

**PART 2A FORM ADV**

**FIRM BROCHURE**

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**This brochure provides information about the qualifications and business practices of Freeman Spogli Management Co., L.P. If you have any questions about the contents of this brochure, please contact William M. Wardlaw at (310) 444-1822. 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.**

**Additional information about Freeman Spogli Management Co., L.P. also is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).**

**Freeman Spogli Management Co., L.P. is an investment adviser registered with the SEC. Being a “registered investor adviser” or describing ourselves as being “registered” does not imply a certain level of skill or training.**

**THIS BROCHURE IS NOT AN OFFER TO SUBSCRIBE FOR OR PURCHASE ANY SECURITIES.**

## **Item 2.           Material Changes**

This Form ADV Part 2A (or “**brochure**”), dated March 2016, serves as an update to Freeman Spogli Management Co., L.P.’s brochure dated June 2015 (the “**Prior Brochure**”). Although our business practices that we are required to describe in this brochure have not materially changed since the Prior Brochure, this brochure contains certain additional disclosure regarding ownership, fees and expenses, risks, and conflicts of interest.

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#### **Item 4. Advisory Business**

##### **A. Organization and Ownership**

For purposes of this brochure, “**Freeman Spogli**” or the “**Firm**” means Freeman Spogli Management Co., L.P., together (where the context permits) with the general partners (the “**General Partners**”) of the Funds (as defined below). The Firm, formerly known as Freeman Spogli & Co. VI, L.P., is a Delaware limited partnership that was organized in 2008. The owners of the Firm are Bradford M. Freeman, Ronald P. Spogli, John M. Roth, J. Frederick Simmons, Todd W. Holloran, Jon D. Ralph, Brad J. Brutocao, Benjamin D. Geiger, William M. Wardlaw, John Hwang, and Christian B. Johnson.

##### **B. Advisory Services**

The Firm currently serves as the investment adviser to private equity funds (the “**FS Funds**”) and parallel investment entities that invest proportionately with a FS Fund in all investments on substantially the same terms and conditions subject to applicable tax, legal, or regulatory constraints (the “**Parallel Funds**” and, together with the FS Funds, the “**Funds**”).

The Funds are dedicated exclusively to investing and partnering with management in companies positioned for strong growth and equity appreciation. The Funds make investments in equity and equity-related securities issued in corporate acquisitions organized and led by the Firm. In accordance with the Funds’ respective investment objectives, investments are generally made in middle-market companies in consumer-related businesses, including the retailing, direct marketing, and distribution industries in the United States, and, in the case of certain Funds, the catalog industry, companies that provide services to retailers, and certain types of consumer product companies (together with the retailing, direct marketing, distribution and catalog industries and companies that provide services to retailers, the “**Target Sectors**”). The Firm’s management and administrative services include investigating, structuring and negotiating potential investments, monitoring the performance of portfolio companies in which the Funds invest, and advising the Funds as to exit strategies from such portfolio investments.

Investment restrictions for the Funds, if any, are generally established in the organizational or offering documents of the applicable Fund, investment advisory agreement, and/or side letter agreements negotiated with investors in the applicable Fund (collectively, the “**Organizational Documents**”).

In addition to the advisory services described in the preceding paragraphs, the Firm and its employees provide certain consulting services to portfolio companies in which the Funds have invested.

##### **C. Tailoring of Investment Advice**

The Firm provides investment management advice in accordance with the investment objectives and guidelines set forth in each Fund’s Organizational Documents.

##### **D. Wrap Fee Programs**

The Firm does not participate in any wrap fee programs.

## **E. Assets Under Management**

The Firm manages the assets of each Fund on a discretionary basis. As of December 31, 2015, the amount of assets held by the Funds was approximately \$2,599,013,000.

## **Item 5. Fees and Compensation**

### **A. Management Fees**

As compensation for investment supervisory services rendered to the FS Funds, the Firm receives from each such FS Fund a management fee. Management fees paid by an FS Fund are indirectly borne by investors in such FS Fund. The precise amount of, and the manner and calculation of, the management fees for each FS Fund are established by the Firm and are set forth in such FS Fund's Organizational Documents. The management fees are generally subject to waiver or reduction by the Firm in its sole discretion. The fee structures described above are modified from time to time. Fees will on occasion differ from one FS Fund to another, as well as among investors in the same FS Fund. Parallel Funds generally do not pay management fees.

The Funds' General Partners are also entitled to receive from each Fund performance-based compensation ("**Carried Interest**") as further described in **Item 6** below. The specifics of each fee arrangement are negotiated for each Fund and are set forth in the limited partnership agreement ("**Partnership Agreement**") related to the specific Fund.

### **B. Payment of Management Fees**

The General Partner of each FS Fund calls capital from investors not affiliated with the Firm in each respective FS Fund for payment of management fees. Management fees are then paid by each of the FS Funds to the Firm.

Management fees paid by a FS Fund will generally be reduced by a percentage of (1) the amount of fees paid by such FS Fund to persons acting as a placement agent in connection with the offer and sale of interests in such FS Fund to certain potential investors and/or (2) certain Transaction and Monitoring Fees (as defined below) received by the Firm from a FS Fund's portfolio companies, as further described in **Item 5.C** below.

Due to waived or reduced management fees and/or the timing of receipt of compensation subject to offsets, FS Fund investors may not receive the full benefit of reductions or offsets (e.g., during periods when the Firm no longer receives management fees and receives compensation that would otherwise be subject to offset, the Firm, depending on certain elections that may be made by FS Fund investors, may be entitled to retain such compensation without remitting any such amounts to the applicable FS Fund or its investments).

### **C. Other Fees and Expenses**

*Transaction and Monitoring Fees*

As described in **Item 11** the portfolio companies in which a Fund invests typically pay directors' fees, transaction fees, consulting fees, advisory fees, monitoring fees, break-up fees and other fees ("**Transaction and Monitoring Fees**") to the Firm or any of its employees in connection with the consummation, holding or disposition of a portfolio company investment or the termination of an unconsummated investment by the Fund. Any such Transaction and Monitoring Fees received by the Firm or any of its employees will be remitted to the Firm. These Transaction and Monitoring Fees are often substantial. As noted in **Item 5.B** above, in general, a percentage of such fees received by the Firm or any of its employees (after a deduction for applicable expenses) will be credited toward an offset of the management fee. The remainder will be retained by the Firm. The amount and manner of such reduction is set forth in the Organizational Documents of the applicable Fund. To the extent any Transaction and Monitoring Fees relate to more than one FS Fund, the Firm will allocate the resulting management fee reduction among the applicable FS Fund(s) in proportion to their interest (or prospective interest) in the portfolio company. As Parallel Funds generally do not pay management fees, any such reduction will not benefit such entities and will be retained by the Firm. Any such reduction of an FS Fund's management fees will be limited to the extent of such FS Fund's investment in a portfolio company in proportion to the aggregate investment of all Funds to the applicable portfolio company. Certain Transaction and Monitoring Fees are prepaid for a given year. To the extent there is a realization event (such as an initial public offering or strategic exit) during such year, the portion of such fees attributable to the remainder of the year will be refunded to the portfolio company.

