

**INVESTMENT ADVISER BROCHURE
PART 2A OF FORM ADV**

MARANON CAPITAL, L.P.

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March 28, 2014

This Investment Adviser Brochure (“Brochure”) provides information about the qualifications and business practices of Maranon Capital, L.P. If you have any questions about the contents of this Brochure, please contact Mike Parilla at (312) 646-1200. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state authority.

Maranon Capital, L.P. is an investment adviser registered with the SEC under the Investment Advisers Act of 1940, as amended (the “Advisers Act”). However, such registration does not imply a certain level of skill or training.

Additional information regarding Maranon Capital, L.P. is also available on the SEC’s website at www.adviserinfo.sec.gov.

MATERIAL CHANGES

Since the last version of this Brochure dated March 28, 2013, the Brochure has been revised to reflect the addition of new advisory clients and certain updates and clarifications related thereto.

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ADVISORY BUSINESS

Maranon Capital is a private investment management firm, including Maranon Capital, L.P. (“Maranon Capital”), a management company and registered investment adviser, and other organizations affiliated with Maranon Capital (collectively, “Maranon”), that, as of December 31, 2013 manages approximately \$684.6 million in private fund and separately managed account assets. Maranon Capital commenced operations in May 2007.

The following are the affiliated advisers of Maranon Capital (collectively with Maranon Capital, the “Advisers”).

- Maranon Mezzanine GP, L.P. (“Mezzanine GP I”);
- Maranon Mezzanine GP II, L.P. (“Mezzanine GP II”); and
- Maranon Senior Credit GP II, L.P. (“Senior GP II” and together with Mezzanine GP I and Mezzanine GP II, the “General Partners”).

Each General Partner is registered under the Investment Advisers Act pursuant to Maranon Capital’s registration in accordance with SEC guidance. This Brochure describes the business practices of the Advisers, which operate as a single advisory business.

The Advisers provide investment advisory services to their clients, which consist of private investment funds (such existing and any hereafter formed funds managed by Maranon Capital or its affiliates, the “Private Investment Funds”) and separately managed accounts (collectively with the Private Investment Funds, the “Clients”). The Advisers’ current Private Investment Fund clients include the following (each a “Fund” and collectively, the “Funds”) are listed below.

The Mezzanine Funds

The Advisers manage the following Funds that make mezzanine investments and equity co-investments, predominantly in non-public companies (the “Mezzanine Funds”):

- Maranon Mezzanine Fund, L.P., a Delaware limited partnership (“Mezzanine Fund I”);
- Maranon Mezzanine Executive Fund, L.P., a Delaware limited partnership (“Executive Fund” and together with Mezzanine Fund I and any other parallel and alternative investment vehicles formed in connection therewith, “Fund I”);
- Maranon Mezzanine Fund II, L.P., a Delaware limited partnership (“Mezzanine Fund II”); and
- Maranon Mezzanine Offshore Fund II, L.P., a Cayman Islands exempted limited partnership (“Mezzanine Offshore Fund II” and together with Mezzanine Fund II and any other parallel and alternative investment vehicles formed in connection therewith, “Fund II”).

The Senior Credit Funds

The Advisers manage the following Funds that make senior first and second lien debt investments, predominantly in non-public companies (the “Senior Credit Funds”):

- Maranon Senior Credit Fund II-A, L.P., a Delaware limited partnership (“Senior Credit Fund II A”); and
- Maranon Senior Credit Fund II-B, L.P., a Delaware limited partnership (“Senior Credit Fund II B” and together with Senior Credit Fund II A and any other parallel and alternative investment vehicles formed in connection therewith, the “Senior Credit Fund II”).

Each General Partner serves as general partner to one or more Funds and has the authority to make investment decisions for the Funds to which it provides advisory services. Specifically, Mezzanine GP I is the general partner of Mezzanine Fund I and the Executive Fund, Mezzanine GP II is the general partner of Mezzanine Fund II and Mezzanine Offshore Fund II, and Senior GP II is the general partner of Senior Credit Fund II A and Senior Credit Fund II B. Pursuant to each Fund’s partnership agreement (each a “Partnership Agreement” and collectively, the “Partnership Agreements”), the General Partners have delegated day-to-day advisory responsibilities for the Funds to Maranon Capital. Maranon Capital also provides advisory services to certain separate accounts (each, a “Separate Account”) pursuant to separately negotiated investment management agreements (each, an “Investment Management Agreement”). Currently, pursuant to such agreements, Maranon Capital serves as the investment manager of Edison Place Senior Note LLC (the “Senior Note Vehicle”) and provides certain non-discretionary investment management services to a separately-managed account (the “Non-Discretionary Account”) designed to invest in certain senior debt related investment opportunities that, in Maranon Capital’s judgment, require additional capital beyond that available or prudent for allocation in the Private Investment Funds or other separately managed accounts. The Senior Credit Funds, Senior Note Vehicle, the Non-Discretionary Account and any future Private Investment Funds and/or separately managed accounts that invest primarily in first and second senior lien debt investments may be referred to collectively as “Senior Products.”

In its capacity as the management company, Maranon Capital provides advisory services to each Fund, the Senior Note Vehicle and the Non-Discretionary Account, including identifying and evaluating investment opportunities, negotiating investments, managing and monitoring investments, working with management teams of portfolio companies to execute growth strategies and achieving dispositions for such investments. When investing in portfolio companies, the senior principals or other personnel of Maranon Capital or its affiliates may serve on such portfolio companies’ respective boards of directors or otherwise act to influence the management of portfolio companies held until the Client exits the investment.

The Advisers’ advisory services for each Fund are detailed in the applicable confidential private placement memorandum and Partnership Agreement and are further described below under “Methods of Analysis, Investment Strategies and Risk of Loss.” Investors in a Fund participate in the overall investment program for such Fund and do not generally exercise any

control over the Fund's investment decisions. Investors in a Fund may be excused from a particular investment due to legal, regulatory or other applicable constraints, as set forth in the applicable Partnership Agreements. Maranon Capital's investment management services for a Separate Account are set forth in the applicable Investment Management Agreement

The Advisers have entered into, and may enter into additional, side letters or similar agreements with certain investors that have the effect of establishing rights under, altering or supplementing the terms of the Funds, including informational rights, regulatory matters and variations in fees and carried interest, with respect to such investors.

