current income, proceeds from the disposition of investments in portfolio companies, and any other sources of cash available to a Fund.

Advisory fees for SMA are fixed at \$56,250 per quarter.

The Affiliated General Partners may, in their discretion, reduce or waive the Management Fee in respect of one or more investors.

*It should be noted that any new Advisory Client launched by Sweetwater may have materially different terms than those summarized above.*

**Item 5.B.**

Management Fees are typically funded with capital contributions drawn for such purpose but may also be funded with or withheld from proceeds from portfolio investments. Carried interest distributions generally will be distributed to the applicable Sweetwater entity from time to time upon the disposition of portfolio investments by an Advisory Client and are distributed to such Sweetwater entity in accordance with the terms of the applicable governing documents.

**Item 5.C.**

*Affiliated General Partners and Fund Expenses*

The Affiliated General Partners and Sweetwater will pay their own normal operating expenses incurred in connection with the management of, and provision of services to, the Funds, including employee salaries, wages, rent, communications and all other standard overhead expenses incurred in managing the Funds, except as set forth below as fund expenses.

Funds will generally pay all other costs and expenses, including, without limitation: (i) organization expenses of the Fund (up to a Fund-specific cap); (ii) all costs and expenses related to the sourcing, investigation, identification, analysis, pursuit, negotiation, purchase, holding, monitoring, sale or exchange of any potential or actual portfolio investment (including legal, research, travel, accounting, audit, custodial, consulting and other professional fees and real or personal property taxes), regardless of whether such investments are subsequently consummated; (iii) meetings of the Partners of the Fund, and any similar meetings, if applicable; (iv) expenses associated with LP Advisory Committee matters; (v) extraordinary expenses associated with the Fund's operations, including legal costs, payments pursuant to the Fund's indemnification obligations, and liability and other insurance premiums, in each case subject to the limitations set forth in the relevant partnership agreement ("Partnership Agreement"); (vi) banking, brokerage, broken-deal, registration, qualification, finders, depositary and similar fees or commissions; (vii) transfer, capital and other taxes, duties and costs incurred in acquiring, holding, selling or otherwise disposing of Fund assets; (viii) costs associated with the preparation of the Fund's financial statements, tax and other reports, including accounting costs; (ix) all costs and expenses related to the liquidation of the Fund's assets upon termination of the Fund; and, (x) all costs and expenses related to the sourcing, investigation, identification, analysis, pursuit, or negotiation of any potential or actual investor for the Fund (not to include any third party fundraising placement or success fees).

The Affiliated General Partners may draw down capital for the payment of Fund expenses, or they may be paid out of current income, proceeds from the disposition of investments in Portfolio Entities (as defined below), and any other sources of cash available to the Fund.

## *Brokerage Fees*

The investment strategies employed with respect to the Advisory Clients generally do not involve the purchase or sale of publicly offered securities, and as such, do not typically entail expenses related to brokerage commissions. To the extent applicable, each Advisory Client generally is responsible for and pays any of its brokerage fees and expenses. See Item 12 below.

### **Item 5.D.**

Advisory Clients will pay a Management Fee in advance as set forth in Item 5.A. above.

### **Item 5.E.**

Not applicable. Sweetwater or its supervised persons are not compensated for the sale of securities or other investment products and mutual funds.

***It is important that investors refer to the relevant governing documents for a complete understanding of expenses and fees they may pay through an investment in the Advisory Clients. The information contained herein in this Item 5 is a summary only and is qualified in its entirety by such documents.***

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

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Sweetwater and/or an Affiliated General Partner generally is entitled to receive carried interest distributions with respect to applicable Advisory Clients. As a fiduciary, Sweetwater recognizes that it must treat all Advisory Clients fairly and must refrain from favoring one Advisory Client's interests (or Sweetwater's own interests) ahead of another Advisory Client(s).

Differences in performance-based fees, particularly if some Advisory Clients would pay higher performance-based fees, creates an incentive for Sweetwater to direct the best investment ideas to, or allocation investments in favor of, the account that pays the higher performance-based fee. To alleviate potential conflicts of interest, Sweetwater has generally structured its Advisory Clients to avoid overlapping investment scopes, although some overlap may occur. In general, Sweetwater attempts to address any material conflicts through full and fair disclosure in the applicable governing documents. Additionally, the allocation of investments with respect to each Advisory Client are made by Sweetwater in a manner that it considers fair and equitable to each Advisory Client relative to the other Advisory Clients over time, taking into account all relevant facts and circumstances.

Certain Funds will have an advisory committee (the "LP Advisory Committee" or "Committee") consisting of up to five representatives of the limited partners (and/or investors in any feeder entity) selected by the relevant Affiliated General Partner in its reasonable judgement, provided, however, that individuals who are affiliates of or members of the Affiliated General Partner shall be excluded from serving. A meeting may be called at any time by the relevant Affiliated General Partner or by a majority of the members of the Committee.

The duties of a Committee include but are not limited to (a) approving or disapproving all matters pertaining to conflicts of interest by the Fund, the Affiliated General Partner or any of the members of the Affiliated General Partner; and (b) such advice and counsel as is requested by the Affiliated General Partner in connection with the Fund's investments and other Fund matters. Each Committee shall function as a joint committee in respect of the respective Fund and any other parallel Fund(s) in the same manner as if the Fund and such other parallel Funds were a single partnership and all of the equity holders were constituent partners thereof. An Affiliated General Partner may, in its sole discretion, seek the approval of a Committee in connection with (i) approvals required under the Investment Advisers Act of 1940 (the "Advisers Act"), including without limitation, any approvals required under Section 206(3) thereof or (ii) any consent to a transaction that would result in the "assignment" (within the meaning of the Advisers Act) of the Affiliated General Partner's interest in the Fund, and the Committee's approval shall constitute consent of the limited partners for purposes of the Advisers Act. A full description of the Committee and associated duties are outlined in a Fund's limited partnership agreement.