#### *Payments Made to Third Parties*

The Firm also engages and retains senior advisors, advisers, consultants, and other similar professionals, including but not limited to Industry Executives (discussed in **Item 8**) who are not employees or affiliates of the Firm and who receive additional compensation from, or allocations with respect to, portfolio companies and/or other entities. Such remuneration includes, but is not limited to, salary, bonus, director fees, and stock options and will not be deemed paid to or received by the Firm and its affiliates. For the avoidance of doubt, such remuneration will not be remitted to the applicable Funds or otherwise subject to the offset described above. For a discussion of the material conflicts of interest created by the engagement of such persons, please see "Conflicts Relating to Industry Executives" in **Item 11** below.

#### *Expense Reimbursement*

Additionally, a portfolio company will reimburse the Firm for expenses (including without limitation travel expenses, which have in the past, and may in the future, include expenses for chartered or first class travel, "black car" transportation, and meals (including late night meals while not traveling) and entertainment expenses, indemnification expenses, certain legal expenses and similar out-of-pocket expenses) incurred by the Firm in connection with its performance of services for a portfolio company; such reimbursed expenses are generally not included as "Transaction and Monitoring Fees" under the terms of the applicable Organizational Documents, and such reimbursements are not subject to the offset described above. For a discussion of material conflicts of interest created by the receipt of such fees and reimbursements, please see **Item 11** below.

### *Fund Expenses*

Each Fund generally bears all expenses relating to its activities (to the extent not reimbursed by a portfolio company), including any management fee, legal, auditing, consulting and accounting expenses (including expenses associated with the preparation of their financial statements and tax returns), expenses of the advisory committee, insurance and other expenses associated with the acquisition, holding and disposition of their investments (other than ordinary overhead expenses assumed by the Firm), all third-party expenses in connection with transactions not consummated, and extraordinary expenses (such as litigation), and other expenses as described in each Fund's Partnership Agreement.

From time to time, the general partner of a Fund may create certain "special purpose vehicles" or similar structuring vehicles for purposes of accommodating certain tax, legal and regulatory consideration of investors ("SPVs"). In the event the general partner creates an SPV, consistent with the Organizational Documents of the Fund, the SPV (and indirectly, the investors thereof) will typically bear all expenses related to its organization and formation and other expenses incurred solely for the benefit of the SPV.

### *Allocation of Expenses*

To the extent not allocated to a portfolio company, the Firm will allocate out-of-pocket fees and expenses incurred in the course of evaluating and making investments that are consummated between Funds in accordance with each Fund's Organizational Documents or, to the extent not addressed in such Organizational Documents, pro rata based on the respective total capital commitments of such Funds.

The appropriate allocation between Funds, investors in the Funds and other third parties of third party expenses and fees generated in the course of evaluating potential investments which are not consummated, such as out-of-pocket fees associated with due diligence, attorney fees and the fees of other professionals, will be determined by the Firm in its good faith discretion, consistent with the Organizational Documents of the Funds, as applicable. If multiple Funds evaluate a potential investment that is not consummated, the Firm generally allocates fees and expenses generated in the course of evaluating such investment among such Funds based on the anticipated investment of each Fund.

With respect to allocating other expenses among Fund(s) and/or third parties, as appropriate, to the extent not addressed in the Organizational Documents of a Fund, the Firm will make any such allocation determination in a fair and reasonable manner using its good faith judgment, notwithstanding its interest (if any) in the allocation. The Firm will make any corrective allocations and take any mitigating steps if it determines such corrections are necessary or advisable.

### **D. Fees Payable in Advance**

The management fees are paid semi-annually in advance, shortly following the commencement of such semi-annual period, or quarterly in advance, subject to the terms of the applicable Fund's Organizational Documents.

In the event a FS Fund overpays the management fee for any period payable in advance (whether by reason of a change in the calculation of the management fee, a termination of the management fee, or otherwise), the excess payment will either be credited against the amount due for the next payment or refunded.

If the Firm is removed as the investment adviser to a FS Fund, the Firm will be entitled to the management fee relating to the full period, as applicable, during which it was removed, unless it was removed for malfeasance, in which case the portion of the management fee for any partial period after the date of removal will be returned.

#### **E. Compensation for the Sale of Securities**

Neither the Firm nor any of its supervised persons accepts any compensation for the sale of securities or other investment products, including units of ownership (“**Interests**”) in the Funds.

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

#### **Performance-Based Profits Allocations**

As noted in **Item 5.A** above, the General Partners are entitled to receive distributions of Carried Interest from each Fund. Carried Interest paid by a Fund is indirectly borne by investors in such Fund.

#### **Potential Conflicts of Interest**

The fact that the compensation of the General Partners is based on the performance of the Funds creates an incentive for the Firm to make investments on behalf of the Funds that are riskier or more speculative than would be the case in the absence of a performance-based Carried Interest distribution.

The terms of the Carried Interest could also give the Firm an incentive to make decisions regarding the timing and structure of realization transactions that are not necessarily in the best interests of investors. For example, the General Partner of a Fund would be in a position to receive Carried Interest distributions earlier if profitable investments are liquidated prior to investments that are not profitable because, at the time proceeds from such profitable investments are liquidated, the General Partner would not be required to first distribute capital to limited partners to make up for prior losses associated with unprofitable investments although the Firm would be required to take into account any write downs, as discussed below.

The Carried Interest also creates a potential conflict of interest for the Firm in valuing investments. For example, the General Partner of a Fund will not receive a Carried Interest until the limited partners in such Fund receive distributions equal to their share of any write downs that were not taken into account for prior distributions. This creates an incentive for the Firm to avoid writing down the value of assets that are not readily marketable or difficult to value because the General Partner will be in a position to receive a higher Carried Interest.

The payment of Carried Interest at varying effective rates based on the past performance of a Fund creates an incentive for the Firm to disproportionately allocate time, services or functions



to Funds paying Carried Interest at a higher effective rate, or allocate investment opportunities to such Funds. Generally, and except as otherwise set forth in the Organizational Documents of the Funds, this conflict is mitigated by (i) certain limitations on the ability of the Firm to establish new investment funds, (ii) contractual provisions requiring certain Funds to purchase and sell investments contemporaneously and/or (iii) contractual provisions and procedures setting forth investment allocation requirements.

Please see **Item 11** below for additional information relating to how conflicts of interest are generally addressed by the Firm.

## **Item 7. Types of Clients**

Each Fund is a client of the Firm. As further described in **Item 4** above, the Firm provides investment advice to the Funds and makes investment decisions on behalf of the Funds consistent with the stated investment objectives set forth in each Fund's respective constituent documents. Investment advice is provided directly to the Funds (subject to the direction and control of the General Partner of each such Fund, if applicable) and not individually to investors in such Fund.

