

# ROARK CAPITAL GROUP

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Form ADV, Part 2A (the “**Brochure**”) provides information about the qualifications and business practices of Roark Capital Management, LLC (“**RCM**”). For more information on the disclosure requirements for Part 2A see the “General Instructions for Part 2 of Form ADV” by visiting [www.sec.gov/rules/final/2010/ia-3060.pdf](http://www.sec.gov/rules/final/2010/ia-3060.pdf). If you have any questions about the contents of this Brochure, please contact our Chief Compliance Officer, William G. Roche (404-591-5200 / [broche@roarkcapital.com](mailto:broche@roarkcapital.com)). Additional information about RCM is also available on the SEC’s website at: [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

RCM is registered as an investment adviser with the United States Securities and Exchange Commission (the “**SEC**”) under the Investment Advisers Act of 1940 (the “**Advisers Act**”). Registration as an investment adviser with the SEC does not imply a certain level of skill or training. In addition, the information in this Brochure has not been approved or verified by the SEC or by any state securities authority.

## Item 2: Material Changes

This Brochure contains information about RCM. RCM filed its most recent annual amendment on March 30, 2016. RCM is required in this section to identify and discuss any material changes made to the previous Brochure filed on March 30, 2016. Since the Brochure filed on March 30, 2016, no material changes have been made to this Brochure.

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## Item 4: Advisory Business

RCM is an investment adviser organized as a limited liability company under the laws of the State of Delaware. Neal K. Aronson, managing partner of RCM (the “**Managing Partner**”), founded Roark Capital Group (“**Roark**”) in 2001. RCM employs the entire Roark team and provides consulting and advisory services to the Funds and their portfolio companies. The investment activities of RCM are led by the Managing Partner and the Investment Committee. Neal K. Aronson, Paul D. Ginsberg, Stephen D. Aronson, Timothy B. Armstrong, Ezra S. Field, Erik O. Morris, Steven M. Romaniello, and Anthony P. Scotto comprise all of the members of RCM’s Investment Committee. RCM employs a number of other investment professionals who help RCM execute its investment strategy.

RCM serves as an investment manager and provides discretionary advisory services to several privately offered investment funds, together with any related parallel funds and related alternative investment vehicles (a “**Fund**,” and collectively, the “**Funds**”). With respect to a Fund that is an alternative investment vehicle, an affiliate of RCM may serve as the direct investment manager of such Fund. Within each Fund structure is a designated general partner that is an affiliate of RCM (the “**General Partner(s)**”). Unless and only to the extent that the context otherwise requires, references to RCM includes the General Partner(s) and any affiliate of RCM that serves as the direct investment manager of a Fund that is an alternative investment vehicle.

The Funds are organized to make equity and equity-related investments primarily in companies headquartered in North America. Equity investments will typically range from \$50 million to \$400 million, with larger transactions occasionally involving equity co-investments. The Funds primarily invest in industries where the senior members of its investment team have operating and principal investing experience, such as franchising/multi-unit, consumer products and services, environmental services and business services. As of December 31, 2016 RCM managed \$6,686,254,533 of invested capital and uncalled capital commitments on behalf of the Funds.

In providing services to the Funds, RCM formulates each Fund's investment objectives, directs and manages the investment of each Fund's assets, and provides reports to investors. Investment advice is provided directly to the Funds and not individually to the limited partners of the Funds (the "**Limited Partners**"). RCM manages the assets of the Funds in accordance with the terms of each Fund's partnership agreement and other applicable governing documents. A Fund's partnership agreement and its other applicable governing documents are referred to herein as the "**Governing Fund Documents**". All material terms are generally established at the time of the formation of a Fund, but may be amended from time to time in accordance with the terms of the Governing Fund Documents.

Limited partnership interests in the Funds are not registered under the U.S. Securities Act of 1933, as amended (the "**Securities Act**"), and the Funds are not registered under the Investment Company Act of 1940, as amended (the "**Investment Company Act**"). Accordingly, interests in the Funds are offered and sold exclusively to investors satisfying the applicable eligibility and suitability requirements, either in private transactions within the United States or in offshore transactions.

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

RCM provides investment advisory services to each of the Funds pursuant to a separate investment advisory agreement for each Fund (the "**Advisory Agreements**"). The Advisory Agreements, along with the applicable Governing Fund Documents, set forth in detail the fee structure relevant to each such Fund. The terms of the Advisory Agreements are generally established at the time of the formation of the applicable Fund, subject to amendment in accordance with the terms of the Governing Fund Documents. RCM typically receives compensation from: (a) fees based on a percentage of committed capital or actively invested capital; and (b) certain other fees or expenses related to transactions or portfolio companies. The General Partner of each Fund also receives compensation in the form of carried interest allocations. Limited Partners should review all fees charged by RCM and others to fully understand the total amount of fees to be paid by a Fund or its portfolio companies and, indirectly, by the Limited Partners.

*Management Fee:* The Funds pay RCM an annual management fee (the "**Management Fee**") at rates ranging from 1.75% to 2% (per annum) of committed capital during the commitment period and 1.5% to 2% (per annum) of actively invested capital thereafter, in each case in accordance with each Fund's Governing Fund Documents. The Management Fee is payable quarterly in advance. The Management Fee may be paid out of current income and disposition proceeds of the Funds and, to the extent necessary, from drawdowns which will reduce the unfunded capital commitments of a Fund's partners. Distributions up to any amount drawn down from capital commitments to pay

Management Fees may, at the discretion of the General Partner, be added to the unfunded capital commitments and be subject to recall or reinvestment.

As part of RCM's "management profits interest" program, each of RCM and its affiliates may, in its sole discretion and from time to time, elect to waive, in whole or in part, the Management Fee with respect to any Limited Partner, and such waived fee amounts will be invested in Fund investments and will reduce aggregate commitments of RCM principals and their affiliates. RCM, which will be a Limited Partner in a Fund solely for the purposes of the "management profits interest" program, will receive a share of profits, if available, in an amount equal to this notional investment and profit thereon.

*Carried Interest Allocations:* A portion of each Fund's net investment profit may be allocated to the capital account of its General Partner as "**Carried Interest**." The manner of calculation of such Carried Interest is disclosed in the Governing Fund Documents, and may vary by Fund. Generally, however, 20% of the investment profits of the Funds are allocated as Carried Interest to such Fund's General Partner subject to a preferred return of 8% per annum, and subject to a catch-up and a giveback. As is the case with Management Fees, RCM and its affiliates reserve the right to waive or reduce Carried Interest for certain Limited Partners, including employees, strategic partners, advisors and consultants and others as may be determined in RCM's sole discretion.

*Other Fees Earned by RCM:* RCM may receive transaction fees, monitoring fees, break-up fees, commitment fees, investment banking fees, termination fees, management fees, directors' fees, event fees and similar fees, payments or compensation (whether in the form of cash, options, warrants, stock or otherwise) in connection with investments or proposed investments, including upon the acquisition, disposition and/or initial public offering of an investment (collectively, "**Other Fees**"). The types of fees that constitute Other Fees may vary among the Funds and from investment to investment. Other Fees may be accelerated and payable upon partial or complete disposition, exit or initial public offering of an asset. A portion of certain of these Other Fees may be applied to reduce all or a portion of the Management Fees payable by a Fund, in each case in accordance with the applicable Governing Fund Documents. Depending on the timing of the payment of Other Fees to RCM and the terms of the relevant Governing Fund Documents, Limited Partners in a Fund may not receive the benefit of a reduction of the Management Fees for such Other Fees to the extent such Fund is no longer charging Management Fees at the time such Other Fees are paid. The recipients of this Brochure must refer to the detailed information found in each Fund's Governing Fund Documents for specific information about the reduction of Management Fees as a result of Other Fees earned by RCM, and the fees charged to the Funds.