Carried interest distributions could motivate Sweetwater to make investment decisions that are riskier or more speculative than would be the case if these arrangements were not in effect. For example, a carried interest distribution generally entitles Sweetwater to a percentage of the net profits of an Advisory Client; however, such affiliate is not required to bear the same proportion of the net losses, if any, suffered by the Advisory Client as a whole. Sweetwater generally attempts to mitigate conflicts of interest associated with carried interest distributions through: (i) the requirement that invested capital, a preferred return and expenses be returned to investors before Sweetwater is entitled to receive any carried interest distributions; and (ii) the periodic clawback obligations of Sweetwater.

In general, Sweetwater attempts to address any material conflicts through full and fair disclosure in the applicable offering documents and this Brochure, together with disclosures to the applicable LP Advisory Committee, as applicable.

The Affiliated General Partners, Sweetwater and/or their executives and affiliates are expected to commit at least 1% of aggregate capital commitments to certain Funds (the "Sponsor Capital Commitment"). The Sponsor Capital Commitment will not be subject to the Management Fee or carried interest and is not subject to a late-entry interest charge.

Additional information on conflicts of interest may be found in Sections 8 and 11 below.

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

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Sweetwater provides discretionary investment advice solely to Advisory Clients, as described in Item 4.B. above.

Investors are generally "accredited investors" within the meaning of Rule 501(a) under the Securities Act of 1933, as amended (the "Securities Act"), and are generally either "qualified purchasers" within the meaning of Section 2(a)(51) under the Investment Company Act of 1940, as amended, or "qualified clients" within the meaning of Rule 205-3 under the Advisers Act.



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

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**Item 8.A.**

Sweetwater focuses primarily on secondary private equity investments in three types of transactions: direct secondary investments in what the Firm views as high-performing companies; small (<US\$30 million) limited partnership interests from unconventional sellers; and opportunistic fund restructures. In regard to the SMA, Sweetwater currently develops and recommends implementation strategies to liquidate an existing portfolio, presents opportunities to further invest in portfolio companies and is engaged to monitor, evaluate and report on performance and to perform other administrative and reporting tasks that may be required.

**Item 8.B. and Item 8.C.**

All securities investments risk the loss of capital. No guarantee or representation is made that Advisory Clients will achieve their investment objectives or that an Advisory Client investor will receive a return of its capital. Making an investment in the Funds is speculative and such an investment is not intended as a complete investment program. An investment in the Funds is designed for sophisticated persons who are able to bear the economic risk of the loss of their investment and who have a limited need for liquidity in their investment. In addition, there will be occasions when Sweetwater may encounter potential conflicts of interest in connection with Advisory Clients.

In evaluating whether to make an investment in the Funds, potential investors should consider all information contained in the respective Fund's offering documents, including the considerations and risk factors set forth in the relevant offering documents.

*Risks Inherent in Private Equity Investing.* Investments in private equity funds and operating portfolio companies (collectively with the Funds, "Portfolio Entities") entail high levels of business and financial risks that are inherent in the private equity industry.

Fund investments are subject to the risks associated with the underlying portfolio company businesses. In addition, a Portfolio Entity's investment returns are solely dependent on private companies engaging in a liquidity event, and there can be no assurance that such an initial public offering or sale transaction will occur at the right time or at a favorable valuation. There is no assurance that those that reach the public market can maintain their competitive advantage or retain values attained at the time of initial public offering or distribution from an underlying private equity partnership(s). Other challenges that Portfolio Entities face may include technological challenges, regulatory issues, management issues, strong competition and financing challenges. Overall, there can be no assurance that the future performance of the portfolio companies in which a Fund invests (whether directly or indirectly through Fund investments) will be positive or result in rates of return that are consistent with historical performance.

Funds also face competition from other private equity funds to identify the most attractive underlying portfolio company businesses. Funds face management issues and regulatory burdens and are affected by general global economic conditions.

No assurance can be made that the relevant Affiliated General Partner will be able to identify and invest all or any portion of the committed capital of a Fund's investors in attractive Portfolio Entity opportunities in the anticipated investment period.

*Illiquidity of Investments.* Prospective investors should be aware of the illiquidity and long-term nature of this investment. There is not now and will not be a public market for interests in the Funds. A Fund's interests have not been registered under the Securities Act or under the securities laws of any state or non-U.S. jurisdiction. The interests are being offered pursuant to an exemption in Section 4(2) of the Securities Act, the rules of the SEC thereunder, and exemptions in the various states' securities laws. The interests are "restricted securities" and cannot be resold in the United States except as permitted under the Securities Act, pursuant to registration thereunder or exemption therefrom. It is not contemplated that registration under the Securities Act or other securities laws will ever be effected.

In addition, contractual limitations will typically restrict a Fund's ability to transfer its investments in Portfolio Entities without the consent of the applicable managers of those entities. Contractual or practical limitations may also restrict the ability of the Funds to sell or distribute to a Fund, securities of a company if such company is privately held, and it is extremely unlikely that there will ever be a public market for the securities of any of the Portfolio Entities held by a Fund. Sales of a Portfolio Entity's holdings may also be limited by financial market conditions, which may be unfavorable for sales of securities of particular issuers or issuers in particular markets. The lack of liquidity of securities may preclude or delay any disposition of a Fund's investments or reduce the proceeds to a Fund that might otherwise be realized from any such disposition.