The Funds generally accept potential investors who are "accredited investors" as defined in Regulation D under the Securities Act of 1933, as amended (the "**Securities Act**") and "qualified purchasers" as that term is defined in Section 2(a)(51) of the Investment Company Act of 1940, as amended (the "**Investment Company Act**").

The Firm does not have a minimum size for a Fund, but, depending on the Fund documents, minimum investment commitments have in the past and may in the future be established for investors in the Funds.

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

### **INVESTMENT STRATEGY**

The Firm focuses its investments in the Target Sectors and in the middle-market, with transactions typically ranging from \$100 million to \$750 million in enterprise value and equity investments generally ranging from \$50 million to \$150 million. The Firm invests in companies that have established defensible market positions in products, channels, or geographic niches. The Firm is particularly attracted to situations in which its in-depth knowledge of the target's particular sector allows the Firm to identify areas of potential operating improvement or strategic initiatives that may help transform a company and increase its value. An integral part of the Firm's investment philosophy is to partner with strong management teams and enable them to become significant owners of their businesses. Although the Firm prefers control investments, it will selectively consider minority investment opportunities where its industry knowledge and the board's voting composition allow the Firm to exert significant influence. The Firm actively participates in the development and growth of each of its portfolio companies.

The Firm utilizes the services of talented independent consultants with extensive industry experience ("**Industry Executives**"). The Industry Executives assist the Firm in sourcing and evaluating investment opportunities and in developing and implementing growth strategies for

portfolio companies with which they work. For their service, the Industry Executives receive a consulting fee from the Firm. In their roles as directors, they also receive directors' fees directly from the portfolio companies paid in the form of cash and stock options. Industry Executives also from time to time receive transaction fees in connection with certain of the Funds' investments. Because Industry Executives are not affiliates of the Firm, these directors' fees and transaction fees are not offset against the Firm's management fees. In addition, to ensure their interests are properly aligned with the Firm's, Industry Executives invest directly in the portfolio companies for which they serve as directors. These executives have significant operating experience in the Target Sectors and have worked as independent consultants with the Firm for an average of ten years.

## **INVESTMENT PROCESS**

The Firm employs a five-step approach to investing: proactive deal sourcing, rigorous due diligence, prudent transaction structuring, post-closing value creation, and opportunistic monetization.

In addition to evaluating investment opportunities in connection with sale processes, the professionals of the Firm also proactively reach out to various intermediaries in order to generate new business ideas and stay in front of new deals coming to the market. The Firm leverages its relationships with key executives in the consumer and distribution sectors to assist in the identification of potential investments. The Firm bases its investment decisions on extensive due diligence reviews to help identify and manage the risks and evaluate the growth opportunities associated with acquisitions. The Firm's due diligence investigations are enhanced by the Industry Executives and other third party consultants who have operating expertise in the sector in which the potential portfolio company participates. The Firm prefers management to focus on growing its business rather than managing a highly leveraged capital structure, and actively works to increase the value of its companies through both organic and acquisition growth. The Firm takes an opportunistic approach to monetization. Decisions regarding exit timing and methodology are based primarily on expectations regarding a portfolio company's future operations and general conditions in the capital markets.

## **INVESTMENTS AND RISK OF LOSS**

An investment in a Fund involves a substantial degree of risk. There is no guarantee of a Fund's successful performance, that a Fund's investment objective can be reached or that a positive return will be achieved. A Fund may lose all or a substantial portion of its investments, and investors in Funds must be prepared to bear the risk of a complete loss of their investments. As a general rule, investors should expect that investments with higher return potential will also have higher potential of risk of loss to capital and/or income. A Fund itself is not a balanced investment program for purposes of an investor's portfolio diversification needs and, therefore, investors should consult with their own financial advisers for the appropriateness of an investment in a Fund for their overall investment program. In addition to the information set forth in a Fund's offering document (the "**Private Placement Memorandum**"), a prospective investor in a Fund should consider the following factors and other considerations. The following risk factors do not purport to be a complete examination of all of the risks involved.

## **Risks Relating To Fund Investments**

### **Control Investments and Directorships**

A Fund will acquire control positions in certain companies in which it invests. Additionally, officers and employees of the Firm will at times serve as directors of portfolio companies in which a Fund invests. The exercise of control over a company through a control position, or the service of an officer or employee of the Firm as a director of such company, could (i) expose the assets of a Fund to claims by such company, its security holders and creditors or (ii) impose additional risks of liability for failure to supervise management, violation of governmental regulations and other types of liability in which general limited liability protections are ignored. If these liabilities were to occur, a Fund, directly, and the Fund's partners indirectly, would likely suffer losses with respect to their investments.

### **Illiquid Nature of Portfolio Company Investments**

A Fund will make investments in securities that have limited liquidity. It is anticipated there will be a significant period of time before a Fund has completed its investments in portfolio companies. Such investments typically take from two to seven years from the date of initial investment to reach a state of maturity when partial or complete realization of the investment can be achieved. Transaction structures typically will not provide for liquidity of a Fund's investment prior to that time. Generally, there will be no readily available market for a substantial amount of a Fund's portfolio investments. Most investments held by a Fund will not be able to be sold except pursuant to a registration statement filed under the Securities Act of 1933 ("**Securities Act**") or in accordance with Rule 144, Regulation D or another exemption under the Securities Act. The market prices, if any, of such investments tend to be volatile, and a Fund may not be able to sell such investments when it desires, or, upon sale, to realize what it perceives to be their fair value. Further, companies whose securities are not publicly traded are not subject to the disclosure and other investor protection requirements applicable to publicly traded companies. In light of the foregoing, it is likely that no return from the disposition of a Fund's investments will occur until a significant period of time has passed. Furthermore, disposition of such investments may result in distributions in-kind to investors.

### **Portfolio Company Risks**

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

## **General Economic Conditions; Market Dislocation**

In 2008, global financial markets began to experience extraordinary market conditions, including extreme losses and volatility in securities markets and failure of the credit markets to function. It is uncertain whether regulatory actions will be able to prevent further losses and volatility in securities markets or stimulate credit markets. Although financial markets have been generally experiencing a period of recovery, volatility remains and any future deterioration could have an adverse impact on a Fund. Disruptions in the financial markets typically make it more difficult for a Fund to realize investments and impact the market prices of securities and adversely affect the valuation of a Fund's investments.

The success of a Fund's activities, and of the portfolio companies in which a Fund will invest, will be affected by general economic and market conditions, such as interest rates, availability of credit, credit defaults, inflation rates, economic uncertainty, changes in laws (including laws relating to taxation of a Fund's investments), trade barriers, and political circumstances (including wars, terrorist acts or security operations).

## **Use of Leverage**

While investments in leveraged companies offer the opportunity for capital appreciation, such investments also involve a higher degree of risk. A Fund's investments involve varying degrees of leverage, as a result of which recessions, operating problems and other general business and economic risks will potentially have a more pronounced effect on the profitability or survival of such companies. Moreover, rising interest rates increase portfolio company interest expense. If a 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. While the use of leverage will create opportunities to increase a Fund's returns, it also may increase a Fund's losses. A decrease in the availability of financing (or an increase in the interest cost) for leveraged transactions (e.g., due to adverse changes in economic or financial market conditions such as those described above or a decreased appetite for risk by lenders) can materially impair a Fund's ability to consummate portfolio investments, to make leveraged distributions or to sell investments to buyers who utilize similar leverage strategies.

