

**ITEM 1: COVER PAGE**

**LEDGEWOOD CAPITAL, INC.  
Part 2A of Form ADV: Firm Brochure**

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**This brochure provides information about the qualifications and business practices of LedgeWood Capital, Inc. If you have any questions about the contents of this brochure, please contact us at 917.602.0141 or [charles.kiley@db.com](mailto:charles.kiley@db.com). The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission ("SEC") or by any state securities authority.**

**Additional information about LedgeWood Capital, Inc. is also available at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).**

**Registration with the SEC does not imply a certain level of skill or training.**

## **ITEM 2: MATERIAL CHANGES**

There have been no material changes to Ledgewood Capital, Inc.'s Form ADV Part 2A brochure ("Brochure") since it was last filed in February 2012.

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#### **ITEM 4: ADVISORY BUSINESS**

Ledgewood Capital, Inc. (the “Adviser” or “Ledgewood”), is a Delaware corporation formed in December 2006 by Charles F. Kiley, who is Ledgewood’s President and sole equity owner. Except where the context otherwise requires, references in this Brochure to the Adviser or Ledgewood are intended to refer equally to activities conducted by Mr. Kiley.

The Adviser provides investment management services to Deutsche Bank Trust Company Americas and its affiliates (“Deutsche Bank”) and also acts as a managing trustee to a liquidating trust (the “Liquidating Trust”), which was established by Deutsche Bank in December 2006 for the purpose of liquidating certain portfolios, and which the Adviser is currently administering until the assets of the trust have been liquidated in their entirety. Deutsche Bank and the Liquidating Trust, which are the Adviser’s only clients, shall be hereinafter referred to as the “Clients.”

The Adviser is a member of Deutsche Bank’s private equity investment committees, and in this capacity, is responsible for providing information and support to Deutsche Bank’s private equity management team with respect to the various private equity style fund of funds that Deutsche Bank manages (the “Underlying Funds”). The Adviser provides non-discretionary advice to Deutsche Bank and is not responsible for participating in the day-to-day management and/or supervision of such Underlying Funds. Any investment advice that the Adviser and the other members of the investment committees provide to Deutsche Bank are in accordance with the investment objectives set forth in the offering documents of each of the respective Underlying Funds.

As managing trustee of the Liquidating Trust, the Adviser provides discretionary advice in accordance with the Liquidating Trust Agreement. The Adviser is currently in the process of liquidating the assets of the Liquidating Trust, but due to the illiquid nature of the portfolio, such liquidation may continue over several years.

The Adviser does not participate in wrap fee programs.

As of December 31, 2012, the Adviser managed \$7,429,084 on a discretionary basis and \$2,472,000,000 on a non-discretionary basis.

#### **ITEM 5: FEES AND COMPENSATION**

**Compensation to the Adviser.** The Adviser has entered into an agreement (the “Agreement”) with Deutsche Bank pursuant to which the Adviser is paid a fixed monthly fee for its investment advisory services to Deutsche Bank and the Liquidating Trust. In addition, the Liquidating Trust pays the Adviser a “management fee” at the beginning of each quarter equal to 0.625% *per annum* of the value of the investor’s holdings in the Liquidating Trust.

**Other Fees and Expenses.** Pursuant to the Agreement, the Adviser is reimbursed for any reasonable and necessary out-of-pocket expenses in connection with its investment advisory services to Deutsche Bank, including transportation, food and lodging (except to the extent such expenses are reimbursed out of the Liquidating Trust’s assets).

The Liquidating Trust pays all the expenses of its administration and operation. To the extent the Adviser (or any attorneys, accountants, appraisers, consultants and other persons retained by the Adviser in its capacity as managing trustee) incurs any expenses in connection with services

rendered to the Liquidating Trust, the Adviser will submit a receipt of such expenses on a monthly basis to the Liquidating Trust's custodian and request reimbursement.

The Adviser's fees are not negotiable. The Adviser does not deduct any fees from Deutsche Bank's assets, but does directly deduct its fees from the Liquidating Trust's assets.