*Other Expenses Charged to the Funds:* In addition to the Management Fee and Carried Interest, the Funds pay (or reimburse) RCM for certain fees and expenses. Those fees and expenses will vary by Fund, but typically will include, among other things: fees, costs and expenses incurred in connection with the discovery, investigation, evaluation, development, acquisition, holding, monitoring or disposition of investments, including, without limitation, expenses paid by a Fund with respect to potential investments that are not consummated, private placement fees, sales commissions, appraisal fees, taxes, brokerage fees, underwriting commissions and discounts, transfer agent fees, clearing, settlement and bank charges, investment sourcing database licenses and fees, mobile device and conference call service fees, costs and expenses, travel and travel-related expenses (including transportation, meal, entertainment and lodging expenses and which

may include travel by way of non-commercial aircraft at rates not in excess of customary charter rates), and legal, accounting, investment banking, advisory, consulting, information services and professional fees and expenses (which reimbursement may, subject to the terms of the Fund's Governing Fund Documents, include affiliates of RCM, whether or not such fees, costs and expenses payable to such affiliates exceed the amount customarily charged by third parties for services similar to those actually provided related to the discovery, investigation, evaluation, development, acquisition, holding, monitoring or and disposition of investments (whether or not consummated); fees, costs and expenses incurred in connection with the carrying or management of investments, including custodial, trustee, actuarial, depository, transfer agent, accounting, record keeping and other administration fees, as well as portfolio accounting and reporting system licenses and fees and performance management system licenses fees and expenses; fees, costs and expenses incurred in connection with the preparation and distribution of a Fund's financial statements and reports, tax returns, K-1's (or similar schedules) and other communications with a Fund's Limited Partners and a Fund's limited partner advisory board, including expenses incurred in connection with purchasing, licensing or leasing computer software and hardware for such uses and expenses incurred in connection with providing a Fund's partners on-line or electronic access to information and reporting relating to a Fund; fees, costs and expenses with respect to the representation by the "tax matters partner" or a "partnership representative" of a Fund; fees and disbursements of attorneys and accountants relating to Fund matters; taxes and other governmental authority charges that may be incurred or payable by a Fund; insurance premiums, expenses and brokers' fees and commissions incurred by a Fund in connection with the activities of a Fund, including errors, omissions, fidelity, crime, general partner liability, fiduciary, directors' and officers' liability, employment practices liability, cybersecurity liability and similar coverage for any indemnified person acting on behalf of a Fund or any related entity; fees, costs and expenses (including legal fees and expenses) incurred to comply with any laws or regulations related to the activities of a Fund (including, without limitation, related to the preparation and filing of Form PF and complying with the reporting requirements of Sections 1471 through 1474 of the U.S. Internal Revenue Code of 1986, as amended, and the European Alternative Investment Fund Managers Directive); fees, costs and expenses incurred in connection with any pending or threatened litigation or governmental authority inquiry, investigation or proceeding involving or otherwise applicable to a Fund, the General Partner, RCM or a Fund's Limited Partners in connection with the activities of a Fund or any of its portfolio companies, including fees, costs and expenses incurred in connection with the investigation, prosecution, defense, judgment or settlement of any such inquiry, the amount of any judgments, settlements or fines paid in connection therewith, except, however, to the extent such expenses or amounts have been determined to be excluded from the indemnification provided for in a Fund's Governing Fund Documents; fees, costs and expenses associated with maintaining a Fund and any of its subsidiaries and special purpose investment vehicles, including fees, costs and expenses incurred in connection with the organization, operation and restructuring of such subsidiaries and special purpose investment vehicles; interest on, and fees, costs and expenses arising out of a Fund's borrowing arrangements and portfolio company guarantees (including the fees, costs and expenses incurred in obtaining or maintaining lines of credit, loan commitments and letters of credit for the account of a Fund or any of its subsidiaries); fees, costs and expenses incurred in connection with the dissolution, winding up or termination of a Fund; fees, costs and expenses related to defaults by a Fund's partners in the payment of any capital contributions; any and all out-of-pocket expenses for transactions that are not consummated; except as provided in a Fund's Governing Fund Documents, fees, costs and expenses incurred in connection with any amendments,

modifications, revisions or restatements to the constituent documents of a Fund; fees, costs and expenses incurred in connection with distributions to a Fund's partners; fees, costs and expenses incurred in connection with any meeting of a Fund's partners or the limited partner advisory board of a Fund called by the General Partner; fees, costs and expenses related to a Fund's indemnification obligations (including with respect to indemnified persons pursuant to a Fund's Governing Fund Documents); fees, costs and expenses incurred in connection with the formation of alternative investment vehicles (to the extent such formation is permitted under the Fund's Governing Fund Documents); reasonable out-of-pocket expenses incurred by the members of a Fund's limited partner advisory board in connection with the fulfillment of their duties pursuant to a Fund's Governing Fund Documents (including meals, entertainment, lodging and other similar expenses, and which may include reasonable travel expenses incurred by the limited partner advisory board member travelling to and from limited partner advisory board meetings called by the General Partner); compensation and other similar expenses of consultants (including industry executives, advisors, consultants, operating executives, subject matter experts or other persons acting in a similar capacity) who provide services to a Fund or any portfolio company of a Fund (including with respect to potential investments); fees, costs and expenses incurred in connection with the valuation of the assets of a Fund; fees, costs and expenses relating to transfers of limited partner interests in a Fund (and admission of a substitute Partner) or a permitted withdrawal of a Fund's partner (but only to the extent not paid or otherwise borne by the relevant transferring partner and/or the assignee or the withdrawing partner, as applicable); fees, costs and expenses incurred in connection with compliance with side letters and most-favored nations processes associated with side letters; fees, costs and expenses incurred in connection with meetings called by the General Partner for the chief executive officers, chief financial officers and other senior managers of the portfolio companies of any Fund (including meals, entertainment, lodging and other similar expenses, and which may include reasonable travel expenses incurred by such persons travelling to and from such meetings); and fees, costs and expenses of any third party administrator hired to provide fund administration services to a Fund; fees, costs and expenses incurred in connection with any market data, relevant news or third-party research services and related terminals for the delivery of such services.

In addition to the full-time investment professionals of RCM, the Funds and their portfolio companies may engage the services of certain advisers to provide strategic and operational consulting services. These advisers are not employees of RCM or any of its affiliates, but rather consultants engaged by RCM, a portfolio company, or a Fund. RCM seeks to allocate the compensation of such individuals in a manner it deems fair and reasonable and that reflects the work such advisers perform for the various portfolio companies, for the Fund(s), and for RCM, as applicable.

The General Partner of a Fund may, in its discretion, call capital for the expenses described above or pay them out of current income and disposition proceeds of the Fund. At the discretion of the General Partner, any amount drawn down from unfunded capital commitments to pay the expenses described above may, to the extent a Fund's partners receive distributions, be added to the unfunded capital commitments and be subject to recall or reinvestment.

To the extent practicable, any third party expenses relating to consummated investments will be charged to the portfolio company. Any third party expenses relating to unconsummated investments will be borne by the Fund. If any related partnership or other entity is participating in a transaction,

then the expenses of such transaction that are not borne by a portfolio company, including any expenses relating to an unconsummated transaction, will be borne by the Fund and such participating investor pro rata to the amounts of funds to be invested, unless, subject to a Fund's Governing Fund Documents, RCM reasonably determines for equitable reasons that such costs will be borne in different proportions. For purposes of the foregoing sentence, a potential co-investor is deemed a "participating investor" only to the extent such potential co-investor has agreed to bear its share of expenses relating to an unconsummated transaction. A Fund may bear, either directly or indirectly pursuant to its obligation to reimburse RCM, expenses relating to unconsummated transactions that are in excess of its pro rata share of the funds that the Fund planned on investing in the co-investment.

RCM may from time to time enter into arrangements with service providers that provide fee discounts for services provided to the Funds and/or the portfolio companies. If such service providers also provide services to RCM, generally RCM will not itself receive discounts with respect services provided to it unless the applicable Funds and/or portfolio companies are charged similar discounted rates. A portfolio company may not enjoy such discounts to the extent it engages such service provider on its own behalf and on independent terms. Any rebates earned in connection with such arrangements will be allocated to the portfolio companies based upon their buying volumes and will not be retained by RCM (except to the extent related to RCM's buying volumes.)