*Risk of Limited Diversification.* Although the Funds will not, without prior LP Advisory Committee consent, invest, directly or indirectly, more than 20% of aggregate capital commitments of a Fund in a single operating company, a Fund's assets may be subject to greater risk of loss than if they were more widely diversified. The failure of one or more Portfolio Entities could have an adverse effect on a Fund.

In addition, a number of Funds may have overlapping strategies and could accumulate large positions in the same or related securities. An Affiliated General Partner's ability to avoid such concentration would depend on the Affiliated General Partner's ability to reallocate Fund capital among existing or new Funds, which might not be feasible.

*Reliance on Portfolio Entity Management.* A Fund will be highly dependent on the capabilities of the general partners of the Funds, the executives and boards of directors of the operating portfolio companies, and their respective employees. This includes their abilities to source, structure, manage and create liquidity events for underlying portfolio companies. Managerial problems, such as departures of key executives, could have severe financial repercussions for a Fund. In addition, managerial misconduct by Fund managers or executives of other operating Portfolio Entities, such as stealing assets, failing to follow stated investment strategies or issuing false reports, would adversely affect a Fund's performance. Funds will not have any control over any Portfolio Entity's management, regardless of the size of its investment in any Portfolio Entity.

*Other Portfolio Fund Risk.* Funds may invest with managers of funds who are experiencing a significant increase in the assets they manage, which may impair their ability to generate returns on par with their historical results. In addition, a manager faced with a significant increase in assets to invest may divert from stated strategies into strategies or markets with which it may have little or no experience. This could result in losses to the Funds. Also, strategies used by Funds may not have been in use during periods of major market stress, disruption or decline. As a result, it is not known how these strategies will perform during such periods.

Funds may also invest in portfolio funds that have little or no operating history. Such portfolio funds will have no track record by which the Affiliated General Partners can evaluate their potential performance. There can be no assurance that such portfolio funds will return invested capital to any of their investors, including the Funds. There can be no assurance that such portfolio funds will have sufficient capital to protect their interests (and the interests of the Funds) from dilution if an underlying portfolio company raises additional capital and such portfolio funds do not have sufficient reserves to invest. The Funds will be charged fees, carried interest and other compensation and expenses by the managers of their portfolio funds. Limited partners will bear their *pro rata* share of such fees and expenses, and such fees and expenses will not reduce the fees, carried interest and expenses payable by investors to the Affiliated General Partners.

*Counterparty Risks.* Counterparties such as brokers, dealers, banks, custodians and administrators with which Sweetwater does business on behalf of the Funds may default on their obligations. For example, a Fund may lose its assets on deposit with a broker if the broker, its clearing broker or an exchange clearing house becomes bankrupt.

*Financial Institution Risk; Distress Events.* An investment in a Fund is subject to the risk that one of the banks, brokers, counterparties, clearinghouses, exchanges, lenders or other custodians (each, a “**Financial Institution**”) of some or all of the Fund’s (or any portfolio company’s) assets fails to timely perform or otherwise defaults on its obligations or experiences insolvency, closure, seizure, receivership or other financial distress or difficulty (each, a “**Distress Event**”). Distress Events can be caused by factors including, but not limited to, eroding market sentiment, significant withdrawals, fraud, malfeasance, poor performance, undercapitalization, market forces or accounting irregularities. If a Financial Institution experiences a Distress Event, Sweetwater, an Affiliated General Partner, a Fund or one or more of the Fund’s portfolio companies may be unable to access deposits, borrowing facilities or other services, either permanently or for an extended, potentially indeterminate, period of time. Although assets held by regulated Financial Institutions in the United States frequently are insured up to stated balance amounts by government-sponsored organizations such as the Federal Deposit Insurance Corporation, in the case of banks, and the Securities Investor Protection Corporation, in the case of certain broker-dealers, amounts in excess of the stated amounts are subject to risk of total loss, and any non-U.S. Financial Institutions that are not subject to similar regimes pose comparable risk of loss. While in recent years governmental intervention has resulted in additional protections for depositors and counterparties in connection with Distress Events, there can be no assurance that such intervention will occur in connection with any future Distress Event or that any such intervention undertaken will be successful or avoid the risks of loss, delays or negative impacts on banking or brokerage conditions or markets.

Any Distress Event could have a potentially adverse effect on the ability of an Affiliated General

Partner to manage a Fund and its investments, and on the ability of the Affiliated General Partner, the Fund and any portfolio company to maintain operations, which, in each case, could result in additional operational burdens, as well as significant losses and in unconsummated investment acquisitions and dispositions. Such losses could include: a loss of funds; an obligation to pay fees and expenses in the event the Fund is unable to close a transaction (whether due to the inability to draw capital on a credit line provided by a Financial Institution experiencing a Distress Event, the inability of the Fund to access capital contributions or otherwise); the inability of the Fund to acquire or dispose of investments, including at prices that the Affiliated General Partner believes reflect the fair value of such investments; and the inability of Sweetwater or portfolio companies to make payroll, fulfill obligations or maintain operations. If a Distress Event leads to a loss of access to a Financial Institution's services, it is also possible that Sweetwater will experience additional operational burdens and expenses, and a Fund or a portfolio company will incur additional expenses or delays, in putting in place alternative arrangements, or that such alternative arrangements will be less favorable than those formerly in place (with respect to economic terms, service levels, availability, access to capital or otherwise). To the extent the Affiliated General Partner is able to exercise contractual remedies under agreements with Financial Institutions in the event of a Distress Event, there can be no assurance that such remedies will be successful or avoid losses, delays or other negative impacts. A Fund and its portfolio companies are subject to similar risks as well as additional risks, including an enhanced risk of investor defaults, if a Financial Institution utilized by investors in the Fund or by suppliers, vendors, contractors, service providers or other counterparties of the Fund or a portfolio company becomes subject to a Distress Event, which could have a material adverse effect on the Fund and/or one or more of its portfolio companies.