## **Initial Public Offerings**

Funds have in the past and may in the future invest in companies whose securities are subsequently sold pursuant to initial public offerings. Such securities have no public market prior to their initial offering and there is no assurance that (i) an active public market in such securities will develop or continue after their initial offering or (ii) the initial public offering price of such securities will be indicative of the market price for such securities after their initial offering.

By reason of its investment in a portfolio company, a Fund will often acquire confidential or material non-public information or otherwise be restricted from initiating transactions in certain securities. A Fund will not be able to act upon any such information. Due to these restrictions, certain Funds will not be able to initiate transactions that they otherwise might have initiated and will not be able to sell securities of portfolio companies that they otherwise might have sold.

## **Minority Investments**

Funds have in the past and may in the future invest in minority positions of companies and in companies for which the Fund has no right to appoint a director or otherwise exert significant influence. In such cases, the Fund will rely significantly on the existing management and board of directors of such companies, which often include representation of other financial investors with whom the Fund is not affiliated and whose interests conflict with the interests of the Fund. Where practicable and appropriate, a Fund generally will seek shareholder rights to protect its interests, but it will not always be possible to secure such rights.

## **Risk of Limited Number of investments**

Funds participate in a limited number of investments and, as a consequence, the aggregate return of such Funds can be substantially adversely affected by the unfavorable performance of even a single portfolio company. Other than as set forth in the Partnership Agreement of a Fund, investors have no assurance as to the degree of diversification of a Fund's portfolio investments. Although a Fund's Partnership Agreement generally will limit a Fund's ability to invest aggregate commitments in any one investment, the General Partner will have sole discretion within such limitations to select investments for the Fund. Unforeseen circumstances may cause it to limit the number of its investments or type of investment activity. At a particular time, it is possible that a Fund will have a significant portion or all of its investment capital in only one portfolio investment or a single Target Sector. Consequently, a Fund's results will be more susceptible to adverse economic and business conditions. In addition, where the General Partner intends to refinance all or a portion of the capital invested in a portfolio company, there is a risk that such refinancing will not be completed, which would increase the risk a Fund will have an unintended long-term investment as to such portion of the amount invested leading to reduced diversification.

## **Bridge Financings**

From time to time, a Fund will lend to portfolio companies on a short-term, unsecured basis (a "**Bridge Financing**") in anticipation of a future issuance of equity or long-term debt securities. During the initial one-year period that any Bridge Financing is outstanding, such Bridge Financing will be treated as a short-term investment and will not be subject to the Preferred Return or Carried Interest provisions outlined in the Partnership Agreement. To the extent that a Bridge Financing is not refinanced, sold or otherwise repaid within such one-year period, the Bridge Financing will be treated as a permanent investment in the portfolio company.

## **Management Team of Portfolio Companies**

Each portfolio company's day-to-day operations will be the responsibility of such company's management team. Although the Firm will be responsible for monitoring the performance of each investment and intends to invest considerable time in contributing, directly and indirectly, to strong management, there can be no assurance that the existing management team, or any successor, will be able to operate the portfolio company in accordance with a Fund's plans.

## **Foreign Investments**

To the extent a Fund invests in companies organized or with substantial operations outside the United States, those investments will be subject to risks associated with foreign investment. These risks include, but are not limited to, potential material adverse effects caused by inflation, currency devaluation, less developed entity and finance laws and regulations, exchange rate fluctuations, repatriation or exchange control regulation, withholding or other taxes, changes in government policies (including foreign investment policy and taxation), social instability and other political, economic or diplomatic developments in such countries.

## **Third Party Litigation**

The investment activities of a Fund, particularly with respect to its relationships with portfolio companies (including participation on boards of directors), will subject a Fund to the risk of becoming involved in litigation brought by portfolio companies, their stockholders, their creditors and others. Generally, a Fund would bear the expense of defending against claims by such parties and paying amounts necessary to satisfy any settlements or judgments. If a Fund becomes subject to liability, parties seeking to have the liability satisfied may have recourse to the Fund's assets generally and may not be limited to any particular asset, such as the investment giving rise to a liability.

## **Valuation of Investments**

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

## **Assessment of Value May Not Be Accurate**

A Fund's success will depend in large part on the ability of its General Partner to accurately assess the fundamental value of the Fund's assets. An accurate assessment of fundamental value will depend on a complex analysis of a number of legal, financial, microeconomic, macroeconomic and other factors. No assurance can be given that the General Partner will accurately assess the nature and magnitude of the many factors having a bearing on the value of the Fund's assets. Further, no assurance can be given that all of the relevant factors or that all of the pertinent information will be considered by or be available to those persons in formulating any particular investment decision. The failure to consider any of those factors or to accurately assess the nature and magnitude of the relevant factors or pertinent information may cause a Fund to miss significant profit opportunities or to incur substantial losses.

## **Risks Upon Disposition of Certain Investments**

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

### **Side Letters**

The Firm and/or the Fund will typically enter into certain written agreements (“**Side Letters**”) with one or more of the Fund’s investors. These Side Letters entitle an investor to make an investment in a Fund on terms different from those in the Fund’s Partnership Agreement. Any such terms, including with respect to (i) opting out of particular investments; (ii) reporting obligations of the Fund; (iii) transfers to affiliates; (iv) co-investment opportunities; (v) withdrawal rights due to adverse tax or regulatory events; (vi) consent rights to certain Partnership Agreement amendments; or (vii) any other matters, can be more favorable than those offered to any other investors.

### **Cybersecurity Risk**

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

The foregoing is a summary of certain significant risks relating to an investment in a Fund. This summary is qualified in its entirety by a Fund’s Private Placement Memorandum, and should not be interpreted as a representation that the matters referred to herein are the only risks involved in an investment in a Fund, or that the magnitude of such risks is necessarily equal.

## **Item 9. Disciplinary Information**

There are no legal or disciplinary events that are material to a client's or prospective client's evaluation of or the integrity of the Firm or its management persons.

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

### **A. Affiliated Broker-Dealers**

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

### **B. Affiliated Commodity Advisors**

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

### **C. Other Affiliations and Conflicts of Interest**

*The Funds' General Partners.*

As discussed in **Item 6** above, various affiliates of the Firm serve as a General Partner to each Fund and are entitled to receive performance-based Carried Interest distributions from the applicable Fund. The existence of the General Partners' Carried Interest creates an incentive for the General Partners to cause such Funds to make more speculative investments than they would otherwise make in the absence of performance-based compensation. In addition, as discussed in **Item 5.C** the Firm, such General Partner or their employees receive Transaction and Monitoring Fees. The payment of Transaction and Monitoring Fees creates a conflict of interest, as the Firm is incented to cause a portfolio company to increase such fees. Any such Transaction and Monitoring Fees received by the General Partner of a Fund or any of their respective employees are required to be immediately remitted to the Firm. A percentage of such Transaction and Monitoring Fees are used to offset each Fund's management fee.

