

INVESTMENT ADVISER BROCHURE
PART 2A OF FORM ADV



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This Investment Adviser Brochure (“*Brochure*”) provides information about the qualifications and business practices of Radial Equity Partners LP (the “*Management Company*”). If you have any questions about the contents of this Brochure, please contact us at (212) 551-4600. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (the “*SEC*”) or by any state securities authority.

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.

ITEM 2 **MATERIAL CHANGES**

The Management Company is a new investment adviser and is filing Form ADV for the first time. As a result, there are no material changes to report.

We encourage all recipients to read this Brochure carefully in its entirety.

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ITEM 4 **ADVISORY BUSINESS**

Radial Equity Partners LP (the “**Management Company**”) is a Delaware limited partnership and registered investment adviser that began operations in 2019. The Management Company (collectively with any future affiliated investment adviser to be formed by the Management Company, the “**Advisers**,” and each, an “**Adviser**”) provides investment advisory services to one or more private investment funds (collectively with any future private investment fund to which an Adviser provides investment advisory services, including employee and co-investment vehicles, the “**Funds**,” and each, a “**Fund**”). An affiliated entity formed by an Adviser serves as general partner to each Fund (collectively with any future general partner to a Fund, the “**General Partners**,” and each, a “**General Partner**”). The Advisers and the General Partners (collectively, “**Radial**”) generally operate as a single advisory business. Each of the Advisers is, or will be when formed, registered under the Advisers Act pursuant to the Management Company’s registration as an investment adviser in accordance with SEC guidance.

Radial is principally owned by Philip M. Carpenter III. Mr. Carpenter is also currently a principal owner of Irving Place Capital Management, L.P. (“**Irving Place Capital**”), a registered investment adviser that began operations in 2008 and provides investment advisory services to private investment funds (collectively, the “**IPC Funds**”). None of the IPC Funds is currently making new investments.

As of the date of this Brochure, the Funds include: Radial Equity I LP (“**Fund I**”). The General Partner of Fund I is Radial Equity I GP LP (“**Fund I GP**”). Interests in the Funds are privately offered to qualified investors in the United States and elsewhere. The Funds are private equity funds and invest through negotiated transactions in operating entities, generally referred to herein as “**portfolio companies**.” Radial’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. Although investments are made predominantly in non-public companies, investments in public companies are permitted. From time to time, where such investments consist of portfolio companies, the senior principals or other personnel of or consultants to Radial expect to in most cases serve on such portfolio companies’ respective boards of directors or otherwise act to influence control over management of portfolio companies in which the Funds have invested.

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

Additionally, from time to time, Radial provides (or agrees to provide) limited partners of the Funds as well as certain third-party investors or other persons, including Radial's principals, personnel and certain other persons associated with Radial (to the extent not prohibited by the applicable Limited Partnership Agreement), co-investment opportunities (including the opportunity to participate in co-invest vehicles) that will invest in certain portfolio companies alongside a Fund. Such co-investments typically involve investment and disposal of interests in the applicable portfolio company. However, from time to time, for strategic and other reasons, a co-investor (or co-invest vehicle) may purchase a portion of an investment from a Fund. Any such purchase from a Fund by a co-investor (or co-invest vehicle) generally occurs shortly after the Fund's completion of the investment to avoid any changes in valuation of the investment, and the co-investor (or co-invest vehicle) may be charged interest on the purchase to compensate the relevant Fund for the holding period, and generally will be required to reimburse the relevant Fund for related costs.

In connection with the first closing of investor capital commitments to Fund I, Radial has, and may in the future, enter into side letters or other similar agreements with certain investors that have the effect of establishing rights under, supplementing or altering a Limited Partnership Agreement or an investor's subscription agreement. Such rights or alterations could be regarding economic terms, fee structures, excuse rights, information rights, co-investment rights (including the provision of priority allocation rights to investors who have capital commitments in excess of certain thresholds to one or more Funds), or transfer rights. Generally, any rights established, or any terms altered or supplemented will govern only the investment of the specific investor and not the terms of a Fund as whole. Certain such additional rights but not all rights, terms or conditions may be elected by certain sizeable investors with "most favored nations" rights pursuant to a Limited Partnership Agreement. To the extent required by applicable law or otherwise agreed by a Fund or Radial, material terms of certain side letters may be made available to certain investors on a redacted basis without making such terms available to all investors. Investors generally will not otherwise receive disclosure of side letter agreements.

The information provided above about the investment advisory services provided by Radial is qualified in its entirety by reference to the Governing Documents and the Funds' subscription agreements.

As of April 28, 2020, Radial did not manage any client assets on either a discretionary or non-discretionary basis. As of the date of this Brochure, Radial is fundraising for Fund I. Certain statements included in this Brochure are intended to describe Radial's investment advisory operations subsequent to the first closing of investor capital commitments to Fund I.

ITEM 5 **FEES AND COMPENSATION**

The Advisers receive a management fee (the "***Management Fee***") and the General Partners receive a carried interest in connection with advisory services provided to the Funds. Certain investors in the Funds may not pay a Management Fee or carried interest or may pay reduced amounts of a Management Fee or carried interest. The Advisers, General Partners or other Radial entities or affiliates receive additional compensation in connection with management and other services performed for portfolio companies of the Funds and such additional compensation offsets, subject to certain exceptions, in whole or in part the Management Fees otherwise payable to the

applicable Adviser. Investors in each Fund also bear certain fund expenses with respect to such Fund, as set forth in the applicable Governing Documents.

Management Fees

The Management Fee generally is treated as a Fund expense and can be paid out of the current income and disposition proceeds of a Fund and, in the General Partner's sole discretion, from drawdowns that will reduce unfunded capital commitments made by such Fund's investors (collectively, "***Commitments***"). Generally, investors in the Funds are assessed the Management Fee on an annual basis, payable quarterly in advance to the relevant Adviser or its designated affiliate. As permitted under the applicable Governing Document(s), Radial may reduce or waive the Management Fee with respect to an investor in its sole discretion.

Fund I

Generally, investors in Fund I pay a Management Fee equal to: 2% of aggregate Commitments until the end of the Fund's commitment period; and, thereafter, 2% of the adjusted cost ("***Adjusted Cost***") of all unrealized investments after the end of the Fund's commitment period. The Adjusted Cost of an investment means (a) in the case of an investment that has not been the subject of a permanent write-down, the total capital contributions of all partners (*i.e.*, all limited partners and the General Partner) relating thereto, and (b) in the case of an investment that has been the subject of one or more permanent write-downs, its fair value as of the date of the most recent write-down, but no more than cost. Monitoring fees, transaction fees, and break-up fees (in each case net of fees) earned by Radial with respect to Fund I portfolio company investments are subject to a Management Fee offset, as further described in the applicable Limited Partnership Agreement. Generally, the Management Fee will be offset by 80% of the Fund's allocable share of any monitoring fees, transaction fees and break-up fees in excess of \$500,000 per portfolio company per calendar year.

The remaining 20% of such fees described in the preceding paragraph, if applicable, will not be credited as an offset against the Management Fee. To the extent that such an offset credit would reduce the Management Fee for a given period below zero, the credit will be carried forward for future application against payable Management Fees, and if a credit remains a payment will be made crediting limited partners. As a matter of practice, from time to time the Management Company is paid fees of the type referred to in the preceding paragraph from, on behalf of or with respect to co-investors in an investment. The receipt of such fees will not reduce the Management Fee payable by any Fund(s) that have also invested in such investment. In addition, any fees relating to capital invested by co-investors will not reduce the Management Fee payable by any other limited partner.

Management Fee Waiver and Calculation

For certain Funds, Radial reserves the right to waive all or a portion of any future installment of the Management Fee. Certain waived portions of the Management Fee are treated by the Limited Partnership Agreement as a deemed capital contribution by the relevant General Partner or Adviser, which is effectively invested in the relevant Fund on such General Partner's or Adviser's behalf, and operates to reduce the amount of capital such General Partner or Adviser would otherwise be required to contribute to a Fund. The limited partners of a Fund may be required to make a pro rata contribution according to their respective Commitments to fund any

contribution that would otherwise be required of Radial in connection with any such waiver or reduction as described above and, as a result, the exercise of such waiver may result in an acceleration (or delay) of investor capital contributions. Waived or reduced Management Fees generally are not subject to the Management Fee offsets described above, and the amount of such waived or reduced Management Fees may be significant. Due to waived or reduced Management Fees by Radial and/or timing of receipt of compensation subject to offsets, it is possible that Management Fee offsets will not be fully realized by investors in a Fund, which in certain situations may result in a net additional benefit to Radial.

Carried Interest

Each General Partner generally will receive, with respect to the relevant Fund, a carried interest representing a percentage of all realized net profits in excess of an 8% compound preferred return (subject to adjustment for certain events). The percentage of carried interest for Fund I is 20%, as more fully described in the relevant Governing Documents. Any such carried interest distributed to a General Partner is subject to a potential giveback at the end of the life of a Fund if such General Partner has received excess cumulative distributions. It is expected that any future Funds will have a similar fee structure.

Each Adviser may receive performance-based distributions based on realized investments in an amount determined in accordance with the relevant deal structure's Governing Documents.

Each Fund, in accordance with the applicable Limited Partnership Agreement of such Fund, may use credit facilities in connection with making investments prior to the receipt of capital contributions in response to capital calls. Since the General Partners of such Funds generally do not receive distributions of carried interest until the preferred return has been achieved, as outlined above, a General Partner's ability to use credit facilities could provide an incentive for each General Partner to cause a Fund to use a credit line in order to accelerate how quickly the preferred return is achieved, thereby allowing a General Partner to receive its carried interest earlier than it would absent a Fund's incurrence of such credit facility.

Other Information

Radial exempts certain investors in the 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, a rebate by Radial and/or its affiliates, or through other Funds which co-invest with the relevant investor's Fund. For example, in instances where a Radial professional or its affiliate invests in a Fund, such professional or its affiliate generally will be exempt from payment of the Management Fee and carried interest with respect to such Fund. Additionally, to the extent permitted by the relevant Limited Partnership Agreement, certain Advisers may have the right to permit investors, affiliated with an Adviser or otherwise, to invest through the relevant General Partner or other vehicles that do not bear Management Fees or carried interest.

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 Limited Partnership Agreements, over the term of the Funds. Investors generally are not permitted to withdraw or redeem interests in the Funds.

Principals or other current or former employees of Radial receive (or in the future may receive) a portion of the carried interest or other compensation, as applicable, received by the relevant Radial entity. Additionally, as described more fully in the relevant Governing Documents and below, certain senior advisors (“**Senior Advisors**”) or other personnel affiliated with, but not employed by, Radial provide services to (or with respect to) certain portfolio companies in which one or more of the Funds invest. In connection with such services, such Senior Advisors or other personnel receive fees and other compensation from such portfolio companies, and such fees or compensation typically do not offset the Management Fee.

In addition to any Management Fee and carried interest payable to the applicable Adviser and General Partner, each Fund bears certain costs, fees and expenses. Specific information regarding such costs, fees and expenses borne by each Fund can be found in the Governing Documents of such Fund.