The recipients of this Brochure must refer to the detailed information found in each Fund's Governing Fund Documents for specific information about the expenses charged to the Fund(s).

*Organizational Expenses:* Each Fund will be responsible for: all legal, accounting, filing and other out-of-pocket expenses of organizing and raising capital ("**Organizational Expenses**"). Organizational Expenses in excess of amounts as set forth in the applicable Fund's Governing Fund Documents will reduce the Management Fees otherwise payable by the Fund by an identical amount.

At the discretion of the General Partner, any amount drawn down from unfunded capital commitments to pay Organizational Expenses may, to the extent a Fund's partners receive distributions, be added to the unfunded capital commitments and be subject to recall or reinvestment.

*Placement Fees:* All fees due to placement agents engaged to raise investor capital for the Fund will not be subject to the limitation set forth in "Organizational Expenses" above. Subject to a Fund's Governing Fund Documents, such placement agent fees for a Fund will reduce the Management Fees otherwise payable by the Limited Partners of such Fund by an identical amount.

*Overhead Expenses:* Each Fund's General Partner and RCM will pay all of their respective ordinary administrative and overhead expenses in managing Fund investments, including salaries, benefits and rent.

*Certain RCM Related Investment Vehicles:* Investment vehicles owned by RCM's investment professionals, employees and related persons may invest in certain Funds. In RCM's sole discretion, such persons may not be required to pay Management Fees and/or Carried Interest in connection with their investment in a Fund.

See Item 11 (Code of Ethics, Participation or Interest in Client Transactions and Personal Trading) below for discussion of allocation of expenses.

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

As described above, the General Partner receives performance-based compensation in the form of Carried Interest from the Funds, which is calculated based on the profits generated from the recapitalization, sale or disposition of Fund assets, in each case in accordance with each Fund's Governing Fund Documents. Although Carried Interest is a method of compensation that is generally used to align the General Partner's interests with those of its Funds' Limited Partners, it may also create an incentive for the General Partner or RCM to make investments on behalf of the Funds that are more speculative than would be the case in the absence of such compensation. In addition, compensation in the form of Carried Interest may incentivize the General Partner to make different decisions regarding the timing and manner of the realization of its Funds' portfolio investments than would be the case if such Carried Interest were not part of its overall compensation structure. RCM seeks to address these conflicts through careful vetting of investment opportunities by its investment professionals and disclosure of investments to Limited Partners through capital call notices and periodic reports. Additionally, certain affiliates of the General Partner and certain of RCM's investment professionals will often invest in the Funds indirectly (*e.g.*, through sponsor commitments) intended to align the interests of RCM and those of the Funds. In addition, the Governing Fund Documents of the Funds provide for after-tax "claw back" arrangements if the performance-based compensation results in an over distribution of the agreed upon amount of Carried Interest.

Detailed information regarding the Carried Interest to be borne by the Limited Partners in each Fund is contained in the relevant Fund's Governing Fund Documents. Investors should not consider an investment in a Fund without fully understanding the Fund's Carried Interest structure.

The possibility exists that multiple Funds may have capital available for investment at the same time and that a prospective investment or a follow-on investment may fit within the investment mandate of more than one Fund. In such case, RCM will allocate the opportunity, including any related co-investment opportunities, in accordance with methodology set forth in the applicable Funds' Governing Fund Documents and RCM's policies and procedures. In cases where the Funds' Governing Fund Documents do not specifically address allocations, RCM will make the allocation determination in its sole discretion, but may discuss the allocation with the applicable Funds' limited partner advisory boards.

RCM has adopted policies and procedures governing co-investment opportunities pursuant to which RCM may, to the extent it believes in its sole discretion that it is appropriate to do so, offer any Limited Partner or any third party the opportunity to co-invest in any transaction in which a Fund has made, or will make, an investment, subject in all cases, to the provisions of the Fund's Governing Fund Documents. The structure and terms of any co-investment opportunity to be offered by RCM to any Limited Partner shall be determined by RCM, subject to the restrictions, if any, set forth in Funds' Governing Fund Documents. RCM or any of its affiliates may (or may not) in their discretion charge performance based carried interest, management fees or other similar fees to co-investors.



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

RCM provides discretionary management and advisory services to the Funds directly, subject to the direction and control of the General Partner of each Fund, and not individually to the Limited Partners. Investors in the Funds may include, but are not limited to, high net worth individuals, pension plans (corporate, state and foreign), sovereign wealth funds, endowments, foundations, banks, pooled investment vehicles (e.g., funds-of-funds), trusts, estates or charitable organizations, and corporate or business entities.

The minimum commitment for a Limited Partner is outlined in the Governing Fund Documents; however RCM maintains discretion to accept less than the minimum investment threshold. Investors will be required to meet certain suitability qualifications, such as being an “accredited investor” within the meaning set forth in Rule 501(a) of Regulation D under the Securities Act. Also, investors will be required to make certain representations when investing in a Fund, including, but not limited to representations that: (i) they are acquiring an interest for their own account, (ii) they received or had access to information they deem relevant to evaluate the merits and risks of the prospective investment, and (iii) they have the ability to bear the economic risk of an investment in the Funds. Details concerning applicable investor suitability criteria are set forth in the respective Governing Fund Documents and subscription materials, which are furnished to each Limited Partner.

The Funds may enter into separate agreements, commonly referred to as “side letters”, or other similar agreements with a particular Limited Partner in connection with its admission to one of the Funds without the approval of any other Limited Partner, which would have the effect of establishing rights under or supplementing the terms of the applicable Fund’s partnership agreement with respect to such Limited Partner in a manner more favorable to such Limited Partner than those applicable to other Limited Partners. Such rights or terms in any such side letter or other similar agreement may include, without limitation: (i) excuse rights applicable to particular investments (which may increase the percentage interest of other Limited Partners in, and contribution obligations of other Limited Partners with respect to, such investments), (ii) reporting obligations, (iii) waiver of certain confidentiality obligations, (iv) consent to certain transfers by such Limited Partner, or (v) rights or terms requested or necessary in light of particular investment, legal, regulatory or public policy characteristics of a Limited Partner.

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

### Methods of Analysis and Investment Strategies

Each Fund’s investment objective is to achieve long-term capital appreciation primarily through investments in companies in which the Fund will generally have significant influence on the management, operations and strategic direction of the business. The Funds’ investments are primarily in the form of control positions in companies, achieved through leveraged acquisitions, recapitalizations, restructurings and growth equity transactions.

RCM researches, targets and actively pursues companies that meet its investment criteria. RCM’s investment strategy is to generate attractive risk-adjusted returns by identifying companies in

targeted industries and business models where RCM seeks to capitalize on its industry insight and operating experience to source investments, drive growth and create value. These companies are typically characterized by: predictable, stable and recurring revenues, strong and sustainable competitive positions, attractive cash flow characteristics, actionable growth opportunities and talented and committed management teams.

Although the primary goal of RCM is to seek investments in targeted industries in proprietary transactions or limited auctions, the RCM will also consider investments in industries other than those described in the Funds' Governing Fund Documents and this Brochure and will evaluate transactions sourced from investment banking firms conducting broad auctions.

*Allocation of Investment Opportunities:* Through the end of a Fund's commitment period, any investment opportunity suitable for such Fund that is presented to RCM will be offered to the Fund, except for: (i) investment opportunities related to current portfolio holdings of another Fund; (ii) investment opportunities anticipated to require less than a defined amount of equity investment (as set forth in each Fund's governing documents); (iii) investment opportunities suitable for any pre-existing investment fund sponsored by the RCM principals or their respective affiliates or any other investment fund permitted to be organized by the RCM principals or their respective affiliates under a Fund's Governing Fund Documents; (iv) investments intended to protect or enhance the value of investments included in paragraphs (i) through (iii) above; (v) investment opportunities presented to the RCM principals in their capacity as directors of public or private companies and in similar circumstances where pre-existing fiduciary duties apply; and (vi) as otherwise provided in such Fund's Governing Fund Documents.