**Prepayment of Fees.** The Agreement may be terminated by either the Adviser or Deutsche Bank upon 30 days' written notice. If such termination occurs, the Adviser will be paid any unpaid monthly fees for any month previously worked, plus any portion of the month in which the termination occurs until the termination date at a set daily rate per business day. Deutsche Bank will also pay the Adviser for any unpaid expenses due under the Agreement. In addition, as indicated above, the Liquidating Trust pays the management fee at the beginning of each calendar quarter, in advance. In the event the Liquidating Trust is wound-down and liquidated mid-quarter, the Adviser will refund to the Liquidating Trust a portion of the management fee that was paid at the beginning of the termination quarter, *pro rata* for the portion of the quarter during which the Adviser was not acting as the managing trustee.

**Other Compensation.** There are no other fees or expenses that the Clients pay in connection with Ledgewood's advisory services, and the Adviser does not accept any other compensation for the sale of securities or other investment products.

#### **ITEM 6: PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT**

The Adviser does not receive any performance-based fees. As described in Item 5 ("Fees and Compensation"), the Adviser receives a fixed monthly fee in connection with its services to the Clients, as well as an annual management fee for services performed for the Liquidating Trust.

#### **ITEM 7: TYPES OF CLIENTS**

As described in Item 4 ("Advisory Business"), the Adviser provides investment advice to Deutsche Bank, which is a large institutional bank as well as the Liquidating Trust, which is a trust. The Adviser has not established a minimum account value for the Clients.

#### **ITEM 8: METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS**

The Adviser provides investment advice to Deutsche Bank with respect to the Underlying Funds which are all "fund of private equity funds" and which focus on long-term investments in securities of companies geographically located in various parts of the world. In addition, as its managing trustee, the Adviser advises the Liquidating Trust with respect to liquidating the portfolio investments of various private equity portfolios.

The Adviser uses similar methods of analysis when providing investment advice to all its Clients. The Adviser bases its investment advice on certain qualitative and quantitative criteria, including (i) assessment of the organizational profile; (ii) assets under management; (iii) quality and experience of key personnel; (iv) quality of administrative systems and quality of portfolio oversight; (v) risk management by a portfolio fund manager; (vi) investment track record; and (vii) the appropriateness of the strategy given the investment vehicle's objectives.

**Investing in securities involves a risk of loss that investors should be prepared to bear.**

***Material Risks of Adviser's Strategy***

Although the Adviser does not actively manage the Underlying Funds' assets, the Adviser nevertheless provides investment advice to Deutsche Bank. The Adviser also acts as the managing trustee to the Liquidating Trust. These actions both entail substantial risk. The following is a summary of some of the material risks associated with those Underlying Funds and Liquidating Trust, which the Clients should be prepared to bear. The following summary is not an exhaustive list and does not describe all the risks associated with those activities.

**Investments in General.** The private equity funds in which the Underlying Funds invest (hereinafter referred to as "Investment Funds") may utilize highly speculative investment techniques, including extremely high leverage (as may be reflected in the balance sheet of the portfolio companies), highly concentrated portfolios, workouts and startups, control positions, and illiquid investments. In addition, the securities in which Investment Funds invest may be among the most junior in a portfolio company's capital structure, and thus may be subject to the greatest risk of loss. While the managers of the Underlying Funds will target fund sponsors that have a proven track record, a well-defined investment strategy, a disciplined investment process and high-quality and experienced investment teams, the Underlying Fund and its investors will not have the ability to direct the choice or management of an Investment Fund's investments. As a result, the returns of the Underlying Fund will primarily depend on the performance of unrelated investment managers and could suffer substantial adverse effects by the unfavorable performance of such investment managers and the securities in which they have chosen to invest. In the event that multiple portfolio companies do not perform as expected, it is possible that the Underlying Fund will not be able to return capital to Investors. The Underlying Fund can only distribute capital to its investors that has been generated by the Investment Funds and paid to the Underlying Fund.

