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**Item 1. Cover Page**

**ICV Partners, LLC**  
Part 2A of Form ADV  
Firm Brochure

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**March 2016**

This brochure provides information about the qualifications and business practices of ICV Partners, LLC. If you have any questions about the contents of this brochure, please contact us at (212)455-9600. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state securities authority. Registration with the SEC as an investment adviser does not imply any certain level of skill or training.

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

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## **Item 2. Material Changes**

Since our last filing with the SEC in March 2015, we have the following material changes to highlight:

1. Item 4 and Item 5 below have been updated regarding our Fees and Expenses for clarification purposes.

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

ICV Partners, LLC, (“ICV”, “the Firm”, or “we/us”) a Delaware limited liability company, serves as an investment manager to related private funds and certain co-investment vehicles (the “ICV Funds”) organized primarily to make private equity and related investments in established businesses in the United States, its territories and possessions, and in Canada. ICV was founded in 1998 with the goal of creating a world-class, ethnic minority-owned private investment company. The principal owner of ICV is ICV Professionals, LLC, a Delaware limited liability company (“ICV Professionals”) which is wholly-owned by Willie E. Woods.

ICV seeks to generate long-term capital appreciation for the ICV Funds currently by making \$25 million to \$70 million investments in companies with annual revenues ranging between \$25 million and \$250 million and annual earnings before interest, taxes, depreciation, and amortization (“EBITDA”) in excess of \$8 million.

As of December 31, 2015, we had \$665,284,870 in aggregate capital commitments and assets managed on a discretionary basis.

ICV provides management services, including the evaluation, structuring, and negotiation of potential investments, management consulting of the ICV Funds’ portfolio companies (each a “Portfolio Company”) following an acquisition, and analyses and management of the timing of investment realizations. ICV has discretion to invest in a range of investment instruments consistent with the respective investment programs of each ICV Fund. The terms by which ICV provides investment advice to the ICV Funds are described in each ICV Fund’s governing documents, which may include a confidential offering memorandum, an investment management agreement, and a limited partnership agreement, among other things. Investment advice is provided directly to each ICV Fund and not individually to the limited partners or investors in the ICV Funds.

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

##### **Management Fees and Carried Interest:**

As described in each ICV Fund’s confidential offering materials, ICV or an affiliate receives a management fee and, as described more thoroughly in Item 6, general partners affiliated with ICV may receive a performance-based carried interest. Annual management fees typically equal up to 2.0% of aggregate capital commitments during a commitment period when Portfolio Company investments are expected to be made, and 1.5% of invested capital with respect to unrealized investments for the remaining life of the ICV Fund. Management fees are subject to offset based on contractual provisions included in the investment advisory agreements. An allocation of other forms of compensation paid to ICV such as transaction fees and investment monitoring fees are used to compute the offset credit. The allocation of these other fees is computed based on ICV Fund capital contributions to the investment as a percentage of total ICV-controlled capital contributions. See Item 14- Client Referrals and

Other Compensation for further details on these offsets. Management fees are generally collected semi-annually, partially in arrears and partially in advance. The governing documents for the ICV Funds do not provide for any refunds for pre-paid management fees. ICV deducts management fees from the account of each ICV Fund.

Carried interest is performance-based compensation paid to the general partner of a specific ICV Fund representing a percentage of investment profits exceeding a defined investment performance return hurdle. Investment profits are computed by measuring investment realizations less investment costs, net management fees, partnership expenses and organizational costs.

The management fee and carried interest or performance-based payments may be waived or reduced at the discretion of ICV or its affiliates. As described in each of the ICV Fund's governing documents, the general partner of each ICV Fund, which is an affiliate of ICV, may admit certain investors who receive terms that are more favorable than those offered to other investors. More favorable terms offered to such investors may include, among other things, reduced carried interest and management fees.