Generally, as set forth in the Limited Partnership Agreements, each Fund will bear all costs, fees and expenses incurred in connection with organizing and establishing the Fund, the General Partner and the Adviser (and their respective general partners, as applicable) and the marketing and offering of limited partnership interests in the Fund, including, without limitation: all of the costs and expenses incurred in connection with the formation and qualification of the Fund, the General Partner and the Manager (and their respective general partners, as applicable); all legal, tax and accounting fees and expenses; filing fees, printing costs, travel costs (which may include business or first-class airfare) and ancillary expenses (including, without limitation, ground transportation, accommodations, meals and travel agency fees) and all costs and expenses incurred in connection with the preparation of offering documents, marketing materials, organizational documents, operating documents and similar materials and the costs of qualifying, reproducing, amending, supplementing, mailing and distributing offering materials, and any placement agent fees and expenses, if any. Additionally, as further set forth in the Limited Partnership Agreements, each Fund will pay all costs and expenses relating to its activities and operations (to the extent not borne or reimbursed by a portfolio company), including, without limitation: (a) all costs, out-of-pocket fees, expenses, obligations and liabilities relating to or attributable to sourcing, investigating, identifying, analyzing, evaluating, researching, diligencing, pursuing, committing to, acquiring, purchasing, investing, syndicating, holding, monitoring, managing, seeking disposition opportunities for and disposing of, the Fund’s investments (and prospective investments), whether or not consummated, including, without limitation, commitment fees or other lenders’ fees that become payable in connection with a proposed investment, fees and expenses related to negotiating non-disclosure and confidentiality agreements, travel and entertainment costs and ancillary expenses (including, without limitation, airfare, ground transportation, accommodations, meals and travel agency fees), third-party consulting and deal investigation and identification fees and expenses, investment banking, legal and accounting fees and expenses, and printing expenses; (b) all fees, costs and expenses incurred in connection with prospective investments and other transactions that are not consummated (collectively, “**Broken Deal Expenses**”) but only to the extent Broken Deal Expenses exceed topping and break-up fees; (c) all legal, accounting, auditing, administrative, custodian, appraisal, valuation, consulting, brokerage, public relations/communications consultants, service provider and other similar fees and expenses; (d) expenses of the Fund’s advisory committee incurred in accordance with the Limited Partnership Agreement and holding meetings thereof, and all costs and expenses of any votes or consents of the Fund’s partners or advisory committee or any amendments to or waivers of the Limited Partnership Agreement or any related agreement; and (e) extraordinary expenses,

liabilities, indemnities and other obligations of the Fund (including, but not limited to, litigation, audit, investigation and indemnification costs and expenses, judgments, penalties, fines and settlements) and the fees, costs and expenses of complying with applicable law, rules and regulations.

In certain circumstances, one Fund may pay an expense common to multiple Funds (including without limitation legal expenses for a transaction in which all such Funds participate), or other fees and expenses in connection with services the benefit of which are received by other Funds over time), and be reimbursed by the other Funds by their share of such expense, without interest. While highly unlikely, it is possible that one of the other Funds could default on its obligations to reimburse the paying Fund. Radial at times advances amounts related to the foregoing and receives reimbursement from the Funds to which such expenses relate.

A General Partner may permit certain investors to co-invest in portfolio companies alongside one or more Funds. If a co-invest vehicle is formed, such entity will bear expenses related to its formation and operation, many of which are similar in nature to those borne by the Funds. In the event that a transaction in which a co-investment was planned, including a transaction for which a co-investment was believed necessary in order to consummate such transaction, ultimately is not consummated, all Broken Deal Expenses relating to such unconsummated transaction will be borne by the Fund(s) and/or Radial, and not by any prospective co-investors, that were to have participated in such transaction. However, to the extent that such co-investors have already invested in a co-invest or other vehicle in connection with such transaction, such vehicle may bear its share of such Broken Deal Expenses.

The Limited Partnership Agreements also generally permit fees, expenses and costs, including those similar to those described above, to be reimbursed by portfolio companies. Such amounts include amounts paid to certain consultants and service providers detailed herein. Although the Limited Partnership Agreements generally do not limit the nature of fees, expenses or costs that may be charged to portfolio companies, the relevant Funds bear such amounts indirectly.

From time to time, a Fund may recruit a management team to pursue a new “platform” opportunity expected to lead to the formation of a future portfolio company. In other cases, a Fund may form a new portfolio company and recruit a management team to build the portfolio company through acquisitions and organic growth. In both cases, the Fund will bear the expenses of the management team or portfolio company, as the case may be, including any overhead expenses, diligence expenses or other related expenses in connection backing the management team or the build out of the platform company. Such expenses may be borne directly by the applicable Fund as partnership expenses or indirectly as the Fund will bear the start-up and ongoing expenses of the newly formed platform portfolio company. None of these expenses will offset any Management Fees.

Portfolio company-related fees also include amounts prepaid in anticipation of future services (*e.g.*, fees prepaid prior to an initial public offering), which will be offset against the Management Fee to the extent set forth in the relevant Limited Partnership Agreement. Such prepaid fees generally are benchmarked against the anticipated level and duration of services that the Management Company believes at the time are likely to be provided to the portfolio company;

however, the prepaid amount may be greater or less than the amount that ultimately would have been incurred by the Management Company over time.

Radial and/or its affiliates generally have sole discretion over whether to charge transaction fees, monitoring fees or other compensation to 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 Radial and/or its affiliates on the other hand.

The Advisers and their personnel can also be expected to receive certain intangible and/or other benefits arising or resulting from their activities on behalf of the Funds, which will not be subject to management fee, performance allocation or promote interest offsets or otherwise shared with the Funds, their investors and/or portfolio companies. For example, airline travel or hotel stays incurred as fund expenses may result in “miles” or “points” or credit in loyalty or status programs, and such benefits will accrue exclusively to the Advisers or their personnel (and not to the Funds, their investors and/or portfolio companies) even though the cost of the underlying expense is borne directly by the Funds or their portfolio companies and indirectly by the investors in such Fund.

The Advisers or their affiliates may from time to time enter into arrangements with service providers that provide for fee discounts for services rendered to the Funds and the Advisers. For example, certain law firms retained by the Advisers discount their legal fees for advice in connection with the firm operational, compliance and related matters. To the extent such law firms provide services to the Funds, such Funds also enjoy the benefit of the fee discount arrangements. In some cases discounts may be based on volume and so certain Funds or portfolio companies may receive a greater discount than others depending on the timing of their transactions (*e.g.*, if a transaction occurs early in a year it may not receive the same discount as a transaction that occurs later in the year).

Senior Advisors

As further described herein and in the applicable Governing Documents of each Fund, it is the Advisers’ practice to retain certain Senior Advisors (with such persons provided with such title or any successor title or functional equivalent thereof, including “Functional Specialist”) as consultants on an exclusive or non-exclusive basis, and on either a full-time or part-time basis, to provide services to (or with respect to) one or more Funds, certain current or prospective portfolio companies in which one or more Funds invest, and/or to support Radial, the General Partners and their respective investment professionals in connection with their investments and investment activities on behalf of the Fund. Senior Advisors generally provide services in relation to the identification, acquisition, holding, improvement and disposition of portfolio companies, including operational aspects of such companies. These services also include serving in management or policy-making positions for portfolio companies or on the board of directors (or similar governing body) of such companies. Senior Advisors receive compensation in various forms depending on the agreement reached between Radial and the particular Senior Advisor, including, but not limited to cash income, transaction fees, a profits or equity interest in a portfolio company, profits or equity interests in one or more Funds or General Partners, or other compensation, which may be determined according to one or more methods, including the value of the time (including an allocation for overhead and other fixed costs) of such Senior Advisors, a percentage of the value of the portfolio company, the invested capital exposed to such portfolio

company, amounts charged by other providers for comparable services and/or a percentage of cash flows from such company. No such compensation will offset the Management Fee. Senior Advisors may be retained on an exclusive and/or full-time, or non-exclusive basis, and their agreements generally provide for automatic renewals such that certain Senior Advisors effectively remain engaged for multiple years. The use of Senior Advisors subjects the Advisers to conflicts of interest, as discussed below in “*Conflicts of Interest*.”

ITEM 6 PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

As described above in “*Fees and Compensation*,” each General Partner generally receives a carried interest allocation on certain realized net profits in the Funds, or the relevant Adviser, as applicable, receives a performance-based distribution based on realized investments. A carried interest allocation or performance-based distribution, as applicable, represents an investment adviser’s compensation based on a percentage of net profits of the Funds (or deal structures, as applicable) it manages. Although managing entities that are charged no or a lower performance-based fee could present a conflict of interest because Radial may have an incentive to favor Funds for which it receives the highest performance-based compensation, Radial addresses this potential conflict of interest by maintaining an investment allocations / co-investment policy designed to assist Radial in allocating investment opportunities among its clients (*i.e.*, Funds and/or deal structures) in a fair and equitable manner, consistent with Radial’s fiduciary obligations to, and underlying documents (if applicable) for, the relevant Fund(s) and/or deal structure(s) (which may also include provisions requiring that allocations be made in a particular manner). Radial may waive or reduce the performance allocation in its sole discretion with respect to certain investors as described above.

ITEM 7 TYPES OF CLIENTS

Radial provides investment advice to the Funds, which include investment partnerships or other investment entities formed under U.S. domestic or non-U.S. 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 include, directly or indirectly, principals or other employees of Radial and Irving Place Capital and their affiliates and members of their families, as well as Senior Advisors or other service providers or other relationships retained by Radial. Radial does not provide investment advice directly to investors in the Funds on an individual basis.

Fund interests are offered and sold generally to investors that are (a) “accredited investors” as defined under Regulation D of the Securities Act of 1933, as amended (the “***Securities Act***”), (b) “qualified clients” as defined under the Advisers Act or other “knowledgeable employees” of the Advisers, and (c) “qualified purchasers” as defined in Section 2(a)(51)(A) of the Investment Company Act.

Generally, each Fund requires a minimum Commitment of \$5 million, but such amount has been, and in the future will be, reduced with the prior agreement of an Adviser, subject to applicable legal requirements.

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

As of the date of this Brochure, Radial is fundraising for Fund I. As described above in “*Advisory Business*,” certain statements included in this Brochure are intended to describe Radial’s investment advisory operations subsequent to the first closing of Commitments to Fund I. Such statements are based on Radial’s expectations for the Funds as well as, in part, the investment advisory operations of Irving Place Capital and the investments in portfolio companies made by the IPC Funds.

The Advisers provide day-to-day investment advisory services to the Funds. The following is a summary of the investment strategies and methods of analysis generally used by Radial on behalf of the Funds. More detailed descriptions of the Funds’ investment strategies and methods of analysis are included in the applicable Governing Documents for each Fund. While the descriptions of the Funds’ investment strategies and methods of analysis are relevant to the co-invest fund(s), each co-invest fund will generally invest in one portfolio company of one of the main Funds and, therefore, will lack the potential benefit of diversification and will be particularly exposed to the legal and financial risks associated with that transaction, including the risk of loss.

The summary below should not be interpreted to limit in any way such Fund’s investment activities. There can be no assurance that Radial will achieve the investment objectives of a Fund, and a loss of investment is possible.

Investment Strategies

Radial intends to focus on investing in middle market industrial businesses that are headquartered in North America. Radial believes North America is a stable and diverse market with close proximity to a large and resilient consumer base that is a significant driver of the economy. Radial views the region’s economic output as not disproportionately reliant on any single industry, commodity or economic driver. In addition, Radial believes the region is comprised of a large number of middle market businesses from which Radial can select investment opportunities.