Because Industry Executives are not affiliates of the Firm, any such fees received by Industry Executives will not offset the management fee. For a discussion of material conflicts of interest involving the Industry Executives, please see Item 11 below.

### **D. Recommendation of Other Investment Advisors**

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

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

### **Code of Ethics**



The Firm has adopted a code of ethics as part of its compliance manual (the “**Manual**”) pursuant to Rule 204A-1 under the Advisers Act, which imposes ethical standards and duties on the partners, members, owners, principals, directors, officers, supervisors, employees and certain other persons subject to the Firm’s control and supervision (collectively referred to herein as “**Covered Persons**”).

The Manual sets forth standards of conduct expected of all Covered Persons and it requires Covered Persons to comply with applicable federal securities laws. Covered Persons are expected to be familiar with the Manual and adhere to its provisions.

The Manual includes policies and procedures concerning “inside information” that are designed to prevent the misuse of material, non-public information. It prohibits Covered Persons from trading for Funds or themselves, or recommending trading, in securities of a company while in possession of material, non-public information about the company, and from disclosing such information to any person not entitled to receive it.

The Manual also addresses conflicts that could arise from personal securities trading by any Covered Persons. First, securities on the restricted list, initial public offerings, and private placements must be pre-cleared by the Chief Compliance Officer. Second, each Covered Person must submit quarterly reports containing all transactions not subject to an exception, for each of their personal securities account. Lastly, the Manual requires each Covered Person to submit to the Chief Compliance Officer at least annually a report of their securities so that they may be checked for compliance with the Manual.

The Firm will provide copies of the section of the Manual containing its Code of Ethics to the Funds upon request, at no charge.

### **Conflicts of Interest**

The material conflicts of interest encountered by a Fund include those discussed below, although the discussion below does not necessarily describe all of the conflicts that a Fund will face. Other conflicts are disclosed throughout this brochure and the brochure should be read in its entirety for other conflicts.

While the Firm believes that its interests with respect to the success of the Funds are generally aligned with the interests of the Funds’ investors, conflicts of interest between the Firm, the Firm’s principals and their affiliates, on the one hand, and the Fund, on the other hand, will arise.

### *Other Activities of the Firm*

Except as provided otherwise in the Organizational Documents of the applicable Funds, the Firm, their affiliates, and their respective members, managers, directors, officers, partners, shareholders, employees and agents have in the past and may in the future directly or indirectly purchase, sell, hold or otherwise deal with investments for their own accounts, for their family members or for other clients, irrespective of whether such investments are purchased, sold, held or otherwise dealt with for the account of the Fund. An investor will not, solely by reason of being a partner in a Fund, have any right to participate in any manner in any profits or income earned or derived by or accruing to the Firm, their affiliates, and their respective members,

managers, directors, officers, partners, shareholders, employees and agents from the conduct of any business other than the business of the Fund or from any transaction or other investment effected by any such person for any account other than that of the Fund.

None of the Firm, the Firm's principals or their respective affiliates will be precluded from undertaking investment activities on behalf of persons in which any of them has an investment as of the date that a Fund has admitted an initial group of limited partners.

It is expected that employees of the Firm responsible for managing a particular Fund will have responsibilities with respect to other Funds managed by the Firm, including Funds that will be raised in the future or to proprietary investments made by the Firm and/or its principals of the type made by a Fund. Conflicts of interest arise in allocating time, services or functions of these officers and employees.

Officers and employees of the Firm may buy securities in other investment vehicles (including private equity funds, hedge funds, real estate funds and other similar investment vehicles) which may include potential competitors of the Funds. Such transactions are subject to the policies and procedures set forth in the Firm's Code of Ethics and investors will not benefit from any such investments.

#### *Conflicts Relating to Allocation of Investment Opportunities*

The Firm allocates investment opportunities (in whole or in part) between Funds managed by the Firm in such manner as it believes to be appropriate given each entity's investment focus, capacity for new investments, diversification requirements, scheduled termination date, and any other factors the Firm determines to be relevant to such allocation decision. Notwithstanding the foregoing, the Firm will not be required to offer a Fund the opportunity to invest in any investments in portfolio companies of any other Fund or account managed by the Firm.

The Firm has organized the Parallel Funds, which have similar investment policies as the FS Funds. To the extent that any such Parallel Fund participates in the investments made by an FS Fund, such Parallel Fund and the FS Fund will co-invest pro rata on the basis of their respective total capital commitments at the time (subject to adjustment by the General Partner to reflect the effect of investors in an FS Fund or Parallel Fund who opt out or are excused or excluded from particular investments under the terms of the applicable Partnership Agreement) and, generally, on the same terms and conditions. Such Parallel Funds generally do not pay management fees.

The Firm has in the past and may in the future form alternative investment vehicles for a Fund making certain investments on behalf of one or more investors in such Fund and co-investment vehicles for the purpose of making certain co-investments with a Fund. The Firm offers investment opportunities to alternative investment vehicles and co-investment vehicles on a case by case basis, generally on the same terms and conditions applicable to the Fund, and subject to the terms and conditions of the Organizational Documents related to the specific Fund.

Situations could arise whereby the Firm has an economic incentive to make a decision that favors one Fund above the other Funds. Allocation of available investment opportunities among the Funds could give rise to conflicts of interest. In addition, the Firm or its personnel are likely to in the future establish one or more additional funds with investment objectives substantially

similar to, or different from, those of an existing Fund. The Firm recognizes that it must allocate such investment opportunities in a manner that is fair to each of the Funds, in light of the facts and circumstances of each situation.

The Firm has adopted the following general procedures to reduce potential conflicts of interests between its various Funds. In order to seek to mitigate potential conflicts of interest between its various Funds, the Firm has established advisory committees, consisting of representatives of the investors in a Fund whom are not affiliated with the Firm. The advisory committees will meet as required to consult with the Firm as to potential conflicts of interest. A Fund's advisory committee will have the right to review and approve or disapprove certain potential conflicts of interest (as set forth in the Fund's Organizational Documents) of the Firm, or any transaction between the Firm and the Fund, which decision will be binding on the subject person and the Fund.

#### *Conflicts Related to Investors in the Funds*

The unaffiliated investors of a Fund are expected to include persons or entities organized in various jurisdictions, which often have conflicting investment, tax and other interests in respect of their investments in the Fund. The conflicting interests of individual investors typically relate to or arise from, among other things, the nature of investments made by a Fund, the structuring of the acquisition of portfolio investments, the purchase by the Fund of an interest in a portfolio company where certain investors did not participate in the portfolio investment in such portfolio company, and the timing of disposition of investments. Such structuring of portfolio investments and other factors can result in different returns being realized by different investors in the same Fund. As a consequence, conflicts of interest arise in connection with decisions made by the Firm, including in respect of the nature or structuring of investments, that are potentially more beneficial for one investor than for another investor, especially in respect of investors' individual tax situations. In selecting and structuring investments appropriate for a Fund, the Firm will consider the investment and tax objectives of the applicable Fund, not the investment, tax or other objectives of any investor individually.

