



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

**MARLIN MANAGEMENT COMPANY, LLC**

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**March 31, 2017**

**This Investment Adviser Brochure (“Brochure”) provides information about the qualifications and business practices of Marlin Management Company, LLC (the “Management Company”). If you have any questions about the contents of this Brochure, please contact us at (310) 364-0100. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state authority.**

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

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

## **MATERIAL CHANGES**

The Management Company filed its most recent Form ADV Part 2 on March 31, 2016. This annual amendment reflects the addition of new Funds and their respective General Partner entities and updates the description of certain of the business practices of the Management Company and its affiliates.

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## ADVISORY BUSINESS

Marlin Management Company, LLC (the “**Management Company**”), a registered investment adviser, is a Delaware limited liability company. The Management Company commenced operations in June 2005. The following investment advisers are affiliated with the Management Company:

- Marlin Equity Partners, LLC (“**Fund I GP**”)
- Marlin Equity Partners II, L.P. (“**Fund II GP**”)
- Marlin Equity Partners III, L.P. (“**Fund III GP**”)
- Marlin Equity Partners IV, L.P. and Marlin IV Cayman AIV GP, L.P. (collectively, “**Fund IV GP**”)
- Marlin Heritage Partners, L.P. and Marlin Heritage Cayman AIV GP, L.P. (collectively, “**Heritage Fund GP**”)
- Marlin Heritage Europe Partners, L.P. (“**Heritage Europe Fund GP**”)
- Marlin Equity Partners V, L.P. (“**Fund V GP**”)
- Marlin Heritage Partners II, L.P. (“**Heritage Fund II GP**,” and together with Fund I GP, Fund II GP, Fund III GP, Fund IV GP, Heritage Fund GP, Heritage Europe Fund GP and Fund V GP, the “**General Partners**”)
- Marlin Equity Partners Limited (the “**UK Office**” and together with the Management Company, the General Partners and their affiliated entities, “**Marlin**”).

The UK Office and each General Partner listed above is subject to the Advisers Act pursuant to the Management Company’s registration in accordance with SEC guidance. This Brochure also describes the business practices of each General Partner and the UK Office, which operate as a single advisory business together with the Management Company.

Marlin provides discretionary investment advisory services to its clients, which consist of private investment funds. Marlin’s clients include the following (each, a “**Fund**,” and together with any future private investment fund to which Marlin provides investment advisory services, the “**Funds**”):

- Marlin Equity, L.P. (“**Fund I**”)
- Marlin Equity II, L.P. (“**Fund II**”)
- Marlin Equity III, L.P. (“**Fund III**”)

- Marlin Equity IV, L.P., Marlin Equity IV AIV, L.P. and Marlin IV Cayman AIV, L.P. (collectively, “**Fund IV**”)
- Marlin Heritage, L.P., Marlin Heritage AIV, L.P. and Marlin Heritage Cayman AIV, L.P. (collectively, the “**Heritage Fund**”)
- Marlin Heritage Europe, L.P. (the “**Heritage Europe Fund**”)
- Marlin Equity V, L.P. and Marlin Equity V-A, L.P. (collectively, “**Fund V**”)
- Marlin Heritage II, L.P. and Marlin Heritage II-A, L.P. (collectively, the “**Heritage II Fund**”)

Marlin also manages Marlin Executive Fund II, L.P., Marlin Executive Fund III, L.P., Marlin Executive Fund IV, L.P., Marlin Executive Fund V, L.P., Marlin Heritage Executive Fund, L.P. and Marlin Heritage II Executive Fund, L.P. (collectively, the “**Executive Funds**”), private investment funds formed to allow certain operating partners of Marlin and its affiliates, as well as certain other persons, to invest in certain portfolio investments made by Fund II, Fund III, Fund IV, Fund V, the Heritage Fund and the Heritage II Fund, as applicable.

Interests in the Funds are privately offered to qualified investors in the United States and elsewhere. The Funds are expected to invest through negotiated transactions in operating entities, generally referred to herein as “**portfolio companies**,” as well as in publicly traded securities. Marlin’s investment advisory services to the Funds consist of identifying and evaluating investment opportunities, negotiating the terms of investments, managing and monitoring investments and achieving dispositions for such investments. Investments are made predominantly in non-public companies, although investments in public companies are permitted in certain instances. From time to time, the senior principals or other personnel of Marlin may serve on the boards of directors (or other governing bodies) of such portfolio companies held by the Funds or otherwise act to influence control over management of portfolio companies in which the Funds have invested.

Marlin’s advisory services for each Fund are detailed in the applicable private placement memorandum or other offering documents (each, a “**Memorandum**”) and limited partnership agreement or other operating agreements or governing documents (each, a “**Partnership Agreement**”) and together with the Memorandum, the “**Governing Documents**”) and are further described below under “Methods of Analysis, Investment Strategies and Risk of Loss.” Investors in Funds participate in the overall investment program for the applicable Fund, but may be excused from a particular investment due to legal, regulatory or other agreed upon circumstances pursuant to the relevant Partnership Agreement and certain side letters or similar agreements. The Funds or Marlin have entered into side letters or similar agreements with certain investors that have the effect of establishing rights under, or altering or supplementing the terms of a Fund’s Partnership Agreement, including provisions relating to the Management Fee (as defined below) and distributions, with respect to such investors.

As of December 31, 2016, Marlin managed \$3,373,194,953 in client assets on a discretionary basis. The Management Company is principally owned by David M. McGovern.

## FEES AND COMPENSATION

The following is a general description of fees, compensation, and expenses of the Funds. Differences exist from Fund to Fund, and certain Funds may not charge certain fees, compensation, or expenses that other Funds charge. The Partnership Agreements of the Funds describe fees, compensation and expenses in greater detail.

With respect to the Funds, each General Partner generally receives a management fee and a carried interest in connection with advisory services. The Executive Funds do not pay a management fee and are not subject to a carried interest. The General Partners or other Marlin entities or affiliates may receive additional compensation in connection with management and other services performed for portfolio companies of Funds and all or a portion of such additional compensation generally will offset the Management Fees (as defined below) otherwise payable to Marlin, as described in the Governing Documents. Investors in the Funds also bear certain Fund expenses, as described below.

### Management Fees

Generally, a Fund during its investment period will pay the applicable General Partner a management fee (the “**Management Fee**”) equal to 2.0% (in the case of Fund III, Fund IV, the Heritage Fund, the Heritage Europe Fund, Fund V and the Heritage II Fund), 2.25% (in the case of Fund II) and 2.5% (in the case of Fund I) on an annual basis of aggregate Fund investor capital commitments. Payment of the Management Fee will be made partially in advance and partially in arrears for a given Management Fee period. Generally, investors participating in a closing after the initial closing of a Fund bear the Management Fee from the date of the initial closing of such Fund, plus interest, as applicable. The Management Fee generally will be reduced upon the expiration of the Fund’s investment period or earlier upon the occurrence of certain other events as described in the applicable Partnership Agreement. The General Partners generally will pay over to the Management Company a portion of the Management Fee. The Management Fee will be payable to the General Partner until all portfolio investments are distributed or until the General Partner’s relationship with the applicable Fund is terminated for other reasons (as described in the applicable Partnership Agreement). Installments of the Management Fee payable for any period other than a full Management Fee determination period are adjusted on a *pro rata* basis according to the actual number of days in such period.

The Management Fee generally will be reduced by all or a portion of the directors’ fees, financial consulting fees, advisory fees, transaction fees, break-up fees and certain other fees paid by portfolio companies or prospective portfolio companies to the General Partner, the Management Company or certain of their affiliates, but not including, in any event, any amount received by (x) MOGI (as defined below) or its employees or (y) any amount received by the General Partner or other person from a portfolio company as reimbursement for expenses directly related to such portfolio company, or as payment for services provided to any portfolio company in the ordinary course of such portfolio company’s business or as compensation for services provided by the General Partner, the Management Company, MOGI or other person as an employee of or in a similar capacity for such portfolio company. To the extent that such an offset credit would reduce the Management Fee for a given Management Fee determination period below zero, the credit will be carried forward for future application against payable

Management Fees. Depending on the terms of the applicable Partnership Agreement, to the extent any such excess remains unapplied upon dissolution of a Fund, each partner of such Fund will receive its share of such unapplied excess, unless such partner elects not to receive its share.