*Reinvestment of Capital:* During the commitment period of a Fund, the Fund, at the discretion of RCM, may retain or recall for reinvestment the invested capital portion of any proceeds received by such Fund from the sale, refinancing or recapitalization of any investment that is realized within 18 months after the investment was originally made (or such other period of time as set forth in the Fund's Governing Fund Documents).

*Co-Investment:* Where appropriate, RCM intends, but will not be obligated, to provide co-investment opportunities to Limited Partners and/or third parties subject to the provisions described in the Funds' Governing Fund Documents and in accordance with RCM's policies and procedures. RCM may allocate the available investment among the Funds, the Limited Partners and/or any third party as RCM may, in its sole discretion, determine.

*Follow-On Investments:* After a Fund's commitment period has expired, such Fund may make investments to preserve, protect or enhance the value of existing investments ("**Follow-On Investments**"); provided, that such investments will not exceed the lesser of (i) the aggregate amount of undrawn capital commitments as of the end of the Commitment Period and (ii) 20% of such Fund's capital commitments (or such other amount set forth in such Fund's Governing Fund Documents).

*Exclusion from Certain Investments:* Limited Partners will not be obligated to contribute capital toward any investment if the making of such investment, in the opinion of counsel satisfactory to RCM, would be illegal or is otherwise prohibited by statute or regulation for such Limited

Partner(s), and/or if a Limited Partner is excused from participating in such investment under the Limited Partner's side letter with the Fund. Limited Partners may be excluded from an investment if RCM determines that participation in such investment is reasonably likely to violate any regulatory requirements or have financial, legal or other material adverse effects on the Funds, any Limited Partner or any portfolio company. If one or more Limited Partners are excused from participation in an investment, RCM may either elect to have the Funds not make the investment or elect to have the Funds make the investment without the participation of such Limited Partner(s). The undrawn capital commitment of an excused or excluded Limited Partner will not be reduced as a result of any excuse or exclusion. RCM may make additional capital calls to replace the capital contributions not made by any excused or excluded Limited Partners, but Limited Partners will not be required to fund amounts in excess of their undrawn capital commitments.

### Risk of Loss

An investment in the Funds involves significant risks, certain of which are described in more detail in each Fund's Governing Fund Documents. An investment in the Funds should be undertaken only by investors capable of evaluating the risks of the Funds and bearing the risks they represent. Prospective investors must rely upon their own examination of and ability to understand the nature of the investment, including the risks involved, in making a decision to invest in the Funds. There can be no assurance that the Funds will be able to achieve their investment objectives or that Limited Partners will receive a return on their capital; investment results may vary substantially on a quarterly and annual basis. Each prospective investor should make its own inquiries and consult its own advisors as to the Funds and this offering and as to legal, tax and related matters concerning an investment in the Interests.

The descriptions contained below are a brief overview of different risks related to RCM's investment strategy; however, it is not intended to serve as an exhaustive list or a comprehensive description of all risks and conflicts that may arise in connection with the management and operations of the Funds. A more detailed list of risks is provided in the confidential memorandums relating to each of the Funds.

*Dependence on Key Personnel:* The success of the Funds will be highly dependent on the expertise and performance of the RCM principals. The loss of the services of one or more of these individuals could have a material adverse effect on the performance of the Funds. There can be no assurance that the RCM principals will continue to be associated with RCM or any of its affiliates throughout the life of the Funds, as they are under no contractual obligation to remain with RCM or any of its affiliates for all or any portion of the terms of the Funds. In addition, in the event that the RCM principals cannot agree on decisions affecting the Funds, the investment results of the Funds may be adversely affected. Furthermore, although investment professionals employed by RCM will commit a significant amount of their business efforts to the Funds, they are not required to devote all of their business time to the Funds' affairs.

*Illiquidity of Investments:* An investment in the Funds requires a long term commitment with no certainty of return. It is unlikely there will be near term cash flow available to the Limited Partners. Many of the Funds' investments will be highly illiquid, and there can be no assurance that the Funds will be able to realize such investments at attractive prices or otherwise be able to effect a successful realization or exit strategy. Consequently, dispositions of such investments may require a lengthy

time period or may result in distributions in kind to the Limited Partners. Additionally, the Funds may acquire securities that cannot be sold except pursuant to a registration statement filed under the Securities Act, or in accordance with Rule 144 promulgated under the Securities Act. There can be no assurance that private purchasers can be found for the Funds' investments.

*Portfolio Concentration:* Although the Funds' Governing Fund Documents may set forth certain concentration limits, diversification of investment is not a mandated objective of the Funds. The Funds' portfolios may include a small number of large positions. While this portfolio concentration may enhance total returns to the Limited Partners, if any large position has a material loss, then returns to the Limited Partners may be lower than if they had invested in a more diversified portfolio. Because the Funds may make a limited number of investments and such investments generally will involve a high degree of risk, poor performance by even a single investment could severely affect the total returns to the Limited Partners.

*General Nature of the Funds' Investments:* A substantial portion of the Funds' investments will be in equity or equity related investments which by their nature involve business, financial, market and/or legal risks. While such investments offer the opportunity for significant capital gains, they also involve a degree of risk that can result in substantial losses. There can be no assurance that the RCM principals will correctly evaluate the nature and magnitude of the various factors that could affect the value of such investments. Prices and market movements of the Funds' investments may be volatile, and a variety of other factors that are inherently difficult to predict, such as domestic or international economic and political developments, may significantly affect the results of the Fund's activities and the value of the Fund's investments. As a result, the Funds' performance over a particular period may not necessarily be indicative of the results that may be expected in future periods and may not show any return for a considerable period of time, if at all. Given the nature of the targeted companies, there is a risk that one or more investments of the Funds may result in losses or fail to yield any returns. Such investments could, in certain circumstances, subject the Funds to certain additional potential liabilities that may exceed the value of the Funds' original investments therein.

A portion of the Funds' investments may involve under performing companies or companies identified by RCM as being in need of additional capital. The financial condition of such companies may be weak or their balance sheets highly leveraged, and any investment in them may involve a high degree of risk.

The Funds may co-invest in a company with financial, strategic or other third-party investors. Such investments will involve additional risks not present in investments where a third party is not involved, including the possibility that the co-investor may have interests or objectives that are inconsistent with those of the Funds or may be in a position to take action contrary to the Funds' investment objectives. In addition, the Funds may in certain circumstances be liable for actions of its third party co-investors or partners.

Although the Funds intend to make primarily control-oriented investments, the Funds may make minority investments in companies where they may have limited influence. Although the Funds will seek certain minority shareholder protections, the Funds' control over the investment policies

of these companies may be limited. The management or other shareholders of such companies may have economic or business interests or goals that are inconsistent with those of the Funds.

*Regulated Industries:* The Funds may invest in companies that operate in regulated industries. Examples include, without limitation, franchising and environmental services. The operations of such companies will be subject to compliance with applicable regulations, and such companies may be subject to increased regulations resulting from both new requirements and re-regulation of previously de-regulated markets. Prices may be artificially controlled, and regulatory burdens may increase costs of operations. New or increased regulations could adversely affect the performance of the companies in which the Funds invest.

*Contingent Liabilities:* Much of the Funds' investments are expected to involve private securities. In connection with an investment in private securities, the Funds may assume, or acquire, a portfolio company subject to contingent liabilities. These liabilities may be material and may include liabilities associated with pending litigation, regulatory investigations or environmental actions, among other things. To the extent these liabilities are realized, they may materially adversely affect the value of a portfolio company. In addition, if the Funds have assumed or guaranteed these liabilities, the obligation would be payable from the assets of the Funds, including the unfunded capital commitments of Limited Partners. In connection with the disposition of an investment in private securities, the Funds may be required to make representations about the business and financial affairs of the company typical of those made in connection with the sale of a business. The Funds also may be required to indemnify the purchasers of such investment to the extent that any such representations turn out to be inaccurate. These arrangements may cause the Funds to assume contingent liabilities that ultimately might yield funding obligations that must be satisfied by the Limited Partners to the extent of their unfunded capital commitments and certain obligations to return distributions.