#### *Conflicts of Interest Related to Portfolio Companies Held by the Funds*

The Funds invest in portfolio companies that often have competing business interests. In addition, a principal or employee of the Firm or a related person has in the past and may in the future serve as a director with respect to portfolio companies, the securities of which are purchased on behalf of the Funds. In the event that the Firm or a related person: (i) obtains material non-public information in such capacity with respect to a portfolio company or (ii) is subject to trading restrictions pursuant to the internal policies of the Firm or such portfolio company, the Firm will be prohibited from engaging in transactions with respect to the securities or instruments of the affected portfolio company. Such a prohibition can have an adverse effect on the Funds.

#### *Conflicts Related to Transactions between the Firm and the Funds*

A Fund must obtain the consent of its advisory committee before (a) making any investment in which the Firm or any affiliate of the Firm has previously made an investment, or (b) selling any

investment in which the Firm or any other affiliate of the Firm has an interest consisting of securities that are substantially identical and have liquidity substantially equivalent to that of the investment being sold unless such interest is being sold pro rata and on substantially the same terms and at an equivalent price as the Fund's stake in such investment.

Without the consent of a Fund's advisory committee, neither the Firm nor any other affiliate of the Firm will (i) acquire or sell securities (other than securities it received as a distribution in kind from the Fund, any Parallel Fund, or any alternative investment vehicle) of any portfolio company other than through its interest in the Fund, any Parallel Fund, or any alternative investment vehicle, or (ii) borrow funds from the Fund. The prohibitions contained in this paragraph will not apply to (i) any acquisition of securities pursuant to a merger, consolidation or transaction involving a portfolio company, (ii) any acquisition of securities made pursuant to preemptive rights or similar interests granted to all or substantially all holders of the same class of securities, (iii) any acquisition of securities by or on behalf of an existing Fund or subsequent Fund made concurrently with, at the same price, and on the same terms and conditions as, the acquisition of substantially identical securities in the same portfolio company by the Fund, any Parallel Fund, or any alternative investment vehicle, so long as the costs and expenses of such transaction are equitably prorated, (iv) any sale or distribution of securities by an existing Fund or a subsequent Fund, provided that if such securities are substantially identical to and have equivalent liquidity as securities in the same portfolio company held by the Fund, any Parallel Fund, or any alternative investment vehicle, such sale or distribution must be made pro rata and substantially concurrently with, and on substantially the same terms and conditions as, the sale or distribution of the corresponding securities by such entities, (v) any sale of securities received in a distribution permitted to be made in clause (iv) above, and (vi) any acquisition of marketable securities.

The receipt of Transaction and Monitoring Fees and reimbursements, as described in **Item 5** above, creates a conflict of interest between the Firm and the Funds and their investors because the amounts of these fees and reimbursements are often substantial and the Funds and their investors generally do not have a direct interest in these fees and reimbursements. The Firm determines the amount of these Transaction and Monitoring Fees and reimbursements in its own discretion, subject to agreements with sellers, buyers, and management teams, the board of directors of or lenders to portfolio companies, and/or third party co-investors in its transactions, and the amount of such fees and reimbursements often will not (except in connection with the reductions described in Item 5 above) be disclosed to investors in the Funds.

The Firm does not co-invest with any of its Funds. However, Industry Executives have in the past and may in the future invest their own capital, either directly or indirectly, in the securities of portfolio companies that are recommended to the Funds. In certain instances, Industry Executives directly invest side-by-side with the Funds, either concurrently with the closing of the Fund's investment in such portfolio company or post-closing.

#### *Conflicts Related to Allocation of Co-Investment Opportunities*

The Firm will determine if the amount of an investment opportunity exceeds the amount the Firm determines would be appropriate for the Funds (after taking into account any portion of the opportunity allocated by contract to certain participants in the applicable deal, such as co-

sponsors, consultants and advisers to the Firm and/or the Funds, Industry Executives, or management teams of the applicable portfolio company, certain strategic investors and other investors whose allocation is determined by the Firm to be in the best interest of the applicable Fund), and any such excess will typically be offered to one or more co-investors pursuant to the procedures included in such Funds' Organizational Documents. Before extending any invitation to participate in a co-investment, the Firm must determine that the co-investment is in the best interest of the applicable Fund.

Investors in the Funds have in the past and may in the future be invited by a Fund's General Partner to participate individually in investments in portfolio companies, including (where appropriate) as lenders, placement agents, and purchasers of securities. However, investors who participate in such direct investment opportunities will assume any risk, responsibility or expense relating to their participation, and such direct investment will not entitle the limited partners to participate in the management or control of the investment.

In general, subject to any investment allocation requirements set forth in a Fund's Organizational Documents, (i) no investor in a Fund has a right to participate in any co-investment opportunity, (ii) decisions regarding whether and to whom to offer co-investment opportunities are made in the sole discretion of the Firm or its related persons or other participants in the applicable transactions, (iii) co-investment opportunities typically will be offered to some and not other investors in the Funds, in the sole discretion of the Firm or its related persons, (iv) certain persons other than investors in the Funds (e.g., Third Parties) will be offered co-investment opportunities, in the sole discretion of the Firm or its related persons and investors may be offered a smaller amount of co-investment opportunities than originally requested, and (v) co-investors generally purchase their interests in a portfolio company at the same time as the Funds or will on occasion purchase their interests from the applicable Funds after such Funds have consummated their investment in the portfolio company (also known as a post-closing sell down or transfer). Additionally, non-binding acknowledgments of interest in co-investment opportunities do not require the Firm to notify the recipients of such acknowledgments if there is a co-investment opportunity.

In exercising its discretion to allocate co-investment opportunities with respect to a particular investment among the Funds and other potential co-investors, the Firm will generally consider some or all of a wide range of factors, which include, but are not limited to, one or more of the following:

- The Firm's evaluation of the size and financial resources of the potential co-investment party and the Firm's perception of the ability of that potential co-investment party (in terms of, for example, staffing, expertise and other resources) to efficiently and expeditiously participate in the investment opportunity with the relevant Fund(s) without harming or otherwise prejudicing such Fund(s), in particular when the investment opportunity is time-sensitive in nature, as is typically the case;
- Any confidentiality concerns the Firm has that arise in connection with providing the other account or person with specific information relating to the investment opportunity in order to permit such potential co-investment party to evaluate the investment opportunity;

- The Firm's perception of its past experiences and relationships with the potential co-investment party, such as the willingness or ability of the potential co-investment party to respond promptly and/or affirmatively to potential investment opportunities previously offered by the Firm;
- The Firm's perception of whether the investment opportunity may subject the potential co-investment party to legal, regulatory, reporting, public relations, media or other burdens that make it less likely that the other account or person would act upon the investment opportunity if offered;
- The Firm's evaluation of whether the profile or characteristics of the potential co-investment party will have an impact on the viability or terms of the proposed investment opportunity and the ability of the Funds to take advantage of such opportunity (for example, if the potential co-investment party is involved in the same industry as a target company in which a Fund wishes to invest, or if the identity of the potential co-investment party, or the jurisdiction in which the potential co-investment party is based, may affect the likelihood of a Fund being able to capitalize on a potential investment opportunity); and
- Whether the Firm believes, in its sole discretion, that allocating investment opportunities to a potential co-investment party will help establish, recognize, strengthen and/or cultivate relationships that provide indirectly longer-term benefits to current or future Funds and/or the Firm.