The Management Company and/or its affiliates generally have discretion over whether to charge transaction fees, monitoring fees or other similar fees or to require other compensation from a portfolio company and, if so, the rate, timing and/or amount of such compensation. The receipt of such compensation may give rise to conflicts of interest between the Funds, on the one hand, and the Management Company and/or its affiliates on the other hand.

As permitted under the Partnership Agreement of certain Funds, the relevant General Partner may waive a portion of the Management Fee in exchange for a reduction in the General Partner's capital contribution obligation to such Fund and/or a corresponding interest in such Fund's profits. The limited partners of a Fund may be required to make a *pro rata* contribution according to their respective capital commitments to fund any contribution that would otherwise be required of the General Partner in connection with any such waiver as described above. Waived Management Fees may delay the Management Fee offsets described above and as further described in the applicable Partnership Agreements.

### **Carried Interest**

Each General Partner generally is entitled to a carried interest with respect to the relevant Fund equal to 20% of all realized profits, subject to a specified preferred return with a related General Partner catch-up provision, as more fully described in the Governing Documents. The carried interest distributed to a General Partner is subject to a potential giveback at the end of the life of a Fund (and, in the case of certain Funds, at such other times as described in the applicable Partnership Agreement) if the relevant General Partner has received excess cumulative distributions.

### **Other Information**

Marlin generally has the right to exempt certain investors in certain Funds from payment of all or a portion of Management Fees and/or carried interest. Any such exemption from fees and/or carried interest may be made by a direct exemption or by allowing such investors to invest through other vehicles which co-invest with a Fund.

The Funds generally invest on a long-term basis. Accordingly, investment advisory and other fees are expected to be paid, except as otherwise described in the relevant Partnership Agreement, over the term of the Funds and investors generally are not permitted to withdraw or redeem interests in the Funds.

Principals or other current or former employees of Marlin may receive a portion of the Management Fee, carried interest or other compensation received by the General Partner.

In addition to the Management Fee and carried interest payable to the General Partners, each Fund bears certain expenses. Each of Fund I, Fund II, Fund III, Fund IV and the Heritage Fund, and the Executive Funds (except as described below), generally will pay all other costs

and expenses of the Fund that are not reimbursed by portfolio companies, generally including legal, auditing, consulting, financing, accounting and custodian fees and expenses; expenses associated with the Fund's financial statements, tax returns and Schedule K-1s; out-of-pocket expenses incurred in connection with transactions not consummated (such expenses hereinafter referred to as "**Broken Deal Expenses**"); expenses of the advisory board and annual meetings of the limited partners; insurance; other expenses associated with the acquisition, holding and disposition of its investments, including extraordinary expenses (such as litigation, if any); and any taxes, fees or other governmental charges levied against the Fund.

Each of Fund V and the Heritage II Fund generally will pay other costs and expenses of the Fund that are not reimbursed by portfolio companies, generally including fees, costs, expenses, liabilities and obligations attributable to: (i) activities with respect to the structuring, organizing, negotiating, consummating, financing, refinancing, acquiring, bidding on, owning, managing, monitoring, operating, holding, hedging, restructuring, trading, taking public or private, selling, valuing, winding up, liquidating, or otherwise disposing of, as applicable, the Fund's portfolio companies and its actual and potential investments (including follow-on investments) or seeking to do any of the foregoing (including any associated legal, financing, commitment, transaction or other fees and expenses payable to attorneys, accountants, investment bankers, lenders and consultants in connection therewith and any fees and expenses related to transactions that may have been offered to co-investors), whether or not any contemplated transaction or project is consummated and whether or not such activities are successful, (ii) indebtedness of, or guarantees made by, the Fund, the Management Company, the General Partner or any "affiliated partner" on behalf of the Fund (including any credit facility, letter of credit or similar credit support), including interest with respect thereto, or of seeking to put in place any such indebtedness or guarantee, (iii) financing, commitment, origination and similar fees and expenses, (iv) broker, dealer, finder, underwriting (including, without limitation, both commissions and discounts), loan administration, private placement fees, sales commissions, investment banker, finder and similar services, (v) brokerage, sale, custodial, depository, trustee, record keeping, account and similar services, (vi) legal, accounting, research, auditing, administration (including fees and expenses associated with the Fund's third-party administrator, if any), information, appraisal, advisory, valuation (including third-party valuations or appraisals), consulting (including consulting and retainer fees paid to MOGI (as defined below) or any of its members, consultants performing investment initiatives and other similar consultants), tax and other professional services, (vii) reverse breakup, termination and other similar fees, (viii) directors and officers liability, errors and omissions liability, general partnership liability and other insurance and regulatory expenses, (ix) filing, title, transfer, registration and other similar fees and expenses, (x) printing, communications, marketing, and publicity, (xi) the preparation, distribution or filing of Fund-related or investment-related financial statements or other reports, tax returns, tax estimates, Schedule K-1s, or any other administrative, compliance or regulatory filings or reports (including Form PF and any filings or reports contemplated by the Alternative Investment Fund Managers Directive or any similar law, rule or regulation), or other information, including fees and costs of any third-party service providers and professionals related to the foregoing, (xii) developing, licensing, implementing, maintaining or upgrading any web portal, extranet tools, computer software or other administrative tools for the benefit of the Fund or its limited partners, (xiii) any activities with respect to protecting the confidential or non-public nature of any information or data, (xiv) to the extent provided in the relevant Partnership Agreement or otherwise approved by the General



Partner in its sole discretion, activities or proceedings of the Fund's advisory board (including any reasonable out-of-pocket costs and expenses incurred by the advisory board members in attending meetings of the advisory board), (xv) indemnification (including any fees, costs and expenses incurred in connection with indemnifying any Fund partner or other person pursuant to the relevant Partnership Agreement and advancing fees, costs and expenses incurred by any such person in defense or settlement of any claim that may be subject to a right of indemnification pursuant to such Partnership Agreement), except as otherwise set forth in such Partnership Agreement, (xvi) actual, threatened or otherwise anticipated litigation, mediation, arbitration or other dispute resolution process, including any judgment, other award or settlement entered into in connection therewith, (xvii) any annual limited partner meeting or other periodic (if any) meetings of the limited partners and any other conference or meeting with any limited partner(s), (xviii) except as otherwise determined by the General Partner in its sole discretion, any fee, cost, expense, liability or obligation relating to any alternative investment vehicle or its activities, business, portfolio companies or actual or potential investments (to the extent not borne or reimbursed by a portfolio company of such alternative investment vehicle) that would be a Fund expense or organizational expense if it were incurred in connection with the Fund, and any expenses incurred in connection with the formation of any feeder vehicles related to the Fund to the extent not paid by the investors investing in such entities, (xix) expenses incurred in connection with the termination, winding up or dissolution of the Fund, (xx) defaults by Fund partners in the payment of any capital contributions, (xxi) expenses incurred in connection with any amendments to, and waivers, consents or approvals pursuant to, the constituent documents of the Fund and related entities, (xxii) any and all expenses (including legal fees and expenses) incurred to comply with any law or regulation related to the activities of the Fund (including, but not limited to, regulatory expenses of the General Partner incurred in connection with the operation of the Fund (other than expenses directly related to, and as the direct result of, the registration of, and ongoing compliance by, the Management Company and/or the General Partner as a registered investment adviser under the Advisers Act)) or incurred in connection with any litigation or governmental inquiry, investigation or proceeding involving the Fund, including the amount of any judgments, settlements or fines paid in connection therewith, except as set forth in the relevant Partnership Agreement, (xxiii) any third-party experts, including independent appraisers, engaged by the General Partner in connection with the Fund considering, making or holding an investment in the same person as one or more other Funds; (xxiv) unreimbursed costs and expenses incurred in connection with any transfer or proposed transfer by a limited partner, (xxv) any taxes, fees and other governmental charges levied against the Fund and all expenses incurred in connection with any tax audit, investigation settlement or review of the Fund (except to the extent that the Fund is reimbursed therefor by a Fund partner or such tax, fee or charge is treated as having been distributed to the Fund partners pursuant to relevant Partnership Agreement), (xxvi) expenses incurred in connection with distributions to the Fund partners and other expenses associated with the acquisition, holding and disposition of the Fund's investments, including extraordinary expenses, (xxvii) unreimbursed expenses and unpaid fees of MOGI or its members, (xxviii) any travel (including the cost of using private aircraft or other private air travel (including ownership or fractional ownership of private aircraft)), meals or entertainment relating to any of the foregoing, including in connection with consummated and unconsummated investment and disposition opportunities, (xxix) expenses related to any compliance or regulatory matters related to the Fund (except those regulatory expenses that are excluded pursuant to the relevant Partnership Agreement), (xxx) any

Organizational Expenses (as defined in the relevant Partnership Agreement), (xxxii) any Placement Fees (as defined in the relevant Partnership Agreement), and (xxxiii) any other expenses, costs or liabilities approved by the advisory board of the Fund.