#### **Additional Fees and Expenses:**

In addition to management fees, carried interest payments or performance-based payments and other fees described above, investors bear indirectly the expenses charged to each ICV Fund. Those expenses vary, but typically include legal, auditing, consulting and accounting expenses (including expenses associated with the preparation of partnership financial statements, tax returns and K-1s), expenses and costs of maintaining each of ICV Fund's books and preparing any reports (including any expenses or costs associated with any software or online data portal used in connection therewith), interest on and fees and expenses arising out of borrowings, guarantees or other credit arrangements made by an ICV Fund, expenses of any limited partner advisory board and annual meetings of the investors, insurance and other expenses associated with the identifying, evaluating, acquisition, holding, monitoring and disposition of its investments (including underwriting commissions and discounts, research expenses, travel expenses, investment banking, legal, consulting and other professional fees), all third-party expenses in connection with transactions not consummated (i.e., broken deal expenses) and extraordinary expenses (such as indemnification and litigation expenses), as determined by the general partners of the applicable ICV Fund in its sole discretion. The organizational expenses of each ICV Fund (including legal, accounting, filing, capital raising, travel and accommodation expenses, printing expenses and other similar costs) are generally paid by such ICV Fund up to pre-negotiated limits as described in the LPA. Other expenses associated with the offering of the ICV Funds and sale of their interests such as commissions, costs, fees, and expenses of placement agents or finders are borne by ICV or its related entities, as further described in the governing documents of the respective ICV Fund.

In some cases, expenses might be attributable to more than one ICV Fund, or to ICV or an affiliate and one or more ICV Funds. In such cases, ICV and its affiliates will apply an expense allocation methodology that is believed to be fair to all affected ICV Funds and

consistent with the ICV Funds' confidential offering materials. ICV and its affiliates may experience a conflict of interest when determining and applying an allocation methodology.

Each ICV Fund is responsible for its respective expenses for research and/or due diligence including digital information sources (i.e., licenses and user fees for electronic research software, subscription fees, and travel and entertainment expenses incurred while visiting prospective or existing Portfolio Companies). ICV Funds may also reimburse the Firm for licensing and user fees for accounting, pricing, trading, and investor communication software or programs utilized by ICV employees or affiliated persons.

The ICV Funds will reimburse ICV, the general partner of each ICV Fund and its affiliates for travel expenses, including air travel (which may be first or business class), car services, meals and hotels (which may include luxury class accommodations), incurred in holding, developing, identifying, evaluating, negotiating, making, structuring, acquiring, monitoring, selling and otherwise disposing of the Portfolio Companies and otherwise in connection with the business of ICV Fund. Private air travel may be used when deemed most effective, for example, when going from one remote location to another when visiting a number of plant sites relating to one or more proposed or existing investments. Such travel may be reimbursed by such ICV Fund at applicable first-class rates.

ICV typically receives investment transaction, management consulting, origination or other fees and expense reimbursements from Portfolio Companies. In addition, its employees may receive compensation and expense reimbursement in exchange for their services as directors of Portfolio Companies. See Item 14 for more information regarding conflicts relating to such fees and reimbursement.

Investors admitted to an ICV Fund after an initial closing will be required to pay fees and expenses retroactively, as described in each ICV Fund's confidential offering materials.

See Item 12 for more information regarding the payment of brokerage fees.

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

In addition to the management fees described in Item 5, general partners affiliated with ICV may receive a performance-based carried interest. Carried interest generally equals a specified percentage of realized fund profits net of all expenses and is subject to preferred return and catch-up provisions described in the ICV Funds' confidential offering materials. Carried interest distributions from the ICV Funds may create an incentive for ICV to make more speculative decisions regarding the purchase, management or sale of an ICV Fund's assets. ICV seeks to mitigate this potential conflict of interest by more closely aligning the economic interests of ICV and its senior employees with investors in the ICV Funds through investments in the ICV Funds by ICV's employees and through "clawback" provisions in the partnership agreements governing the ICV Funds. As described in the confidential offering materials and the partnership agreements governing the ICV Funds, carried interest will be

paid to the general partners of the ICV Funds upon the making of any distribution to investors to which a performance-based allocation relates.

All performance compensation will be charged in accordance with Section 205 of the Investment Advisers Act of 1940, as amended (the “Act”), and Rule 205-3 thereunder.