**Additional Capital.** Certain of the portfolio companies, especially those in a development or "platform" phase, may be expected to require additional financing to satisfy their working capital requirements or acquisition strategies. The amount of such additional financing needed will depend upon the maturity and objectives of the particular portfolio company. Each such round of financing (whether from Investment Funds or other investors) is typically intended to provide a portfolio company with enough capital to reach the next major corporate milestone. If the funds provided are not sufficient, a company may have to raise additional capital at a price unfavorable to the existing investors, including an Investment Fund. In addition, an Investment Fund may make additional debt and equity investments or exercise warrants, options or convertible securities that were acquired in the initial investment in such company in order to preserve such Investment Fund's proportionate ownership when a subsequent financing is planned, or to protect such Investment Fund's investment when such portfolio company's performance does not meet expectations. The availability of capital is generally a function of capital market conditions that are beyond the control of the Underlying Fund, an Investment Fund or any portfolio company. There can be no assurance that any portfolio company will be able to predict accurately the future capital requirements necessary for success or that additional funds will be available from any source.

**Investments Longer than Specific Term.** The Investment Funds generally expect to make certain investments that may not be advantageously disposed of prior to the date that such Investment Fund will be dissolved, either by expiration of its term or otherwise. Although the general partner

(or similar manager) of any Investment Fund generally expects that investments will be disposed of prior to dissolution of such Investment Fund or be suitable for in-kind distribution at dissolution, an Investment Fund may have to sell, distribute or otherwise dispose of investments at a disadvantageous time as a result of its dissolution. In addition, although upon the dissolution of an Investment Fund, its general partner (or the relevant liquidator) will often be required to use its best efforts to reduce to cash and cash equivalents such assets as the general partner or the liquidator shall deem it advisable to sell, subject to obtaining fair value for such assets and any tax or other legal consideration, there can be no assurances with respect to the time frame in which the winding up and the final distribution of proceeds to the Underlying Fund will occur, which in turn could affect the dissolution of the Underlying Fund.

**Non-Controlling Investments.** An Investment Fund may hold a non-controlling interest in certain portfolio companies and, therefore, may have a limited ability to protect its positions in such portfolio companies, although as a condition of investment in a portfolio company, it is expected that appropriate shareholder rights generally will be sought to protect the Investment Fund's interests. There can be no assurance that such rights will be available or that such rights will provide sufficient protection of such Investment Fund's interests.

**Investments in Restructurings.** Investment Funds may make investments in restructurings that involve a portfolio company that is experiencing or is expected to experience financial difficulties. These financial difficulties may never be overcome and may cause such portfolio company to become subject to bankruptcy proceedings. Such investments could, in certain circumstances, subject such Investment Fund to certain additional liabilities that may exceed the value of the original investment. For example, under certain circumstances, a lender who has inappropriately exercised control over the management and policies of a debtor may have its claims subordinated or disallowed or may be found liable for damages suffered by parties as a result of such action. In addition, under certain circumstances, payments by a portfolio company to an Investment Fund and distributions by such Investment Fund to the Underlying Fund may be reclaimed, and in turn may be reclaimed from the Underlying Fund's investors, if any such payment or distribution is later determined to have been a fraudulent conveyance, preferential payment or similar transaction under applicable bankruptcy and insolvency laws. Furthermore, investments in restructurings may be adversely affected by local statutes relating to, among other things, fraudulent conveyances, voidable preferences, lender liability and the bankruptcy court's discretionary power to disallow, subordinate or disenfranchise particular claims. Investments in restructurings involving non-U.S. portfolio companies may therefore be subject to additional risks because non-U.S. local statutes may be different or more uncertain than similar U.S. laws and regulations relating to bankruptcy and reorganizations.