The Heritage Europe Fund generally will pay other costs and expenses of the Fund that are not reimbursed by portfolio companies, generally including: (i) costs and expenses attributable to structuring, organizing, acquiring, managing, operating, holding, financing, valuing, winding up, liquidating, dissolving and disposing of the Fund's investments, including follow-on investments and refinancings (including interest on money borrowed by or on behalf of the Fund); (ii) legal, filing, accounting, auditing, consulting (including consulting and retainer fees paid to MOGI or any of its members, consultants performing investment initiatives and other similar consultants), financing, insurance (including directors and officers, errors and omissions liability and other insurance), broker, finder's, financing commitment fees, real estate title, appraisal costs, printing, custodian, depositary, transfer, registration and other similar fees and expenses; (iii) expenses incurred in connection with third party valuations; (iv) expenses associated with the preparation of the Fund's financial statements, tax returns, tax estimates, Schedule K-1s or any other administrative (including expenses of any third-party administrator and any limited partner reporting software or portal), regulatory or other Fund-related reporting or filing obligations; (v) expenses of the Fund's advisory board and annual meetings of the limited partners and any other meeting with any limited partner(s); (vi) extraordinary expenses (such as litigation, indemnification, judgments and settlements, if any); (vii) expenses incurred in connection with transactions not consummated (including expenses incurred with respect to the portion of such investment that would have been offered to co-investors, travel expenses and, in certain cases, business-related meal and entertainment expenses); (viii) unreimbursed expenses and unpaid fees of MOGI or its members; and (ix) any taxes, fees or other governmental charges levied against the Fund.

Notwithstanding the foregoing, the Executive Funds do not pay Broken Deal Expenses and are not allocated any portion of the transaction, monitoring or other similar portfolio company fees. Brokerage fees may be incurred in accordance with the practices set forth in "Brokerage Practices."

In some cases, a co-investment vehicle may be formed in connection with the consummation of a transaction. Accordingly, where a proposed transaction is not consummated, no co-investment vehicle generally will have been formed, and the full amount of any Broken Deal Expenses relating to any such proposed transaction would therefore be borne by the Fund or Funds selected by the applicable General Partner as proposed investors for such proposed transaction.

## **Operations Group**

Marlin Operations Group, Inc. ("**MOGI**"), an exclusive consulting firm affiliated with the Management Company, assists the Management Company in its operational due diligence and capital sourcing for prospective and consummated transactions and in its post-closing operating initiatives for Fund portfolio companies, including manufacturing, sales, marketing, finance, tax, technology, information technology, financing (*e.g.*, debt and equity financing, including, without limitation, in connection with acquisitions, dispositions, refinancings,

recapitalizations and other similar transactions), legal, real estate/facilities management, human resources, acquisition integration/rationalization and/or other operations services (such assistance, collectively, “**Operational Services**”). Operational Services may be performed by employees of MOGI or by certain third-party operating professionals who are independent contractors of MOGI, the Management Company, a Fund, a portfolio company, or an affiliate of any of the foregoing. MOGI and such third-party operating professionals (whether or not employed or engaged by MOGI) are hereinafter referred to collectively as the “**Operations Group**.”

The Funds, directly or through portfolio companies in which they invest, bear the cost of Operational Services provided by the Operations Group. Members of the Operations Group (including MOGI) may receive compensation from Fund portfolio companies or from a Fund (including through the reimbursement of fees or other compensation initially paid by the Management Company or applicable General Partner, which may be borne by a Fund through a reduction in the offset to the Management Fees for certain non-investment advisory fees received by the Management Company or its affiliates in connection with the Funds’ investments and portfolio companies). Such compensation will not offset or reduce the Management Fee and, thus, will not be covered by the Management Fee.

Certain members of the Operations Group may, from time to time, participate in meetings of the Management Company’s investment or other committees to, among other things, provide feedback and operational insight regarding a particular industry or prospective portfolio company and help ensure coordination between the Operations Group and Marlin’s investment team (the “**Investment Team**”) in constructing an operating plan for a given portfolio company. The Management Company and/or the applicable General Partners generally have discretion over whether to charge fees to or require other compensation from (or seek reimbursement from) a portfolio company in connection with services provided by the Operations Group and, if so, the fee rate or amount. The receipt by members of the Operations Group of such fees or other compensation generally will give rise to potential conflicts of interest between the Funds, on the one hand, and the Management Company and/or its affiliates (including MOGI), on the other hand. See “Methods of Analysis, Investment Strategies and Risk of Loss - Conflicts of Interest.”

The Funds, through portfolio companies or directly, bear the cost, including compensation, of directors, executives or consultants to portfolio companies, which may include former senior principals or employees of Marlin, in connection with management or consulting services provided by such persons. Any such cost will generally not offset management fees paid to Marlin.

#### **PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT**

As described under “Fees and Compensation,” each General Partner receives a carried interest allocation on certain realized profits in the Funds. A carried interest allocation represents an investment adviser’s compensation based on a percentage of net profits of the funds it manages. Marlin manages the Executive Funds, which are not charged a performance-based fee. Although this practice could present a conflict of interest, Marlin does not believe this arrangement poses a conflict of interest in practice because the Executive Funds co-invest alongside Funds that are charged performance-based fees at substantially the same time and on

substantially the same terms as such Funds and dispose of such investments in a similar manner. See “Methods of Analysis, Investment Strategies and Risk of Loss,” for further discussion of conflicts of interest.

## **TYPES OF CLIENTS**

Marlin provides investment advice to the Funds. The Funds may include investment partnerships or other investment entities formed under domestic or foreign laws and operated as exempt investment pools under the Investment Company Act of 1940, as amended (the “**Investment Company Act**”). The investors participating in the Funds may include individuals, banks or thrift institutions, other investment entities, university endowments, sovereign wealth funds, family offices, pension and profit-sharing plans, trusts, estates or charitable organizations or other corporations or business entities and may include, directly or indirectly, principals or other employees of Marlin and its affiliates and members of their families, members of MOGI or other service providers retained by Marlin.

Funds II, III, IV, V and the Heritage II Fund generally have a minimum investment amount of \$10 million, the Heritage Fund generally has a minimum investment amount of \$5 million, the Heritage Europe Fund generally has a minimum investment amount of €5 million, and Fund I did not have a specified minimum investment amount, for third-party investors. Generally, investors must be “accredited investors” as defined under Regulation D of the Securities Act of 1933, as amended, and may also be required to be either “qualified purchasers” or “knowledgeable employees” as defined under the Investment Company Act. The General Partners may waive such minimum investment amounts and qualification requirements.

## **METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS**

### **General**

Marlin seeks to achieve capital appreciation for the Funds primarily through acquiring equity and/or debt interests in small- and middle-market businesses that are encountering some form of transition. Marlin generally seeks to invest (i) the assets of the Heritage Fund and the Heritage II Fund (together with their successor funds, the “**Heritage Funds**”) in companies toward the smaller end of Marlin’s spectrum of target companies (and, with respect to the Heritage II Fund, target companies generally located in North America), (ii) the assets of Fund IV and Fund V (together with their successor funds, the “**Equity Funds**”) in companies toward the larger end of Marlin’s spectrum of target companies generally located in North America and Europe, and (iii) the assets of the Heritage Europe Fund in companies toward the smaller end of Marlin’s spectrum of target companies generally located in Europe.

The following is a summary of the investment strategies and methods of analysis generally employed by Marlin on behalf of the Funds. *There can be no assurance that Marlin will achieve the investment objectives of any Fund and a loss of investment is possible.*

### **Investment and Operating Strategy**

Marlin seeks to execute its investment strategy through a consistent, disciplined and repeatable investment process. Marlin is organized to reinforce its investment strategy through

every step of the transaction process and seeks to increase expediency and certainty of closure. Marlin utilizes this approach for sourcing, qualifying and executing transactions both to optimize resources and maintain consistency in the execution of its strategy.