To the extent set forth in the limited partnership agreements governing each ICV Fund, ICV has established one or more co-investment or single-purpose vehicles to invest alongside an ICV Fund in one or more investments. Co-investment vehicles generally are required to purchase and sell each investment opportunity at substantially the same time and same terms as the applicable ICV Fund that is invested in such opportunity. ICV does not always receive management fees or carried interest/performance-based payments from its co-investment vehicles. In instances where ICV does not receive management fees or carried interest/performance-based payments from these vehicles it does not consider them to be clients for reporting or custodial audit purposes. For more information on conflicts of interest relating to co-investment vehicles and ICV’s management of these conflicts of interest, please see Item 12 below.

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**Item 7.           Types of Clients**

ICV provides investment advice to private investment vehicles, which are structured as U.S. limited partnerships or limited liability companies, all of which are pooled investment vehicles comprised of a variety of qualified investor types including pensions, high net worth individuals, fund-of-funds and insurance companies. These investment vehicles are exempt from the requirement to register as an investment company under Section 3(c)(1) or 3(c)(7) of the Investment Company Act of 1940.

Subject to the discretion of ICV, the minimum investment threshold for investment in the ICV Funds is \$5 million.

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

ICV seeks opportunities for the ICV Funds to serve as control or lead investor in effecting leveraged buyouts of smaller middle market companies located primarily in the United States. The ICV Funds typically make value-oriented investments of \$25 million to \$70 million in companies with annual revenues ranging between \$25 million and \$250 million and annual EBITDA in excess of \$8 million. ICV typically seeks to make investments in issuers that have defensible leading market positions, strong margins, prospects to achieve attractive equity returns while maintaining a conservative capital structure, and a proven management team.

The life cycle of a successful leveraged buyout begins with the identification of the acquisition candidate and ends with the realization of value by implementing an appropriate exit strategy. ICV views the investment process as involving seven distinct phases within this life cycle:

sourcing, evaluation, due diligence, financing, closing, managing portfolio company investment objectives and realization. ICV's senior executives have substantial experience in each of these activities and, consistent with past practice, follow a strict set of guidelines when making fund investments.

Prospective investors in an ICV Fund should be aware that such an investment involves a high degree of risk. There can be no assurance that the ICV Fund's investment objectives will be achieved or that an investor will receive a return of its capital. In addition, there will be occasions when ICV and its affiliates may encounter potential conflicts of interest. The following considerations should be carefully evaluated before making an investment in an ICV Fund. The following risk factors do not purport to be a complete explanation of all the risks. Prospective investors in an ICV Fund should read the ICV Fund's confidential offering materials in their entirety before deciding whether to make an investment.

**General Business and Management Risk.** Investments in Portfolio Companies subject the ICV Funds to the general risks associated with the underlying businesses, including market conditions, changes in regulatory requirements, reliance on management at the company level, interest rate and currency fluctuations, general economic downturns, domestic and foreign political situations and other factors.

**General Economic Conditions.** General economic conditions may affect an ICV Fund's activities. Interest rates, general levels of economic activity, the price of securities and participation by other investors in the financial markets may affect the value and number of investments made by an ICV Fund or considered for prospective investment.

**Highly Competitive Market for Investment Opportunities.** The activity of identifying, completing and realizing on attractive investments is highly competitive and involves a high degree of uncertainty. There can be no assurance that an ICV Fund will be able to locate and complete investments that satisfy the ICV Fund's rate of return objectives, or realize upon its investment values, or that the ICV Fund will be able to invest fully its committed capital.

**Risk of Limited Number of Investments.** An ICV Fund may participate in a limited number of investments and, as a consequence, the aggregate return of the ICV Fund may be substantially adversely affected by the unfavorable performance of a single investment.

**Leverage.** The ICV Fund's investments are expected to include Portfolio Companies whose capital structures may have or develop significant leverage. Although ICV will seek to use leverage in a manner it believes is prudent, the leveraged capital structure of such Portfolio Companies will increase the exposure of the Portfolio Companies to adverse economic factors such as rising interest rates, downturns in the economy or deteriorations in the condition of the Portfolio Company or its industry.