Maranon Capital's principal owners are L. Thomas Gregory and Ian M. Larkin.

FEES AND COMPENSATION

In general, Maranon Capital receives a management fee (a "Management Fee") from its Clients and a Private Investment Fund's general partner may receive a carried interest in connection with advisory services provided to the Client. The Advisers or their affiliates may also receive additional compensation in connection with management and other services performed for Client portfolio companies and such additional compensation may offset in whole or in part the management fees otherwise payable to Maranon Capital. Clients also bear certain expenses, as further described below.

The following is a summary of the fees paid by the Advisers' Clients. Investors should review the applicable Partnership Agreement or Investment Management Agreement for further details regarding the fee structures summarized below. Terms not defined herein are defined in the applicable Partnership Agreement or Investment Management Agreement.

Private Investment Fund Fees

In general, each Private Investment Fund pays management fees and may pay carried interest to the General Partner. The General Partner may exempt certain investors in the Private Investment Funds, including any Maranon person and any other person designated by a General Partner, from payment of all or a portion of the applicable Management Fees and/or carried interest. Any such exemption from fees and/or carried interest may be made by a direct exemption, a rebate by Maranon Capital and/or its affiliates, through investments in a Private Investment Fund which will then co-invest with a Fund or other arrangements. It is expected that any future Private Investment Funds will have a similar fee structure.

Management Fees

Mezzanine Fund I initially paid Maranon Capital, quarterly in advance, a management fee (the "Management Fee") equal to 2.0% on an annual basis of aggregate investor capital commitments ("Commitments"). Effective October 1, 2013, upon the end of the original investment period, the Management Fee was reduced to an amount equal to 1.75% on an annual basis of invested capital as reduced by investments that have been disposed of or completely written-off. The Management Fee is payable until all portfolio investments are distributed or until Maranon Capital's relationship with Mezzanine Fund I is terminated for other reasons (as described in the Mezzanine Fund I Partnership Agreement).

The Executive Fund, which was formed to coinvest with Mezzanine Fund I, subject to certain restrictions in their respective Partnership Agreements, does not pay any Management Fees.

Fund II generally pays Maranon Capital, quarterly in advance, a Management Fee equal to 2.0% on an annual basis of Commitments. Upon the earlier to occur of (i) the date when all Fund II Commitments have been invested or otherwise used to pay expenses or (ii) the Investment Period expires, the Management Fee will be reduced to an amount equal to 1.75% on an annual basis of invested capital as reduced by investments that have been disposed of or completely written-off. The Management Fee is payable until all portfolio investments are distributed or until Maranon Capital's relationship with Fund II is terminated for other reasons (as described in the applicable Partnership Agreements).

Senior Credit Fund II generally pays Maranon Capital, quarterly in arrears, a management fee equal to .75% on an annual basis of its limited partners' average invested capital plus aggregate indebtedness incurred to acquire investments.

As set forth in the Partnership Agreements, each Fund's Management Fee will be reduced by a portion of certain fees received by Maranon Capital or the applicable General Partner in connection with services provided to the Funds' portfolio companies, such as breakup, monitoring, directors', transaction and similar fees. To the extent that such an offset credit would reduce the Management Fee for a given quarterly period below zero, the credit will be carried forward for future application against payable Management Fees. Installments of the Management Fee payable for any period other than a full quarterly period are adjusted on *pro rata* basis according to the actual number of days in such period.

As permitted under each Partnership Agreement, a General Partner may waive or agree to reduce a Fund's Management Fee in exchange for a reduction of such General Partner's capital contribution obligation and/or a corresponding interest in the applicable Fund's profits. Any such waived or reduced portion of the Management Fee reduces the amount of capital such General Partner would otherwise be required to contribute to the Fund. Limited Partners of an applicable Fund will generally be required to make a *pro rata* contribution according to their respective Commitments to fund any contribution that would otherwise be required of the General Partner in connection with any such waiver or reduction as described above and, as a result, the exercise of such waiver may result in an acceleration of investor capital contributions. Waived or reduced Management Fees are not subject to the Management Fee offsets described above.

Carried Interest

The General Partner will generally receive a carried interest with respect to Mezzanine Fund I and Fund II equal to 20% of all realized profits in excess of an 8% compound preferred return, as more fully described in the Partnership Agreement. As set forth in the applicable Partnership Agreements, the carried interest distributed to the General Partner is subject to a potential giveback at the end of a Mezzanine Fund's life, as well as on an interim basis in the case of Fund II, if the General Partner has received excess cumulative distributions.

The Executive Fund and Senior Credit Fund II do not pay a carried interest.

Separate Account Fees

Separate Account fees are negotiated on a Client-by-Client basis and are set forth in the applicable Investment Management Agreement.

Senior Note Vehicle Fees

The Senior Note Vehicle pays Maranon Capital a Management Fee, monthly in arrears, equal to 0.50% of (i) the outstanding daily principal amount of all senior note investments held by the Senior Note Vehicle and (ii) the average daily market value of all other securities held by the vehicle and managed by Maranon Capital. In addition, Maranon Capital retains a portion of origination fees on assets it generates for the Senior Note Vehicle.

Non-Discretionary Account Fees

The Non-Discretionary Account pays Maranon Capital, quarterly in arrears, a fee equal to 0.50% of invested capital for all closed investments in senior debt related opportunities offered to it by Maranon Capital. In addition, Maranon Capital retains all administration fees and a portion of origination fees on assets it generates for the Non-Discretionary Account.

Other Client Fee and Expense Information

Principals or other employees of Maranon may receive a portion of the Management Fee, carried interest or other compensation received by Maranon Capital or its affiliates.