*General Economic Risks:* General economic conditions, interest rates, and the availability of alternate sources of financing may affect the Funds' results, including the value of its companies and its ability to sell them for a profit. Investments in portfolio companies of the type targeted by the Funds may be adversely affected by changes in governmental policies, taxation, housing starts, petroleum prices, minimum wage laws, health insurance laws, other laws and regulations and currency fluctuations. The Funds' strategy in some portfolio investments may be based, in part, on the premise that appropriate businesses and assets will be available for purchase by the Funds at prices that the General Partner considers favorable. Further, the Funds' strategy may rely, in part, on the existence of market conditions conducive to generating favorable prices during the term of the Funds. No assurance can be given, however, that appropriate businesses and assets can be acquired at favorable prices as this will depend, in part, on events and factors outside the control of the General Partner.

*Middle-Market Companies:* Investments in middle-market companies may entail more risks than are customarily associated with investments in larger companies. Middle market companies often have more limited product lines, smaller marketing, research and development budgets, fewer customers and more limited financial resources than larger companies. Middle market companies may be more dependent on a smaller and less experienced management group than larger companies. They may also have a higher concentration of sales with a smaller number of customers.

As a result, such middle market companies may be more vulnerable to general economic trends, competition, and changes in markets and technology. In addition, future growth may be dependent on additional financing, which may not be available on acceptable terms when required. In addition, the relative illiquidity of private equity investments generally, and the somewhat greater illiquidity of private investments in middle market companies, could make it difficult for the Fund to respond effectively to negative economic or political developments.

*Effects of Regulatory Efforts on Franchise Business Models:* The Funds target as an area of investment focus investments in companies employing a franchise business model. Potential changes in law could be adverse to the franchise business model as an investment opportunity. For example, franchisors and franchisees are currently subject to various regulatory efforts to enforce employment laws, such as efforts to categorize franchisors as the co-employers of their franchisees' employees; legislation to categorize individual franchised businesses as large employers for the purposes of various employment benefits; and other legislation or regulations that may have a disproportionate impact on franchisors and/or franchised businesses. These changes may impose greater costs and regulatory burdens on franchising, and negatively affect a franchisor's ability to sell new franchises. As a result of these changes, the franchise business model could become less attractive.

*Increased Supply of Capital and Competition:* There are an increasing number of private equity firms and other well capitalized firms that are pursuing companies similar to those targeted by the Funds. This competition includes hedge funds, business development companies, special purpose acquisition corporations, and direct investments by firms that have historically been limited partners in private equity firms. In addition, there has been an increase in the number of lenders interested in providing financing to middle market companies. These factors have resulted in an increase in the supply of equity and debt capital available to acquire companies that would be of interest to the Funds. As a result, purchase price multiples may increase and the Funds may encounter increased competition.

*No Assurance of Returns; Relation to Other Investments Results:* RCM cannot provide assurance that it will be able to choose, make and/or realize investments in any particular company or portfolio of companies. An investment in the Funds requires a long-term commitment. There most likely will be little or no near-term cash flow available to the Limited Partners. There is no assurance that the Funds will be able to generate returns for their investors or that the returns will be commensurate with the risks of investing in the types of companies and transactions described herein. There can be no assurance that the Funds' investment objectives will be achieved or that there will be any return of capital. Therefore, an investor should only invest in the Funds if the investor can withstand a total loss of its investment. The past investment performance of the entities with which the principals of RCM have been associated cannot be taken to guarantee future results of any investment in the Funds.

*Financial Leverage:* The Funds expect to maintain financial leverage within each of their portfolio companies and may re-leverage an investment in order to achieve this goal. Such leverage may be substantial. Utilization of leverage will result in fees, expenses and interest costs to the Funds. If a Fund is unable to refinance a portfolio company in order to maintain the desired amount of financial leverage, the Fund may realize lower than expected returns from the relevant investment and may hold a larger than expected equity investment in that investment. Although RCM will seek to use

financial leverage in a manner that they believe to be appropriate, the leveraged capital structure of such portfolio companies and investments may significantly increase their exposure to adverse economic factors, such as rising interest rates, downturns in the economy or deterioration in the condition of such portfolio companies or investments or their respective industries. If a portfolio company cannot generate adequate cash flow to meet debt obligations, for example, a Fund may suffer a partial or total loss of capital invested in the portfolio company.

A Fund's assets, including any investments made by the Fund and any capital held by the Fund, may be available to satisfy all liabilities and other obligations of the Fund. If a Fund or a portfolio company defaults on secured indebtedness, for example, the lender may foreclose and the Fund could lose its entire investment in the security for such loan. If a Fund itself becomes subject to a liability, parties seeking to have the liability satisfied may have recourse to the Fund's assets generally and will not be limited to any particular asset, such as the investment giving rise to the liability. In addition, there can be no guarantee that debt facilities will be available at commercially attractive rates throughout the term of a Fund or when due for refinancing such that the Fund or the applicable portfolio company will be exposed to less favorable terms or rates upon a refinancing, or that any facilities negotiated will be fully utilized. Borrowings may be secured by assignment of the obligations of the Limited Partners to make capital contributions to a Fund and a security interest in investments. The inability of a Fund to repay borrowings under a credit facility secured by the capital commitments of its Limited Partners could enable a lender to take action against its Limited Partner to the extent of their then remaining capital commitment in the Fund.

*Difficulty of Locating Suitable Investments:* There can be no assurance that there will be a sufficient number of suitable investment opportunities to enable the Funds to invest all of their capital commitments in opportunities that satisfy the Funds' investment objectives, or that such investment opportunities will lead to completed investments by the Funds. The activity of identifying, analyzing, completing and realizing an attractive investment opportunity is highly competitive and involves a high degree of uncertainty. The Funds will compete for the acquisition of investments with other investors, some of which will have greater resources than the Funds. Such competitors may include other private equity funds as well as individuals, financial institutions and other institutional investors. Further, over the past several years, an ever-increasing number of private equity funds have been formed (and many existing funds have grown in size). In addition, the availability of investment opportunities generally will be subject to market conditions as well as, in some cases, the prevailing regulatory or political climate. Therefore, identification of attractive investment opportunities is difficult and involves a high degree of uncertainty, and competition for such opportunities may become more intense. There can be no assurance that the General Partner of each Fund will be able to identify a sufficient number of investment opportunities for the Funds to enable them to invest fully the capital commitments in opportunities that satisfy the Funds' investment objectives, or that such investment opportunities will lead to completed investments by the Funds.

*Need for Additional Investments:* The Funds may be called upon to provide follow on funding for its portfolio companies or have the opportunity to increase its investment in portfolio companies. There can be no assurance that the Funds will be able to make such additional investments or that the Funds will have sufficient funds to do so. Any decision not to make such additional investments or the inability to make them may have a substantial negative impact on a portfolio company in

need of such an investment or may diminish the respective Fund's ability to influence the portfolio company's future development.

*Bridge Loans:* From time to time, the Funds may lend to portfolio companies on a short-term, unsecured basis in anticipation of a future issuance of equity or long-term debt securities. Such bridge loans will typically be convertible into a more permanent, long-term security; however, for reasons not always in the Funds' control, such long-term securities may not be issued and such bridge loans may remain outstanding. In such event, the interest rate on such loans may not adequately reflect the risk associated with the unsecured position taken by the Funds.

*Investments Longer Than Term:* The Funds may invest in investments which may not be advantageously disposed of prior to the date that the Funds will be dissolved, either by expiration of each Fund's term or otherwise. Although RCM expects that investments will be either disposed of prior to dissolution or suitable for in-kind distribution at dissolution, the Funds may have to sell, distribute or otherwise dispose of investments at a disadvantageous time as a result of dissolution.