**Non-Controlling Positions.** ICV Funds may hold a non-controlling interest in certain Portfolio Companies and, therefore, may have a limited ability to protect its position in such Portfolio Companies. Such Portfolio Companies may have economic or business interests or goals that are inconsistent with those of an ICV Fund. An ICV Fund may be unable to



control the timing or occurrence of an exit strategy for any Portfolio Company in which it holds a non-controlling interest.

**Investments in Less Established Companies.** The ICV Funds may invest in smaller, less established companies. Investments in such companies may involve greater risks than are generally associated with investments in more established companies. Less established companies tend to have smaller capitalizations and fewer resources and, therefore, are often more vulnerable to financial failure. Such companies also have shorter operating histories on which to judge future performance and may experience start-up or growth related difficulties that are not faced by established companies.

**Foreign Investments.** ICV Funds may make investments outside of the United States. Foreign investments involve certain factors not typically associated with investing in U.S. investments, including risks relating to currency exchange matters; inflation matters; differences between U.S. and foreign securities markets, including potential price volatility in and relative liquidity of some foreign securities markets, the absence of uniform accounting, auditing and financial reporting standards, practices and disclosure requirements and differences in the amount of government supervision and regulation; certain economic, social and political risks, including potential exchange control regulations and restrictions on foreign investment and repatriation of capital, the risks of political, economic or social instability and the possibility of expropriation or confiscatory taxation; and the possible imposition of foreign taxes on income and gains recognized with respect to such investments.

**No Market for Interests in ICV Funds.** Interests in the ICV Funds have not been registered under the Securities Act of 1933, the securities laws of any state or the securities laws of any other jurisdiction and, therefore, cannot be resold unless they are subsequently registered, or an exemption from registration is available. It is not contemplated that registration of the interests will ever be affected. There is no public market for interests in the ICV Funds, and one is not expected to develop. An investor will not be permitted to assign, sell, transfer, pledge or otherwise dispose of its interests in the ICV Funds, except by operation of law, without the prior written consent of the ICV Fund's general partner, which may be given or withheld in such general partner's sole and absolute discretion. Except in extremely limited circumstances, voluntary withdrawals from an ICV Fund will not be permitted. Investors must be prepared to bear the risks of owning interests for an extended period of time.

**Illiquid and Long-Term Investments.** Although investments by the ICV Funds may occasionally generate some current income, the return of capital and the realization of gains, if any, from an investment generally will occur only upon the partial or complete disposition of such investment. While an investment may be sold at any time, it is not generally expected that this will occur for a number of years after the investment in a Portfolio Company is made. It is unlikely that there will be a public market for the securities held by an ICV Fund at the time of their acquisition. The ICV Funds generally will not be able to sell securities of a Portfolio Company publicly unless their sale is registered under applicable securities laws, or unless an exemption from such registration requirements is available. In addition, in some cases an ICV Fund may be prohibited by contract from selling certain securities for a period of time.

**Reliance on ICV and its Employees and Affiliates; Role of Private Equity Professionals.** Investors will have no opportunity to control the day-to-day operations, including investment and disposition decisions, of the ICV Funds. In order to safeguard their limited liability for the liabilities and obligations of an ICV Fund, investors must rely entirely on ICV and its affiliates to conduct and manage the affairs of the ICV Funds. The success of the ICV Funds will depend in part upon the skill and expertise of ICV and its affiliates and employees. There can be no assurance that ICV's employees will continue to be associated with ICV throughout the terms of the ICV Funds. The loss of key personnel could have a material adverse effect on an ICV Fund/co-investment.

Prospective investors in an ICV Fund should review the confidential offering documents and other governing documents for a more extensive discussion of risks and potential conflicts of interest. However, such documents are 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 operation of the ICV Funds.

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#### **Item 9. Disciplinary Information**

ICV and its employees have not been involved in any legal or disciplinary events in the past 10 years that would be material to an investor's or prospective investor's evaluation of ICV or its personnel.

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

##### **Investment Funds and General Partners:**

ICV serves as the investment adviser to ICV Partners II, L.P. and ICV Partners III, L.P., both private funds; and ICV III IMS Co-Investor, LLC, a co-investment vehicle. ICV is under common control with ICV Associates II, LLC, the general partner to ICV Partners II, L.P., and ICV Associates III, LLC, the general partner to ICV Partners III, L.P. and ICV III IMS Co-Investor, LLC.