In addition to any Management Fee and carried interest, Clients bear certain expenses. As set forth in each Partnership Agreement, each Fund bears all its expenses to the extent not paid or reimbursed by portfolio companies, including (i) all costs, expenses, liabilities and obligations attributable to acquiring, holding and disposing of the applicable Fund's investments, (ii) legal, accounting, auditing, insurance, travel, litigation and indemnification costs and expenses, judgments and settlements, consulting, finders', financing, appraisal, filing, custodian and other fees and expenses, (iii) expenses of the advisory board, (iv) all costs, expenses, liabilities and obligations incurred by the applicable Fund, its General Partner or its affiliates relating to investment and disposition opportunities for the applicable Fund not consummated, (v) all out-of-pocket fees and expenses incurred by the applicable Fund, its General Partner or any of their affiliates in connection with any conference or meeting of limited partners, (vi) any taxes, fees and other governmental charges levied against the applicable Fund, (vii) any placement fees, and (ix) costs and expenses that are classified as extraordinary expenses under GAAP, but not ordinary overhead and administrative expenses of the Advisers (such as employee compensation, rent, utilities and general office expenses.). Separate Accounts bear similar expenses incurred in connection with the senior debt and other investments held in its account, as set forth in each Investment Management Agreement. Brokerage fees for Clients may be incurred in accordance with the practices set forth in "Brokerage Practices."

The Funds invest in illiquid assets on a long-term basis. Accordingly, Management Fees and any other fees and expenses are expected to be paid, except as otherwise described in the

applicable Partnership Agreement, over the term of each Fund. A Fund's investors generally are not permitted to withdraw or redeem their interests. The Senior Note Vehicle and the Non-Discretionary Account also invest in illiquid assets on a long-term basis so the Client's ability to terminate the Investment Management Agreement and withdraw assets is limited.

PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

As described under "Fees and Compensation," the General Partners receive a carried interest allocation on certain realized profits in the Mezzanine Funds. The Senior Products and the Executive Fund are not charged a performance-based fee. While charging certain Clients, but not others, a performance-based fee could present a conflict of interest, the Advisers do not believe this arrangement poses a conflict of interest in practice because the Senior Products and the Mezzanine Funds have different investment strategies and the Executive Fund is designed to coinvest alongside Mezzanine Fund I, subject to certain limitations set forth in their respective Partnership Agreements. In addition, Maranon Capital has agreed to present senior debt related investment opportunities to the Non-Discretionary Account only in instances when, in Maranon Capital's judgment, such investments may require additional capital beyond that available or prudent for allocation to the Funds or other Maranon Clients. In addition to these considerations, the Advisers maintain an investment allocation policy that takes into account the Advisers' obligations to each Client, including any investment limitations and restrictions, as set forth in the Partnership Agreements and the Investment Management Agreements.

TYPES OF CLIENTS

Maranon Capital provides investment advice to Private Investment Funds as well as other Clients. Private Investment Funds may include investment partnerships or other investment entities formed under domestic or non-U.S. laws and operated as exempt investment pools under the Investment Company Act of 1940, as amended (the "Investment Company Act"). Clients (and indirectly, investors participating in Private Investment Funds) may include individuals, banks or thrift institutions, insurance companies, other investment entities, pension and profit-sharing plans, trusts, estates or charitable organizations or other corporations or business entities. Clients may also include, directly or indirectly, principals or other employees of Maranon Capital and its affiliates.

The Funds generally have a minimum investment amount of \$5 million, although the Executive Fund had a minimum investment amount of \$100,000. The General Partner had the right to waive minimum investment amounts. Fund investors are generally required to be qualified purchasers (as defined in the Investment Company Act), although the Executive Fund's interests were sold to accredited investors (as such term is defined in Regulation D promulgated under the Securities Act). Minimum investment amounts and investor qualification standards for other Clients are determined on a case-by-case basis, although Maranon Capital would typically require any managed account client to be a qualified purchaser and to place a significant amount of capital under management with Maranon Capital.

METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

General

Each General Partner has appointed Maranon Capital to provide day-to-day investment advisory services to the Funds, subject to the applicable General Partner's supervision. Maranon Capital is also responsible for managing the other Senior Products. Since the Advisers share common owners and personnel and the Funds and the other Senior Products are intended to make complementary investments, the Advisers' overall investment methodology is described below. Fund investors should review each Fund's private placement memorandum and the applicable Partnership Agreement and Separate Account Clients should review the applicable Investment Management Agreement for more detailed information regarding the investment strategies to be employed in connection with and/or any investment restrictions that pertain to their particular investments. There can be no assurance that the Advisers will achieve a Client's investment objectives and a loss of investment may be possible.

Investment Strategy

The Advisers typically target investments in middle market companies. The Advisers may seek to offer an integrated financing solution for such companies by managing two complementary, committed pools of capital. The Mezzanine Funds were formed to invest in mezzanine and equity securities primarily in the lower middle market (companies with \$5 to \$30 million of EBITDA and enterprise valuations of \$30 million to \$150 million). The Senior Products generally invest in floating rate senior first lien secured loans, generally in the same or similar types of companies as the Mezzanine Funds. Investment targets for the Funds include private equity sponsored leveraged buyouts as well as non-sponsored transactions in partnership with management teams. In certain instances, the Advisers may offer an integrated financing solution in partnership with other senior first and second lien debt providers in club and syndicated transactions.

The Advisers may also take advantage of equity co-investment opportunities in situations that the Advisers' believe provide attractive investment return prospects. Any such equity co-investments will focus primarily on investment opportunities where the Advisers believe the enterprise valuation and investment return prospects are more compelling than market norms. Such co-investments are expected to be made only in conjunction with a mezzanine or senior credit investment by a Private Investment Fund.

The Advisers source Client investments through direct origination efforts focused on private equity firms, investment banks, business brokers, commercial lenders, accountants, lawyers and other centers of influence in the middle market.

The Advisers focus on risk management, high transaction selectivity and loan portfolio diversification. The Advisers also build portfolio diversity by transaction type and industry.

The Advisers generally are the lead investor in Mezzanine Fund investments. As a result, the Advisers are in a position to exert significant influence over the structure and terms of each Client transaction. The Advisers' investment professionals expect to be active members of the

boards of directors for portfolio companies in which a Private Investment Fund makes a significant equity co-investment.

Risks of Investment

The Advisers' Clients bear the risk of loss that the Advisers' investment strategy entails. A prospective Client should only invest with the Advisers as part of an overall investment strategy and only if such investor is able to withstand a total loss of its investment. Prospective investors should not construe the performance of earlier investments by the Advisers or their affiliates as providing any assurances regarding future performance.