Radial plans to target specific sectors within the large industrial market that possess attributes that are conducive to Radial’s style of investing. Radial believes these attributes include stable and growing end-markets where Radial is able to understand the supply chain dynamics and identify favorable long-term secular trends. These are sectors where the Radial investment team has had prior experience or the opportunity to build valuable knowledge or insight. Radial believes investment and business decisions are improved when they are made through the lens of an industry knowledgeable investor.

Within these sectors, Radial seeks to invest in companies that have established and defensible positions in their supply chain. Radial believes that businesses that enjoy such a position typically demonstrate strong and consistent returns on invested capital. Radial expects to target businesses that provide products, services or solutions that are differentiated or difficult for competitors to replicate. Examples of such value propositions include the ability to incorporate proprietary attributes or technology, meet demanding customer requirements, or deliver technical advice. Service flexibility is often a key attribute of competitive differentiation that offers nimble suppliers an advantage relative to their peers.

Methods of Analysis

Radial prioritizes developing domain expertise with the intention of operating as an industry knowledgeable investor with the flexibility and resources of a financial sponsor. The Radial investment team pursues a deep understanding of its target sectors and maintains a broad network of industry relationships. Radial's industry network is comprised of participants across its target sectors, including owners, executives, customers, suppliers and other industry participants.

The Radial investment team has developed relationships with the following types of individuals in each of its targeted sectors:

- Senior Advisors, who are senior industry veterans who have retired from active leadership roles and are assisting the Radial investment team in identifying and assessing investment opportunities as well as actively overseeing portfolio companies;
- Former industry professionals who are working with Radial as proprietary finders or business development professionals to help identify and approach prospective investment opportunities;
- Current industry executives who are in leadership roles and could serve in a management capacity at a Fund's portfolio companies;
- Current or former executives at customers and suppliers who can provide insights during due diligence, including perspectives on a company's competitive position;
- Owner-operators or investors in businesses that represent potential platform investments or add-on acquisitions; and
- Industry-focused transaction intermediaries, strategy or operational consultants, attorneys, audit firms, executive search firms and other well-connected industry participants.

The Radial investment team utilizes its industry relationships to develop sector knowledge, identify investment opportunities, enhance due diligence, assess management talent and gain perspective on potential growth initiatives and operational improvements.

Sector Knowledge. Radial believes that its industry network reinforces the investment team's domain expertise by providing insights into key industry and secular trends that often form the underpinnings of Radial's investment theses. Furthermore, Radial believes its ability to gain input and perspectives from different parts of the supply chain enables the Radial investment team to better understand the strength of a company's market position, opportunities for expansion and potential risks or weaknesses. In addition, Radial believes the insights and perspectives gained from its industry network allow for a deeper level of discussion and dialog with management teams of prospective portfolio companies that is recognized as a basis of differentiation vis-à-vis other investors.

Sourcing. Radial believes its industry relationships will enable the investment team to proactively identify attractive investment prospects and obtain early introductions or access to

business owners and executives. The Radial investment team develops relationships with industry professionals who are expected to serve as proprietary finders to identify businesses that fit with Radial's investment mandate. These finders are expected to facilitate introductions to business owners and management teams, allowing Radial to introduce its approach and philosophy while gaining insights into the business and assessing the fit with Radial's investment criteria. The Radial investment team works patiently to develop these prospective opportunities, with the goal of converting these into actionable investments, either on a proprietary basis or with a basis of differentiation in the context of a competitive process. Radial believes its affiliation with well-regarded industry veterans reinforces its reputation as an industry insider, knowledgeable investor and trusted partner.

Diligence. Radial works alongside proven industry executives to screen opportunities efficiently, allocating time and resources to those situations that are aligned with Radial's investment criteria. This network provides access to subject matter experts who can actively support due diligence. Radial supplements this industry knowledge and perspective with more traditional business and financial diligence work streams including direct discussions with customers, suppliers, competitors and other industry participants. Radial's diligence is designed with the goal of identifying asymmetric situations with attractive upside potential relative to the downside risk. The Radial investment team's professional network and focus on domain expertise serves to enhance the process of validating and developing the investment thesis.

Talent. The Radial investment team's reputation as an industry insider coupled with the credibility gained from its executive network enhances Radial's ability to identify, assess, attract, retain and mentor management teams. Radial works closely with members of its industry network to gain introductions to and develop relationships with successful operating executives that have a proven track record of driving growth and profitability. The investment team maintains these relationships to identify management talent for specific portfolio company needs or in the context of new investment opportunities. Radial also seeks to deploy proven managers across its portfolio companies and draws upon this executive network as appropriate. Management teams benefit from the support provided by Radial's internal operating resources to collaboratively execute against value creation projects.

Operational Insights. Radial's industry network brings perspectives on growth potential and operational improvement opportunities based on their prior experience, industry knowledge or specific technical expertise. Members of the Radial investment team utilize these perspectives in order to help to validate and prioritize the value creation strategy for portfolio companies. Introductions to potential new customers and suppliers or strategic senior-level relationships with existing customers and suppliers is a valuable benefit of Radial's industry network. Members of the Radial investment team's network have also served in acquisition-focused business development roles in order to facilitate the execution of a portfolio company's buildup strategy.

Investment Process

Structure and Valuation. Radial's work to refine its views on valuation and capital structure involves developing a financial projection model that incorporates key findings from commercial and financial diligence, insights from the industry network and the potential impact of value creation levers for which the Radial investment team has established a high degree of certainty. Radial simultaneously engages in active discussions with debt financing sources to design an

appropriate capital structure. The investment team structures transactions with the objective of capturing all available transaction benefits from items such as tax benefits, working capital adjustments, other purchase price adjustments, capital structure efficiencies, and economic incentives (including but not limited to management equity).

Decision Making. The Radial investment committee is briefed on new investment opportunities on a weekly basis. During the initial stages of review, investment committee updates take the form of a discussion about the business and the industry and preliminary thoughts on valuation and returns. Following a positive meeting by the Radial investment team with management, the investment committee reviews a more detailed update on the business, the potential value creation levers available, and overall fit with Radial's investment criteria including the "sweet spot" analysis. With the investment committee's approval, the Radial investment team begins more thorough diligence, primarily consisting of industry, commercial and financial work streams.

Value Creation. The Radial investment team employs a hands-on, process-driven approach to managing a Fund's portfolio companies by providing active oversight, guidance and resources during its ownership. Radial utilizes investment professionals and operating resources on each transaction and applies a repeatable playbook to drive value creation. Radial's value creation playbook consists of specific strategies and tactics to (a) accelerate growth and (b) advance operational improvements. Radial's investment team focuses on identifying specific projects to address each of these two major areas of value creation. The team works closely with management to prioritize, execute and deliver against these identified value creation projects.

Active Monitoring. Radial utilizes standard processes for monitoring portfolio companies and interacting with management. Shortly after closing, the Radial investment team works with management to establish responsibilities and deliverables in order to clarify expectations around communication, timing and content. Radial's investment and operating professionals participate in the meetings of Radial's investment committee, along with Senior Advisors and relevant industry executives as appropriate. Radial's oversight and reporting requirements are standardized in order to ensure reporting consistency and transparency across a Fund's portfolio. This is designed to allow the investment committee to monitor portfolio company performance actively and efficiently. The standardization of the reporting process reinforces communication and alignment of professionals across Radial.

Exit. Numerous factors influence the timing and process through which Radial expects to exit an investment. The topics below are actively evaluated throughout the investment period with regard to considering a monetization:

- The macro-economic environment;
- Industry-specific trends;
- The portfolio company's current and projected financial and operating performance;
- The progress made against the value creation plan;

- The potential of future value creation projects and the confidence interval in achieving these results;
- Management dynamics, including succession planning considerations; and
- The state of the capital markets and acquisition financing considerations.

While these topics are also discussed during quarterly portfolio review meetings, Radial covers these items in detail in the context of an exit. The deal team updates the investment committee frequently during the exit process, particularly as the transaction progresses to advanced due diligence, contract discussions and negotiation. Investment committee approval is required prior to making important decisions, including buyer selection and contract negotiations, and formal approval is required in advance of entering into definitive documentation.

Risks of Loss

There can be no assurance that Radial will achieve the investment objectives of any Fund, and a loss of investment is possible. Each Fund and its investors bear the risk of loss that Radial's investment strategy entails. While the discussion below often refers to a "Fund" or the "Funds," it enumerates certain risk factors that apply generally to an investment in a Fund. However, the following discussion does not describe all of the risks that may potentially be faced by a Fund. Prior to making any investment in a Fund, investors should review the applicable Fund's Governing Documents for additional information regarding risks and conflicts of interest specific to such Fund.

An Investment in the Fund Will Not Be Suitable for All Investors. An investment in a Fund requires a long-term commitment with no certainty of return. A Fund's portfolio investments, generally referred to herein as "**portfolio investments**," may not generate current income. Therefore, the return of capital and the realization of gains, if any, from a portfolio investment generally will occur upon the partial or complete realization or disposition of such portfolio investment. While a portfolio investment may be realized or disposed of at any time, it is generally expected that the ultimate realization or disposition of most of a Fund's portfolio investments will not occur for a number of years after such portfolio investments are made. There can be no assurances that purchasers of, or realization opportunities for, a Fund's portfolio companies will be found. Furthermore, the terms of any disposition or realization transaction will necessarily be affected by economic and other market conditions at the time. Similarly, a Fund generally will not be able to sell securities of a portfolio company publicly unless the issuer has gone public and such sale is registered under applicable securities laws or unless an exemption from such registration requirements is available. In addition, in some cases, a Fund may be prohibited or limited by contract from selling certain portfolio company securities for a period of time and, as a result, may not be permitted to sell a portfolio investment at a time it might otherwise desire to do so.

Restrictions on Transfer and Withdrawal; Lack of Liquidity for Interests. Interests in the Funds have not been, and will not be, registered or qualified for sale under the Securities Act, the securities laws of any state of the United States or the securities laws of any other jurisdiction. Therefore, an interest in a Fund cannot be resold unless such interest is subsequently registered under the Securities Act and other applicable securities laws or an exemption from registration is available. It is not contemplated that registration of interests in the Funds under the Securities Act

or other securities laws will ever be effected. There is no public or private market for such interests and none is expected to develop. In addition, interests in the Funds are not transferable and may not be sold, transferred, pledged, mortgaged, charged, assigned, hypothecated or otherwise encumbered except with the prior written consent of the General Partner (which may be withheld by the General Partner in its sole discretion), and subject to the terms and conditions of the Limited Partnership Agreement. Investors may not withdraw capital from a Fund. Consequently, limited partners may not be able to liquidate their investments prior to the end of a Fund's term.

Dependence on Key Personnel. The success of the Funds depends in substantial part upon the skill and expertise of Mr. Carpenter and the other members of Radial's investment team. There can be no assurance that Mr. Carpenter or such other personnel will continue to be members of, employed by or available to Radial. The loss of service to the Funds of Mr. Carpenter or such other personnel could have a material adverse effect on the success of the Funds. In addition, although Mr. Carpenter and the other members of Radial's investment team will devote such time and attention to the business of the Funds as they reasonably consider necessary to carry out the operations of the Funds effectively, subject to the terms of the Limited Partnership Agreements, Mr. Carpenter and the other members of the investment team may continue to be involved in certain activities other than the management of the Funds, including involvement with prior investments made by the IPC Funds and personal and family investments, all as more fully described in the Governing Documents.