**Use of Leverage.** Certain of the portfolio companies may involve a high degree of leverage. While investments in leveraged companies offer the opportunity for capital appreciation, such investments also involve a higher degree of risk. The contract terms of external financing may also be such that they limit the ability of a portfolio company to adapt to a changing economic environment. Recessions, operating problems and other general business and economic risks may have a more pronounced effect on the profitability or survival of such a portfolio company. Moreover, any rise in interest rates may significantly increase a portfolio company's interest expense, causing losses and/or the inability to service debt levels. If a portfolio company cannot generate adequate cash flow to meet debt obligations, the relevant Investment Fund may suffer a partial or total loss of capital invested in the portfolio company, which will adversely affect the returns of the Underlying Fund.

**Investments in Distressed Debt Securities.** An Investment Fund may make investments in distressed debt securities that are inherently speculative and subject to a high degree of risk. Portfolio companies experiencing financial distress are often those operating at a loss or with substantial variations in operating results from period to period. Portfolio companies experiencing financial distress may be involved in insolvency proceedings and may have the need for substantial additional capital to support continued operations or to improve their financial condition and may have very high amounts of leverage. Distressed portfolio companies typically are in default under, or have a significant risk of an inability to service, their debt obligations, especially during an economic downturn or periods of rising interest rates and may not have access to more traditional methods of financing and may be unable to repay debt by refinancing.

The value of distressed debt securities tends to be more volatile and may have increased price sensitivity to changing interest rates and adverse economic and business developments than other securities. Distressed debt securities are often more sensitive to company-specific developments and changes in economic conditions than other securities. Furthermore, distressed debt securities are often unsecured and may be subordinated to senior debt.

**Investments in Convertible Debt.** An Investment Fund may make investments in convertible debt securities to the extent that such investments are believed to offer potential for capital appreciation. There is no minimum credit standard that is a prerequisite to such Investment Fund's investment in any security, and debt securities and preferred stock that offer potential for capital appreciation are unlikely to be investment grade. An Investment Fund may invest in debt and preferred securities that are rated in the lower rating categories by the various credit rating agencies or in comparable non-rated securities. Securities in the lower rating categories and comparable non-rated securities are subject to greater risk of loss of principal and interest than higher-rated and comparable non-rated securities.

**Nature of Certain Investment Funds' Investments.** One or more of the Investment Funds may invest in business enterprises involved in work outs, liquidations, spin-offs, reorganizations, bankruptcies and similar transactions and the purchase of high-risk receivables. In any investment opportunity involving such business enterprises there exists the risk that the transaction in which such business enterprise is involved either will be unsuccessful, will take considerable time or will result in a distribution of cash or a new security, the value of which will be less than the purchase price to such Investment Fund of the security or other financial instrument in respect of which such distribution is received. Similarly, if an anticipated transaction does not occur, such Investment Fund may be required to sell its investment at a loss. In addition, troubled company investments may be adversely affected by federal and state laws relating to, among other things, fraudulent conveyances, voidable preferences, lender liability and a bankruptcy court's discretionary power to disallow, subordinate or disenfranchise particular claims. Investments in securities or private claims of troubled companies made in connection with an attempt to influence a restructuring proposal or plan of reorganization in a bankruptcy case may also involve substantial litigation. Because there is substantial uncertainty concerning the outcome of transactions involving financially troubled companies in which one or more of the Investment Funds may invest, there is a potential risk of loss by such an Investment Fund of its entire investment in such a company. An Investment Fund's investments in trade claims and high-risk receivables may also entail special risks including, but not limited to, fraud on the part of the assignor of the trade claim and logistical and mechanical issues that may affect the ability of such Investment Fund or its agent to collect the claim in whole or in part.