Risks involved with the Advisers' investment strategy and an investment in the Private Investment Funds include, but are not limited to, those described below. Private Investment Fund investors should review the applicable private placement memorandum or similar offering document for specific information regarding the risks associated with an investment in a given Private Investment Fund. To the extent a Separate Account Client has authorized the Advisers to make the types of investments and use the investment techniques described below, the investment risks described herein are also generally applicable to investments made on behalf of such Client.

Integrated Financing. As part of Maranon's investing strategy, Maranon may use an integrated financing approach on select transactions and provides both senior and mezzanine capital in certain of its investments. The Senior Products typically have a set capacity available for financing of senior loans. In addition, Senior Product funding commitments made by a Separate Account may be terminated under certain situations by the Separate Account client, generally involving significant adverse events with respect to the investments held in the Separate Account. Maranon may require additional senior financing capacity to implement its integrated financing approach.

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

Future and Past Performance. The performance of the principals' prior investments and a Fund's performance to date is not necessarily indicative of a Fund's future results. While the General Partners intend for each Fund to make investments that have estimated returns commensurate with the risks undertaken, there can be no assurances that a targeted internal rate of return will be achieved. On any given investment, loss of principal is possible.

Leveraged Nature of Investments. The portfolio companies in which a Fund may invest may be highly leveraged, thereby increasing the degree of credit risk inherent in each investment. Leverage often imposes restrictive financial and operating covenants on a company, in addition to the burden of debt service, and may impair its ability to finance future operations and capital needs or to pay principal and interest on a Fund's investments when due. The leveraged capital structure of portfolio companies increases the exposure of a Fund's investments to any deterioration in a company's condition or industry, competitive pressures, an adverse economic

environment or rising interest rates. A Fund's investments may be unsecured and subordinated to substantial amounts of senior indebtedness, all or a significant portion of which may be secured and bear floating interest rates. In the event any portfolio company cannot generate adequate cash flow to meet debt service, a Fund may suffer a partial or total loss of capital invested in the portfolio company, which could adversely affect the returns of such Fund. Furthermore, the companies and securities in which a Fund invests generally will not be rated by a credit rating agency.

Prepayment of Investments. The stated maturity of traditional mezzanine investments is generally six to eight years, and the stated maturity of senior credit investments is generally five years. However the Advisers expect that borrowers will generally prepay their mezzanine and/or senior credit loans earlier than the stated maturity. The life of a traditional mezzanine or senior credit investment can be substantially shorter, particularly for good credits. Early prepayment, particularly by good credits, reduces a Fund's opportunity to make long-term compounded returns. Later prepayment, particularly by weaker credits, can tie up a Fund's capital in investments which may have a greater risk of default. Either way, the shortening or lengthening of the holding period may prevent a Fund from realizing its objectives.

Nature of Investment in Senior Loans. The assets of a Senior Credit Fund will primarily be in floating rate senior, first and second lien secured loans. The factors affecting an issuer's first and second lien loans, and its overall capital structure, are complex and may differ from the general structure outlined in a Senior Credit Fund's private placement memorandum. Some first lien loans may not necessarily have priority over all other indebtedness of an issuer. For example, some first lien loans may permit other secured obligations (such as overdrafts, swaps or other derivatives made available by members of the syndicate to the company), or involve first liens only on specified assets of an issuer. Issuers of first lien loans may have two tranches of first lien debt outstanding each with first liens on separate collateral. Furthermore, the liens referred to herein generally only cover domestic assets and non-U.S. assets are not included (other than, for example, where a borrower pledges a portion of the stock of first-tier non-U.S. subsidiaries). In the event of chapter 11 filing by an issuer, title 11 of the United States Code (11 U.S.C. §§ 101 - 1532) (the "Bankruptcy Code") authorizes the issuer to use a creditor's collateral and to obtain additional credit by grant of a priority lien on the issuer's property, senior even to liens that were first in priority prior to the bankruptcy filing, as long as the issuer provides what the presiding bankruptcy judge considers to be "adequate protection," which may, but need not always, consist of the grant of replacement or additional liens or the making of cash payments to the affected secured creditor. The imposition of prior liens on a Senior Credit Fund's collateral would adversely affect the priority of the liens and claims held by a Senior Credit Fund and could adversely affect a Senior Credit Fund's recovery on its loans.

Any secured debt is secured only to the extent of its lien and only to the extent of underlying assets or incremental proceeds on already secured assets. Moreover, underlying assets are subject to credit, liquidity, and interest rate risk. Although the amount and characteristics of the underlying assets selected as collateral may allow a Senior Credit Fund to withstand certain assumed deficiencies in payments occasioned by the borrower's default, if any deficiencies exceed such assumed levels or if underlying assets are sold it is possible that the proceeds of such sale or disposition will not be equal to the amount of principal and interest owing to a Senior Credit Fund in respect to its loans.

Further, loans may become non-performing for a variety of reasons. Upon a bankruptcy filing by an issuer of debt, the Bankruptcy Code imposes an automatic stay on payments of its pre-petition debt. Non-performing debt obligations may require substantial workout negotiations, restructuring or bankruptcy filings that may entail a substantial reduction in the interest rate, deferral of payments and/or a substantial write-down of the principal of a loan or conversion of some or all of the debt to equity. If an issuer were to seek relief under chapter 11 of the Bankruptcy Code, the Bankruptcy Code authorizes the issuer to restructure the terms of repayment of a class of debt even if the class fails to accept the restructuring as long as the restructured terms are “fair and equitable” to the class and certain other conditions are met.

Senior secured credit facilities are generally syndicated to a number of different financial market participants. The documentation governing the facilities typically requires either majority consent or, in certain cases, unanimous approval for certain actions in respect of the credit, such as waivers, amendments, or the exercise of remedies. In addition, voting to accept or reject the terms of a restructuring of a credit pursuant to a chapter 11 plan of reorganization is done on a class basis. As a result of these voting regimes, a Senior Credit Fund may not have the ability to control any decision in respect of any amendment, waiver, exercise of remedies, restructuring or reorganization of a Senior Credit Fund’s loan investments.