The Firm's exercise of its discretion in allocating investment opportunities with respect to a particular investment among the persons, including the Funds, investors in the Funds and other third parties, and in the manner discussed above often will not result in proportional allocations among such persons, and such allocations will be more or less advantageous to some such persons relative to other such persons. While the Firm will determine how to allocate investment opportunities using its best judgment, considering such factors as it deems relevant, but in its sole discretion, 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 be if the conflicts of interest to which the Firm is subject, discussed herein, did not exist.

In the event the Firm determines to offer an investment opportunity to co-investors, there can be no assurance that the Firm will be successful in offering a co-investment opportunity to a potential co-investor, in whole or in part, that the closing of such co-investment will be consummated in a timely manner, that the co-investment will take place on the terms and conditions that will be preferable for the Fund or that expenses incurred by the Fund with respect to the syndication of the co-investment will not be substantial. In the event that the Firm is not successful in offering a co-investment opportunity to potential co-investors, in whole or in part, it is possible that the Fund will consequently hold a greater concentration and have exposure in the related investment opportunity than was initially intended, which could make the Fund more susceptible to fluctuations in value resulting from adverse economic and/or business conditions with respect thereto. Moreover, an investment by a Fund which is not syndicated to co-investors as originally anticipated could significantly reduce the Fund's overall investment returns.

A Fund will on occasion sell down an interest in its portfolio companies to co-investors, including but not limited to Industry Executives. Subject to the applicable organizational documents, the Firm may charge (or may decide not to charge) a co-investor (such as an investor in a Fund or a third party) interest costs for the time period between the closing of the applicable Fund's investment in a portfolio company to the date of the transfer of interests in such portfolio company to the applicable co-investor.

The Parallel Funds invest proportionately alongside their respective FS Funds in all transactions. Investors in the Parallel Funds may include Covered Persons and their friends and family, as well as entities controlled by, or established for the benefit of, Covered Persons and their friends and family.

In exercising its discretion to allocate investment opportunities and fees and expenses, the Firm is faced with a variety of potential conflicts of interest. For example, in allocating an investment opportunity among Funds with differing fee, expense and compensation structures, the Firm has an incentive to allocate investment opportunities to the Funds from which the Firm or its related persons would derive, directly or indirectly, a higher fee, compensation or other benefit.

#### *Conflicts Related to the Compensation Structure*

Because there is a fixed investment period after which capital from investors in the Funds can only be drawn down in limited circumstances and because management fees are, at certain times during the life of the Funds, based upon capital invested by the Funds, this fee structure creates an incentive to deploy capital when the Firm would not otherwise have done so.

In addition, the Firm and its principals have an indirect interest in the securities of portfolio companies held by the Funds because of Carried Interest. As discussed in **Item 6** above, the existence of Carried Interest from the Funds gives rise to certain conflicts of interest that likely would not exist in the absence of such performance-based compensation.

The Organizational Documents of certain Funds permit the General Partner of each such Fund to cause such Fund to distribute such General Partner's share of securities resulting from an investment disposition by such Fund to such General Partner or its affiliates (including managing directors and employees) in kind, while disposing of limited partners' share of such securities and distributing the net cash proceeds of such sale of securities to the limited partners. This ability creates conflicts of interest between the General Partners and the limited partners of the applicable Fund, because the General Partner has an incentive to cause the Fund to exit an investment at a time that could result in limited partners receiving a lesser return on such investment than would be the case if the General Partner was prohibited from receiving its proceeds from investments in kind (or was otherwise required to receive its share of investment proceeds in the same form as limited partners).

Pursuant to the Organizational Documents of a Fund, the General Partner of a Fund may be required to return excess amounts of Carried interest as a "clawback." This clawback obligation may create an incentive for the General Partner to defer disposition of one or more investments or delay the liquidation of a Fund if the disposition and/or liquidation would result in a realized loss to the Fund or would otherwise result in a clawback situation for the General Partner.

### *Conflicts Related to Advisory Committee Rights*

Generally, each Fund has established an advisory committee, consisting of representatives of investors. A conflict of interest may exist when some, but not all limited partners are permitted to designate a member to the advisory committee. The advisory committee may also have the ability to approve conflicts of interests with respect to the Firm and the applicable Fund, which could be disadvantageous to the investors, including those investors who do not designate a member to the advisory committee.

### *Conflicts Related to Industry Executives*

As discussed in **Item 8**, above, the Firm utilizes the services of Industry Executives. The Industry Executives, who are not affiliates of the Firm, are engaged to provide operational support, specialized operations and consulting services and similar or related services to, or in connection with, one or more portfolio companies in relation to the identification, acquisition, holding, improvement and disposition of such portfolio companies. These services may be high level insight or extensive day-to-day roles, and typically include support to the General Partner or portfolio companies regarding, among other things, the company's management (including serving in management positions or participating in determining corporate strategy), the company's supply chain, revenue and margin management (including determining sales/marketing strategy and retail strategy), data intelligence, finance (including generating metrics and reporting and business restructuring), human capital management (including recruiting personnel and determining executive/incentive compensation), information technology, corporate communications, customer service, sustainability (including, strategy, policy and reporting development), real estate matters and similar operational matters. The nature of the relationship with each such Industry Executive and the time devotion requirements of each such Industry Executive may vary significantly. These arrangements may be memorialized in a formal written agreement or may be informal and are negotiated individually, depending upon the anticipated services to be provided. As noted above under "*Conflicts Related to Transactions between the Firm and the Funds*," Industry Executives may be offered the ability to co-invest alongside Funds, including in investments in which such Industry Executive is involved or participates in the management thereof.

The Industry Executives receive a consulting fee from the Firm and, in their roles as directors, also receive directors' fees directly from the portfolio companies paid in the form of cash and stock options. The consulting fee is determined at the discretion of the General Partner taking into account the particular services provided by the Industry Executives and the directors' fees are determined by the relevant portfolio company. Industry Executives also from time to time receive transaction fees in connection with certain of the Funds' investments. Because Industry Executives are not affiliates of the Firm, directors' fees and transaction fees paid to the Industry Executives by a portfolio company will not reduce any fees otherwise payable to the Firm or its affiliates.

### *Conflicts Related to Common Service Providers*

The Firm and the Funds will generally engage common legal counsel and other advisers in a particular transaction, including a transaction in which there could be conflicts of interest.