**Currency Risks.** Many of the Underlying Funds and Investment Funds will invest outside the United States, and the functional currency of certain Investment Funds may be non-U.S. currencies. Given that capital subscriptions to the Underlying Fund will be denominated in U.S. dollars, investments outside the United States or denominated in non-U.S. currencies pose currency exchange risks (including currency export controls, depreciation or devaluation and non-exchangeability). To the extent the Underlying Fund and/or the Investment Funds do not or are not able to hedge foreign exchange risks (which the Underlying Fund is not obligated to do and which the Investment Funds should not be expected to do), the Underlying Fund and/or the Investment Funds, as applicable, may be exposed to additional risks due to exchange rate fluctuations. Because the Underlying Fund may rely on third parties for valuation of the underlying investments, even if the Underlying Fund were to seek to hedge currency risk, it would, at best, be estimating the value it was seeking to hedge. The risk of little or no currency hedging by Investment Funds will be borne by the Underlying Fund. Even where Investment Funds hedge against currency risks, the Underlying Fund indirectly bears the inherent risks of such hedging. In addition, if exchange rates change, it may be necessary to set up higher payment reserves, borrow or dispose of investments prematurely in order to satisfy calls for capital by Investment Funds in foreign currencies. These factors may also have a negative impact on the performance of the Underlying Fund.

**Secondary Market Risks.** The Underlying Fund may acquire interests in Investment Funds on the secondary market. Acquisition on the secondary market means that the purchaser acquires the interest from a seller (i.e., as a second or later purchaser), rather than as the first investor. This involves particular risks in the private investment fund sector.

**Illiquidity.** The Underlying Fund's investments will typically consist of significant amounts of securities and other financial instruments or obligations that are very thinly traded, or for which no market exists and none is expected to develop, or that are restricted as to their transferability under the terms and conditions of their respective governing documents. The Underlying Fund's interests in the Investment Funds will not be registered under the Securities Act of 1933, as amended (the "Securities Act") or applicable securities laws of any state or non-U.S. jurisdiction and therefore they cannot be resold unless subsequently registered under the Securities Act and other applicable laws or an exemption from such registration is available. It is not contemplated that any such registration under the Securities Act and/or any other applicable securities laws will ever be effected. The sale of any such interests may be possible

#### **ITEM 9: DISCIPLINARY INFORMATION**

The Adviser has not been involved in any material legal or disciplinary events since its inception that would be material to the Clients' evaluation of Ledgewood.

#### **ITEM 10: OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS**

The Adviser is not registered, nor does the Adviser have an application pending to register, as a broker-dealer or a registered representative of a broker-dealer.

The Adviser is not registered, nor does the Adviser have an application pending to register, as a futures commission merchant, a commodity pool operator, a commodity trading advisor.

The Adviser does not have any relationships or arrangements with other financial service companies that pose material conflicts of interest.

The Adviser does not recommend or select other investment advisers for its Clients.

**ITEM 11: CODE OF ETHICS, PARTICIPATION OR INTEREST IN  
CLIENT TRANSACTIONS AND PERSONAL TRADING**

The Adviser has adopted a Code of Ethics (“Code of Ethics”) pursuant to Rule 204A-1 under the Investment Advisers Act of 1940, as amended (the “Investment Advisers Act”). The Code of Ethics is based on the principle that all of the Adviser’s employees owe a fiduciary duty to its Clients and therefore must avoid activities, interests or relationships that run contrary to the best interests of its Clients. Currently, Mr. Kiley is the sole employee of the Adviser.

The Code of Ethics generally allows its employees to purchase or sell treasury certificates, certificates of deposit, mutual funds and certain other classes of securities the Adviser has determined will not create a conflict of interest. Employees who wish to engage in personal securities transactions for other types of securities (including equity securities also traded by or held by the Clients), must first obtain pre-clearance from Deutsche Bank. Deutsche Bank has a rigorous pre-clearance process which requires, among other things, that a Ledgewood employee who wishes to trade in the same securities that are traded by or held by the Underlying Funds or the Liquidating Trust to: (i) submit a standard form detailing the transaction, (ii) obtain approval from a managing director, and (iii) obtain final sign-off from Deutsche Bank’s compliance group.

The Adviser’s Code of Ethics also prohibits employees from trading the securities of any company in which they have material, non-public information and disclosing any potentially material, non-public information to colleagues, except as specifically required by their position and requires employees to immediately report the potential receipt of non-public information to the compliance department at Deutsche Bank.

Ledgewood’s Code of Ethics is available to the Clients and any potential clients upon request.