Senior secured loans are also subject to other risks, including (i) the possible invalidation of an debt or lien as a “fraudulent conveyance,” (ii) the recovery as a “preference” of liens perfected or payments made on account of a debt in the 90 days before a bankruptcy filing, (iii) equitable subordination claims by other creditors, (iv) so-called “lender liability” claims by the issuer of the obligations and (v) environmental liabilities that may arise with respect to collateral securing the obligations. It is possible that a secondary loan market participant can be denied a recovery from the debtor in a bankruptcy if a prior holder of the loans either received and does not return a preference or fraudulent conveyance or engaged in conduct that would qualify for equitable subordination.

Non-Payment of Principal and Interest; Adequacy of Collateral. The Clients’ investments are subject to the risk of non-payment of scheduled interest or principal by the borrowers with respect to such investments. Such non-payment would likely result in a reduction of income to the Clients and a reduction in the value of the loans experiencing non-payment. Although a Senior Credit Fund may invest in portfolio companies that its General Partner believes are secured by specific collateral the value of which typically exceeds the principal amount of the investment at the time of initial investment, there can be no assurance that the liquidation of any such collateral would satisfy the borrower’s obligation in the event of non-payment of scheduled interest or principal payments with respect to such investment, or that such collateral could be readily liquidated. In addition, in the event of bankruptcy of a borrower, a Senior Credit Fund could experience delays or limitations with respect to its ability to realize the benefits of the collateral securing an investment a portfolio company. Under certain circumstances, collateral securing an investment in a portfolio company may be released without the consent of a Senior Credit Fund. Moreover, a Senior Credit Fund’s first lien loans may be unperfected for a variety of reasons, including the failure to make required filings by lenders and, as a result, a Senior Credit Fund may not have priority over other creditors as anticipated.

Non-controlling Investments. Each Fund will principally hold debt obligations and other non-controlling interests in portfolio companies and, therefore, will have a limited ability to protect each Fund's position in such portfolio companies. However, each General Partner seeks appropriate creditor and shareholder rights to help protect the applicable Fund's interest.

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

Lack of Sufficient Investment Opportunities. It is possible that a Fund will never be fully invested if enough sufficiently attractive investments are not identified. The business of identifying and structuring mezzanine or senior credit transactions is highly competitive and involves a high degree of uncertainty. Each Fund competes for investments with other private investment vehicles (particularly those focused on mezzanine or senior credit investments), as well as individuals, financial institutions and other institutional investors. In addition, companies seeking an infusion of capital may choose to draw upon the public debt or equity markets, or with regard to a Mezzanine Fund, obtain first and/or second lien debt financing, instead of issuing privately placed mezzanine securities. However, Limited Partners in Mezzanine Funds will be required to pay annual management fees during the Investment Period based on the entire amount of their Commitments.

Illiquidity; Lack of Current Distributions. An investment in each Fund should be viewed as illiquid. It is uncertain as to when profits, if any, will be realized. Losses on unsuccessful investments may be realized before gains on successful investments are realized. The return of capital and the realization of gains, if any, generally will occur only upon the partial or complete disposition of an investment. While an investment may be sold at any time, it is not generally expected that this will occur for a number of years after the initial investment. Before such time, there may be no current return on the investment. Furthermore, the expenses of operating each Fund (including the annual management fee payable to the applicable General Partner) may exceed its income, thereby requiring that the difference be paid from the applicable Fund's capital.

Leveraged Investments. The Mezzanine Funds generally may use leverage by incurring debt to finance an investment in a given portfolio company pending receipt of capital contributions from the Partners pursuant to a capital call notice. The Senior Credit Funds generally may use leverage by incurring debt to finance an investment in a given portfolio company. Leverage generally magnifies a Fund's opportunities for gain and its risk of loss from a particular investment. The use of leverage will also result in interest expense and other costs to a borrowing Fund that may not be covered by distributions made to the Fund or appreciation of its investments. In addition, this portfolio company leverage could accelerate and magnify declines in the value of a Fund's investments in the leveraged portfolio companies in a down market.

Limited Transferability of Fund Interests. There is no public market for each Fund's interests, and none is expected to develop. There are substantial restrictions upon the transferability of each Fund's interests under the Partnership Agreements and applicable

securities laws. In general, withdrawals of the Funds' interests are not permitted. In addition, the Funds' interests are not redeemable.

Restricted Nature of Investment Positions. Generally, there is no readily available market for a substantial number of the Funds' investments, and hence, most of the Funds' investments are difficult to value. Certain investments may be distributed in kind to the Partners.

Reliance on the General Partner and Portfolio Company Management. Control over the operation of each Fund is vested entirely with its General Partner, and each Fund's profitability depends largely upon the business and investment acumen of its Principals. The loss of service of one or more of its Principals could have an adverse effect on a Fund's ability to realize its investment objectives. Limited Partners generally have no right or power to take part in the management of the Funds, and as a result, the investment performance of each Fund will depend entirely on the actions of its General Partner. Although the General Partners will monitor the performance of each Fund's investments, it is primarily the responsibility of each portfolio company's management team to operate the portfolio company on a day-to-day basis. Although the Funds generally intend to invest in companies with strong management, there can be no assurance that the existing management of such companies is strong or will continue to operate a company successfully.

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

Conflicting Investor Interests. Limited Partners may have conflicting investment, tax, and other interests with respect to their investments in a Fund, including conflicts relating to the structuring of investment acquisitions and dispositions. Conflicts may arise in connection with decisions made by a General Partner regarding an investment that may be more beneficial to one Limited Partner than another, especially with respect to tax matters. In structuring, acquiring and disposing of investments, each General Partner generally will consider the investment and tax objectives of the applicable Fund and its Partners as a whole, not the investment, tax, or other objectives of any Limited Partner individually.

Enhanced Scrutiny and Certain Effects of Potential Regulatory Changes. There has recently been significant discussion regarding enhanced governmental scrutiny and/or increased regulation of the private equity industry. There can be no assurance that any such scrutiny or regulation will not have an adverse impact on a Fund's activities, including the ability of a Fund to implement operating improvements or otherwise execute its investment strategy or achieve its investment objectives.