Risks in Effecting Operating Improvements. In some cases, the success of a Fund's investment strategy will depend, in part, on the ability of the Fund to restructure and effect improvements in the operations of a portfolio company. The activity of identifying and implementing restructuring programs and operating improvements at portfolio companies entails a high degree of uncertainty. There can be no assurance that a Fund will be able to successfully identify and implement such restructuring programs and improvements.

Growth Company Investments. A Fund's strategy includes investing in packaging, industrial technology, automotive aftermarket and specialty chemicals businesses that operate in large fragmented end markets with multiple growth avenues. Such companies may be more volatile due to their limited product lines or services, markets or financial resources, or their susceptibility to major setbacks or downturns. As a result, such companies may be more vulnerable to general economic trends and to specific changes in markets and technology and may be dependent on smaller management groups. In addition, future growth may be dependent on additional financing, which may not be available on acceptable terms when required. In addition, the relative illiquidity of private equity investments generally, and the somewhat greater illiquidity of private investments in lower- and middle-market companies, could make it difficult for a Fund to react quickly to negative economic or political developments.

Risks of Investments in Smaller, Less-Established Companies. A Fund may invest in the securities of smaller, less-established companies, which may include founder-operated companies and family-owned businesses. These companies often experience unexpected problems in the areas of operations, marketing and general management, which, in some cases, cannot be adequately solved. In addition, such companies may require substantial amounts of financing which may not be available through institutional private placements or the public markets. The percentage of companies that survive and prosper can be small. In addition, the securities of such companies may be subject to more abrupt and erratic market price movements than larger, more-established

companies, because trading volumes for their securities are generally quite low. Less-established companies tend to have less capital and fewer resources and, therefore, are often more vulnerable to financial failure. Such companies may also have shorter operating histories on which to judge future performance.

Limited Operating History of Portfolio Companies. The operations of a Fund's portfolio companies will likely depend on the successful development and sales of each portfolio company's respective product offerings and services and the customers' experience. Certain portfolio companies of a Fund may have limited operating histories with their respective products and services for which the Fund can use to evaluate their performance and prospects.

Investments in Industrial Services Companies. The industrial services industries in which portfolio companies may operate include a large number of participants and are intensely competitive. Portfolio companies may face competition from other multi-national companies, established businesses and financially stronger companies. These sectors require capital and infrastructure resources to become competitive and remain relevant. In addition, because there are relatively high barriers to entry, portfolio companies may face tremendous competition from larger more established firms. Competitors of portfolio companies may have a greater national and/or international presence, as well as have significantly greater personnel, financial, technical and marketing resources. In addition, these competitors may generate greater revenues and have greater name recognition than the portfolio companies of a Fund. A portfolio company may also face competition from companies that are based in low cost countries. These companies may have lower cost structures and the availability of lower cost labor. To respond to competitive pressures, a portfolio company may be required to reduce its prices to customers or increase discounts to customers, which would result in lower gross profit margins and decreased revenue. A portfolio company's ability to compete also depends in part on the ability of its competitors to hire, retain and motivate skilled personnel, the price at which others offer comparable services and its competitors' responsiveness to their clients. If a portfolio company is unable to compete successfully with its existing competitors or with any new competitors, its financial results and the performance of the relevant Fund may be adversely affected.

Intellectual Property. Intellectual property may constitute an essential or important part of portfolio company assets and competitive strengths. One or more of a Fund's portfolio companies are likely to assert various forms of intellectual property protection, while other portfolio companies will have not acquired patents or other protections for their key inventions. Federal law, most typically, copyright, patent, trademark, and trade secret law, generally protects intellectual property rights. Although each Fund expects that its portfolio companies will take reasonable efforts to protect the rights to their intellectual property, third parties may develop similar intellectual property independently. Moreover, the complexity of trade secret, copyright, trademark and patent law, coupled with the limited resources of the portfolio companies and the demands of quick delivery of products and services to market, create a risk that portfolio company efforts to prevent misappropriation of their intellectual property will prove inadequate.

Regulatory Compliance; Portfolio Investments in Regulated Industries. The Funds may make investments in a number of different industries, some of which are or may become subject to regulation by one or more U.S. federal agencies and by various agencies of the states, localities, counties and countries in which they operate. New and existing regulations, changing regulatory schemes, and the burdens of regulatory compliance all may have a material negative impact on the

performance of portfolio companies that operate in these industries. Radial cannot predict whether new legislation or regulation governing those industries will be enacted by legislative bodies or governmental agencies, nor can it predict what effect such legislation or regulation might have. There can be no assurance that new legislation or regulation, including changes to existing laws and regulations, will not have a material negative impact on the Fund's investment performance.

Products and Services. The business strategies of certain of a Fund's portfolio companies may be highly dependent upon the successful launch and commercialization of an innovative technology, device, manufacturing process, service, system, etc. There can be no assurance that the research or product development efforts of the portfolio companies or those of their collaborative partners will be successfully completed, that specific products or services can be manufactured or provided in adequate quantities at an acceptable cost and with appropriate quality, or that such products or services can be successfully marketed or achieve customer acceptance. In those situations, a Fund may incur a partial or total loss of the capital which it invested in such portfolio company.

Limited Number of Investments; Lack of Diversity. Each Fund is expected to participate in a limited number of investments. Radial and each Fund may not be able to identify or acquire an appropriate volume of investment opportunities and, as a consequence, the aggregate returns of a Fund may be substantially affected by the unfavorable performance of a single investment. Because a Fund may only make a limited number of investments and since a Fund's investments generally will involve a high degree of risk, poor performance by one or more of the Fund's investments could materially affect the total returns to investors. On any given investment, loss of all or a portion of the investors' capital is possible. Investors have no assurance as to the degree of diversification in a Fund's investments. Each Fund is not required to make investments that are diversified geographically or otherwise. Because a Fund's investments may be concentrated within relatively few industries, sectors, countries or regions, portfolio diversification will be less than would be possible if the Fund were to invest in a broader range of industries, sectors, countries or regions. Such reduced diversification may increase the volatility of the Fund's returns, and could reduce the Fund's returns relative to more diversified funds to the extent that such industries, sectors, countries or regions do not perform as well as other industries, sectors, countries or regions.

Available Opportunities and Competitive Marketplace. The success of a Fund depends on the availability of appropriate investment opportunities and the ability of the Adviser, Mr. Carpenter and the other members of Radial's investment team to identify, select, close and exit those investments. There can be no assurance that there will be a sufficient number of suitable investment opportunities to enable a Fund to invest all of its committed capital or that such investment opportunities will lead to completed investments by the Fund. The Funds will be competing with other private equity funds, as well as institutional investors and strategic investors for investments in prospective portfolio companies. As a result of this competition, there can be no assurance that a Fund will be able to locate suitable investment opportunities, acquire them for an appropriate level of consideration, achieve its targeted rate of return or fully invest its committed capital.

Leverage. A Fund's investments may include companies whose capital structures may utilize significant amounts of leverage. Such investments are inherently more sensitive to declines in revenues and to increases in expenses and interest rates. Although the General Partner will seek

to use leverage in a prudent manner, the leveraged capital structure of such investments will increase the exposure of the portfolio companies to adverse economic factors such as rising interest rates, downturns in the economy or deterioration in the condition of the portfolio companies or their respective industries. Additionally, the securities acquired by a Fund may be the most junior in what may be a complex capital structure and thus subject to the greatest risk of loss.

Credit Support. A Fund may make contingent funding commitments to its portfolio companies and provide credit support for such obligations (“**Credit Support**”). Such Credit Support may take the form of guarantees, letters of credit or pledges of a portion of the Commitments to a lender or other counterparty. Such funding commitments may be secured by an assignment of the General Partner’s right to draw down capital from the Fund’s limited partners. It is possible that the limited partners will be required to acknowledge and consent to any such pledge or Credit Support and provide certain information and/or legal opinions as required by the lender or other counterparty. The General Partner and/or the Adviser may be required to segregate unfunded Commitments sufficient to satisfy a Fund’s obligations with respect to any such Credit Support. Utilization of Credit Support will result in fees, expenses and interest costs to the relevant Fund, and may result in an under-utilization of the Fund’s capital. In the event that one or more limited partners fail to satisfy a drawdown or otherwise default on their contribution obligations pursuant to any such Credit Support, such amount would be drawn from non-defaulting limited partners.

Bridge Financing; Over Commitment. A Fund may, in connection with, or in anticipation of, any portfolio investment, make additional investments intended to be of a temporary nature and refinanced, repaid, assigned, redeemed, sold, or disposed of within twelve (12) months (any such short-term investment, a “**Bridge Financing**”). For example, in order to facilitate the acquisition of investments, the Adviser or its affiliates may make (or commit to make), or may cause a Fund to make (or commit to make), an investment in a potential portfolio company with a view to selling a portion of such investment to co-investors or other persons or obtaining financing prior to or within a period after the closing of the acquisition. In such event, the Fund will bear the risk that any or all of the excess portion of such investment may not be sold or may only be sold on unattractive terms, or that financing may not be available, and that, as a consequence, the Fund may bear the entire portion of any breakup fee or other fees, costs and expenses related to such investment, or be required to hold a larger than expected investment. Additionally, if such portfolio company were unable to complete a refinancing, the Fund could have a long-term investment in a junior security and the interest rate on such Bridge Financing may not adequately reflect the risk associated with the unsecured position taken by the Fund. This could result in the Fund having a variety of unintended long-term investments or reduced diversification. Furthermore, there can be no assurance that any such Bridge Financing will generate any returns for the Fund or result in a full return of capital on any such refinancing.

Risks Relating to Due Diligence and Conduct at Portfolio Companies; Fraud. Before a Fund makes an investment, Radial will conduct such due diligence as it deems reasonable and appropriate based on the facts and circumstances applicable to the investment. Due diligence may entail marketing studies, business plan development, evaluation of important and complex business, financial, tax, accounting and legal issues as well as background investigations of individuals and feasibility and technical studies. Outside professionals, experts, consultants, legal advisors, accountants, investment banks and other third parties may be involved in the due diligence process to varying degrees depending on the type of investment. The involvement of

such third-parties may present a number of risks primarily relating to reduced control of the functions that are outsourced and may entail significant third party expenses, which will be borne by the relevant Fund. In addition, if a Fund is unable to timely engage third-party providers, its ability to make investments could be adversely affected. Due diligence investigations with respect to any investment opportunity may not reveal or highlight all relevant facts that may be necessary or helpful in evaluating the investment opportunity. Moreover, there can be no assurance that attempts to identify risks associated with an investment will achieve their desired effect. Prospective investors should regard an investment in a Fund as being speculative and having a high degree of risk.

Instances of fraud, material misrepresentations or omissions, professional negligence and other deceptive practices committed by any seller of securities or assets of a portfolio company or such seller's representatives, by a portfolio company or any of its affiliates, members of senior management, employees, officers or directors, or by any other third party may undermine Radial's due diligence efforts with respect to such companies and, if such fraud or other action or omission occurs, the relevant Fund may suffer a material loss of capital and the value of the Fund's investments may be adversely impacted. The Funds will rely upon the accuracy and completeness of representations made by various persons in the due diligence process, and cannot guarantee such accuracy or completeness.