The affiliations between ICV, the private funds and co-invest vehicles for which it provides investment advice, and the general partners are disclosed in the confidential offering materials. ICV believes that the structure of these entities reflects common private equity industry practice and does not pose a material conflict of interest.

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

**Code of Ethics:**

ICV's employees are subject to a Code of Ethics (the "Code") in accordance with Rule 204A-1 under the Investment Advisers Act of 1940. The Code is available by contacting ICV's Chief Compliance Officer, Lloyd Metz, at (212) 455-9600.

The Code reflects the fiduciary duty owed by ICV to its clients and sets out standards of business and personal conduct for each employee. Guidelines and reporting requirements for personal trading in the Code are intended to mitigate and monitor potential conflicts of interest. A related Insider Trading policy prohibits employees from trading securities personally or on behalf of an ICV Fund while in possession of material non-public information.

**Personal Trading:**

To mitigate possible conflicts of interest arising from personal trading and others that may arise, ICV has established policies requiring all of its employees ("Access Persons") to obtain pre-clearance before investing in certain reportable securities such as stocks, bonds, private placements and co-investments (described below under "Participation or Interest in Client Transactions"). In addition, ICV monitors for conflicts of interest on a periodic basis and its policies prohibit any Access Person from buying or selling securities for his own accounts at or about the same time that it buys or sells securities for client accounts if it feels that there is a possibility that the personal trade would benefit from ICV's investment activities.

All employees are required to certify annually that they have complied with the Code and to make annual reports regarding their personal securities account holdings and quarterly reports regarding their personal securities trading activity.

**Gifts and Entertainment:**

ICV has policies in place governing the types and value of gifts and forms of entertainment that employees may accept from, or give to, broker-dealers, vendors, and current or prospective limited partners of the ICV Funds. All giving and receipt of non-personal gifts and entertainment in excess of \$500 is reported to the Chief Compliance Officer. Employees are prohibited from receiving extravagant gifts or entertainment through ICV's business relationships.

**Participation or Interest in Client Transactions:**

ICV does not anticipate purchase or sale transactions between any ICV Fund, ICV or its officers and employees. Any such transaction, in the event it was to occur, would be in accordance with Section 206(3) of the Investment Advisers Act and the rules promulgated thereunder.

Certain employees and officers of ICV invest in the ICV Funds, either through the general partners of the ICV Funds or as limited partners.

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## **Item 12. Brokerage Practice**

### **Best Execution, Broker Selection and Soft Dollars:**

ICV focuses on making investments in private securities, thus it does not ordinarily deal with any financial intermediary such as a broker-dealer, and commissions are not ordinarily payable in connection with such investments. Nonetheless, ICV may invest assets in market traded securities, including debt instruments, for which there may be a broker-dealer or counterparty involved in the transaction. There are no restrictions on ICV's authority to determine, without obtaining specific client consent, the brokers or dealers used for this purpose. Thus, to the limited extent the ICV Funds engage in transactions other than investments in private securities of a Portfolio Company, ICV has the authority to determine the financial intermediaries to be used in connection with such transactions and to negotiate the amount of commission or other compensation to be paid to such intermediaries in connection with such transactions. If ICV determines to engage a broker, it will select the broker considering the range and quality of its brokerage services, its execution capability, commission rate, financial responsibility and responsiveness, and the value of research provided, if any.

ICV does not participate in any soft dollar arrangements. However, ICV, in the ordinary course of its business, receives from brokers and dealers research available to other institutional investors. Research services received from brokers and dealers are supplemental to ICV's own research efforts. To the best of ICV's knowledge, these services are generally made available to all institutional investors doing business with such broker-dealers. ICV does not separately compensate broker-dealers for research.

Counterparties involved with ICV Fund transactions could also be involved in the offering of ICV Funds. The sale of those fund interests by counterparties will result in commissions or fees as placement agents or finders. Any counterparty in receipt of securities transaction related compensation will be a registered broker-dealer.