The combination of recent scrutiny of private equity firms (along with other alternative asset managers) and their investments by various politicians, regulators and market commentators, and the public perception that certain alternative asset managers, including

private equity firms, contributed to the recent downturn in the U.S. and global financial markets, may complicate or prevent a Fund's efforts to consummate investments. As a result, a Fund may invest in fewer transactions or incur greater expenses or delays in completing investments than it otherwise would have.

Alternative Investment Fund Managers Directive. The EU Alternative Investment Fund Managers Directive (the "AIFMD") came into effect on July 22, 2013. The AIFMD regulates the activities of certain private fund managers undertaking fund management activities or marketing fund interests to investors within the European Economic Area ("EEA"). If a Fund is actively marketed to investors domiciled or having their registered office in the EEA after July 21, 2013 in circumstances where no transitional relief is available: (i) such Fund may be subject to certain reporting, disclosure and other compliance obligations under the AIFMD, which may result in the Fund incurring additional costs and expenses; (ii) such Fund and/or its General Partner may become subject to additional regulatory or compliance obligations arising under national law in certain EEA jurisdictions, which may result in the Fund incurring additional costs and expenses or otherwise affect the management and operation of the Fund; (iii) its General Partner may be required to make detailed information relating to the Fund and its investments available to regulators and third parties; and (iv) the AIFMD may also restrict certain activities of such Fund in relation to EEA portfolio companies including, in some circumstances, the Fund's ability to recapitalize, refinance or potentially restructure an EEA portfolio company within the first two years of ownership. In addition, it is possible that some EEA jurisdictions will elect to restrict or prohibit the marketing of non-EEA funds to investors based in those jurisdictions, which may make it more difficult for a Fund to raise its targeted amount of Commitments.

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

Non-U.S. Investments. A Fund may invest a portion of the aggregate Commitments in portfolio companies that are organized or have substantial sales or operations outside of the United States, its territories, and possessions. Such investments may be subject to certain additional risk due to, among other things, potentially unsettled points of applicable governing law, the risks associated with fluctuating currency exchange rates, capital repatriation regulations (as such regulations may be given effect during the term of a Fund), the application of complex U.S. and foreign tax rules to cross-border investments, possible imposition of foreign taxes on a Fund and/or its Partners with respect to such Fund's income, and possible foreign tax return filing requirements for a Fund and/or its Partners.

Significant Default Penalties. The Partnership Agreement provides for significant penalties and other adverse consequences in the event a Limited Partner defaults on its Commitment or other payment obligations. In addition to losing its right to potential

distributions from a Fund, a defaulting Limited Partner may be forced to transfer its interest such Fund for an amount that is less than the fair market value of such interest and that may be paid over a period of up to ten years, without interest.

Dilution. Limited Partners admitted to a Private Investment Fund at subsequent closings generally will participate in then-existing investments of such Private Investment Fund, thereby diluting the interest of existing Limited Partners in such investments. Although any such new Limited Partner will be required to contribute its pro rata share of previously made capital contributions, there can be no assurance that this contribution will reflect the fair value of such Private Investment Fund's existing investments at the time of such contributions.

General Partner's Carried Interest. The fact that a General Partner's carried interest is based on a percentage of net profits, may create an incentive for a General Partner to cause a Fund to make riskier or more-speculative investments than would otherwise be the case.

Director Liability. A Fund may obtain the right to appoint a representative to the board of directors of the companies in which it invests. Serving on the board of directors of a portfolio company exposes such Fund's representatives, and ultimately such Fund, to potential liability. Not all portfolio companies may obtain insurance with respect to such liability, and the insurance that portfolio companies do obtain may be insufficient to adequately protect officers and directors from such liability.

Phantom Income. Certain of a Fund's portfolio investments may be issued with "original issue discount" and may result in the receipt of ordinary interest or dividend income without a corresponding receipt of cash or property. Consequently, an investor's share of taxable income of a Fund for a particular period (and possibly the income tax payable with respect to that income) may exceed the cash or other property distributed by such Fund to such investor in respect of that period.

Uncertain Economic and Political Environment. The current global economic and political climate is one of uncertainty. Prior acts of terrorism in the United States, the threat of additional terrorist strikes and the fear of a prolonged global conflict have exacerbated volatility in the financial markets and can cause consumer, corporate, and financial confidence to weaken, increasing the risk of a "self-reinforcing" economic downturn. The availability of credit for consumers, homeowners and businesses, including credit used to acquire businesses, continues to be restricted. This may have an adverse effect on the economy generally and on the ability of the Funds and their portfolio companies to execute their respective strategies and to receive an attractive multiple of earnings on the disposition of their businesses. A climate of uncertainty may reduce the availability of potential investment opportunities and increases the difficulty of modeling market conditions, reducing the accuracy of financial projections. Furthermore, such uncertainty may have an adverse effect upon portfolio companies in which the Funds make investments.

Market Conditions. Any material change in the economic environment, including a slow-down in economic growth and/or changes in interest rates or foreign exchange rates, could have a negative impact on the performance and/or valuation of portfolio companies. A Private Investment Fund's performance can be affected by deterioration in public markets and by market

events, such as the onset of the credit crisis in the summer of 2007 or the downgrading of the credit rating of the United States in 2011, which, among other things, can impact the public market comparable earnings multiples used to value privately held portfolio companies and investors' risk-free rate of return. Movements in foreign exchange rates may adversely affect the value of investments in portfolio companies and a Private Investment Fund's performance. The value of publicly traded securities may be volatile and difficult to sell as a block, even following a realization through listing. The impact of market and other economic events may also affect a Private Investment Fund's ability to raise funding to support its investment objective and also the level of profitability achieved on realizations of investments