Members of the law firms engaged to represent the Funds are on occasion investors in a Fund, and could also represent one or more portfolio companies or investors in a Fund. In the event of a significant dispute or divergence of interest between Funds, the Firm and/or its affiliates, the parties will in the sole discretion of the Firm and its affiliates engage separate counsel, and in litigation and other circumstances separate representation will often be required. Additionally, the Firm and the Funds and the portfolio companies of the Funds have in the past and may in the future engage other common service providers. In such circumstances, the service provider may charge varying rates or engage in different arrangements for services provided to the Firm, the Funds, and/or the portfolio companies. This may result in the Firm receiving a more favorable rate on services provided to it by such a common service provider than those payable by the Funds and/or the portfolio company, or the Firm receiving a discount on services even though the Funds and/or the portfolio companies receive a lesser, or no, discount. This creates a conflict of interest between the Firm, on the one hand, and the Funds and/or portfolio companies, on the other hand, in determining whether to engage such service providers, including the possibility that the Firm will favor the engagement or continued engagement of such persons if it receives a benefit from such service providers, such as lower fees, that it would not receive absent the engagement of such service provider by the Funds and/or the portfolio companies.

#### **Item 12. Brokerage Practices**

The Firm's investment strategy typically involves making direct long-term investments in companies on behalf of the Funds. As such, the Firm does not routinely trade public securities on behalf of Funds. Any use of broker-dealers most often involves exiting a portfolio company investment either in an underwritten offering or through open market sales. The Firm selects broker-dealers on a "best execution" basis. Best price, after giving effect to commissions and transaction costs, is one factor in this decision, but the Firm also takes into account many other factors of best execution for a specific transaction, including reputation, creditworthiness and financial stability of the broker-dealer, the quality of services, such as market-making, distribution and execution, clearing and settlement and research as well as the Firm's business relationship with the broker-dealer, if any. Accordingly, transactions will not necessarily be executed at the lowest available price or commission.

The Firm currently does not engage in soft dollar arrangements or directed brokerage transactions. The Firm's investment strategy does not typically present the opportunity to aggregate the purchase or sale of securities for various client accounts. In the event more than one Fund purchases or sells the same publicly traded security, the Firm aggregates (or bunches) the orders of such Funds for such security. Portfolio managers and traders often employ this practice because larger transactions generally enable them to obtain better overall prices, including lower commission costs or mark-ups or mark-downs. The Firm will combine orders on behalf of Funds with orders for other Funds for which it has trading authority, or in which it or its affiliates have an economic interest. In such cases, the Firm generally aggregates trade orders for publicly traded securities so that each participating Fund will receive the average price for each execution of a transaction. If an order for more than one Fund for a publicly traded security cannot be fully executed, allocation shall be made based upon the Firm's procedures for allocation of investment opportunities as described in Item 11 above.

### **Item 13. Review of Accounts**

#### **A. Account Review**

Members of the Firm monitor, and gather information with respect to the Funds on a periodic basis. In addition, the Firm reviews and conducts valuations of all Funds on a quarterly basis. A member of the deal team responsible for each portfolio investment will gather and review information regarding the investment, develop a valuation for such investment, and submit the valuation and supporting materials to members of the Firm, which shall, in turn, review the valuation and supporting materials before submitting such materials to the advisory committee of the applicable Fund for review and approval. On an annual basis, a third party accountant will conduct an audit of each Fund and, in connection therewith, will review any internally-developed valuation for the portfolio investments of such Fund.

#### **B. Factors that Trigger an Account Review**

Not applicable.

#### **C. Account Statements**

Investors in the Funds receive written quarterly unaudited financial statements for the first three quarters of the fiscal year, an annual report and annual audited financial statements. Moreover, investors in the Funds can receive certain additional information upon request, as set forth in the applicable Fund's Partnership Agreement.

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

#### **A. Benefits from others for Providing Investment Advice**

For details regarding economic benefits provided to the Firm by non-clients, including a description of related material conflicts of interest and how they are addressed, please see Item 11 above. In addition, the Firm and its related persons, in certain instances, receive discounts on products and services provided by portfolio companies of Funds and/or the customers or suppliers of such portfolio companies.

#### **B. Client Referrals**

While not a client solicitation arrangement, the Firm has entered into contractual agreements with several organizations (hereafter referred to as "agents") that have solicited investors for certain of the Funds. While the specific terms of each arrangement differ, generally an agent's compensation is based upon the capital commitments made by the referred investors to the Funds. Any sales charge associated therewith will ultimately be payable by the Firm, either directly or through an offset of the management fee payable by the relevant Fund.

### **Item 15. Custody**

Item 15 is not applicable to the Firm.

## **Item 16. Investment Discretion**

The Firm has discretionary authority to manage securities accounts on behalf of each Fund, subject to the investment objectives, strategies and policies set forth in the applicable Fund's Partnership Agreement.

## **Item 17. Voting Client Securities**

The Firm has authority to vote proxies on behalf of the Funds and, in accordance with Rule 206(4)-6 of the Advisers Act, has adopted policy and procedures to address how the Firm will vote proxies on behalf of each client. The Firm will consider each proxy issue individually and will exercise its best judgment as a fiduciary to vote all proxies in the best interests of the Funds pursuant to the goals of a Fund's investment strategy. The Firm will at times abstain from voting or decide not to vote if the Firm determines that abstaining or not voting is in the best interests of the applicable Fund(s).

The Firm has in the past been, and may in the future be, subject to material conflicts of interest in the voting of proxies due to business or personal relationships it maintains with persons having an interest in the outcome of certain votes. The Firm and/or its employees also occasionally have business or personal relationships with the proponents of proxy proposals, participants in proxy contests, corporate directors and officers, or candidates for directorships. In the event a material conflict of interest is identified, the Chief Compliance Officer or designee shall take such actions as he or she deems necessary to determine how to vote the proxy in the best interests of the Funds. Depending upon the specific facts and circumstances associated with a given proxy, such actions can include consulting with: (1) legal counsel, (2) a proxy consultant, or (3) deal team members. After such consultation, the Chief Compliance Officer or designee shall review the votes in advance to ensure that the Firm's proposed vote is not prompted by any conflict of interest. In accordance with Rule 206(4)-6, the Firm will document the basis for its voting decisions.

A copy of the proxy voting policy and procedures is available to the Funds upon request, by contacting William M. Wardlaw at (310) 444-1822. Further, upon request, Funds will be provided with information about how proxies have been voted.

## **Item 18. Financial Information**

### **A. Prepayment of Fees**

The Firm does not require or solicit prepayment of any fees from the Funds six months or more in advance.

### **B. Financial Impairment**

As of the date of this brochure, the Firm is not aware of any financial condition that is reasonably likely to impair its ability to meet contractual commitments to the Funds.

**C. Bankruptcy Petition**

The Firm has not been the subject of a bankruptcy petition at any time during the past ten years.

**Item 19. Requirements for State-Registered Advisers**

Not applicable.