Expedited Transactions. Investment analyses and decisions by Radial may be undertaken on an expedited basis in order for a Fund to take advantage of investment opportunities. In such cases, the information available to the relevant Fund at the time of an investment decision may be limited, and the Fund may not have access to the detailed information necessary for a full evaluation of the investment opportunity.

Reinvestment. Under certain circumstances, proceeds distributable (or previously distributed) to the limited partners of a Fund that constitute a return of capital contributions may be retained and reinvested (or recalled for reinvestment) by the Fund or used (or recalled for use) by the Fund for any other proper purpose. Amounts available for recall will be restored to the limited partners' respective unfunded Commitments. Accordingly, a limited partner may be required to fund for investments or expenses during the term of a Fund in an aggregate amount that significantly exceeds its Commitment.

Uncertain Exit Strategies. Due to the illiquid nature of the investments which each Fund expects to make, there can be no assurances as to what, if any, exit strategy will ultimately be available for any given investment position. Exit strategies which appear to be viable when an investment is initiated may be precluded when the investment is deemed to be ready for realization due to economic, legal, political or other factors. The larger the transaction, the greater the risk to a Fund's total returns and success if there is uncertainty around the Fund's exit strategy.

Control Position Risk. A Fund may make investments that allow the Fund to acquire control or exercise influence over management and the strategic direction of a portfolio company. The exercise of control over a company imposes additional risks of liability in circumstances where the limited liability characteristic of business operations of the company may be ignored. In a U.S. court ruling, the court held that a private equity fund was liable for the pension withdrawal liabilities of one of its portfolio companies because the private equity fund was engaged in a "trade or business" through its management and operational control of its portfolio company. Thus, the

exercise of control over a portfolio company by a Fund could expose the assets of the Fund to claims by such portfolio company and/or its executives, employees, pension beneficiaries, security holders and creditors and liability for environmental damage or clean-up obligations, product defects, failure to supervise management, pension and other fringe benefits, violation of laws and governmental regulations (including securities laws), violation of fiduciary duties to minority owners and other types of liability. While Radial intends to conduct the affairs of the Funds in a manner that will minimize the exposure of these risks, the possibility of successful claims cannot be precluded.

Investment Platforms. A Fund, alone or co-investing alongside third parties may create or acquire companies that serve as a platform for investment in a particular sector, geographic area or other niche (such arrangements, “*Investment Platforms*”). In the case of acquired Investment Platforms, a Fund may rely on the existing management, board of directors (or similar governing body) and other shareholders of such companies, which may include representation of other financial investors with whom the Fund is not affiliated and whose interests may conflict with the interests of the Fund. In other cases, a Fund may recruit a management team to pursue a new Investment Platform expected to lead to the formation of a future Investment Platform. A Fund may also form a new portfolio company and recruit a management team to build the Investment Platform through acquisitions and organic growth. The Fund or the Investment Platform, as applicable, will bear the expenses of such management team, including any overhead expenses, employee compensation, diligence expenses or other related expenses in connection with backing the management team or building out the Investment Platform. Such expenses may be borne directly by a Fund or indirectly as the Fund bears the start-up and ongoing expenses of the newly formed Investment Platform. In certain cases the services provided by such management team may overlap with the services provided by the Adviser to the Fund. The compensation of management of an Investment Platform may include interests in the profits of the Investment Platform, including profits realized in connection with the disposition of an asset. Although an Investment Platform may be controlled by a Fund, members of the management team will not be treated as affiliates of the General Partner for purposes of the Limited Partnership Agreement. Accordingly, none of the expenses, profit interests or other arrangements described above will offset the Management Fee.

Toehold Investments. While not a primary focus of a Fund’s strategy, a Fund may accumulate minority positions in the outstanding debt securities or in voting stock, or securities convertible into the voting stock, of potential portfolio companies. While the General Partner will seek to achieve such accumulation through open market purchases, registered tender offers, negotiated transactions or private placements, the General Partner may be unable to accumulate a sufficiently large position in a portfolio company to execute its strategy. In such circumstances, a Fund may dispose of its position in the portfolio company within a short time of acquiring it; there can be no assurance that the price at which the Fund can sell such securities will not have declined since the time of acquisition. Moreover, this may be exacerbated by the fact that securities of the companies that a Fund may target may be thinly traded and that the Fund’s position may nevertheless have been substantial, although not controlling, and its disposal may depress the market price for such securities.

Investments in Public Companies. While none of the Funds expects investments in public companies to be a meaningful focus of its efforts, a Fund may invest in public companies. Investments in public companies may subject a Fund to risks that differ in type or degree from those involved with investments in privately held companies. Such risks include, without

limitation, greater volatility in the valuation of such companies, increased obligations to disclose information regarding such companies, limitations on the ability of a Fund to dispose of such securities at certain times (including due to the possession by the Fund of material non-public information), increased likelihood of shareholder litigation against such companies' board members, which may include Mr. Carpenter and other members of the Radial investment team, regulatory action by the domestic or foreign securities regulators and increased costs associated with each of the aforementioned risks.

In addition, in connection with investments in public companies, a Fund may be unable to obtain financial covenants or other contractual rights that it might otherwise be able to obtain in making directly originated or otherwise privately negotiated investments. Moreover, a Fund may not have the same access to information in connection with investments in public securities, either when investing a potential investment or after making an investment, as compared to privately negotiated investments. A Fund may also be limited in its ability to make investments, and to sell existing investments, in public securities because the Fund may be deemed to have material, non-public information regarding the issuers of those securities. The inability to sell public securities in these circumstances could materially adversely affect the investment results of the relevant Fund.

Special Risks Associated with Non-U.S. Investments. Subject to the terms of the relevant Limited Partnership Agreement, a Fund may invest a portion of its Commitments in portfolio companies that are headquartered and have their principal operations outside of the United States. These investments may involve special risks not typically associated with investments in securities of U.S. issuers, including: (a) economic and political factors, such as the risk of expropriation, restrictions on repatriation of profits, and political and social instability; (b) differences among U.S. and foreign practices, including the absence of uniform accounting, auditing, and financial reporting standards in foreign markets, the relatively greater price volatility and illiquidity of foreign securities markets; (c) currency exchange risks, including the cost of converting investment cash flows from one currency into another; and (d) tax-related issues, including the possibility of withholding taxes, confiscatory foreign taxes, and double taxation of income earned overseas.

Investments in Distressed Companies. A Fund may make investments in portfolio companies that are experiencing or are expected to experience financial difficulties which may never be overcome. These financial difficulties may cause such portfolio companies to become subject to bankruptcy proceedings and could, in certain circumstances, subject the relevant Fund to certain additional potential liabilities which may exceed the value of the Fund's investment therein. For example, under certain circumstances, lenders who have inappropriately exercised control over the management and policies of a debtor may have their claims subordinated or disallowed or may be found liable for damages suffered by parties as a result of such actions. Certain of a Fund's investments may be originated by or acquired from persons or entities, including financial institutions, that are insolvent, in serious financial difficulty or are no longer in existence and, as a result, the standards by which such investments were originated, the recourse to the seller or the standards by which such investments are being developed may be materially and adversely affected. Additionally, under certain circumstances, payments to a Fund and distributions by the Fund to the investors may be reclaimed 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.

Failure to Make Capital Contributions. The interests of a Fund may be materially and adversely affected by the failure of a limited partner to meet its contribution or other payment obligations to the Fund (whether arising through a limited partner's default, its excuse or exclusion from one or more investments, or a permitted withdrawal or removal from the Fund). If a limited partner fails to make any contribution or payment to a Fund for any reason, the other limited partners may be required to fund the shortfall, with the consequence that the non-defaulting limited partners may have greater exposure to the Fund's investments or liabilities than they otherwise would. A limited partner's failure to make any contribution or payment to a Fund for any reason could also cause the Fund to be unable to meet the Fund's obligations when due, which could materially and adversely impair the Fund's ability to execute on its investment strategy or to otherwise continue operations. In such event, the relevant Fund may be subjected to significant liabilities or penalties that could materially reduce the returns to the participating limited partners (including non-defaulting limited partners). A substantial default by (or discontinued participation of) one or more limited partners would leave a Fund with less available capital commitments and would limit opportunities for investment diversification and likely reduce returns to the Fund.

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 any Fund will make such 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 impact 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) or may result in a lost opportunity for such Fund to increase its participation in a successful operation.

Difficulty in Valuing Investment Portfolio. The General Partner will value the portfolio investments of a Fund from time to time at fair market values. Fund assets that are publicly traded securities for which market prices are readily available will be valued based on trading prices; however, for almost every portfolio company, there will likely be no public market for its securities. Thus, the valuation of portfolio investments inherently is highly subjective and imprecise and requires the use of techniques that are costly and time consuming and ultimately provide no more than an estimate of value. In establishing the value of the Fund's portfolio investments, the relevant General Partner may also consult with accounting firms, investment banks and other third parties when needed, to assist with the valuation of the Fund's investments. The value set by the General Partner (or such third party) may not reflect the price at which the Fund could dispose of its interests in a particular portfolio company at any given time.

Cyber Security. Radial, the Funds, their affiliates, service providers and other market participants increasingly depend on complex information technology and communications systems to conduct business functions. These systems are subject to a number of different threats or risks that could adversely affect Radial, a Fund and its investors, despite the efforts of Radial and the Fund's service providers to adopt technologies, processes and practices intended to mitigate these risks and protect the security of their computer systems, software, networks and other technology assets, as well as the confidentiality, integrity and availability of information belonging to the Fund and its investors. For example, unauthorized third parties may attempt to improperly access,

modify, disrupt the operations of, or prevent access to these systems of Radial, a Fund's service providers, counterparties or data within these systems.

Third parties may also attempt to fraudulently induce employees, customers, third-party service providers or other users of Radial's systems to disclose sensitive information in order to gain access to Radial's data or that of a Fund's investors. A successful penetration or circumvention of the security of Radial's systems could result in the loss, theft or corruption of an investor's data, a loss of Fund data, a loss of funds, the inability to access electronic systems, overall disruption in operations systems, loss, theft or corruption of proprietary information or corporate data, physical damage to a computer or network system or costs associated with system repairs. These threats may also indirectly affect a Fund through cyber incidents with third-party service providers or counterparties. Data taken in such breaches may be used by criminals in identity theft, obtaining loans or payments under false identities, and other crimes that could affect a Fund's investors directly as well as affect the value of assets in which the Fund invests. These risks can disrupt the ability to engage in transactional business, cause direct financial loss and reputational damage, lead to violations of applicable laws related to data and privacy protection and consumer protection or incur regulatory penalties, all or part of which may not be covered by insurance. Cybersecurity risks also result in ongoing prevention and compliance costs. In addition, Radial and/or the Funds may incur substantial costs related to forensic analysis of the origin and scope of a cybersecurity breach, increased and upgraded cybersecurity, identity theft, unauthorized use of proprietary information and adverse reputational reaction or litigation.

Similar types of operational and technology risks are also present for the portfolio companies in which the Funds invest, which could have material adverse consequences for such companies, and may cause a Fund's investments to lose value and negatively impact returns to investors.