*Uncertainty of Financial Projections:* RCM will generally establish the capital structure of portfolio companies on the basis of financial projections for such portfolio companies. Projected operating results will normally be based primarily on judgments of RCM. In all cases, projections are only estimates of future results that are based upon assumptions made at the time that the projections are developed. There can be no assurance that the projected results will be obtained, and actual results may vary significantly from the projections. The inaccuracy of certain assumptions, the failure to satisfy certain financial requirements and the occurrence of other unforeseen events could impair the ability of a portfolio company to realize projected values. General economic conditions, which are not predictable, can also have a material adverse impact on the reliability of such projections.

*Valuation Of Assets:* Most of the securities that will be owned by the Funds are not expected to be publicly traded and are required to be fairly valued by RCM in accordance with its valuation policies and procedures. Valuations are subject to multiple levels of review for approval. Investors should review a Fund's Governing Fund Documents to understand the risks and potential conflicts of interest that may arise in connection with valuation of assets.

*Control Position Risk:* The Funds intend to primarily make investments that allow the Funds to acquire control or exercise influence over management and the strategic direction of a portfolio investment as described in the Governing Fund Documents. The exercise of control over a company imposes additional risks of liability for environmental damage, product defects, pension liabilities, failure to supervise management and other types of liability in which the limited liability characteristic of business operations may be ignored. The exercise of control over a portfolio investment could expose the assets of the Funds to claims by the portfolio companies underlying such investments, its security holders and its creditors. While RCM intends to manage the Funds to minimize exposure to these risks, the possibility of successful claims cannot be precluded.

*Non-Control Investments and/or Investments with Third Parties in Joint Ventures and Other Entities:* A Fund may hold a non-controlling interest in certain portfolio companies. In such cases, the Fund will be significantly reliant on the existing management and board of directors of such companies, which may include representation of other financial investors with whom the Fund is



not affiliated and whose interests may conflict with the interests of the Fund. Moreover, in the case where a Fund may co-invest, such investments may involve risks not present in investments where a third party is not involved, including the possibility that a third party partner or co-venturer may have financial difficulties resulting in a negative impact on such investment, may have economic or business interests or goals which are inconsistent with those of the Fund, or may be in a position to take (or block) action contrary to the Fund's interests or goals. Although a Fund may not have control over these investments and, therefore, may have a limited ability to protect its position therein, a Fund generally expects that appropriate minority investor rights will be obtained to protect its interests to the extent possible. There can be no assurance that such minority investor rights will be available, however, or that such rights will provide sufficient protection of a Fund's interests.

*Investments in Less Established Companies:* A Fund may invest a portion of its assets in less established companies, or early stage companies. Investments in such early stage companies may involve greater risks than those generally associated with investments in more established companies.

*Investments in Public Companies:* A Fund may invest in public companies (subject to restrictions in its Governing Fund Documents) or take private portfolio companies public. Investments in public companies may subject a Fund to risks that differ in type or degree from those involved with investments in privately held companies. Such risks include, without limitation, movements in the stock market and trends in the overall economy, greater volatility in the valuation of such companies, increased obligations to disclose information regarding such companies, limitations on the ability of a Fund to dispose of such securities at certain times (including due to the possession by a Fund of material non-public information), increased likelihood of shareholder litigation against such companies' board members, which may include RCM personnel, regulatory action by the SEC and increased costs associated with each of the aforementioned risks.

*Distributions:* There can be no assurance that the operation of the Funds will be profitable, that the Funds will be able to avoid losses or that cash from their investments will be available for distributions to the Limited Partners. The Funds will have no source of funds from which to pay distributions to the Limited Partners other than income and gain received on their investments and the return of capital. In addition, while each Fund intends to make distributions in cash, it is possible that certain distributions may be made in kind and could consist of securities for which there is no readily available public market and with respect to which there are substantial transfer restrictions or of securities of entities unable to perform under contractual obligations.

*Risks Associated with Foreign Investments:* Although the Funds intend to invest principally in companies headquartered in North America, the Funds may from time to time invest in portfolio companies headquartered outside of North America. Investing outside North America may involve greater risks than investing in North America. In particular, the value of a Fund's investments in foreign securities may be affected by changes in currency exchange rates, which may be volatile. Additional risks may include: (i) economic dislocations in the host country; (ii) less publicly available information; (iii) less developed regulatory institutions; and (iv) greater difficulty of enforcing legal rights in a foreign jurisdiction. Moreover, some foreign companies may not be subject to uniform accounting, auditing and financial reporting standards comparable to those that apply to U.S. companies. Finally, in some foreign countries, there is the possibility of expropriation

of value, including through confiscatory taxation, limitations on the repatriation or sale of securities, property or other assets of the Fund, political or social instability or diplomatic developments, each of which could have an adverse effect on the Fund's investments in such countries.

*Provision of Managerial Assistance and Control:* The Funds typically will designate directors to serve on the boards of directors of portfolio companies. Moreover, in its efforts to avoid having the assets of the Fund constitute "plan assets" of any plan subject to Title I of ERISA (as defined herein) or Section 4975 of the U.S. Internal Revenue Code of 1986, as amended, the General Partner of each Fund may, in this regard, elect to operate the Fund as a "venture capital operating company" ("VCOC") under the U.S. Department of Labor plan asset rules. Operating the Fund as a VCOC would require that the Fund obtain rights to participate substantially in or influence the conduct of the management of a number of the Fund's portfolio companies. The designation of directors and other measures contemplated could expose the assets of the Fund to claims by a portfolio company, its security holders and its creditors. The exercise of control over a company imposes additional risks of liability for environmental damage, product defects, pension liabilities, failure to supervise management, violation of government regulations and other types of liability. If these liabilities were to occur, the Fund could suffer significant losses in its investments. While RCM intends to manage the Funds in a way that will minimize exposure to these risks, the possibility of successful claims cannot be precluded.

*Illiquidity of Limited Partner Interests:* The interests will be issued in reliance upon certain exemptions from registration or qualification under applicable U.S. federal and state securities laws and so will be subject to certain restrictions on transferability. The Funds have no plans, and are under no obligation, to register the interests under the Securities Act. There will be no public market for the interests, and none is expected to develop. In addition, Limited Partners will not be entitled to withdraw their capital contributions, and the interests may not be assigned or transferred without the written consent of the General Partner of each Fund, which consent may be granted or withheld in its sole discretion. Accordingly, the interests constitute illiquid investments and should only be purchased by persons that are able to bear the risk of their investment for an indefinite period of time.

*No Right to Control the Fund's Operations:* Limited Partners will have no opportunity to control the day to day operations of the Funds, including investment and disposition decisions. In order to safeguard their limited liability from the liabilities and obligations of the Funds, Limited Partners must rely entirely on the General Partners and RCM to conduct and manage the affairs of the Funds.

*Hedging Policies/Risks:* A Fund may hedge some or all of its portfolio exposure to currency exchange rate fluctuations. Hedging against a decline in currency exchange rates does not eliminate fluctuations in the values of related portfolio positions or prevent losses if the values of such positions decline, but establishes other positions designed to gain from those same developments, thus seeking to moderate the decline in the portfolio position's value. Such hedging transactions also limit the opportunity for gain if relevant currency exchange rates should increase. In the event of an imperfect correlation between hedging transactions and related portfolio positions, the desired protection may not be obtained, and the Funds may be exposed to risk of loss. In addition, it is not possible to hedge fully or perfectly against all foreign exchange risk, and hedging entails its own costs. RCM may determine in its sole discretion not to hedge against certain foreign exchange risks.

*Debt Investments in Portfolio Companies:* The Funds may, in certain circumstances and subject to certain limitations, make investments in debt or convertible debt securities. Such debt may be unsecured and structurally or contractually subordinated to substantial amounts of senior indebtedness, all or a significant portion of which may be secured. Moreover, such debt investments may not be protected by financial covenants or limitations upon additional indebtedness and there is no minimum credit rating for such debt investments. Other factors may materially and adversely affect the market price and yield of such debt investments, including, investor demand, changes in the financial condition of the applicable issuer, government fiscal policy and domestic or worldwide economic conditions.