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

Conflicts of Interest

Maranon Capital currently manages the Mezzanine Funds, the Senior Credit Funds, the Senior Note Vehicle and the Non-Discretionary Account and may manage additional similar Private Investment Funds and other separately managed accounts in the future. Conflicts of interest may arise in Maranon Capital's direction of certain relevant investment opportunities to the Mezzanine Funds, on the one hand, and the Senior Credit Products, on the other hand, from time to time. In addition, the Mezzanine Funds may make mezzanine and equity co-investments in the same transactions in which the Senior Products invest, subject to any limitations in the applicable Partnership Agreements and Investment Management Agreements. As a result, the Mezzanine Funds and the Senior Products may have conflicting interests in negotiating the terms of their investments. In negotiating the price of the mezzanine securities, characterizations, rates of interest or stated dividends, nature of the covenants, and other terms and conditions of such securities, the Senior Products may have interests that conflict with those of the Mezzanine Funds. Such conflicts also exist in the negotiations of amendments or waivers or in a workout or bankruptcy. Maranon Capital will, to the extent it is managing investments of a Mezzanine Fund and the senior loans of a Senior Product in the same issuer, seek to manage such conflicts in good faith and in a manner consistent with its duties to its Clients, including through the various Partnership Agreements and protocols that are in effect between the Mezzanine Funds and the Senior Products and were put in place to mitigate such conflicts, and may seek the advice of the applicable Client and/or a Fund's advisory board as it deems appropriate. Certain additional conflicts may be present if a Senior Product manages a senior loan in a default, workout or bankruptcy scenario, as permitted by the applicable Partnership Agreement or Investment Management Agreement. In such a case, the Senior Product could take actions that are adverse to the interests of a Mezzanine Fund.

In addition, from time to time, the Advisers will be presented with investment opportunities that would be suitable not only for the Mezzanine Funds and the Senior Credit

Funds, but also for other Clients or investment vehicles operated by the Advisers and/or affiliates. In determining which investment vehicles should participate in such investment opportunities, the Advisers and their affiliates are subject to conflicts of interest among the investors in such investment vehicles. The Advisers attempt to resolve such conflicts of interest in light of their obligations to Clients, and attempt to allocate investment opportunities among Clients and any other such investment vehicles in a fair and equitable manner and in accordance with any provisions regarding the allocation of investment opportunities in the Clients' governing documents. Where necessary, the Advisers may consult with and receive consent to conflicts from the Client, or in the case of a Fund, its advisory board.

Because the General Partner's carried interest is based on a percentage of net realized profits, it may create an incentive for Maranon Capital to cause the Mezzanine Funds to make riskier or more speculative investments than would otherwise be the case. In addition, since Maranon Capital is permitted to retain certain fees (as described under "Fees and Compensation") in connection with Client investments, it could have a conflict of interest in connection with approving transactions.

DISCIPLINARY INFORMATION

Maranon Capital and its management persons have not been subject to any material legal or disciplinary events required to be discussed in this Brochure.

OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

Maranon Capital is affiliated with the General Partners, each of which is an investment adviser registered with the SEC under the Advisers Act pursuant to Maranon Capital's registration in accordance with SEC guidance. The Advisers operate as a single advisory business and may share common owners, officers, partners, employees, consultants or persons occupying similar positions.

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

The Advisers have adopted a Code of Ethics and Securities Trading Policy and Procedures (the "Code"), which sets forth standards of conduct that are expected of the Advisers' principals and employees and addresses conflicts that arise from personal trading. Personal securities transactions are required to be conducted in a manner that prioritizes Client interests in Client eligible investments. The Code requires the Advisers' personnel to report their personal securities transaction and to obtain approval from the Advisers' Chief Compliance Officer prior to, directly or indirectly, acquiring beneficial ownership of any security in an initial public offering or a limited offering or engaging in any securities transactions involving securities on the Advisers' restricted list. A copy of the Code will be provided to any Client or prospective investor upon request to Mike Parilla, the Advisers' Chief Compliance Officer, at (312) 646-1200.

The Advisers and their affiliates may come into possession, from time to time, of material nonpublic or other confidential information about public companies which, if disclosed, might affect an investor's decision to buy, sell or hold a security. Under applicable law, the Advisers

and their affiliates would be prohibited from improperly disclosing or using such information for their personal benefit or for the benefit of any person, regardless of whether such person is a client of the Advisers.

Accordingly, should the Advisers or any of their affiliates come into possession of material nonpublic or other confidential information with respect to any public company, the Advisers would be prohibited from communicating such information to clients, and the Advisers will have no responsibility or liability for failing to disclose such information to clients as a result of following their policies and procedures designed to comply with applicable law. Similar restrictions may be applicable as a result of the Advisers' personnel serving as directors of public companies and may restrict trading on behalf of Clients.

Principals and employees of the Advisers and their affiliates may directly or indirectly own an interest in Private Investment Funds, including the Mezzanine Funds, the Senior Credit Funds or certain co-investment vehicles. To the extent that co-investment vehicles exist, such vehicles may invest in one or more of the same portfolio companies as a Fund.

The Funds, the other Senior Products and any other Clients may invest together with other private investment funds or clients advised by affiliates of the Advisers, subject to any limitations in the applicable Clients' governing documents. The Advisers will determine the allocation of investment opportunities in a manner that they believe is fair and equitable to Clients consistent with the Advisers' obligations to such Clients, including any investment restrictions and objectives set forth in the relevant Client's governing documents.

The Advisers and their affiliates, principals and employees may carry on investment activities for their own account and for family members, friends or others who are not Clients, and may give advice and recommend securities to such persons or vehicles which may differ from advice given to, or securities recommended or bought for, a Client, even though their investment objectives may be the same or similar. The governing documents of certain Clients may restrict, limit or prohibit, in whole or subject to certain procedural requirements, investments of certain other vehicles in issuers held by such Clients or may give priority with respect to investments to such Clients. Some of these restrictions could be waived by Clients (or their representatives).

BROKERAGE PRACTICES

The Advisers focus on securities transactions of private companies and generally purchase and sell such companies through privately-negotiated transactions in which the services of a broker-dealer may be retained. However, the Advisers may also distribute securities to Clients or Private Fund Investors or sell such securities, including through using a broker-dealer, if a public trading market exists. Although the Advisers do not intend to regularly engage in public securities transactions, to the extent they do so, they would generally follow the brokerage practices described below.