**ITEM 12: BROKERAGE PRACTICES**

The Adviser does not select or recommend broker-dealers for client transactions.

The Adviser does not receive research or other products or services from a broker-dealer or a third party in connection with client securities transactions.

The Adviser does not recommend, request or require that a client direct Adviser to execute transactions through a specified broker-dealer.

The Adviser does not aggregate the purchase or sale of securities for client accounts. Aggregating is not applicable to the Clients.

**ITEM 13: REVIEW OF ACCOUNTS**

As described in Item 4 (“Advisory Business”), the Adviser is part of Deutsche Bank’s private equity investment committees, and in this capacity is responsible for providing information and support to Deutsche Bank’s private equity management team with respect to the Underlying Funds. Since the Adviser does not participate in the day-to-day management and control of the Underlying Funds, the Adviser does not review the Underlying Funds’ accounts or financial plans.

As the managing trustee of the Liquidating Trust, the Adviser reviews the Liquidating Trust's account on a regular basis. The Adviser also conducts a review of the Liquidating Trust in certain situations including a liquidity event or the impairment of an underlying investment. Investors in the Liquidating Trust receive written reports on an semi-annual basis relating to the progress made on the liquidation of the Liquidating Trust's portfolio. Such report is prepared by the Adviser (in conjunction with the custodian) and sent to each individual beneficiary of the Liquidating Trust via overnight mail. The report includes: (i) narrative and quantitative data about each portfolio investment, (ii) the unaudited balance sheet, and (iii) an income statement and capital account.

#### **ITEM 14: CLIENT REFERRALS AND OTHER COMPENSATION**

The Adviser does not receive any economic benefit from any non-client for providing investment advice or other advisory services to its Clients.

#### **ITEM 15: CUSTODY**

The Adviser does not participate in the day-to-day management and control of Deutsche Bank or its Underlying Funds and therefore does not have custody of Deutsche Bank's or the Underlying Funds' assets. The Adviser's Agreement with Deutsche Bank does not give the Adviser the authority to hold the assets or any authority to obtain possession of them.

Although the assets of the Liquidating Trust are held by independent custodians, the Adviser is deemed to have custody of such assets since the Adviser is a trustee and is permitted to withdraw funds or securities maintained with such custodians upon the Adviser's instruction to the custodian.

As described in Item 13 ("Review of Accounts"), investors in the Liquidating Trust receive written reports on an semi-annual basis relating to the progress made on the liquidation of the Liquidating Trust's portfolio. Such report is prepared by the Adviser (in conjunction with the custodian) and sent by the custodian to each individual beneficiary of the Liquidating Trust via overnight mail. The report includes: (i) narrative and quantitative data about each portfolio investment, (ii) the unaudited balance sheet, and (iii) an income statement and capital account.

#### **ITEM 16: INVESTMENT DISCRETION**

As described in Item 4 ("Advisory Business"), the Adviser provides discretionary investment advice to the Liquidating Trust. Pursuant to the Agreement, the Adviser has complete discretion to manage the Liquidating Trust's portfolio, subject to any restrictions set forth in the Liquidating Trust Agreement.

#### **ITEM 17: VOTING CLIENT SECURITIES**

The Adviser does not have any authority to vote any securities of the Underlying Funds. Although the Adviser has the authority to vote securities held by the Liquidating Trust, the Adviser has concluded, based on, among other things, the investment discipline and philosophy underlying its methods of analysis, that the cost of voting all proxies arising out of the Liquidating Trust's holdings will exceed the expected benefits. As a result, the Adviser's general proxy voting policy is to abstain. The Adviser may, on an exception basis, vote on matters that come to its attention as part of its fundamental analysis. The Adviser will review this policy from time to time and may revise it based on new analysis of potential benefit to the Liquidating Trust.

**ITEM 18: FINANCIAL INFORMATION**

The Adviser does not require or solicit prepayment of more than \$1,200 in fees per Client, six months or more in advance.

The Adviser does not believe there are any financial conditions reasonably likely to impair its ability to meet contractual commitments to Clients.

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