Marlin's investment process incorporates the following phases: (i) sourcing, (ii) qualification, (iii) execution, (iv) value building, and (v) exit.

*Sourcing.* Marlin's Business Development group maintains primary responsibility for transaction origination. Direct calling, advertising, email, mailings and industry affiliations are all used to reach a variety of deal sources, primarily in technology, healthcare, consumer, business services and manufacturing. The Business Development group is supported by Marlin personnel in developing relationships with investment bankers, business brokers, turnaround consultants, large corporations, lender workout groups, lawyers, accountants, complementary private equity partners, fund-less sponsors, industry executives, media contacts and financing partners.

*Qualification.* Marlin's qualification stage is a disciplined, opportunity-driven process designed to extract investment opportunities out of over 2,000 prospective deals generated annually.

Marlin looks to acquire businesses that exhibit one or more of the following characteristics:

- Strong installed customer base with recurring revenue streams
- Scalable business model
- Defensible market position with barriers to entry
- Experiencing some form of financial, operational or market-related transition
- Strong management team with track record of success
- Underutilized or non-core assets
- Solid brand equity with established channel relationships and/or significant marketing power
- Operating in a fragmented industry with opportunities for consolidation

*Execution.* Marlin's execution process includes due diligence, creation of a detailed operating plan, price discipline, structuring and assessing financing networks. Because its target companies are typically undergoing some form of transition, Marlin spends a substantial amount of time and effort performing due diligence. During due diligence, the Investment Team, Operations Team and, selectively, management of an existing portfolio company or outside consultants will construct an operating plan that is a critical factor in the investment decision.

*Value Building.* Building long-term value is the core of Marlin's operations-focused investment strategy. Accordingly, Marlin seeks to partner with outstanding management teams to stabilize, strengthen and grow its portfolio companies. In addition to financial capital, Marlin provides a network of strategic resources and relationships geared to help management teams weather challenging transitions and recognize long-term value opportunity within their businesses.

*Exit.* Marlin pursues an active exit strategy, with an average expected hold period of three to five years. The intrinsic nature of turnaround/value investing increases the possibility for rapid value creation as exit potential generally increases once a business is returned to profitability or situational distress is repaired. Throughout the investment lifecycle, contact is maintained with potential exit partners including strategic buyers, financial buyers, investment bankers and key opinion leaders. Marlin reviews company specific performance and outlook, as well as general market conditions in both public and private capital markets, to determine the best form of and timing for exit.

## **Risks of Investment**

The Funds and their investors bear the risk of loss that Marlin's investment strategy entails. Although the following risk factors are generally applicable to Marlin's Funds, investors should also refer to each Fund's Memorandum for risk factors specific to their Fund. The risks involved with Marlin's investment strategy and an investment in a Fund include, but are not limited to:

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

*Future and Past Performance.* The performance of Marlin's prior investments is not necessarily indicative of a Fund's future results. While Marlin intends for the Funds to make investments that have estimated returns commensurate with the risks undertaken, there can be no assurances that positive returns will be achieved. On any given investment, loss of principal is possible.

*Investment in Junior Securities.* The securities in which the Funds will invest may be among the most junior in a portfolio company's capital structure and, thus, subject to the greatest risk of loss. Generally, there will be no collateral to protect an investment once made.

*Non-Controlling Investments.* The Funds may invest in debt obligations and other non-controlling interests of portfolio companies. In such cases, a Fund will have a limited ability to protect the Fund's position in such portfolio companies. However, the relevant General Partner will seek appropriate creditor and shareholder rights to help protect the Fund's interest.

*Concentration of Investments.* Each Fund will participate in a limited number of investments and may seek to make several investments in one industry or one industry segment or within a short period of time. As a result, a Fund's investment portfolio could become highly

concentrated, and the performance of a few holdings may substantially affect its aggregate return.

*Lack of Sufficient Investment Opportunities.* It is possible that a Fund will never be fully invested if enough sufficiently attractive investments are not identified. The business of identifying, structuring and completing private equity transactions is highly competitive and involves a high degree of uncertainty. However, limited partners will be required to pay annual Management Fees during the investment period based on the entire amount of their commitments to a Fund and other expenses as set forth in the applicable Partnership Agreement.

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

*Leveraged Investments.* The Funds may make use of leverage by incurring or having a portfolio company incur debt to finance a portion of its investment in such portfolio company. Leverage generally magnifies both a Fund's opportunities for gain and its risk of loss from a particular investment. The cost and availability of leverage is highly dependent on the state of the broader credit markets (and such credit markets may be impacted by regulatory restrictions and guidelines), which state is difficult to accurately forecast. During times when credit markets are tight, it may be difficult to obtain or maintain the desired degree of leverage. Leverage often imposes restrictive financial and operating covenants on a company, in addition to the burden of debt service, and may impair its ability to operate its business as desired and/or finance future operations and capital needs. The leveraged capital structure of portfolio companies will increase the exposure of a Fund's investments to any deterioration in a company's condition or industry, competitive pressures, an adverse economic environment or rising interest rates (which recently have been at or near historic lows) and could accelerate and magnify declines in the value of the Fund's investments in the leveraged portfolio companies in a down market. In the event any portfolio company cannot generate adequate cash flow to meet its debt service, a Fund may suffer a partial or total loss of capital invested in the portfolio company, which could adversely affect the returns of the Fund. Furthermore, should the credit markets be limited or costly at the time the Fund determines that it is desirable to sell all or a part of a portfolio company, the Fund may not achieve an exit multiple or enterprise valuation consistent with its forecasts. Furthermore, the companies in which a Fund invests generally will not be rated by a credit rating agency. The Funds may also borrow money or guaranty indebtedness (such as a guaranty of a portfolio company's debt) or otherwise be liable therefor, and in such situations, it is not expected that a Fund would be compensated for providing such guarantee or exposure to such liability. The use of leverage by a Fund also will result in interest expense and other costs to such Fund that may not be covered by distributions made to such Fund or appreciation of its investments. A Fund may incur leverage on a joint and several basis with one or more other

Funds and entities managed by Marlin or any of its affiliates and may have a right of contribution, subrogation or reimbursement from or against such entities. In addition, to the extent a Fund incurs leverage (or provides such guaranties), such amounts may be secured by capital commitments made by such Fund's investors and such investors' contributions may be required to be made directly to the lenders instead of such Fund.

*Restricted Nature of Investment Positions.* Generally, there will be no readily available market for a substantial number of the Funds' investments, and hence, most of the Funds' investments will be difficult to value. Certain investments may be distributed in kind to the partners of a Fund and it may be difficult to liquidate the securities received at a price or within a time period that is determined to be ideal by such partners. After a distribution of securities is made to the partners, many partners may decide to liquidate such securities within a short period of time, which could have an adverse impact on the price of such securities. The price at which such securities may be sold by such partners may be lower than the value of such securities determined pursuant to the applicable Partnership Agreement, including the value used to determine the amount of carried interest available to Marlin with respect to such investment.

*Reliance on the General Partner and Portfolio Company Management.* Control over the operation of the Funds will be vested entirely with their respective General Partners, and a Fund's future profitability will depend largely upon the business and investment acumen of Marlin. The loss of service of one or more of the principals of Marlin could have an adverse effect on a Fund's ability to realize its investment objectives. Limited partners generally have no right or power to take part in the management of a Fund, and as a result, the investment performance of a Fund will depend entirely on the actions of the General Partner. Although the General Partners will monitor the performance of each Fund investment, it will primarily be the responsibility of each portfolio company's management team to operate the portfolio company on a day-to-day basis.

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

*Need for Follow-On Investments.* Following its initial investment in a given portfolio company, a Fund may decide to provide additional funds to such portfolio company or may have the opportunity to increase its investment in a portfolio company, whether for opportunistic reasons, to fund the needs of the business, as an equity cure under applicable debt documents or for other reasons. There is no assurance that a Fund will make follow-on investments or that any Fund will have sufficient funds to make all or any of such investments. Any decision by a Fund not to make follow-on investments or its inability to make such investments may have a substantial negative effect on a portfolio company in need of such an investment (including an event of default under applicable debt documents in the event an equity cure cannot be made). Additionally, such failure to make such investments may result in a lost opportunity for a Fund



to increase its participation in a successful portfolio company or the dilution of the Fund's ownership in a portfolio company if a third party invests in such portfolio company.