*U.S. Dollar Denomination of Interests:* Interests in the Funds are denominated in U.S. dollars. Investors subscribing for Interests in any country in which U.S. dollars are not the local currency should note that changes in the value of exchange between U.S. dollars and such currency may have an adverse effect on the value, price or income of the investment to such investor. There may be foreign exchange regulations applicable to investments in foreign currencies in certain jurisdictions.

*General Risks Associated with Changes in Laws and Regulations:* The Funds, the General Partners, RCM and/or their respective affiliates are subject to risks associated with changes that may generally occur with respect to U.S. federal, state or local laws and regulations, developing interpretations of such laws and regulations, and increased scrutiny by U.S. federal, state and local regulators and law enforcement authorities. Such changes, interpretations and increased scrutiny could result in claims against the Funds, the General Partners, RCM, and/or their respective affiliates, directly, or indirectly, for actions taken or not taken by the Funds, the General Partners, or RCM, and/or their respective affiliates. Thus, the Funds, the General Partners, RCM and/or their respective affiliates face the continuing risk of potential litigation and regulatory action. These risks are often difficult or impossible to predict, avoid or mitigate in advance and may make some investments unavailable to the Funds. The effect on the Funds, the General Partners, RCM or any affiliate of any such legal risk, litigation or regulatory action could be substantial and adverse.

## **Item 9: Disciplinary Information**

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to a client's or investor's evaluation of the adviser or the integrity of the adviser's management. Neither RCM nor any of its officers, directors, employees or other management persons, have been involved in any legal or disciplinary events in the past 10 years that would require disclosure in response to this Item.

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

### Pooled Investment Vehicles

RCM organizes and sponsors the Funds, which are private pooled investment vehicles. These pooled investment vehicles managed by RCM are controlled by affiliated General Partner entities. RCM or the General Partners will be responsible for all decisions regarding portfolio transactions of the Funds and have full discretion over the management of the Funds' investment activities. While the General Partners are not separately registered as investment advisers with the SEC, all of

their investment advisory activities are subject to the Advisers Act, and the rules thereunder. In addition, employees and persons acting on behalf of the General Partners are subject to the supervision and control of RCM. Thus, the General Partners, all of their employees and the persons acting on their behalf would be “persons associated with” the registered investment adviser so that the SEC could enforce the requirements of the Advisers Act on the General Partners.

#### Portfolio Company Representation

Employees of RCM may serve as directors and officers of certain portfolio companies and, in that capacity, will be required to make decisions that consider the best interests of such portfolio companies and their respective shareholders. In certain circumstances, for example in situations involving bankruptcy or near-insolvency of a portfolio company, actions that may be in the best interests of the portfolio company may not be in the best interests of the Fund, and vice versa. Accordingly, in these situations, there will be conflicts of interest between such individual’s duties as an employee of RCM and such individual’s duties as a director or officer of such portfolio company.

William G. Roche, RCM's Chief Compliance Officer, is a partner in the law firm of King & Spalding LLP (“**K&S**”), which acts as counsel to RCM, the Funds and certain of the Funds' portfolio companies. All services provided by K&S are charged to the entity receiving such services. In his role as RCM's Chief Compliance Officer, Mr. Roche is not paid by RCM. Instead, K&S bills RCM for Mr. Roche's services as Chief Compliance Officer at an agreed upon rate and RCM reimburses Mr. Roche for his expenses incurred in his role as Chief Compliance Officer. The Funds and their portfolio companies do not bear any portion of the amount charged by K&S for Mr. Roche's services as Chief Compliance Officer. Separately, Mr. Roche also provides legal services to the Funds and RCM as a partner at K&S. K&S bills the Funds and RCM, as applicable, for Mr. Roche's legal services. In connection with services that K&S provides to the Funds, the limited partner advisory boards of the relevant Funds receive on an annual basis a summary of any fees paid by the relevant Funds to K&S.

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

#### Code of Ethics and Personal Trading

Pursuant to Rule 204A-1 of the Advisers Act, RCM has adopted a written Code of Ethics (the “**Code**”) predicated on the principle that RCM owes a fiduciary duty to the Funds and their investors. The Code is designed to address and avoid potential conflicts of interest and is applicable to all officers, directors, members, partners or employees of RCM (the “**Employees**”), each Employee’s spouse, minor children and other family members living in his or her household (the “**Related Persons**”), as well as each other individual designated in writing by a compliance officer as being subject to all or a portion of the compliance procedures or policies adopted by RCM (collectively the “**Covered Persons**”). RCM requires its Employees to act in the Funds’ best interests, abide by all applicable regulations and avoid any action that is, or could even appear to be, legally or ethically improper.

RCM requires pre-clearance before purchasing an initial public offering or limited offering (i.e., private placement); requires periodic reporting of Covered Persons' personal securities transactions and all holdings; and requires prompt internal reporting of Code violations. RCM endeavors to maintain current and accurate records of all personal securities accounts of its Covered Persons in an effort to monitor all such activity. A copy of RCM's Code is available upon written request to RCM at 1180 Peachtree Street NE, Suite 2500, Atlanta, Georgia 30309, Attn: William G. Roche, Chief Compliance Officer.

Certain transactions in which RCM engages may require, for either business or legal reasons that no Covered Person trade in the subject securities for specified time periods. Such securities will appear on a list (the "**Restricted List**") that will be circulated to all Covered Persons. No Covered Person may engage in any sort of trading activity with respect to a security or a derivative thereof on the Restricted List without obtaining prior written approval from the Chief Compliance Officer.

RCM, its employees or a related entity will have an investment in each Fund. Therefore, RCM, its employees or a related entity participate in transactions of the Funds. Employees of RCM may also own personally or through certain family trusts equity interests in portfolio companies of the Funds. With the consent of a Fund's limited partner advisory board, an employee of RCM also receives compensation from a portfolio company of Roark Capital Partners II, LP. That employee spends most of his business time and efforts on that portfolio company and the compensation he receives from that portfolio company does not reduce or offset Management Fees.

*Incentive Compensation:* The existence of the Carried Interest that each General Partner will receive under the Governing Fund Documents may create an incentive for the General Partners to approve and cause the Funds to make riskier and more speculative investments than they would otherwise make in the absence of such performance based compensation, although the capital commitments by the General Partners to invest in portfolio investments and the General Partners giveback should tend to reduce this incentive.

*Allocation of Investment Opportunities:* In some instances, portfolio investments may be made available to and shared with certain co-investors (from which the General Partners, RCM and one or more of their respective affiliates may receive Carried Interest and Management Fees), and thus not all investment amounts that might otherwise be available to the Funds relating to a portfolio investment will be presented to the Funds. Investment opportunities are allocated in accordance with the Funds' Governing Fund Documents and RCM's policies and procedures.

*Allocation of Expenses:* The General Partners, RCM, the RCM principals and/or one or more of their respective affiliates may from time to time incur expenses on behalf of portfolio companies, the Funds, other affiliated entities and existing or subsequent entities established by the RCM principals for which they may seek reimbursement from such portfolio companies, Fund(s), affiliated entities and/or entities established by the RCM principals, as applicable. Although attempts will be made to allocate such expenses on an equitable basis, there can be no assurance that such expenses will in all cases be allocated appropriately, subject in all cases to any allocation requirements set forth in the applicable Governing Fund Documents. See Item 5 (Fees and Compensation) above for a more detailed discussion of expenses.

*Diverse Membership:* The Limited Partners may have conflicting investment, tax and other interests with respect to their investments in the Funds. The conflicting interests of individual Limited Partners may relate to or arise from, among other things, the nature of the Funds' investments, the structuring or the acquisition of investments and the timing of disposition of the Funds' investments. As a consequence, conflicts of interests may arise in connection with decisions made by the General Partners or RCM, including with respect to the nature or structuring of investments, that may be more beneficial for one Limited Partner than for another Limited Partner, especially with respect to a Limited Partners' individual tax situations. In selecting and structuring investments appropriate for the Funds, the General Partners and RCM will consider the investment and tax objectives of the Funds and the Limited Partners as a whole, and not the investment, tax or other objectives of any Limited Partner individually.