Many Financial Institutions require, as a condition to using certain of their services (often including lending services), that an Affiliated General Partner and/or a Fund maintain all or a set amount or percentage of their respective accounts or assets with that Financial Institution, which heightens the risks associated with a Distress Event with respect to such Financial Institutions. Although the Affiliated General Partner seeks to do business with Financial Institutions that it believes are established, well-capitalized and capable of fulfilling their respective obligations to the Fund, the Affiliated General Partner is under no obligation to use a minimum number of Financial Institutions with respect to the Fund or to maintain account balances at or below the relevant insured amounts. Under certain circumstances, such as receiving capital contributions pursuant to a capital call or proceeds from a disposition, the Fund will not be able to maintain account balances at or below any relevant insured amounts.

*Non-U.S. Investments.* Although it is expected that substantially all of a Fund's investments will consist of investments in Portfolio Entities located in the U.S., a Fund may make a limited number of investments in Portfolio Entities located outside of the U.S. In the case of investments in securities that are not denominated in U.S. dollars, a Fund will incur risks related to (i) any fluctuation in currency exchange rates; (ii) differences between the U.S. and foreign securities markets, including potential price volatility in and relative liquidity of some foreign securities markets, the absence of uniform accounting, auditing and financial reporting standards, limited information about an issuer, practices and disclosure requirements and less government supervision and regulation; (iii) certain economic and political risks, including potential exchange control regulations, restrictions on foreign investment and repatriation of capital, expropriation or

confiscatory taxation; and (iv) the possible imposition of foreign taxes on income and gains recognized with respect to foreign securities.

*Reliance on the Affiliated General Partners.* The Funds will be managed by Sweetwater and the Affiliated General Partners. Other than as set forth in a Partnership Agreement, offering or other governing documents, the investors will not make decisions with respect to the management, disposition or other realization of any investment, or other decisions regarding a Fund's business and affairs. In addition, because the Funds have not identified the particular investments they will make, investors must rely upon the ability of the Affiliated General Partners to make investments consistent with a Fund's investment objectives and policies. Accordingly, the success of the Funds is substantially dependent on the Partners of the Affiliated General Partners.

*Public Health Emergencies; COVID-19.* Pandemics and other widespread public health emergencies, including outbreaks of infectious diseases such as SARS, H1N1/09 flu, avian flu, Ebola, and COVID-19, have and are resulting in market volatility and disruption, and future such emergencies have the potential to materially and adversely impact economic production and activity in ways that are impossible to predict, all of which may result in significant losses to each Advisory Client.

In an effort to contain such health emergencies, national, regional, and local governments, as well as private businesses and other organizations, have taken or have the potential to take restrictive measures, including instituting local and regional quarantines, restricting travel (including closing certain international borders), prohibiting public activity (including "stay-at-home" and similar orders), and ordering the closure of large numbers of offices, businesses, schools, and other public venues. Any such measures have the potential to significantly diminish economic production and activity of all kinds and contribute to volatility in financial markets, demand across categories of consumers and businesses, as well as in the credit and capital markets. Restrictive measures, whether on an initial or re-imposed basis, also have the potential to cause labor force and operational disruptions, slowing or complete idling of certain supply chains and manufacturing activity, volatility in unemployment levels, and strain and uncertainty for businesses and households, with a particularly acute impact on industries dependent on travel and public accessibility, such as transportation, hospitality, tourism, retail, sports, and entertainment.

The ultimate impact of any such health emergency on global economic conditions, and on the operations, financial condition and performance of any particular industry or business, is impossible to predict, but could have a significant adverse impact and result in significant losses to each Advisory Client. The extent of the impact on each Advisory Client and its portfolio companies' operational and financial performance will depend on many factors, all of which are highly uncertain and cannot be predicted, and this impact may include significant reductions in revenue and growth, unexpected operational losses and liabilities, impairments to credit quality, and reductions in the availability of capital. These same factors may limit the ability of each Advisory Client to source, diligence, and execute new investments and to manage, finance, and exit investments in the future, and governmental mitigation actions may constrain or alter existing financial, legal, and regulatory frameworks in ways that are adverse to the investment strategy each Advisory Client intends to pursue, all of which could adversely affect each Advisory Client's ability to fulfill its investment objectives. They may also impair the ability of portfolio companies or their counterparties to perform their respective obligations under debt instruments

and other commercial agreements (including their ability to pay obligations as they become due), potentially leading to defaults with uncertain consequences. In addition, the operations of each Advisory Client, its portfolio companies, and Sweetwater may be significantly impacted, or even temporarily or permanently halted, as a result of any such health emergencies, or any measures, restrictions, remote-working requirements, and other factors related thereto. These measures may also hinder such entities' ability to conduct their affairs and activities as they normally would, including by impairing usual communication channels and methods, hampering the performance of administrative functions such as processing payments and invoices, and diminishing their ability to make accurate and timely projections of financial performance.

*Business Continuity and Disaster Recovery Risks.* Sweetwater's or the Advisory Clients' portfolio companies' business operations may be vulnerable to disruption in the case of catastrophic events such as fires, natural disasters, terrorist attacks, or other circumstances resulting in property damage, network interruption, and/or prolonged power outages. Although Sweetwater has implemented measures to manage risks relating to these types of events, there can be no assurances that all contingencies can be planned for. These risks of loss can be substantial and could have a material adverse effect on Sweetwater and the Advisory Clients' investments.