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

Additional risks include: (a) risks of economic dislocations in the host country; (b) less publicly available information; (c) less well-developed regulatory institutions; and (d) greater difficulty of enforcing legal rights in a non-U.S. jurisdiction. Moreover, non-U.S. companies may not be subject to uniform accounting, auditing and financial reporting standards, practices and requirements comparable to those that apply to U.S. companies.

The accounts of the Heritage Europe Fund will be maintained in Euros and the accounts of the other Funds will be maintained in U.S. Dollars. The Heritage Europe Fund's investments may be made in currencies other than Euros and the other Fund's investments may be made in currencies other than U.S. Dollars. The value of an investment may fall substantially as a result of fluctuations in the currency of the country in which the investment is made as against the value of the Euro or the U.S. Dollar, as applicable.

The recent European sovereign debt crisis has raised questions concerning the continued viability of the Euro zone's single currency and has increased the risk of a possible failure of the Euro. Europe is experiencing increasing challenges as a result of certain member-countries' financial difficulties and the uncertainty around their fiscal and monetary policy direction. Volatility in the currency markets may result in the Heritage Europe Fund's investment portfolio incurring higher costs and may adversely impact the profitability and cash flows from operations of its portfolio companies.

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

*Uncertain Economic, Social and Political Environment.* Consumer, corporate and financial confidence may be adversely affected by current or future tensions around the world, fear of terrorist activity and/or military conflicts, localized or global financial crises or other sources of political, social or economic unrest. Such erosion of confidence may lead to or extend a localized or global economic downturn. A climate of uncertainty may reduce the availability of potential investment opportunities, and increases the difficulty of modeling market conditions,

potentially reducing the accuracy of financial projections. In addition, limited availability of credit for consumers, homeowners and businesses, including credit used to acquire businesses, in an uncertain environment or economic downturn may have an adverse effect on the economy generally and on the ability of a Fund and its portfolio companies to execute their respective strategies and to receive an attractive multiple of earnings on the disposition of businesses. This may slow the rate of future investments by such Fund and result in longer holding periods for investments. Furthermore, such uncertainty or general economic downturn may have an adverse effect upon such Fund's portfolio companies.

*Volatility of Credit Markets May Affect Ability to Finance and Consummate Investments.* A Fund's ability to generate attractive investment returns may be adversely affected to the extent the Fund is unable to obtain favorable financing terms for its investments. Moreover, to the extent that such marketplace events are not temporary and continue, they may have an adverse impact on the availability of credit to businesses generally and could lead to an overall weakening of the U.S. and global economies. Such marketplace events also may restrict the ability of a Fund to realize its investments at favorable times or for favorable prices.

*Material Non-Public Information.* As a result of the operations of Marlin and its affiliates, Marlin frequently comes into possession of confidential or material non-public information. Therefore, Marlin and its affiliates may have access to material, non-public information that may be relevant to an investment decision to be made by a Fund. Consequently, a Fund may be restricted from initiating a transaction or selling an investment which, if such information had not been known to it, may have been undertaken on account of applicable securities laws or Marlin's internal policies. Due to these restrictions, a Fund may not be able to make an investment that it otherwise might have made or sell an investment that it otherwise might have sold.

*Hedging Arrangements; Related Regulations.* The General Partners may (but are not obligated to) endeavor to manage the Funds' or any portfolio company's currency exposures, interest rate exposures or other exposures, using hedging techniques where available and appropriate. A Fund may incur costs related to such hedging arrangements, which may be undertaken in exchange-traded or over-the-counter ("OTC") contexts, including futures, forwards, swaps, options and other instruments. There can be no assurance that adequate hedging arrangements will be available on an economically viable basis or that such hedging arrangements will achieve the desired effect, and in some cases hedging arrangements may result in losses greater than if hedging had not been used. In some cases, particularly in OTC contexts, hedging arrangements will subject a Fund to the risk of a counterparty's inability or refusal to perform under a hedging contract, or the potential loss of assets held by a counterparty, custodian or intermediary in connection with such hedging. OTC contracts may expose a Fund to additional liquidity risks if such contracts cannot be adequately settled. Certain hedging arrangements may create for a General Partner and/or one of its affiliates an obligation to register with the U.S. Commodity Futures Trading Commission (the "CFTC") or other regulator or comply with an applicable exemption. Losses may result to the extent that the CFTC or other regulator imposes position limits or other regulatory requirements on such hedging arrangements, including under circumstances where the ability of a Fund or a portfolio company to hedge its exposures becomes limited by such requirements.

*Unfunded Pension Liabilities of Portfolio Companies.* Recent court decisions have found that, where an investment fund owns 80% or more (or under certain circumstances less than 80%) of a portfolio company, such fund (and any other 80%-owned portfolio companies of such fund) might be found liable for certain pension liabilities of such a portfolio company to the extent the portfolio company is unable to satisfy such liabilities. Although Marlin intends to manage each Fund's investments to minimize any such exposure, a Fund may, from time to time, invest in a portfolio company that has unfunded pension fund liabilities, including structuring the investment in a manner where such Fund may own an 80% or greater interest in such a portfolio company. If such Fund (or other 80%-owned portfolio companies of such Fund) were deemed to be liable for such pension liabilities, this could have a material adverse effect on the operations of the Fund and the companies in which such Fund invests. This discussion is based on current court decisions, statute and regulations regarding control group liability under the Employee Retirement Income Security Act of 1974, as amended, as in effect as of the date of this Brochure, which may change in the future as the case law and guidance develops.

*Valuation of Investments.* Generally, the relevant General Partner will determine the value of all the related Fund's investments for which market quotations are available based on publicly available quotations. However, market quotations will not be available for virtually all of a Fund's investments because, among other things, the securities of portfolio companies held by such Fund generally will be illiquid and not quoted on any exchange. Each General Partner will determine the value of all the Fund's investments that are not readily marketable by applying a methodology it determines to be appropriate based on accounting guidelines and the applicable nature, facts and circumstances of the respective investments. There can be no assurance that the relevant General Partner will have all the information necessary to make valuation decisions in respect of these investments, or that any information provided by third parties on which such decisions are based will be correct. There can be no assurance that the valuation decision of a General Partner with respect to an investment will represent the value realized by the relevant Fund on the eventual disposition of such investment or that would, in fact, be realized upon an immediate disposition of such investment on the date of its valuation. Accordingly, the valuation decisions made by such General Partner may cause it to ineffectively manage the relevant Fund's investment portfolios and risks, and may also affect the diversification and management of such Fund's portfolio of investments.

*Cybersecurity Risks.* Recent events have illustrated the ongoing cybersecurity risks to which operating companies are subject. To the extent that a portfolio company is subject to cyber-attack or other unauthorized access is gained to a portfolio company's systems, such portfolio company may be subject to substantial losses in the form of stolen, lost or corrupted (i) customer data or payment information; (ii) customer or portfolio company financial information; (iii) portfolio company software, contact lists or other databases; (iv) portfolio company proprietary information or trade secrets; or (v) other items. In certain events, a portfolio company's failure or deemed failure to address and mitigate cybersecurity risks may be the subject of civil litigation or regulatory or other action. Any of such circumstances could subject a portfolio company, or the relevant Fund, to substantial losses. In addition, in the event that such a cyber-attack or other unauthorized access is directed at Marlin or one of its service providers holding its financial or investor data, Marlin, its affiliates or the Funds may also be at risk of loss.

## **Conflicts of Interest**

Marlin and its related entities engage in a broad range of advisory and non-advisory activities, including investment activities for their own account and for the account of other Funds, and providing transaction-related, management and other services to Funds and portfolio companies. Marlin will devote such time, personnel and internal resources as are necessary to conduct the business affairs of the Funds in an appropriate manner, as required by the relevant Partnership Agreement, although the Funds and their respective investments will place varying levels of demand on these over time. In the ordinary course of Marlin conducting its activities, the interests of a Fund may conflict with the interests of Marlin, one or more other Funds, portfolio companies or their respective affiliates. Certain of these conflicts of interest are discussed herein. As a general matter, Marlin will determine all matters relating to structuring transactions and Fund operations using its best judgment considering all factors it deems relevant, but in its sole discretion, subject in certain cases to the required approvals by the advisory committees of the participating Funds.