Information Technology; Disaster Recovery. Information and technology systems of Radial, the Funds, the portfolio companies, and service providers may be vulnerable to damage or interruption from computer viruses, network failures, computer and telecommunication failures, infiltration by unauthorized persons and security breaches, usage errors by their respective professionals, power outages and catastrophic events such as fires, tornadoes, floods, hurricanes and earthquakes. If any systems designed to manage such risks are compromised, become inoperable for extended periods of time or cease to function properly, Radial, a Fund and/or a portfolio company may have to make a significant investment to fix or replace them. The failure of these systems and/or of disaster recovery plans for any reason could cause significant interruptions in Radial's, a Fund's and/or a portfolio company's operations and result in a failure to maintain the security, confidentiality or privacy of sensitive data, including personal information relating to investors (and the beneficial owners of investors). Such a failure could harm Radial's, a Fund's and/or a portfolio company's reputation, subject them and their respective affiliates to legal claims and otherwise affect their business and financial performance.

Natural Disasters, Terrorist Acts and Similar Dislocations. Upon the occurrence of a natural disaster such as flood, hurricane, or earthquake, or upon an incident of war, riot or civil unrest, the impacted country may not efficiently and quickly recover from such event, which can have a materially adverse effect on portfolio companies and other developing economic enterprises in such country. Terrorist attacks and related events can result in increased short-term economic volatility. The effects of future terrorist acts (or threats thereof), military action or similar events

on the economies and securities markets of countries cannot be predicted. Such disruptions of the global financial markets could affect interest rates, ratings, credit risk, inflation and other factors relating to a Fund's investments.

Global Economic Conditions; Market Dislocation. General global economic conditions may affect a Fund's activities. Interest rates, general levels of economic activity, fluctuations in the market prices of securities and participation by other investors in the financial markets may affect the value of investments made by a Fund. Instability in the securities markets may increase the risks inherent in portfolio investments made by a Fund and instability in the fixed income markets may cause significant dislocations, illiquidity and volatility in the structured credit, leveraged loan and high yield bond markets, as well as in the wider global financial markets. To the extent a Fund's portfolio companies participate in such markets, the results of their operations may suffer. In addition, certain market events 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. Any resulting economic downturn could adversely affect the financial resources of a Fund's portfolio companies and their ability to make principal and interest payments on, or refinance, outstanding debt when due. In the event of such defaults, such Fund could lose both invested capital in and anticipated profits from such portfolio companies.

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

Brexit. The European Union (Withdrawal Agreement) Act 2020 has passed the Parliament of the United Kingdom, and consequently the United Kingdom left the European Union on January 31, 2020 (commonly referred to as "Brexit"). Under the negotiated "Withdrawal Agreement," the UK-EU relationship entered into a transition period from February 1 to December 31, 2020. The nature of the future trading relationship between the United Kingdom and the European Union is still being negotiated. There is no legal, political, regulatory and/or economic certainty as to the ongoing relationship that will exist between the United Kingdom and the European Union post-transition period and it remains impossible to predict or definitively state the economic, tax, fiscal, legal, regulatory and other impacts on the asset management industry, the broader European and global financial markets generally and a Fund and its portfolio companies. This uncertainty is likely to continue to impact the global economic climate and may impact opportunities, pricing, availability and cost of bank financing, regulation, values or exit opportunities of companies or assets based, doing business, or having service or other significant relationships in, the United Kingdom or the European Union, including companies or assets held or considered for prospective investment by the Funds.

Disease and Epidemics. The impact of disease and epidemics may have a negative impact on our business, the Funds and their performance and financial position. Coronavirus, renewed outbreaks of other epidemics or the outbreak of new epidemics could result in health or other government authorities requiring the closure of offices or other businesses, and could also result

in a general economic decline. For example, such events may adversely impact economic activity through disruption in supply and delivery chains. Moreover, our operations and those of the Funds or portfolio companies could be negatively affected if personnel are quarantined as the result of, or in order to avoid, exposure to a contagious illness. Similarly, travel restrictions or operational issues resulting from the rapid spread of contagious illnesses may have a material adverse effect on business and results of operations. A resulting negative impact on economic fundamentals and consumer confidence may negatively impact market value, increase market volatility, cause credit spreads to widen, and reduce liquidity, all of which could have an adverse effect on Radial's business, the Funds and the portfolio companies. The duration of the business disruption and related financial impact caused by a widespread health crisis cannot be reasonably estimated.

In December 2019, a novel strain of coronavirus surfaced in Wuhan, China and subsequently spread around the world, with resulting business and social disruption. The coronavirus was declared a Public Health Emergency of International Concern by the World Health Organization on January 30, 2020. The speed and extent of the spread of the coronavirus, and the duration and intensity of resulting business disruption and related financial and social impact, are uncertain, and such adverse effects may be material. While governmental agencies and private sector participants will seek to mitigate the adverse effects of the coronavirus, which may include such measures as heightened sanitary practices, telecommuting, quarantine, curtailment or cessation of travel, and other restrictions, and the medical community is seeking to develop vaccines and other treatment options, the efficacy of such measures is uncertain. Radial's operations and business results, including with respect to any particular Fund or portfolio company, could be materially adversely affected. The extent to which the coronavirus (or any other disease or epidemic) impacts business activity or investment results will depend on future developments, which are highly uncertain and cannot be predicted, including new information which may emerge concerning the severity of the coronavirus and the actions required to contain the coronavirus or treat its impact, among others.

Boards of Directors—Director Liability and Compensation. The Funds will often obtain the right to appoint a representative to the board of directors (or similar governing body) of the companies in which they invest. Serving on the board of directors (or similar governing body) of a portfolio company exposes a Fund's representatives, and ultimately the Fund, to potential liability. Although portfolio companies often seek insurance to protect directors and officers from such liability, not all portfolio companies may obtain such insurance, which may be insufficient if obtained.

As a result of certain Funds' controlling interests in portfolio companies, Radial and/or its affiliates typically have the right to appoint portfolio company board members, 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 Radial and/or its affiliates. Such amounts will be in addition to any Management Fees or carried interest paid by a Fund to Radial. Such payments subject Radial and its affiliates to conflicts of interest because the Funds generally do not have an interest or share in these payments (other than, in certain cases, subject to the fee offsets described in "*Management Fees*" above) and the amount of such payments may be substantial.

Risk upon Disposition of Certain Investments. In connection with the disposition of an investment in a portfolio company, the Funds may be required to make representations about the

business and financial affairs of the portfolio company typical of those made in connection with the sale of a business and may be responsible for the content of disclosure documents under applicable securities laws. They may also be required to indemnify the purchasers of such investment to the extent that any such representations or disclosure documents turn out to be inaccurate. These arrangements may result in contingent liabilities, which might ultimately have to be funded by the Fund partners to the extent of their Commitments, plus any income or gains distributed in excess of their Commitments.

Material Non-Public Information. As a result of the operations of Radial and its affiliates, Radial frequently comes into possession of confidential or material non-public information. Therefore, Radial 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 Radial'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.

Capital Calls and Use of Revolving Credit Facilities. A Fund may make investments with proceeds from drawdowns under one or more revolving credit facilities (the collateral for which can be, for example, the undrawn capital commitments of investors, *i.e.*, subscription lines) prior to calling capital commitments. The interest expense and other costs of any such borrowings will be borne by the applicable Fund and, accordingly, may decrease net returns of such Fund. A Fund's use of borrowed funds will impact the calculation of net performance metrics (*e.g.*, internal rate of return ("*IRR*") and multiple of invested capital) as these calculations generally depend on the amount and timing of capital contributions and will generally make net IRR and net multiple of invested capital calculations higher than they would be without fund-level borrowing. Accordingly, Radial has an incentive to fund the acquisition and ongoing capital needs of portfolio companies and the Funds with the proceeds of such borrowings in lieu of drawing down investor commitments on a long-term basis.

Broken Deal Expenses. Investments can require extensive due diligence activities and regulatory approvals prior to investment, which may entail significant third-party expenses. In the event that an investment is not consummated, a Fund will bear some or all of such third-party expenses and any termination fees, subject to any limitations thereon set forth in the applicable Governing Documents. With respect to investments in which co-investors co-invest with the Fund, any investment expenses or indemnification obligations related to such investments are generally expected to be borne by the Fund and such co-investors (whether directly or through a co-investment vehicle) in an equitable manner as determined by Radial in its sole discretion and subject to legal, tax and regulatory considerations. If a proposed co-investment opportunity and/or co-investment vehicle is not consummated, the Fund will bear some or all of the costs of such proposed co-investment or that would have been allocable to such co-investment (including Broken Deal Expenses, diligence and pursuit expenses, and other third-party out-of-pocket expenses).

Other Business Activities of Radial. A Fund's Governing Documents generally place limited restrictions upon the business activities that Radial and/or its personnel may pursue, where such activities might be viewed to be directly competitive with those of the Fund. Radial and its personnel are otherwise free to engage in such other business activities as Radial and such

personnel desire. Neither a Fund nor its investors will, by purchasing the interests in the Fund, acquire an interest, direct or indirect, in such other business activities. As described below in “*Other Financial Industry Activities and Affiliations*,” substantially all of the personnel of Irving Place Capital are expected to become personnel of Radial, with the exception of one control person of Irving Place Capital. None of the IPC Funds is currently making new investments. Mr. Carpenter and the Radial team will continue to provide certain services to the IPC Funds solely with respect to existing investments, including dispositions of such investments, while the IPC Funds conclude their activities. Radial expects that such Irving Place Capital personnel will eventually be employed solely by, or associated solely with, Radial. However, during the time that Radial personnel are also providing services to Irving Place Capital generally and to the IPC Funds specifically, Radial expects that such personnel will devote such business time and attention to Irving Place Capital and the IPC Funds as they reasonably consider necessary.

Conflicts of Interest

Radial 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, investment advisory, management and other services to Funds and portfolio companies. In the ordinary course of Radial conducting its activities, the interests of a Fund may conflict with the interests of Radial, one or more other Funds, portfolio companies or their respective affiliates. Certain of these conflicts of interest are discussed herein.

Until such time as Radial is permitted to raise a successor investment fund to the then-current primary Fund, Radial will pursue all appropriate investment opportunities principally for the benefit of such Fund, subject to certain limited exceptions in accordance with its investment guidelines and subject to approval of its investment committee. Radial believes the significant investment by Radial in the Funds, as well as Radial’s interest in the carried interest, operate to align the interest of Radial with the interest of its Funds’ investors, although Radial has economic interests in such other investment funds and investments as well and may receive management fees and carried interest relating to such interests. Such other investment funds and investments that Radial may control may compete with a Fund or companies acquired by such Fund. At such time as Radial is permitted to raise a successor investment fund to a particular Fund, Radial will continue to manage such prior Fund’s investments but also may, and likely will, focus its investment activities on other opportunities and areas unrelated to such Fund’s investments.

Investment opportunities may be appropriate for multiple Funds at the same, different or overlapping levels of a portfolio company’s capital structure. Conflicts may arise in determining the terms of each such investment, particularly where certain Funds are intended to invest in different types of securities in a single portfolio company. Questions may arise subsequently as to whether payment obligations and covenants should be enforced, modified or waived, or whether debt should be refinanced or restructured. In troubled situations, decisions including whether to enforce claims, or whether to advocate or initiate a restructuring or liquidation inside or outside of bankruptcy, and the terms of any workout or restructuring may raise conflicts of interest, particularly with respect to Funds that have invested in different securities within the same portfolio company.