*Competition.* The business of identifying, completing and realizing attractive private equity investments is competitive and involves a high degree of uncertainty. The secondary markets for interests in the Funds and operating portfolio companies, as well as the market for direct investments in Portfolio Entities, are all highly competitive. Historically, the competition for private equity investments has been from private equity partnerships and corporations, investment companies, private pension funds, endowments, government pension plans, private equity affiliates of large industrial and financial companies, and wealthy individuals, some of which will have greater resources than the Funds. There can be no assurance that the Affiliated General Partners will be able to locate and complete attractive investments or that the investments which are ultimately made will satisfy a Fund's investment objectives or that a Fund will be able to invest fully its committed capital.

*No Assurance of Returns.* There can be no assurance that investors will receive distributions from a Fund in an amount equal to their investment in the Funds.

*Valuation of Portfolio Entities.* The Funds' Portfolio Entities will be valued at their fair market value. However, when no market exists for an investment or when Sweetwater, in consultation with the relevant Affiliated General Partner, determines that the market price does not fairly represent the value of the investment, the Affiliated General Partner will value such investment as it reasonably determines. The Funds are not required to have such valuations independently determined. If the Affiliated General Partner's valuation is inaccurate, it might receive more compensation than that to which it is entitled, a new investor in a Fund might receive an interest that is worth less than the investor paid and an investor that is transferring assets might receive more than the amount to which the investor is entitled, to the detriment of other investors.

*Risk of Dilution.* Investors admitted as investors of a Fund at subsequent closings will participate in existing investments of a Fund, diluting the interest of existing investors therein. Although such investors will contribute their *pro rata* share of previously made Fund draws plus interest, there

can be no assurance that this payment will reflect the fair value of a Fund's existing investments at the time such additional investors are admitted.

*Side Agreements.* The Affiliated General Partners may enter into side agreements with specific investors in a Fund providing for different or more favorable fees, special compensation arrangements, withdrawal rights, access to information about a Fund's investments, more frequent or detailed reports, or other matters relating to an investment in a Fund. The Affiliated General Partners may enter into any such side agreement or waive or modify the terms applicable to any investment by any investor without notice to, or the consent of, other investors.

*Anti-Money Laundering.* Sweetwater, an administrator or any governmental agency may freeze assets that any of them believes a Fund holds in violation of anti-money laundering laws or rules or on behalf of a suspected terrorist and may transfer such assets to a government agency. None of Sweetwater, the Funds or an administrator will be liable for losses related to anti-money laundering regulation.

*Dependence on Other Investors.* If an investor fails to meet its obligation to fund a capital draw down, such failure could adversely impact a Fund's ability to meet its funding obligations, potentially exposing a Fund to the default provisions of a Portfolio Entity.

*Significant Damages Upon Default.* Significant damages, including complete forfeiture of prior capital contributions and capital account balance, may be assessed against an investor for failure to provide capital as it is called through the life of a Fund. In addition, a Fund will be subject to similar damages if, as a result of defaults by its investors, it is unable to meet its capital commitment obligations to its Portfolio Entities, resulting in an adverse impact on returns to investors.

*Unpredictability of Capital Calls.* It is difficult to accurately predict when a Fund will call capital from its investors, as the relevant Affiliated General Partner does not know when it will find suitable Portfolio Entities in which to make investments. Thus, investors will be required to maintain a substantial portion of their capital commitments in assets that can be readily converted to cash. Additionally, after making an initial investment in a Fund, an Affiliated General Partner cannot predict when such Fund will make subsequent capital calls from its investors. There is no guarantee that the Affiliated General Partner will find suitable Portfolio Entities investments in which to call or invest all of a Fund's subscriptions.

*Unpredictability of Distributions.* Return of capital and realization of gains, if any, on investments will generally occur only upon the liquidity event, distribution or other disposition by either the operating portfolio companies, or the Funds of their underlying portfolio company securities, which may not occur for several years (if ever) after a Fund's initial investments in such Portfolio Entities. Neither the relevant Affiliated General Partner nor a Fund has or is likely to have in the future any influence over the timing of liquidity events or distributions made by the Portfolio Entities. Such liquidity events and/or distributions are likely to be unpredictable and may occur earlier than or later than anticipated by the Affiliated General Partner, if at all. Investors should not expect significant returns for at least several years after their investment in a Fund is made.

*Indemnification Obligations.* One or more of a Fund's investments in Portfolio Entities may be subject to an obligation to return all or a portion of distributions received with respect to such investment to the extent necessary to satisfy obligations to indemnify the Fund managers and other agents of Portfolio Entities, or the board of directors of operating portfolio company entities, as applicable.

Investors may be required to return distributions received from a Fund in order to satisfy such obligations.

In addition, a Fund's Partnership Agreement, offering or other governing documents will provide that the Affiliated General Partner, Sweetwater, the LP Advisory Committee, and the members, partners, shareholders, directors, officers, employees, agents, consultants and affiliates of each of them (collectively, the "Indemnitees"), will not be liable to a Fund or to any investor for any loss or damage sustained in connection with a Fund's business, including errors in judgment or other acts or omissions in good faith believed to be within the authority granted to such Indemnatee under the Partnership Agreement, offering or other governing documents or to be in the best interests of a Fund, unless such loss or damage is the result of fraud, willful misconduct or gross negligence or certain other "material misconduct" as defined in the Partnership Agreement. As a result, investors effectively may have a more limited right of action against the Indemnitees than they would otherwise have absent such provisions in the Partnership Agreement which limit the liability of the Affiliated General Partner or Sweetwater. Additionally, the Indemnitees will be entitled to indemnification from a Fund, except in certain circumstances. Furthermore, expenses incurred by any Indemnatee in defending a claim or proceeding covered by the indemnification provisions shall be paid by a Fund in advance upon an undertaking by such Indemnatee that it will repay such amount if it is ultimately determined that such Indemnatee was not entitled to indemnification. The assets of a Fund will be available to satisfy these indemnification obligations, and investors may be required to return distributions to satisfy such obligations. Such obligations will survive the dissolution of a Fund.