During the investment period of a Fund, Marlin generally pursues all appropriate investment opportunities to invest in new portfolio companies through such Fund, to the extent such opportunities fit within such Fund's investment guidelines and subject to certain limited exceptions, as described in the applicable Partnership Agreement. Without limitation, Marlin currently manages, and expects in the future to manage, several other Funds and investments similar to those in which the Funds invest, and may direct certain relevant investment opportunities to those other Funds and investments. Marlin's investment staff will continue to manage and monitor such Funds and investments until the end of their life or realization of such investment, as applicable. Marlin's significant capital investment in each Fund, as well as Marlin's interest in the carried interest with respect to such Funds, operate to align, to some extent, the interest of Marlin with the interest of the partners of each such Fund, although Marlin may have economic interests in such other Funds and investments as well and receive Management Fees and carried interests relating to such interests. Such other Funds and investments that Marlin may control may compete with a Fund or companies acquired by such Fund. Following the investment period of a Fund, Marlin may, and likely will, focus its investment activities on other opportunities and areas unrelated to such Fund's investments.

From time to time, Marlin will be presented with investment opportunities that would be suitable for more than one of the Funds and/or other investment vehicles operated by advisory affiliates of Marlin. In determining which investment vehicles should participate in such investment opportunities, Marlin and its affiliates are subject to conflicts of interest among the investors in such investment vehicles. Investments by more than one client of Marlin in a portfolio company may also raise the risk of using assets of a client of Marlin to support positions taken by other clients of Marlin.

Marlin must first determine which Fund(s) will, or are required to, participate in the relevant investment opportunity. Marlin generally assesses whether an investment opportunity is appropriate for a particular Fund based on the Fund's Partnership Agreement, as well as factors including but not limited to: conflicts provisions in the relevant Governing Documents, investment and operating guidelines, diversification limitations, tax and regulatory considerations, minimum dollar limits and other relevant factors, including risk. For example, a

newly organized Fund generally will seek to purchase a disproportionate amount of investments until it is substantially invested. A Fund may invest together with other Funds advised by an affiliated adviser of Marlin in the manner set forth in the relevant Partnership Agreements and Marlin's Investment Allocation Policy. Marlin will determine the allocation of investment opportunities among Funds in a manner that it believes is fair and equitable consistent with Marlin's obligations and may take into consideration factors such as those set forth above.

Following such determination of allocation among Funds, Marlin will determine if the amount of an investment opportunity in which one or more Funds will invest exceeds the amount that would be appropriate for such Fund(s), and any such excess may be offered to one or more potential co-investors, including third parties, as determined by the Funds' General Partners in accordance with the applicable Partnership Agreements, side letters and Marlin's procedures regarding allocation. Marlin's procedures permit it to take into consideration a variety of factors in making such determinations, including but not limited to: whether such prospective co-investor is a limited partner in a Fund (who Marlin will generally favor over other prospective co-investors), perceived ability to provide a tangible or intangible benefit to the transaction or the applicable Fund, perceived ability to move towards closing with speed, clarity and certainty, tax or regulatory considerations, conflict of interest issues, risk tolerance, investment/concentration limits or other factors Marlin deems appropriate.

Marlin's allocation of investment opportunities among the persons and in the manner discussed herein may not, and often will not, result in proportional allocations among such persons, and such allocations may be more or less advantageous to some such persons relative to others. While Marlin will allocate investment opportunities in a manner that it believes in good faith is fair and equitable to its clients under the circumstances over time and considering relevant factors, there can be no assurance that a Fund's actual allocation of an investment opportunity, if any, or the terms on which that allocation is made, will be as favorable as they would be if the conflicts of interest to which Marlin may be subject, discussed herein, did not exist.

Conflicts may arise when a Fund makes investments in conjunction with an investment being made by another Fund, or if it were to invest in the securities of a company in which another Fund has already made an investment. A Fund may not, for example, invest through the same investment vehicles, have the same access to credit or employ the same hedging or investment strategies as other Funds. This may result in differences in price, terms, leverage and associated costs. Further, there can be no assurance that the relevant Fund and the other Fund(s) or vehicle(s) with which it co-invests will exit such investment at the same time or on the same terms. Marlin and its affiliates may express inconsistent views of commonly held investments or of market conditions more generally. There can be no assurance that the return on one Fund's investments will be the same as the returns obtained by other Funds participating in a given transaction. Given the nature of the relevant conflicts there can be no assurance that any such conflict can be resolved in a manner that is beneficial to both Funds. In that regard, actions may be taken for one or more Funds that adversely affect other Funds.

Subject to any relevant restrictions or other limitations contained in the Partnership Agreements of the Funds, Marlin will allocate fees and expenses in a manner that it believes in good faith is fair and equitable to its clients under the circumstances and considering such factors

as it deems relevant, but in its sole discretion. In exercising such discretion, Marlin may be faced with a variety of potential conflicts of interest.

As a general matter, Fund expenses typically will be allocated among all relevant Funds or co-invest vehicles eligible to reimburse expenses of that kind. In all such cases, subject to applicable legal, contractual or similar restrictions, expense allocation decisions will generally be made by Marlin or its affiliates using their best judgment, considering such factors as they deem relevant, but in their sole discretion. The allocations of such expenses may not be proportional, and any such determinations involve inherent matters of discretion, *e.g.*, in determining whether to allocate *pro rata* based on number of Funds or co-invest vehicles receiving related benefits or proportionately in accordance with asset size. The Funds have different expense reimbursement terms, including with respect to Management Fee offsets, which may result in the Funds bearing different levels of expenses with respect to the same investment.

As a result of the Funds' controlling interests in portfolio companies, Marlin and/or its affiliates typically have the right to appoint portfolio company board members (including current or former Marlin personnel or persons serving at their request), or to influence their appointment, and to determine or influence a determination of their compensation. From time to time, portfolio company board members approve compensation and/or other amounts payable to Marlin and/or its affiliates. Unless such amounts are subject to the Partnership Agreements' offset provisions, they will be in addition to any Management Fees or carried interest paid by a Fund to Marlin.

Marlin generally exercises its discretion to recommend to a Fund or to a portfolio company thereof that it contract for services with (i) Marlin or a related person of Marlin (which may include a portfolio company of such Fund), (ii) an entity with which Marlin or its affiliates or current or former members of their personnel has a relationship (including MOGI, as described below) or from which Marlin or its affiliates or their personnel otherwise derives financial or other benefit or (iii) certain limited partners or their affiliates. For example, Marlin may be presented with opportunities to receive financing and/or other services in connection with a Fund's investments from certain limited partners or their affiliates that are engaged in lending or related business. This subjects Marlin to conflicts of interest, because although Marlin selects service providers that it believes are aligned with its operational strategies and will enhance portfolio company performance and, relatedly, returns of the relevant Fund, Marlin may have an incentive to recommend the related or other person (including a limited partner) because of its financial or other business interest. There is a possibility that Marlin, because of such belief or for other reasons (including whether the use of such persons could establish, recognize, strengthen and/or cultivate relationships that have the potential to provide longer-term benefits to the relevant Funds or Marlin), may favor such retention or continuation even if a better price and/or quality of service could be obtained from another person. Whether or not Marlin has a relationship or receives financial or other benefit from recommending a particular service provider, there can be no assurance that no other service provider is more qualified to provide the applicable services or could provide such services at lesser cost.

Because there is a fixed investment period after which capital from investors in a Fund may only be drawn down in limited circumstances and because Management Fees are, at certain times during the life of a Fund, based upon capital invested by such Fund, this fee structure may create an incentive to deploy capital when Marlin may not otherwise have done so.

Marlin and/or its affiliates may enter into side letters arrangements with certain investors in a Fund providing such investors with different or preferential rights or terms, including but not limited to different fee structures, information rights, co-investment rights, and liquidity or transfer rights.

Marlin has established an initial investment threshold, with (i) Fund V generally investing in platform investment opportunities presented to or sourced by Marlin that require \$75 million to \$200 million or more of initial permanent equity capital generally located in North America and Europe, (ii) the Heritage II Fund generally investing in platform investment opportunities presented to or sourced by Marlin that require \$10 million to \$75 million of initial permanent investment capital generally located in North America, and (iii) the Heritage Europe Fund generally investing in platform investment opportunities presented to or sourced by Marlin that are generally located in Europe and that require an initial permanent investment of capital consistent with the investment thresholds of the Heritage Fund and (after it begins operating) the Heritage II Fund, subject in each case to the terms of the applicable Governing Documents and any policy regarding investment allocations and co-investments adopted by Marlin. The foregoing initial investment capital thresholds are not applicable to any follow-on investments made by a Fund in an existing portfolio company or to any add-on acquisitions or other similar transactions by an existing portfolio company.