Additionally, a portfolio company typically will reimburse Radial, including the senior advisor group, or service providers retained at Radial’s discretion for expenses (including without

limitation meals and travel expenses) incurred by Radial or such service providers in connection with its performance of services for such portfolio company. This subjects Radial and its affiliates to conflicts of interest because the Funds generally do not have an interest or share in these reimbursements, and the amount of such reimbursements may be substantial. Radial determines the amount of these reimbursements for such services in its own discretion, subject to the management services agreement entered into with the respective portfolio company and Radial's internal reimbursement policies and practices. Fee payment or expense reimbursement practices of Radial or such service providers generally is subject to: arrangements with sellers, buyers and management teams; the review and supervision of the board of directors (or similar governing body) of or lenders to portfolio companies; and/or third-party co-investors in its transactions. These factors help to mitigate related conflicts of interest.

Radial generally exercises its discretion to recommend to a Fund or to a portfolio company thereof that it contract for services with (a) Radial or a related person of Radial (which may include a portfolio company of such Fund), (b) an entity with which Radial or its affiliates or current or former members of their personnel has a relationship or from which Radial or its affiliates or their personnel otherwise derives financial or other benefit, or (c) Senior Advisors and/or certain limited partners or their affiliates. For example, Radial from time to time is presented with opportunities to receive portfolio company management services in connection with a Fund's investments from Senior Advisors and/or certain limited partners that have relevant executive and/or management experience as determined by Radial. Such limited partners or other service providers from time to time are granted the right to purchase a portfolio company equity interest or receive compensation in the form of a portfolio company equity interest or cash fees in connection with their management services to such portfolio company, and such interest from time to time is granted at a valuation made at a date prior to the date of such investment, including the date of the Fund's original investment in such portfolio company. To the extent that such limited partners or service providers, including Senior Advisors, receive a portfolio company equity interest, it generally would be dilutive to the Fund's investment in such portfolio company. This subjects Radial to conflicts of interest, because although Radial 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, Radial may have an incentive to recommend the related or other person because of its financial or other business interest. There is a possibility that Radial, 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 Radial) 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 Radial 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.

Radial and/or its affiliates from time to time may employ personnel with pre-existing ownership interests in portfolio companies owned by the Funds or other investment vehicles advised by Radial and/or its affiliates; conversely, former personnel or executives of Radial and/or its affiliates may serve in significant management roles at portfolio companies or service providers recommended by Radial. Similarly, Radial, its affiliates and/or personnel maintain relationships with (and invest in) financial institutions, service providers and other market participants, including managers of private funds, banks and brokers. Certain of these persons or entities will invest (or will be affiliated with an investor) in, engage in transactions with and/or provide services

(including services at reduced rates), to Radial and/or its affiliates and/or the Funds or other investment vehicles they advise. In such a case, Radial will have a conflict of interest with a Fund in recommending the retention or continuation of a third-party service provider to such Fund or a portfolio company if such recommendation, for example, is motivated by a belief that the service provider or its affiliate(s) will continue to invest in one or more Funds, will provide Radial information about markets and industries in which Radial operates (or is contemplating operations) or will provide other services that are beneficial to Radial. Radial will have a conflict of interest in making such recommendations, in that Radial has an incentive to maintain goodwill between it and the existing and prospective portfolio companies for a Fund, while the products or services recommended may not necessarily be the best available to the portfolio companies held by a Fund.

Radial, its affiliates, equity holders, officers, principals and employees may buy or sell securities or other instruments that Radial has recommended to a Fund. In addition, officers, principals and employees may buy securities in transactions offered to but rejected by a Fund. Such transactions are subject to the policies and procedures set forth in Radial's Code of Ethics. The investment policies, fee arrangements and other circumstances of these investments may vary from those of any Fund.

Certain expenses are paid for by a Fund and/or its portfolio companies or, if incurred by Radial, are reimbursed by a Fund and/or its portfolio companies. Radial may not necessarily seek out the lowest cost options when incurring (or causing a Fund or its portfolio companies to incur) such expenses.

In addition, the Funds typically pay certain fees to Senior Advisors (although in certain instances such Senior Advisors' fees are paid by the relevant portfolio company or the Management Company) and other third-party consultants (including consultants introduced or arranged by Radial and/or its affiliates that may regularly provide services to one or more Fund portfolio companies) and service providers, and such fees generally will not offset the Management Fee as described herein. Some Senior Advisors make use of Radial resources and are otherwise associated with Radial, including being listed on the Radial website and receiving Radial business cards. The Management Company or another Radial entity may bear the cost of certain former investment personnel used as third-party consultants, although in some cases such former personnel will be retained by the relevant portfolio company or Fund. Although the use of Senior Advisors and the allocation of compensation paid to them by Radial, its affiliates and/or the portfolio companies may subject Radial and/or its affiliates to conflicts of interest, Radial believes that such conflicts are mitigated 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 Senior Advisor is lower than market rates for the services provided and/or if the quality of the services of the Senior Advisor make a greater contribution to the success of the portfolio company. Although Radial seeks to retain Senior Advisors 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. Radial also seeks to reduce conflicts of interest resulting from such arrangements by structuring compensation packages for such persons in a manner that Radial believes will align such persons' interests with those of the Funds' limited partners.

Radial and a Fund may from time to time enter into side letters and other agreements with one or more investors whereby, in consideration for agreeing to invest certain amounts in the Fund or other consideration, such investors may be granted rights not otherwise afforded to any or all

investors. Such agreements may entitle an investor to make an investment in the Fund on terms not available to other investors. Any such terms, including with respect to (a) access to information and reporting obligations of the Fund, (b) transfer rights, (c) preferential withdrawal or liquidity rights, (d) consent rights to certain acts or amendments, (e) economic incentives, (f) purchase rights, (g) advisory board seats, or (h) other matters, may be more favorable than those offered to any other investors. Such agreements will have the effect of establishing rights under, or altering or supplementing the terms of, the Governing Documents with respect to such investor. Radial or a Fund may enter into such agreements with any party as Radial or the Fund may determine, in its sole discretion, at any time. Other investors in the Fund will not necessarily have most-favored-nation rights in respect of all or any of the more favorable terms provided to others, and investors will have no recourse against the Fund, Radial or any other person in the event that certain investors receive additional benefits or other rights pursuant to such agreements that are more favorable than the terms received by all investors. To the extent required by applicable law or otherwise agreed by Radial or the Fund, material terms of certain side letters may be made available to certain investors on a redacted basis without making such terms available to all investors. Investors generally will not otherwise receive disclosure of side letter agreements.

Any of these situations subjects Radial and/or its affiliates to conflicts of interest. Radial attempts to resolve such conflicts of interest in light of its obligations to investors in its Funds and the obligations owed by Radial's advisory affiliates to investors in investment vehicles managed by them, and attempts to allocate investment opportunities among a Fund, other Funds and such investment vehicles in a fair and equitable manner. Radial may allocate a portion of any investment opportunity to one or more third-party investors, including a co-investment vehicle formed to participate in such investment alongside a Fund in accordance with the partnership agreement of the relevant Fund. Such co-investment opportunities may be allocated to one or more existing limited partners of such Fund, lenders, consultants, advisors (including Senior Advisors), employees and/or strategic or other investors, in each case subject to the terms of the Limited Partnership Agreement of the relevant Fund. To the extent that an investment or relationship raises particular conflicts of interest, Radial will review the circumstances of such investment or relationship with a view to addressing and reducing the potential for conflict. Where necessary, Radial consults and receives consent to conflicts from an advisory committee consisting of limited partners of the relevant Fund and such other investment vehicles.

ITEM 9 DISCIPLINARY INFORMATION

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

ITEM 10 OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

As described above in “*Advisory Business*,” the Management Company is affiliated with each of the other Advisers, each of which is (or will be, when formed) registered under the Advisers Act pursuant to the Management Company's registration as an investment adviser in accordance with SEC guidance. These affiliated investment advisers operate as a single advisory business together with the Management Company and serve as managers or general partners of private investment funds and other pooled vehicles and may share common owners, officers, partners, employees, consultants or persons occupying similar positions. All of the Advisers are

under common control and subject to Radial's Code of Ethics and compliance programs adopted pursuant to the requirements of the Advisers Act.

Radial is principally owned by Mr. Carpenter, who is also currently a principal owner of Irving Place Capital, a registered investment adviser that began operations in 2008. As of the date of this Brochure, Mr. Carpenter serves as Co-Managing Partner of Irving Place Capital. Substantially all of the personnel of Irving Place Capital are expected to become personnel of Radial, with the exception of one control person of Irving Place Capital. None of the IPC Funds is currently making new investments. Mr. Carpenter and the Radial team will continue to provide certain services to the IPC Funds solely with respect to existing investments, including dispositions of such investments, while the IPC Funds conclude their activities. Radial expects that such Irving Place Capital personnel will eventually be employed solely by, or associated solely with, Radial. However, during the time that Radial personnel are also providing services to Irving Place Capital generally and to the IPC Funds specifically, Radial expects that such personnel will devote such business time and attention to Irving Place Capital and the IPC Funds as they reasonably consider necessary.

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

Radial has adopted the Radial Code of Ethics and Securities Trading Policy and Procedures (the "**Code**"), which sets forth standards of conduct that are expected of Radial principals and employees (and certain Senior Advisors who have access to Radial's office space and/or information systems) and addresses conflicts that arise from personal trading. The Code (a) requires certain Radial personnel to report their personal securities transactions, (b) prohibits, or requires pre-clearance for, Radial personnel directly or indirectly acquiring beneficial ownership or disposing of any securities (with limited regulatory exceptions), and (c) prohibits Radial personnel from directly or indirectly acquiring beneficial ownership of securities in which Radial has material non-public information, without first obtaining approval from the Radial Chief Compliance Officer. These requirements also apply to family members living in the same household as such Radial personnel. In addition, the Code requires such personnel to comply with procedures designed to prevent the misuse of, or trading upon, material non-public information. A copy of the Code will be provided to any investor or prospective investor upon request to Swen Kupferschmid-Rojas, the Chief Compliance Officer, at (212) 551-4600. Personal securities transactions by employees who manage client accounts are required to be conducted in a manner that prioritizes the client's interests in client eligible investments.

To the extent Radial personnel are also employed by Irving Place Capital as described above in "*Other Financial Industry Activities and Affiliations*," such personnel are additionally subject to the Irving Place Capital Code of Ethics and Securities Trading Policy and Procedures, which is substantially similar to the Code.

Radial and its affiliated persons may come into possession, from time to time, of material non-public 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, Radial 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 Radial. Accordingly, should Radial or any of its affiliated persons come into possession of

material non-public or other confidential information with respect to any public company, Radial would be prohibited from communicating such information to clients, and Radial will 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 Radial personnel serving as directors of public companies and may restrict trading on behalf of clients, including the Funds.