If an Adviser sells publicly traded securities for a Client, the Adviser is responsible for directing orders to broker-dealers to effect securities transactions for accounts managed by such Adviser. In such event, the Advisers will seek to select brokers on the basis of best price and

execution capability. In selecting a broker to execute client transactions, the Advisers may consider a variety of factors, including: (i) execution capabilities with respect to the relevant type of order; (ii) commissions charged; (iii) the reputation of the firm being considered; and (iv) responsiveness to requests for trade data and other financial information.

Consistent with the Advisers seeking to obtain best execution, brokerage commissions on Client transactions may be directed to brokers in recognition of research furnished by them, although the Advisers generally do not make use of such services at the current time and have not made use of such services since their inception. To the extent the Advisers engage in any such soft dollar transactions in the future, they will seek to comply with the safe harbor set forth in Section 28(e) of the Securities Exchange Act of 1934, as amended, and adopt any necessary policies and procedures.

From time to time, the Advisers may, but are not obligated to, purchase or sell securities for several Clients at approximately the same time. Such orders may be combined or “batched” to facilitate obtaining best execution and/or to reduce brokerage commissions or other costs. Batched transactions are executed in a manner intended to ensure that no participating Client of the Advisers is favored over any other Client.

REVIEW OF ACCOUNTS

Client investments, particularly those made by the Private Investment Funds, are generally private, illiquid and long-term in nature and/or in debt securities with a stated maturity. Accordingly, the Advisers’ review process is not directed toward a short-term decision to dispose of securities. However, Maranon Capital closely monitors companies in which a Client invests, and the Advisers’ Chief Compliance Officer periodically checks to confirm that each Client’s account is maintained in accordance with its stated objectives.

Each Fund provides to its limited partners (i) annual U.S. GAAP audited and quarterly unaudited financial statements, (ii) annual tax information necessary for each limited partner’s tax return and (iii) quarterly reports providing a narrative summary of the status of each portfolio. Maranon Capital provides Separate Account Clients with monthly, quarterly and annual reports related to aspects of their portfolios, as required by the applicable Investment Management Agreement.

CLIENT REFERRALS AND OTHER COMPENSATION

The Advisers and/or their affiliates may provide certain business or consulting services to companies in a Client’s portfolio and may receive compensation from these companies in connection with such services. In the case of each Fund, this compensation may, in many cases, offset a portion of the Management Fees paid by each Fund. However, in other cases, these fees may be in addition to Management Fees. See “Fees and Compensation.”

From time to time, the Advisers may enter into placement agreements or solicitation arrangements pursuant to which they compensate third parties for referrals that result in a potential investor becoming a Client. Any fees and expenses payable to any such placement agents will borne by the Advisers either directly or indirectly through an offset against the

Client's Management Fee. The Advisers retained a placement agent to solicit investors for Mezzanine Fund I, but there are no outstanding placement agent payment obligations.

The Advisers have retained M2O Private Fund Advisors LLC ("M2O"), a U.S. registered broker-dealer, to solicit investors for Mezzanine Fund II. As compensation for its efforts, M2O receives a monthly retainer while it is soliciting investors and will earn a fee based on a percentage of the commitments to Mezzanine Fund II attributable to M2O's solicitation efforts.

CUSTODY

Maranon Capital maintains custody of Client assets with the following qualified custodians: Merrill Lynch, Pierce, Fenner & Smith, Inc. at 600 California Street, 8th Floor, San Francisco CA, 94108, Silicon Valley Bank at 3003 Tasman Drive, Santa Clara, CA 95054, U.S. Bank Global Corporate Trust Services, One Federal Street, 3rd Floor, Boston, MA 02110, and CSC Trust Company of Delaware at 2711 Centreville Road, Wilmington, DE 19808.

INVESTMENT DISCRETION

With the exception of the Non-Discretionary Account, Maranon Capital has discretionary authority to manage investments on behalf of its Clients. Maranon Capital assumes this discretionary authority pursuant to the terms of the Partnership Agreements and the Investment Management Agreements and any powers of attorney executed by Clients or Private Investment Fund investors. As a general policy, Maranon Capital does not allow Clients to place limitations on this authority. Pursuant to the terms of the Partnership Agreements, however, Maranon Capital may enter into "side letter" arrangements with certain limited partners whereby the terms applicable to such limited partner's investment in a Fund may be altered or varied, including, in some cases, the right to opt-out of certain investments for legal, tax, regulatory or other similar reasons. Separate Accounts, such as the Senior Note Vehicle and the Non-Discretionary Account, can negotiate limitations on Maranon Capital's authority when entering into Investment Management Agreements with Maranon Capital. Pursuant to the Investment Management Agreement, Maranon Capital is not obligated to present investment opportunities to the Non-Discretionary Account, and the accountholder of the Non-Discretionary Account has acknowledged and agreed that Maranon Capital may be obligated to first offer investment opportunities to the Funds and other Clients.

VOTING CLIENT SECURITIES

The Advisers have adopted Proxy Voting Policies and Procedures (the "Proxy Policy") to address how they will vote proxies, as applicable, for Clients. The Proxy Policy seeks to ensure that the Advisers vote proxies (or similar instruments) in the best interest of Clients, including where there may be material conflicts of interest in voting proxies. The Advisers generally believe its interests are aligned with those of Funds' investors through the principals' beneficial ownership interests in the Funds and therefore will not seek investor approval or direction when voting proxies for the Funds. In the event that there is or may be a conflict of interest in voting proxies, the Proxy Policy provides that the Advisers may address the conflict using several alternatives, including by seeking the approval or concurrence of the applicable Fund's advisory board on the proposed proxy vote or through other alternatives set forth in the Proxy Policy.

Additionally, a Fund's advisory board may approve the Advisers' vote in a particular solicitation. The Advisers do not consider service on portfolio company boards by Maranon personnel or Maranon's receipt of management or other fees from portfolio companies to create a material conflict of interest in voting proxies with respect to such companies. Clients (or investors in a Private Investment Fund) may request a copy of the Advisers' complete Proxy Policy or information regarding how the Advisers voted proxies for particular portfolio companies, free of charge, by contacting Mike Parilla, the Advisers' Chief Compliance Officer, at (312) 646-1200.

FINANCIAL INFORMATION

Maranon Capital does not require prepayment of management fees more than six months in advance or have any other events requiring disclosure under this item of the Brochure.