Because each General Partner's carried interest is based on a percentage of net realized profits of a Fund, it may create an incentive for Marlin to cause such Fund to make riskier or more speculative investments than would otherwise be the case. However, Marlin believes that the carried interest does not create a conflict of interest with respect to the Funds and instead operates to align the interests of Marlin with that of the Funds.

Since the General Partners are permitted to retain certain fees (as described under "Fees and Compensation") in connection with Fund investments, Marlin could have a conflict of interest in connection with approving transactions or setting such compensation. Marlin manages such conflicts by offsetting the Management Fee by all or a portion of such fees (except as discussed above) and by a General Partner's interest in the carried interest of a Fund. In addition, the potential conflict is further mitigated by the fact that such fees generally are negotiated with the applicable portfolio company's management team.

As described under "Fees and Compensation," above, the Funds, directly or through portfolio companies in which they invest, bear the cost of Operational Services provided by the Operations Group. Members of the Operations Group (including MOGI) may receive compensation from Fund portfolio companies or from a Fund (including through the reimbursement of fees or other compensation initially paid by the Management Company or applicable General Partner, which may be borne by a Fund through a reduction in the offset to the Management Fees for certain non-investment advisory fees received by the Management Company or its affiliates in connection with the Funds' investments and portfolio companies). Such compensation will not offset or reduce the Management Fee and, thus, will not be covered by the Management Fee.

The Management Company and/or the applicable General Partners generally have discretion over whether to charge fees to or require other compensation from (or seek

reimbursement from) a portfolio company in connection with services provided by the Operations Group and, if so, the fee rate or amount. The receipt by members of the Operations Group of such fees or other compensation may give rise to conflicts of interest between the Funds, on the one hand, and the Management Company and/or its affiliates (including MOGI), on the other hand. Such potential conflicts of interest include the determination by the Management Company and/or the applicable General Partner whether certain costs or expenses that are incurred in connection with services provided by the Operations Group constitute expenses for which a Fund or portfolio company is responsible under the relevant Partnership Agreement or portfolio company transaction document or services agreement, as applicable, or whether such expenses should be borne by the Management Company. The Management Company or applicable General Partner's determination regarding the allocation of such expenses is binding on a Fund and/or the relevant portfolio company. Although there can be no assurance that there will be no errors in allocating such expenses, the Management Company or applicable General Partner makes such determinations in a fair and equitable manner, consistent with its fiduciary obligations, in accordance with the relevant Partnership Agreement or portfolio company transaction document or services agreement, as applicable, and pursuant to the Management Company's policies and procedures regarding the allocation of expenses.

The Operations Group works with the Marlin Investment Team throughout the investment process and provides substantial domain expertise in various areas of operations and capital sourcing, including, without limitation, turnarounds, complex carve-outs, integrations, finance, tax, accounting, internal audit, legal, human resources, risk management, technology, financing (*e.g.*, debt and equity financing, including, without limitation, in connection with acquisitions, dispositions, refinancings, recapitalizations and other similar transactions), facilities, planning and reporting, sales and marketing and operational strategy across multiple vertical markets. The Operations Group is separate from the Investment Team, does not include employees of the Management Company and performs services that the Management Company generally believes would otherwise be performed by third-party providers. However, certain members of the Operations Group may, from time to time, participate in meetings of the Management Company's investment or other committees to, among other things, provide feedback and operational insight regarding a particular industry or prospective portfolio company and help ensure coordination between the Operations Group and Investment Team in constructing an operating plan for a given portfolio company.

Although (i) the Management Company selects service providers that it believes are aligned with its operational strategies and will enhance portfolio company performance and, relatedly, returns of the relevant Fund and (ii) the Operations Group is operated as a break-even enterprise and does not directly generate profits for the Management Company or the owners of MOGI, due to the relationship between the Management Company and the Operations Group (including MOGI) and the ability of the Management Company or applicable General Partner to determine the allocation of costs and expenses related to the services provided by the Operations Group, as discussed above, the Management Company may have an incentive to recommend the services of the Operations Group (including MOGI) to the Funds and their portfolio companies rather than engage third-party service providers, even though the services recommended may not necessarily be the lowest cost or most effective available to the Funds or the portfolio companies. In addition, the fees and other compensation received by the members of the Operations Group



for services provided to the Funds and the portfolio companies will not be shared with the Funds or their investors, through an offset to or reduction in the Management Fee or otherwise.

Although such arrangements may subject the Management Company and/or its affiliates to potential conflicts of interest, the Management Company attempts to address the potential for conflict by seeking to agree upon fees that the Management Company believes are reasonable. Such potential conflicts also may be reduced by the anticipated cost savings to portfolio companies (which is expected to be to the benefit of the applicable Fund(s)) that will result if the cost of the Operations Group is lower than market rates for the services provided and/or if the quality of the services make a greater contribution to the success of the portfolio company. Although the Management Company seeks to retain the Operations Group (including MOGI) with a view to reducing costs to portfolio companies and, ultimately, the Funds, a number of factors may result in limited or no cost savings from such retention. The Management Company also seeks to reduce potential conflicts of interest resulting from such arrangements by structuring compensation packages for such persons in a manner that the Management Company believes will align such persons' interests with those of the Funds' limited partners. Additionally, the Management Company believes that (i) the significant investment of Marlin and its principals in a Fund, (ii) Marlin's interest in the carried interest and (iii) the Operations Group being operated as a break-even enterprise with no profit potential for the Management Company or the owners of MOGI, further operate, in part, to mitigate such potential conflicts of interest by aligning, to some extent, the interest of Marlin with the interest of the limited partners of such Fund and creating an incentive for Marlin to minimize costs, including Operations Group fees and expenses, borne by the Funds and their portfolio companies.

The Funds, through portfolio companies or directly, bear the cost, including compensation, of directors, executives or consultants to portfolio companies, which may include former senior principals or employees of Marlin, in connection with management or consulting services provided by such persons. Any such cost will generally not offset management fees paid to Marlin. Because such persons are former senior principals or employees of Marlin, Marlin could have a potential conflict of interest in approving such arrangement, although it seeks to do so generally at market rates for the services provided. There can be no assurance, however, that such rates are the lowest cost available.

Any of these situations subjects Marlin and/or its affiliates to potential conflicts of interest. Marlin attempts to resolve such conflicts of interest in light of its obligations to investors in its Funds and the obligations owed by Marlin's advisory affiliates to investors in investment vehicles managed by them, and attempts to allocate investment opportunities among such entities in a fair and equitable manner. To the extent that an investment or relationship raises particular conflicts of interests, Marlin will review the circumstances of such investment or relationship with a view to addressing and reducing the potential for conflict. Where necessary, Marlin consults and receives consent to conflicts from an advisory board of a given Fund consisting of limited partners of such Fund(s) and such other investment vehicles, if any.

#### **DISCIPLINARY INFORMATION**

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

## **OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS**

As described under “Advisory Business” above, the Management Company is affiliated with the General Partners and the UK Office, which are registered with the SEC under the Advisers Act pursuant to the Management Company’s registration in accordance with SEC guidance. The General Partners operate as a single advisory business together with the Management Company and the UK Office and serve as general partners of the Funds and other pooled vehicles and generally share common owners, officers, partners, employees, consultants or persons occupying similar positions.

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

Marlin has adopted the Marlin Code of Ethics and Securities Trading Policy (the “Code”), which sets forth standards of conduct that are expected of Marlin principals and employees and addresses certain conflicts that may arise from personal securities trading. The Code requires Marlin personnel to:

- report their personal securities transactions;
- pre-clear any proposed purchase of any initial public offering or limited offering; and
- comply with policies and procedures reasonably designed to prevent the misuse of, or trading upon, material nonpublic information.

A copy of the Code will be provided to any investor or prospective investor upon request to the Marlin Chief Compliance Officer at (310) 364-0100. Personal securities transactions by Marlin personnel are required to be conducted in a manner that prioritizes the client’s interests in client eligible investments.