Investment banks providing advice relating to transactions for a Portfolio Company of one ICV Fund may provide advice relating to a transaction for a Portfolio Company of another ICV Fund. This may pose a conflict of interest for ICV in its management of investments for different ICV Funds. ICV believes that its use of such advisors and the fees charged for their services are consistent with market practice and that the ICV Funds benefit on a transaction-by-transaction basis from their services.

ICV will pay for referral or lead databases that provide information about accredited investors who are interested in private fund investments similar to the ones advised by ICV. Such databases may be obtained from financial institutions that provide services to the ICV Funds.

### **Allocation and Aggregation Policies:**

ICV has adopted an allocation policy that directs ICV to allocate investment opportunities among its clients fairly. Typically only one of the ICV Funds is actively making new investments at any given time. If only one such fund is actively investing then new investments will be allocated exclusively to that fund. To the extent that more than one fund is actively investing within its commitment period, allocations of investment opportunities will take into account, among other factors, each participating fund's available capital. Each fund participating in an investment opportunity will participate on the same terms and share proportionately in transaction fees and costs based on capital invested in a particular situation. In some circumstances, follow-on investments may be made in connection with one or more such fund's existing holdings. Follow-on investments will generally be allocated to those funds that made the associated initial investment, pro- rata, based on capital investment by each such fund. However, other factors may require a different allocation, such as, the minimum block size and the available capital of each Fund.

Employees of ICV, limited partners of the ICV Funds, management personnel of Portfolio Companies and third parties may, from time to time, invest in co-investment vehicles described more thoroughly in Item 6. Typically, co-investment vehicles are appropriate when ICV determines that the amount of an investment opportunity exceeds the amount that it determines would be appropriate for the participating ICV Funds. ICV will perform management, advisory and other services for the Portfolio Companies in which these co-investment vehicles invest alongside the ICV Funds.

Decisions regarding whether and to whom to offer co-investment opportunities are made in the sole discretion of ICV. Shortly following the final closing of an investment fund, ICV polls limited partners as to their level of interest, ability and appetite to react quickly to co-investment opportunities as they arise. Those limited partners in the ICV Funds who self-identify as interested in such opportunities may be offered an opportunity to participate in co-investment vehicles. ICV is under no obligation to provide co-investment opportunities to limited partners of the ICV Funds prior to making such opportunities available to third parties and co-investment opportunities may be offered to some but not other investors in the ICV Funds. For example, ICV may permit one or more investors to participate in a co-investment vehicle if ICV determines that such investment would benefit the consummation of the participating ICV Fund's investment (including where an investor can invest or commit to invest a significant amount of capital in a short period of time) and ICV's operation and oversight of the investment. As a result, limited partners may receive co-investment allocations that are different from their proportionate investments in the ICV Funds. Because co-investors may provide ICV and its clients with capital and/or potential investment opportunities, this may be deemed to be a conflict of interest. ICV believes that these relationships are in the best interests of the ICV Funds and the Portfolio Companies and are consistent with private equity market practice. More information on conflicts of interest applicable to allocations to co-investors can be found in Item 14.

Under certain circumstances, deviations from the allocation procedures may be in the best interest of any of the ICV Funds. Any such deviations will be approved by the Chief Compliance Officer.

### **Cross Transactions:**

Generally, ICV does not affect cross transactions between the ICV Funds. They may, however, be effected in rare instances. In the event that such cross transactions are affected, the terms of such transaction will be comparable to what could be obtained through an arm's length transaction with an unaffiliated third party and the limited partner board(s) for the respective ICV Funds shall approve such transactions in accordance with the partnership agreements governing the ICV Funds.

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

### **Review of Accounts:**

ICV's investment professionals monitor Portfolio Company investments on an ongoing basis through regular communication with management, participation in Portfolio Company board meetings, periodic strategic planning sessions, industry trade shows and informal conversations and meetings. Portfolio Company investments are generally private, illiquid and long-term in nature and accordingly ICV's review thereof is not directed toward a short-term decision to dispose of an investment. Focused reviews, which may include input from numerous investment professionals, may be triggered by Portfolio Company-specific performance metrics, economic developments, changes in staffing, and changes in the competitive environment, among other things.