*Other Fees:* As noted earlier, RCM may receive certain fees from investments in connection with transaction, monitoring and other similar fees or compensation (net of related expenses) or in connection with any investment not completed (i.e., Other Fees). Although a percentage of these Other Fees may be applied to reduce the quarterly Management Fee payable by the Limited Partners, the Limited Partners will not receive the benefit of all of such fees and conflicts of interest may arise in connection with the payment of such fees. See Item 5 (Fees and Compensation) above for a more detailed discussion of expenses.

*Limited Partner Advisory Board:* Each Fund has a limited partner advisory board, consisting of representatives of certain Limited Partners selected by each General Partner that are not affiliates of the General Partner. The limited partner advisory board of a Fund generally meets at least annually and as requested by each General Partner to: (i) review potential conflict of interest matters raised by the General Partner; (ii) review any matters that require the approval of the limited partner advisory board under the relevant Fund's Governing Fund Documents; and (iii) discuss such other matters as may be raised by the General Partner. A member of the limited partner advisory board of one Fund may also be a member of the limited partner advisory board of another Fund, and such overlapping membership may result in a member having a conflict of interest

*Cross-Transactions:* RCM has in the past, and may in the future, arrange for a transaction between certain clients in which one client buys a security from, or sells a security to, the account of another client (a "cross transaction") when Roark deems the transaction to be in the best interest of each participating client. When effecting cross transactions between clients, Roark may have conflicting responsibilities with respect to each participating client. In certain circumstances a cross transaction may be considered to be a "principal transaction" (i.e., where Roark is acting as principal for its own account and Roark knowingly transacts with a client) under the Advisers Act. To the extent that any such cross transaction may be viewed as a principal transaction Roark will conduct such transaction in accordance with the provisions of Section 206(3) of the Advisers Act. In addition, to the extent required under a Fund's Governing Fund Documents, any cross transaction may be subject to limited partner advisory board consultation or approval.

## **Item 12: Brokerage Practices**

RCM focuses on making investments in private securities, and does not ordinarily deal with any financial intermediary such as a broker-dealer; therefore commissions are not ordinarily payable in

connection with such investments. To the limited extent RCM transacts in public securities, or other non-private equity investments (e.g., currency hedging), RCM will seek to obtain best execution. RCM intends to select brokers based upon the broker's ability to provide best execution for the Funds. RCM and/or the General Partner is generally authorized to make the following determinations, subject to each Fund's investment objectives and restrictions, without obtaining prior consent from the relevant Fund or any of their Limited Partners: (1) which securities or other instruments to buy or sell; (2) the total amount of securities or other instruments to buy or sell; (3) the executing broker or dealer for any transaction; and (4) the commission rates or commission equivalents charged for transactions.

#### Soft Dollars

RCM does not participate in any soft dollar arrangements outside of receiving research available to other institutional investors. Research services received from brokers and dealers are supplemental to RCM's own research effort. To the best of RCM's knowledge, these services are generally made available to all institutional investors doing business with such broker-dealers. RCM does not separately compensate such broker-dealers for the research and does not believe that it "pays-up" for such broker-dealers' services due to the difficulty associated with the broker-dealers not breaking out the costs for such services.

#### Trade Aggregation

If a Fund transacts in a publicly traded security, due to exclusivity provisions and the fact that RCM generally only invests the assets of a Fund during its respective Commitment Period, it generally would not be practicable to aggregate transactions with another Fund. However, if RCM determines that it is in the best interests of participating Funds to aggregate a trade in publicly traded securities in a portfolio company held in more than one Fund, RCM will adopt policies and procedures concerning trade aggregation.

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

All investments are carefully reviewed and approved by RCM's investment team, which includes the Managing Partner and other members of the Investment Committee. The portfolio companies are reviewed on a regular basis and the investment personnel meet periodically to discuss investment ideas, economic developments, industry outlook and other issues related to current portfolio holdings and potential investment opportunities.

RCM provides each Limited Partner with the following reports in accordance with the terms of the applicable Governing Fund Documents: (i) audited annual financial statements; (ii) unaudited quarterly financial statements; and (iii) annual tax information necessary to complete any applicable tax returns. RCM also holds annual meetings with the Limited Partners.

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

RCM may periodically engage third party placement agents (i.e., solicitors) to introduce prospective investors to the Funds. The fees and expenses of any third-party placement agents will be paid by the Funds, but will be reimbursed by RCM by offsetting Management Fees in accordance with the Governing Fund Documents.

As noted earlier, RCM or its affiliates may charge portfolio companies transaction fees, break-up fees, monitoring fees, other similar fees.

### **Item 15: Custody**

RCM has access to client accounts (i.e., the Funds) since it or an affiliate serves as the General Partner of the Funds. Limited Partners will not receive statements from any custodians. Instead, the Funds are subject to an annual audit by an independent public accountant that is registered with, and subject to regular inspection by, the Public Company Accounting Oversight Board, and the audited financial statements are distributed to each Limited Partner. The audited financial statements will be prepared in accordance with generally accepted accounting principles and distributed within 90 to 120 days of each Fund's fiscal year end.

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

In accordance with the terms and conditions of the Governing Fund Documents, and subject to the direction and control of the General Partner of each Fund, RCM generally has discretionary authority to determine, without obtaining specific consent from the Funds or its Limited Partners, the securities and the amounts to be bought or sold on behalf of the Funds, and to perform the day-to-day investment operations of the Funds.

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

In accordance with its fiduciary duty to clients and Rule 206(4)-6 of the Advisers Act, RCM has adopted and implemented written policies and procedures governing the voting of client securities.

RCM's Funds are primarily invested in privately-held portfolio company investments which typically do not issue proxies. However, upon occasion, RCM will receive proxies in connection with its publicly traded portfolio companies, in which case it is RCM's policy to exercise the proxy vote in the best interest of its Funds, taking into consideration all relevant factors, including without limitation, acting in a manner that RCM believes will (i) maximize the economic benefits to the relevant Fund(s) and (ii) promote sound corporate governance by the issuer. On rare occasion, RCM may be required to exercise a vote for a privately-held portfolio company, in which case the same procedures shall apply.

RCM will seek to avoid material conflicts of interest between its own interests on the one hand, and the interests of its Funds on the other. However, as is typical with private equity investing, RCM generally seeks and accepts the election of an RCM representative to serve on the board of directors on behalf of its Funds and will typically, but not always, vote in favor of board recommendations. In situations where RCM is required to vote the proxy for a company in which employees of RCM serve on the board of directors, RCM has determined that this does not inherently present a conflict of interest, as the sole purpose of this representation is to maximize the return on the Funds' investment in such portfolio company. Accordingly, while RCM is generally, but not automatically, fully supportive of recommendations made by a portfolio company's board of directors with respect



to proxy votes related to that issuer, it will review all proxies in accordance with its proxy voting guidelines and may or may not vote in favor of the board's recommendation.

Situations may arise in which more than one Fund invests in the same company. In those situations, it is possible that the Funds may have different investment objectives. As a result, RCM may cast different votes on behalf of different Funds.

All conflicts of interest with respect to the voting of client securities will be resolved in the interests of RCM's Funds. In situations where RCM perceives a material conflict of interest, the circumstances surrounding such potential conflict will be reviewed with RCM's General Counsel, who will be responsible for recommending the appropriate action, which may include removing certain of RCM's employees from the proxy voting process.

All proxies that RCM receives will be treated in accordance with these policies and procedures. A copy of RCM's written proxy voting policies and procedures, as well as a record of how RCM has voted in the past, will be maintained and available for review upon written request to RCM at 1180 Peachtree Street NE, Suite 2500, Atlanta, Georgia 30309, Attn: William G. Roche.

## **Item 18: Financial Information**

A balance sheet is not required to be provided as RCM (i) does not solicit fees more than six months in advance, (ii) does not have a financial condition that is likely to impair its ability to meet contractual commitments to clients. or (iii) has not been subject to any bankruptcy proceeding during the past 10 years.