Marlin and its affiliated persons may come into possession, from time to time, of material nonpublic or other confidential information about public companies which, if disclosed, might affect an investor’s decision to buy, sell or hold a security. Under applicable law, Marlin and its affiliated persons would be prohibited from improperly disclosing or using such information for their personal benefit or for the benefit of any person, regardless of whether such person is a client of Marlin.

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

Principals and employees of Marlin and its affiliates may directly or indirectly own an interest in one or more Funds, the Executive Funds or certain co-investment vehicles. To the

extent that co-investment vehicles exist, such vehicles may invest in one or more of the same portfolio companies as a Fund.

The Funds may invest together with the Executive Funds and other Funds advised by an affiliated adviser of Marlin in the manner set forth in the Partnership Agreements. Marlin will allocate investment opportunities or advisory recommendations on a fair and equitable basis, consistent with its fiduciary obligations, the underlying documents for the relevant Fund and Marlin's Investment Allocation Policy.

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

#### **BROKERAGE PRACTICES**

Marlin primarily focuses on securities transactions of private companies and generally purchases and sells such companies through privately-negotiated transactions in which the services of a broker-dealer may be retained. However, Marlin may also distribute securities to investors in the Funds or sell such securities, including by using a broker-dealer, if a public trading market exists. Although Marlin does not intend to regularly engage in public securities transactions, to the extent it does so, it follows the brokerage practices described below.

If Marlin sells publicly traded securities for a Fund, it is responsible for directing orders to broker-dealers to effect securities transactions for accounts managed by Marlin. In such event, Marlin will seek to select brokers on the basis of best price and execution capability. In selecting a broker to execute client transactions, Marlin may consider a variety of factors, including: (i) execution capabilities with respect to the relevant type of order; (ii) commissions charged; (iii) the reputation of the firm being considered; (iv) gross compensation paid to the broker; and (v) the financial strength of the broker.

Marlin has no duty or obligation to seek in advance competitive bidding for the most favorable commission rate applicable to any particular client transaction or to select any broker on the basis of its purported or "posted" commission rate, but will endeavor to be aware of the current level of the charges of eligible brokers and to reduce the expenses incurred for effecting client transactions to the extent consistent with the interests of such clients. Although Marlin generally seeks competitive commission rates, it may not necessarily pay the lowest commission or commission equivalent. Transactions may involve specialized services on the part of the broker involved and thereby entail higher commissions or their equivalents than would be the case with other transactions requiring more routine services.

Consistent with Marlin seeking to obtain best execution, brokerage commissions on client transactions may be directed to brokers in recognition of research furnished by them, although Marlin generally does not make use of such services at the current time. As a general matter, research provided by these brokers would be used to service all of Marlin's Funds. However, each and every research service may not be used for the benefit of each and every Fund managed by Marlin, and brokerage commissions paid by one Fund may apply towards payment for research services that might not be used in the service of such Fund. Research services may be shared between Marlin and its affiliates.

To the extent that Marlin allocates brokerage business on the basis of research services, it may have an incentive to select or recommend broker-dealers based on the interest in receiving such research or other products or services, rather than based on its Funds' interest in receiving most favorable execution.

Marlin does not anticipate engaging in significant public securities transactions; however, to the extent that Marlin engages in any such transactions, orders for purchase or sale of securities placed first will be executed first, and within a reasonable amount of time of order receipt. To the extent that orders for any Funds are completed independently, Marlin may also purchase or sell the same securities or instruments for several Funds simultaneously. From time to time, Marlin may, but is not obligated to, purchase or sell securities for several client accounts at approximately the same time. Such orders may be combined or "batched" to facilitate obtaining best execution and/or to reduce brokerage commissions or other costs. Batched transactions are expected to be executed in a manner intended to ensure that no participating Fund of Marlin is favored over any other Fund.

When an aggregated order is filled in its entirety, each participating Fund generally will receive the average price obtained on all such purchases or sales made during such trading day. To the extent such orders are not batched, they may have the effect of increasing brokerage commissions or other costs.

When an aggregate order is partially filled, the securities purchased or sold will normally be allocated on a *pro rata* basis to each Fund participating in such buy or sell order in accordance with the amount of securities originally requested for such Funds. Each Fund generally will receive the average price obtained on all such purchases or sales made during such trading day. Exceptions to *pro rata* allocations are permissible provided they are fair and equitable to the Funds over time.

## **REVIEW OF ACCOUNTS**

The investments made by the Funds are generally private, illiquid and long-term in nature. Accordingly, the review process is not directed toward a short-term decision to dispose of securities. However, Marlin closely monitors companies in which the Funds invest, and the Chief Compliance Officer periodically checks to confirm that each Fund is managed in accordance with its stated objectives.

Each Fund will generally provide to its limited partners (i) audited financial statements annually, (ii) unaudited financial statements for the first three quarters of each fiscal year and (iii) annual tax information necessary for each partner's U.S. tax returns.

#### **CLIENT REFERRALS AND OTHER COMPENSATION**

Marlin and/or its affiliates may provide certain business or consulting services to companies in a Fund's portfolio and may receive compensation from these companies in connection with such services. As described in the Governing Documents, this compensation may, in certain circumstances, offset all or a portion of the Management Fees paid by a Fund. However, in other circumstances (*e.g.*, reimbursements for out-of-pocket expenses directly related to a portfolio company or amounts paid to MOGI), this compensation would be in addition to Management Fees. See "Fees and Compensation." Marlin or certain of its affiliates may have the right to receive certain non-investment advisory fees in connection with the Funds' investments and portfolio companies. For example, Marlin may be entitled to receive (i) certain professional services or related fees from a portfolio company in connection with certain transactions and (ii) certain monitoring or consulting fees from a portfolio company for services provided to the portfolio company. All or a portion of such fees may be offset against the Management Fee. See "Fees and Compensation."

From time to time, Marlin may enter into solicitation arrangements pursuant to which it compensates third parties for referrals that result in a potential investor becoming a limited partner in a Fund. Any fees payable to any such placement agents generally will be borne by Marlin directly or indirectly through an offset against the Management Fee.

#### **CUSTODY**

As required by the Advisers Act, Marlin has established accounts with the following qualified custodians to hold funds and securities on behalf of the Funds:

- UBS Financial Services Inc., LLC, 2000 Avenue of the Stars, Los Angeles, CA 90067
- Silicon Valley Bank, 3003 Tasman Drive, Santa Clara, CA 95054

#### **INVESTMENT DISCRETION**

Marlin has discretionary authority to manage investments on behalf of the Funds. As a general policy, Marlin does not allow clients to place limitations on this authority. Pursuant to the terms of the Partnership Agreements, however, Marlin has entered into side letter arrangements with certain limited partners whereby the terms applicable to such limited partner's investment in a Fund may be altered or varied, including, in some cases, the right to opt out of certain investments for legal, tax, regulatory or other agreed-upon reasons. Marlin assumes this discretionary authority pursuant to the terms of the Governing Documents.

## **VOTING CLIENT SECURITIES**

Marlin has adopted Proxy Voting Policies and Procedures (the “**Proxy Policy**”) to address how it will vote proxies, as applicable, for a Fund’s portfolio investments. The Proxy Policy seeks to ensure that Marlin votes proxies (or similar instruments) in the best interest of the Funds, including where there may be material conflicts of interest in voting proxies. Marlin generally believes its interests are aligned with those of a Fund’s investors through the principals’ beneficial ownership interests in the Funds and therefore will not seek investor approval or direction when voting proxies. In the event that there is or may be a conflict of interest in voting proxies, the Proxy Policy provides that Marlin may address the conflict using several alternatives, including by seeking the approval or concurrence of a Fund’s advisory board on the proposed proxy vote or through other alternatives set forth in the Proxy Policy. Additionally, a Fund’s advisory board may approve Marlin’s vote in a particular solicitation. Marlin does not consider service on portfolio company boards by Marlin personnel or Marlin’s receipt of management or other fees from portfolio companies to create a material conflict of interest in voting proxies with respect to such companies. In addition, the Proxy Policy sets forth certain specific proxy voting guidelines followed by Marlin when voting proxies on behalf of a Fund. If you would like a copy of Marlin’s complete Proxy Policy or information regarding how Marlin voted proxies for particular portfolio companies, please contact the Marlin Chief Compliance Officer at (310) 364-0100, and it will be provided to you at no charge.

## **FINANCIAL INFORMATION**

Marlin does not require prepayment of Management Fees more than six months in advance or have any other events requiring disclosure under this item of the Brochure.