### **Reporting:**

On a quarterly basis, ICV, on behalf of the ICV Funds, distributes information updating all investors on our investment activities including quarterly investor updates containing a brief write-up on Portfolio Company performance, condensed financial statements and fund performance, unaudited quarterly financial statements and a capital account analysis. On an annual basis, investors are sent their respective ICV Fund's audited financial statements. Limited partners also receive annual K-1 statements.

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

ICV may cause an ICV Fund to pay fees to unaffiliated placement agents for investor referrals. Such compensation may take the form of a retainer and/or a percentage of introduced capital. All placement agent fees are offset against the management fees charged to such ICV Fund. All such activities are conducted in a manner that is consistent with relevant SEC

guidance. Any new arrangements with placement agents must be approved in advance by ICV's Chief Compliance Officer.

ICV or its affiliates earn monitoring fees and other compensation from Portfolio Companies, purchasers, sellers and other parties to transactions involving Portfolio Company securities as compensation for services, including advice on structuring, negotiating and arranging financing for transactions in which the ICV Funds participate. ICV or its affiliates may also earn fees in connection with unconsummated transactions and its employees may receive compensation for serving on Portfolio Companies' boards of directors. See Item 5 above for additional details.

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### **Item 15. Custody**

ICV has custody, as defined in Rule 206(4)-2 under the Investment Advisers Act (the "Custody Rule"), of the assets of the ICV Funds as a result of the service of certain of ICV's affiliates as general partners of the ICV Funds. In order to comply with SEC requirements and ensure that the ICV Funds' assets are appropriately protected, ICV and its affiliates have arranged for annual audits for those ICV Funds deemed to be clients (certain non-fee paying co-investment vehicles are not "clients"). Financial statements are provided by a nationally recognized independent public accounting firm.

The limited partnership agreement of each ICV Fund states that these audits are to be distributed to investors within 120 days of each ICV Fund's fiscal year-end. ICV and its affiliates also have arranged for all of the ICV Funds' cash and any certificated securities to be maintained with qualified custodians when so required under the Custody Rule. Otherwise, paper stock certificates are held in our offices as allowed by recent SEC guidance regarding private equity transactions.

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### **Item 16. Investment Discretion**

ICV serves as the ICV Funds' investment adviser with discretionary authority to implement investment decisions for each ICV Fund. This authority is described in investment advisory agreements with each ICV Fund, as well as the ICV Funds' other governing documents. ICV will make investments that are consistent with the mandates described in the ICV Funds' governing documents, but otherwise has broad authority to select investments on a discretionary basis.

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

ICV or its representatives may have the opportunity to vote on a variety of corporate actions on behalf of the ICV Funds. ICV has adopted written policies and procedures in an effort to ensure that any such voting opportunity is exercised with diligence, care, and loyalty. For corporate actions that do not pose a conflict of interest, a Managing Director or

Principal with primary responsibility for overseeing the asset in question will determine how ICV should direct the ICV Funds to vote. For corporate actions that pose an actual or apparent conflict of interest, ICV's Chief Compliance Officer will determine if another Managing Director is able to make an independent determination, and if not, the matter will be presented to the applicable ICV Fund's limited partner advisory board in accordance with the applicable ICV Fund's governing documents. Investors cannot direct the way in which we will vote on behalf of the ICV funds.

Current and prospective investors in the ICV Funds may request a copy of ICV's written policies and procedures governing the voting of corporate actions. Current investors may also request information about the way in which ICV voted in connection with assets held by their respective ICV Funds.

The ICV Funds sometimes approve one or more ICV employees to act as representatives on the board of directors of Portfolio Companies. In situations where ICV votes the proxy for a Portfolio Company in which an employee or employees serve on the board of directors, ICV has determined that this does not inherently present a conflict of interest as the employee is on the board of directors as a representative of the ICV Fund. ICV believes that the ICV Funds' and the representative's role are aligned with respect to voting opportunities.

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## **Item 18. Financial Information**

ICV has never filed for bankruptcy and is not aware of any financial condition that is likely to impair its ability to manage or meet its contractual commitments to the ICV Funds.