Principals and employees of Radial and its affiliates may, directly or indirectly, own an interest in the Funds or certain co-investment vehicles. Any co-investment vehicles may invest in one or more of the same portfolio companies as the Funds. Co-investment opportunities may also be presented to certain affiliates of Radial, as well as third-party investors and other persons, and such co-investments may be effected through co-investment vehicles or directly in a particular portfolio company. Additionally, the Funds may invest together with other private investment funds advised by an affiliate of Radial in the manner set forth in the Limited Partnership Agreements and Radial's Allocation / Co-Investment Policy. Radial will allocate investment opportunities in a manner it believes in its sole discretion is fair and equitable to its clients, consistent with its fiduciary obligations, and may take into consideration factors such as the following: the client's investment restrictions, objectives, criteria, operating guidelines and/or limitations (including those set forth in the relevant client's governing documents, where applicable), strategy, risk profile, time horizon, tax sensitivity, tolerance for turnover, asset composition (including diversification limitations) and cash level; applicable regulatory restrictions; potential conflicts caused by a particular allocation; whether an investment opportunity is a follow-on investment for a Fund; whether a Fund is in its investment period and whether a Fund has fully subscribed to the particular investment opportunity. In the case of co-invests, Radial may grant certain third-party investors the opportunity to evaluate specified amounts of prospective co-investments in a Fund's portfolio companies or otherwise to have priority in co-investment opportunities.

Radial 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 which 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 vehicles sponsored by Radial (the "**Reference Funds**") may restrict, limit or prohibit, in whole or subject to certain procedural requirements, investments of certain other vehicles in issuers held by such Reference Funds or may give priority with respect to investments to such Reference Funds. Some of these restrictions could be waived by investors (or their representatives or advisory boards) in such Reference Funds. However, Radial may or may not, in its sole discretion, seek any such waiver and, in any event, there can be no assurance that any waiver sought would be obtained.

From time to time, and as permitted by the applicable Limited Partnership Agreement, Radial may borrow funds on behalf of a Fund and contributes such borrowed amounts to the relevant Fund as a special capital contribution for investment, to be redeemed at a later date. Interest in connection with such borrowing is borne by the relevant Fund as a Fund expense, consistent with the Limited Partnership Agreement (or other governing document) and the expense policy described above in "*Fees and Compensation*." In borrowing on behalf of a Fund, Radial is subject to conflicts of interest between repaying its obligations and retaining such borrowed amounts for the benefit of the Fund. Radial will effect such borrowings in a manner it believes to

be fair and equitable to the Fund, and consistent with Radial's obligations to the Fund and under the Limited Partnership Agreement.

Use of Subscription Lines. As described above in "*Fees and Compensation*," the Funds may fund the making of investments with proceeds from drawdowns under one or more revolving credit facilities (the collateral for which can be, for example, the undrawn capital commitments of investors, *i.e.*, subscription lines) prior to calling capital commitments. The interest expense and other costs of any such borrowings will be borne by the relevant Fund and, accordingly, may decrease net returns of such Fund. It is expected that interest will accrue on any such outstanding borrowings at a rate lower than the preferred return, which will begin accruing when capital contributions to fund such investments, or repay borrowings used to fund such investments, are actually made to the relevant Fund. In light of the foregoing, Radial has an incentive to cause such vehicle to borrow in this manner in lieu of drawing down capital commitments, subject to the operating and offering documents of each Fund.

Service Providers. As described above in "*Fees and Compensation*," Radial and its personnel may maintain relationships with service providers (including lenders, brokers, attorneys, investment banking firms and other professional service providers), and such service providers may be investors in a Fund or may be sources of opportunities for or counterparties in other transactions with the Fund or Radial. Radial and its personnel may receive other benefits from these relationships that are not made available to the Fund. This presents a conflict of interest, as it may influence the Fund or Radial in deciding whether to select such a service provider or have other relationships with that service provider. Senior Advisors and other service providers to a Fund or Radial may charge different rates for their services or may have different arrangements for specific types of services, which may be more beneficial to certain of such persons than others or may benefit Radial or its affiliates to a greater degree than the benefit accorded to the Fund. These benefits may include more favorable rates or arrangements available to Radial than those payable by the Fund, and the Fund will not be entitled to share in any such benefits.

Use of Placement Agents. As described below in "*Brokerage Practices*," a Fund or Radial may engage placement agents in respect of the offering of interests in the Fund to certain prospective investors. Any such placement agent acts for the Fund or Radial and not as an investment adviser to prospective investors in connection with the offering of such interests. Prospective investors must independently evaluate the offering and make their own investment decisions. In making those decisions, prospective investors should be aware that a placement agent would generally be paid a placement fee based upon the amount of capital invested or committed to the Fund by investors that such placement agent introduces to Radial or the Fund. Any placement agent fees and expenses will be borne by the Fund. In the event any placement agent is engaged in respect of the Fund, prospective investors should also note that at various times such placement agent may act as placement agent for other fund sponsors and funds, including fund sponsors and funds that are not affiliated with Radial, and including fund sponsors and funds that may offer interests that are similar to the interests in the Fund. Such unaffiliated fund sponsors may pay placement fees on terms different from the fees placement agents may receive in respect of the Fund, and such differences in fees may influence a placement agent's decision to introduce prospective investors to the Fund. Furthermore, a placement agent may seek to do business with and earn fees or commissions from affiliates or investments of a Fund and Radial (*e.g.*, in connection with financing or investment banking services, securitization activity, lending or arranging credit, or other transactions). Accordingly, prospective investors should recognize that

each placement agent's participation as a placement agent for interests in a Fund may be influenced by its interest in such current or future fees and commissions. Prospective investors should also be aware that affiliates or employees of a placement agent could invest in the Fund on their own behalf and/or on behalf of their clients. Each prospective investor should consider these issues in making its investment decision.

Other Private Equity Vehicles. Radial's principals, employees or Senior Advisors invest in other private equity investment vehicles (including single investor-co-investments) managed by other advisers. In some cases, Radial, its affiliates or the Funds may purchase portfolio companies that are owned by such other investment vehicles, which may indirectly benefit any such principals, employees or Senior Advisors.

ITEM 12 BROKERAGE PRACTICES

Radial 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, Radial may also distribute securities to investors in the Funds or sell such securities, including through using a broker-dealer, if a public trading market exists. Although Radial does not intend to regularly engage in public securities transactions, to the extent it does so, it will follow the brokerage practices described below.

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

Radial 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 Radial 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 Radial seeking to obtain best execution, brokerage commissions on client transactions may be directed to brokers in recognition of research furnished by them, although Radial generally does not make use of such services at the current time and has not made use of such services since its inception. As a general matter, research provided by these brokers would be used to service all of the Funds. However, each and every research service may not be used for the benefit of each and every Fund managed by Radial, 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.

To the extent that Radial 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.

Radial does not anticipate engaging in significant public securities transactions; however, to the extent that Radial 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, Radial may also purchase or sell the same securities or instruments for several Funds simultaneously. From time to time, Radial 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 executed in a manner intended to ensure that no participating Fund of Radial 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 Fund. 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.

In Radial's private company securities transactions on behalf of the Funds, Radial may retain one or more broker-dealers or investment banks, the costs of which will be borne by the relevant Fund and/or its portfolio companies. In determining to retain such parties, Radial may consider a variety of factors, including: (a) capabilities with respect to the type of transaction being contemplated; (b) commissions or fees charged; (c) reputation of the firm being considered; and (d) responsiveness to requests for information. As a result, although Radial generally will seek reasonable rates for such services, the market for such services involves more subjective evaluations than public securities brokerage transactions, and the Funds may not pay the lowest commission or fee for such services.

From time to time, Radial may engage a broker-dealer or placement agent ("**Agent**") to assist with the sale of Fund interests to third parties. In accordance with the Governing Documents of the relevant Fund, the cost associated with the use of such Agent will typically constitute a permissible fund expense, but analysis should be done to determine the proper allocation among Funds, Radial, or other entities. Radial will conduct an initial "best execution" review of placement agents prior to their engagement. This review will include: an evaluation of the Agent's capabilities and service offerings compared to its peers; the competitiveness of fees charged by the Agent; the Agent's reputation in the industry, including recommendations received from professional advisors and industry contacts; the network of prospective limited partner relationships maintained by the Agent; experience placing limited partners into the strategy of a particular fund; recent track record of the Agent in executing similar transactions; control procedures, including cybersecurity

and capital controls, among others; and FINRA's broker check and any disciplinary history at the placement agent or its executives.

ITEM 13 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, Radial closely monitors the portfolio companies in which the Funds invest, and the Chief Compliance Officer periodically checks to confirm that each Fund is maintained in accordance with its stated objectives. Radial principals, including Mr. Carpenter, serve on the investment committee of the Advisers and work closely with other Radial professionals to oversee and monitor the operations, financial performance and strategic direction of each Fund and its investment(s).

Radial will generally provide to a Fund's limited partners (a) audited financial statements annually, (b) unaudited financial statements for the first three quarters of each fiscal year, (c) annual tax information necessary for each partner's U.S. tax returns, and (d) descriptive investment information for each portfolio company at least annually. In addition to the information provided to all investors, the Advisers may provide certain investors with additional information or more frequent reports that other investors will not receive.

ITEM 14 CLIENT REFERRALS AND OTHER COMPENSATION

Radial and/or its affiliates provide certain business or consulting services to companies in a Fund's portfolio and receive compensation from these companies in connection with such services. As described in the Governing Documents, this compensation may, in many cases, offset a portion of the Management Fees paid by a Fund. However, in other cases (*e.g.*, reimbursements for out of pocket expenses directly related to a portfolio company), these fees may be in addition to Management Fees. Please see "*Fees and Compensation*" above for more information.

From time to time, the Advisers may enter into placement arrangements pursuant to which they compensate third parties for referrals that result in a potential investor becoming an investor in a Fund.

ITEM 15 CUSTODY

Due to Radial's affiliates serving as General Partners of each Fund, Radial is deemed under Rule 206(4)-2 of the Advisers Act to have custody of the Funds' cash and securities. The Funds' cash and securities are held by one or more qualified custodians that are not affiliated with Radial, and Radial regularly reconciles its records to those of the qualified custodians.

The Funds are subject to an annual audit in accordance with generally accepted accounting principles as promulgated in the United States. Audited financial statements are distributed to limited partners within 120 days of each Fund's fiscal year end in accordance with Rule 206(4)-2 of the Advisers Act.

ITEM 16 **INVESTMENT DISCRETION**

Radial has discretionary authority to manage investments on behalf of the Funds. As a general policy, Radial does not allow a Fund's limited partners to place limitations on this authority. Pursuant to the terms of the Limited Partnership Agreements, however, Radial enters 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 similar reasons. Radial assumes this discretionary authority pursuant to the terms of the Governing Documents and powers of attorney executed by the limited partners of the Funds.

ITEM 17 **VOTING CLIENT SECURITIES**

Radial has adopted the Radial 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 Radial votes proxies (or similar instruments) in the best interest of the Funds, including where there may be material conflicts of interest in voting proxies. Radial 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 Radial 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 Radial's vote in a particular solicitation. Radial does not consider service on portfolio company boards by Radial personnel or Radial'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 Radial when voting proxies on behalf of a Fund. A copy of the Proxy Policy or information regarding how Radial voted proxies for particular portfolio companies will be provided to any investor or prospective investor upon request to Swen Kupferschmid-Rojas, the Chief Compliance Officer, at (212) 551-4600.

ITEM 18 **FINANCIAL INFORMATION**

Radial 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. None of the Advisers has been the subject of any bankruptcy petition.