*Economic Conditions.* The success of any investment activity is determined to some degree by general economic conditions. A Fund's business, the Portfolio Entities, including the portfolio companies in which a Fund may invest, may be adversely affected from time to time by such matters as changes in general economic, industrial and international conditions, changes in taxes, prices and cost, and other factors of a general nature that are beyond the control of Sweetwater, the Affiliated General Partner and a Fund.

*Dissolution; Insolvency.* A Fund may dissolve at any time, even if such action adversely affects one or more investors. If a Fund becomes insolvent, investors may be required to return distributions and forfeit undistributed profits.

*Electronic Communication.* The Affiliated General Partners may provide statements, reports and other communications relating to a Fund and/or the limited partners' interests in a Fund in electronic form, such as email or via a password protected website ("Electronic Communications"). Electronic Communications may be modified, corrupted or contain viruses or malicious code, and may not be compatible with a limited partner's electronic system. In addition, reliance on Electronic Communications involves the risk of inaccessibility, power outages or



slowdowns for a variety of reasons. These periods of inaccessibility may delay or prevent receipt of reports or other information by the limited partners.

*Cybersecurity Risk.* External cybersecurity breaches, including unauthorized access to systems, networks, or devices (such as through “hacking” activity); infection from computer viruses or other malicious software code; and attacks that shut down, disable, slow, or otherwise disrupt operations, business processes or website access or functionality, may occur. In addition, internal incidents can occur, such as the inadvertent release of confidential information (possibly resulting in the violation of applicable privacy laws). A cybersecurity breach could result in the loss or theft of customer data or funds, the inability to access electronic systems (“denial of services”), 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 a Fund, the Affiliated General Partners, Sweetwater, or other service providers to incur regulatory penalties, reputational damage, additional compliance costs or financial loss. In addition, such incidents could affect a Fund’s portfolio companies, and thereby adversely affect a Fund’s returns.

*Legal, Tax and Regulatory Risks.* Legal, tax and regulatory changes could occur during the term of a Fund that may adversely affect a Fund.

*Absence of Regulation.* The Funds will not be registered as investment companies under the Investment Company Act of 1940, as amended (the “Investment Company Act”). As a result, certain protections of the Investment Company Act (which, among other matters, requires a portion of an investment company’s directors to be disinterested, requires securities be held in custody at a bank or trust company, regulates the relationship between the investment company and its advisor and requires investor approval before fundamental investment policies can be changed) will not be afforded to the Funds or the investors. Sweetwater is not registered with the SEC as a broker-dealer or with the Commodity Futures Trading Commission as a commodity pool operator. Sweetwater believes that none of these registrations is required because exemptions are currently available under applicable law. If a regulatory authority deems that any of these registrations is required, Sweetwater and the Fund could be subject to expensive legal action and potential termination. In addition, limited partners do not have certain regulatory protection afforded to investors that they would have if these registrations were in place.

***Potential Conflicts of Interest.***

*Carried Interest.* Instances may arise where the interests of the Affiliated General Partners or Sweetwater may conflict with the interests of a Fund and the investors. For example, the existence of the Affiliated General Partners’ carried interest may create an incentive for the Affiliated General Partners to make more speculative investments on behalf of a Fund than they would otherwise make in the absence of such performance-based arrangement.

*Other Investment Funds.* The Affiliated General Partners and Sweetwater now manage, and may in the future organize, manage, advise or be otherwise involved with, other investment funds or separate accounts with investment objectives similar to those of the Funds. As a result, the Affiliated General Partners and Sweetwater may have conflicts of interest in allocating management time, services and functions among the Funds and other business ventures. During the term of the Funds, the Affiliated General Partners are collectively required to devote such time

and effort to a Fund and its affairs as they deem reasonably necessary for the conduct of a Fund's business. If the Affiliated General Partners or Sweetwater receives better compensation or other benefits from managing other assets or Funds compared to managing a particular Fund, they have an incentive to allocate more time to such other activities. In addition, if the assets that Sweetwater and its affiliates manage grow too large, it may adversely affect a Fund's performance, because it is more difficult for Sweetwater to find attractive investments as the amount of assets that it must invest increases. Sweetwater or its related persons expect to make decisions regarding whether and to whom to offer co-investment opportunities and such decisions may be made by Sweetwater or its related persons in consultation with other participants in the relevant transactions. Co-investment opportunities typically will be offered to some and not to other Fund limited partners, and may result in certain investors receiving multiple opportunities to co-invest while others expressing interest in co-investments have the potential to receive none. There can be no assurance that a Fund's return from a transaction would be equal to and not less than that of another Fund participating in the same transaction or that it would be as favorable as it would have been had such conflict not existed. While Sweetwater will allocate investment opportunities in a manner that it believes is fair and equitable to its clients under the circumstances over time and considering relevant factors, there can be no assurance that a Fund's actual allocation of an investment opportunity, if any, or the terms on which that allocation is made, will be as favorable as they would have been if the potential conflicts of interest to which Sweetwater expects to be subject, discussed herein, did not exist.

*Other Investment Activities.* The Affiliated General Partners and Sweetwater also may engage in other activities and manage the accounts of clients other than a Fund. In addition, Sweetwater may manage accounts of its employees and their affiliates. The investment strategy for these other clients may vary from that of a Fund. The Affiliated General Partners and Sweetwater are not required to refrain from any other activity or to disgorge any profits from any such activity.

*Deal Expenses.* A Fund may bear 100% of expenses incurred in connection with investments that are not consummated, even when Sweetwater co-investors are considering such investment. The appropriate allocation among a Fund and other affiliated investment funds of expenses and fees generated in the course of evaluating and making investments will involve a level of Affiliated General Partner discretion, especially where more than one Sweetwater fund participates in an investment. In addition, conflicts of interest may arise if the Fund invests in a company in which another Sweetwater fund also has invested (including, without limitation, relating to decisions concerning restructurings, recapitalizations, follow-on investments and other courses of action, as well as the terms thereof).

*LP Advisory Committee.* Under one or more Partnership Agreements, certain transactions that involve conflicts of interest may be submitted to an LP Advisory Committee. An LP Advisory Committee will not necessarily represent the interests of the limited partners, and the members of an LP Advisory Committee may themselves be subject to various conflicts of interest (including as investors in other entities advised or managed by the Affiliated General Partner). In general, the limited partners will not be entitled to control the selection of LP Advisory Committee members or to review the actions or deliberations of an LP Advisory Committee. In addition, LP Advisory Committee members have no fiduciary obligations to a Fund or its partners and, therefore, LP Advisory Committee members may take into consideration their own interests in a particular

matter and are not required to take into consideration the interests of a Fund or any of the other partners.

The foregoing is not intended as an exhaustive list of potential conflicts. While certain assurances are provided in a Fund's Partnership Agreement to address these potential conflicts, certain risks may remain. Additional conflicts may exist that are not presently known to the Affiliated General Partner or its affiliates or that are deemed immaterial. Potential investors are urged to read all of a Fund's governing documents and consult with their independent advisers before making a determination whether to invest in a Fund. In addition, potential investors should be aware that, as a Fund's portfolio develops and changes over time, the Fund may be subject to additional and different conflicts of interest.

***The foregoing list of risk factors does not purport to be a complete enumeration or explanation of the risks involved in an investment in the Funds. Prospective investors should read the offering documents and consult their own counsel and advisors before deciding to invest in the Funds.***

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**Item 9: Disciplinary Information**

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Sweetwater and its supervised persons have no reportable disciplinary events to disclose.

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

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**Item 10.A.**

Not applicable. Sweetwater is currently not applying to register as a broker-dealer and does not intend to.

**Item 10.B.**

Not applicable. Sweetwater and its management persons are not registered, and have not applied to register, as a futures commission merchant, commodity pool operator, commodity trading advisor or associated persons of a futures commission merchant.

**Item 10.C.**

As noted in Items 4.B., 5.A. and 6, the Affiliated General Partners serve as general partner to their respective Advisory Clients and are entitled to a performance-based fee. The Affiliated General Partners also commit capital to their respective Advisory Clients, and as a result every investment made by an Advisory Client involves a purchase of securities whereby related persons of Sweetwater indirectly acquire an indirect interest in such securities.

**Item 10.D.**

Not applicable. Sweetwater and its supervised persons do not recommend or receive compensation for selection of other investment advisers for its Advisory Clients.

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

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**Item 11.A.**

In order to address conflicts of interest that may exist between the Firm and its clients, Sweetwater has adopted a Code of Ethics (the “Code”), which is applicable to all of Sweetwater’s officers, directors, managers and employees (collectively, “Employees”). The Code generally sets the standard of ethical and professional business conduct that Sweetwater requires of Employees, sets forth the fiduciary obligations that Sweetwater and each Employee owes to each client, and requires Employees to comply with applicable federal securities laws and regulations. Additionally, the Code sets forth Sweetwater’s policies and procedures with respect to personal trading, material non-public information and other confidential information, political contributions, gifts and entertainment, electronic communications and other matters related to potential conflicts of interest. The Code is circulated at least annually to all Employees, and each Employee at least annually must certify in writing that he or she has received and read the Code and any amendments thereto.

A copy of Sweetwater’s Code of Ethics is available to investors and prospective investors upon request. Contact information is provided on the cover of this Brochure.

**Item 11.B through Item 11.D.**

Certain conflicts that may be encountered in the course of Sweetwater’s activities for or on behalf of the Advisory Clients are described in Items 5, 6, 8 and 10 above and reference is made thereto. In addition, the governing documents of the Advisory Clients address in detail certain other reasonably anticipated potential conflicts.

Certain principals maintain investments directly in certain of the Funds. This could create a potential for conflict in that it could cause Sweetwater to make different investment decisions than if such parties did not have such financial ownership interests. However, Sweetwater believes that these financial interests align the Firm’s and the principals’ incentives with those of the Funds.

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***Item 12: Brokerage Practices***

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Sweetwater generally does not engage in trading transactions on behalf of its Advisory Clients or utilize the services of broker-dealers for transaction related services. In the event it requires the services of a broker-dealer (e.g., when selling the shares of a private portfolio company that has gone public), Sweetwater will seek to obtain best execution for all transactions. To the extent broker-dealers aggregate orders for purchase and sale, Sweetwater will aggregate such orders as it deems appropriate and in accordance with Advisory Clients’ organizational documents and in the best interests of Advisory Clients.

Sweetwater may face actual or potential conflicts of interest when allocating investment opportunities among Advisory Clients. The general policy of Sweetwater is to allocate investment opportunities among the applicable Advisory Clients in a fair and equitable manner and in

accordance with the terms of its policies and the applicable governing documents for such Advisory Clients.

Sweetwater does not currently utilize “soft dollars” in connection with its Advisory Clients. To the extent that Sweetwater uses “soft dollars” in the future, it will seek to do so within the safe harbor provided by Section 28(e) of the Securities Exchange Act of 1934, as amended.

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

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**Item 13.A. and 13.B.**

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. However, Sweetwater’s principals and other investment professionals closely monitor the Funds’ investments to confirm that each Fund is maintained in accordance with its stated objectives.

**Item 13.C.** Investors in the Funds will typically receive, among other things, a copy of audited financial statements of the relevant Fund within 120 days after the fiscal year end of such Fund (and 180 days for any Advisory Client that operates as a fund of funds). In addition, investors in each Fund will typically receive written reports containing unaudited summary financial information regarding such Fund on a quarterly basis.

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

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**Item 14.A.**

Investors in each Fund indirectly pay advisory and other fees to Sweetwater and the related Affiliated General Partner. Sweetwater does not otherwise receive economic benefits from someone who is not a client for advising the Funds.

**Item 14.B.**

From time to time, Sweetwater may enter into arrangements to which it compensates third party solicitors (each a “Placement Agent”) for referrals that result in a potential investor becoming a limited partner in a Fund. Any fees payable to any such Placement Agents will be offset by an amount equal to any private placement or finder’s fees against the Management Fee, although related expenses incurred pursuant to the relevant Placement Agent or similar agreement, including but not limited to Placement Agent travel, meal and entertainment expenses, typically are borne by the relevant Fund(s). Any Placement Agent arrangement will comply with Rule 206(4)-1 under the Advisers Act. Any Placement Agents utilized by Sweetwater will have an incentive to recommend the Firm, resulting in a material conflict of interest.

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***Item 15: Custody***

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In accordance with Rule 206(4)-2 under the Advisers Act (the “Custody Rule”), Advisory Clients will be subject to an annual audit by an independent public accountant registered with, and subject to regular inspection by, the Public Company Accounting Oversight Board and audited financial statements of each Advisory Client will be prepared in accordance with generally accepted accounting principles and distributed to investors within 120 days of the end of each Advisory Client’s fiscal year (and 180 days for any Advisory Client that operates as a fund of funds). Investors should carefully review the audited financial statements of the Advisory Clients upon receipt and should compare these statements to any account information provided by Sweetwater.

As Sweetwater’s investment program generally involves investments in certain privately offered securities, Sweetwater generally will be exempt from the requirement that securities be maintained with a “qualified custodian.” Sweetwater anticipates that many of its investments will involve securities that are (i) acquired from the issuer in a transaction or chain of transactions not involving any public offering; (ii) uncertificated, and ownership thereof is recorded only on the books of the issuer or its transfer agent in the name of the client; and (iii) transferable only with prior consent of the issuer or holders of the issuer’s outstanding securities.

To the extent that Sweetwater holds any publicly traded securities or securities which are otherwise ineligible for an exemption from the qualified custodian requirement of the Custody Rule, Sweetwater will maintain such securities with a qualified custodian in an account in the name of the Advisory Client or in accounts that contain only funds and securities owned by the Advisory Clients, under Sweetwater’s name as agent or trustee for the Advisory Client.

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***Item 16: Investment Discretion***

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Sweetwater has discretionary authority to manage securities accounts on behalf its Advisory Clients. As explained in Item 4.B. above, each Advisory Client’s investment strategy is set forth in detail in such Advisory Client’s offering and governing documents. Investors do not have the ability to impose limitations on this discretionary authority. Investors must execute an agreement in which they make various representations, including representations regarding their suitability to invest in the applicable Advisory Client.

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

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To the extent that Sweetwater has discretion to vote the proxies on behalf of an Advisory Client, Sweetwater will vote any such proxies in the best interests of the Advisory Clients. Although private equity investments made by the Firm are not typically the subject of proxies, there could be certain circumstances where Sweetwater, having discretionary authority over the Advisory Clients, receives a proxy as the result of an investment the Firm has made in an Advisory Client account. In such cases, the Chief Compliance Officer shall, with the assistance of counsel if deemed necessary, determine the appropriate procedure for voting such proxy on case-by-case basis in accordance with any applicable offering documents or law in the best interests of the Advisory Clients. Generally, Advisory Clients will not directly hold publicly-traded securities that

solicit proxy votes. Under certain circumstances, Sweetwater may abstain from voting specific proxies if it believes that doing so is in the best interests of the applicable Advisory Client.

Conflicts may arise between the interests of Advisory Clients versus the interests of Sweetwater. In such cases, Sweetwater will address each such conflict, and endeavor to resolve it in a fair and equitable basis. Although not intended to be used on a regular basis, Sweetwater may retain an independent third party to vote proxies in certain situations (including situations where a material conflict of interest is identified).

Investors generally do not have the ability to direct proxy votes. Advisory Clients may obtain additional information regarding how Sweetwater voted proxies and may obtain a copy of Sweetwater's proxy voting policies and procedures by contacting the Chief Compliance Officer. Contact information is provided on the cover of this Brochure.

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***Item 18: Financial Information***

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**Item 18.A.**

Not applicable. Sweetwater does not require nor solicit pre-payment of more than \$1,200 in fees per client, six months or more in advance.

**Item 18.B.**

Sweetwater is not aware of any financial condition that is reasonably likely to impact its ability to meet its contractual commitments to clients.

**Item 18.C.**

Not applicable. Sweetwater has not been the subject of a bankruptcy petition at any time during the past ten years.