

ITEM 1 - COVER PAGE

FORM ADV PART 2A AND 2B: FIRM BROCHURE



WAUD CAPITAL PARTNERS, L.L.C.

**300 North LaSalle Street
Suite 4900
Chicago, Illinois 60654**

**Contact: Mark Flower
(312) 676-8425 (phone)
(312) 676-8444 (facsimile)
mflower@waudcapital.com**

www.waudcapital.com

March 30, 2020

This Firm Brochure (“**Brochure**”) provides information about the qualifications and business practices of Waud Capital Partners, L.L.C. (referred to herein as “**Adviser**” or “**WCP**”). If you have any questions about the contents of this Brochure, please contact Mark Flower at (312) 676-8425 or mflower@waudcapital.com. 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.

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

Additional information regarding WCP is also available on the SEC’s website at www.adviserinfo.sec.gov.

ITEM 2 MATERIAL CHANGES

Since WCP's last annual Brochure filing on March 29, 2019, WCP has closed on a new fund Waud Capital Partners QP V, L.P. and Waud Capital Partners FIF V, L.P. (collectively, "**Fund V**") as also reflected in this Brochure and in the Form ADV Part 1 filing. WCP routinely makes changes throughout its Brochure to improve and clarify the descriptions of its business practices and compliance policies and procedures or in response to evolving industry and Firm practices. In this year's filing, the following Items have been updated, in addition to certain immaterial changes and/or conforming changes related to the following:

- Item 4: updated to reflect regulatory assets under management as of December 31, 2019; and
- Item 8: updated to reflect additional risk factors; and conflicts of interest.

Pursuant to SEC rules, WCP provides clients and their limited partners a summary of material changes to its Brochure within 120 days of the close of WCP's fiscal year. WCP may provide further disclosures about material changes as deemed necessary. Additionally, WCP will provide to clients and their limited partners a new Brochure as necessary, without charge. WCP's Brochure may be requested by contacting Mark Flower, Chief Compliance Officer, at (312) 676-8425 or mflower@waldcapital.com.

ITEM 3 **TABLE OF CONTENTS**

	<u>Page</u>
Item 1	Cover Page i
Item 2	Material Changes ii
Item 3	Table of Contents..... iii
Item 4	Advisory Business.....1
Item 5	Fees and Compensation2
Item 6	Performance-Based Fees and Side-By-Side Management.....6
Item 7	Types of Clients7
Item 8	Methods of Analysis, Investment Strategies and Risk of Loss8
Item 9	Disciplinary Information24
Item 10	Other Financial Industry Activities and Affiliations24
Item 11	Code of Ethics, Participation or Interest in Client Transactions and Personal Trading25
Item 12	Brokerage Practices27
Item 13	Review of Accounts28
Item 14	Client Referrals and Other Compensation29
Item 15	Custody.....29
Item 16	Investment Discretion30
Item 17	Voting Client Securities31
Item 18	Financial Information32
	Brochure Supplement.....33

ITEM 4 ADVISORY BUSINESS

Firm Description

Founded in 1993, Waud Capital Partners, L.L.C. (referred to herein as “**Adviser**” or “**WCP**”) and its related entities are a growth-oriented private equity firm based in Chicago. WCP partners with exceptional management teams to build market leading companies within two sectors: healthcare services and business and technology services. WCP targets businesses in large, growing, inefficient and highly fragmented markets within these sectors and seeks to grow companies both organically and through follow-on acquisitions.

WCP provides investment advisory services to the following limited partnerships (collectively referred to herein as the “**WCP Funds**”): Waud Capital Partners, L.P. (“**Fund I**”); Waud Capital Partners II, L.P., Waud Capital Partners QP II, L.P. and Waud Capital Partners FIF II, L.P. (collectively, “**Fund II**”); Waud Capital Partners III, L.P., Waud Capital Partners QP III, L.P. and Waud Capital Partners FIF III, L.P. (collectively, “**Fund III**”); Waud Capital Partners IV, L.P., Waud Capital Partners QP IV, L.P. and Waud Capital Partners FIF IV, L.P. (collectively, “**Fund IV**”) and Waud Capital Partners QP V, L.P. and Waud Capital Partners FIF V, L.P. (collectively, “**Fund V**”). More information about the WCP Funds is available in WCP’s Form ADV Part 1, Schedule D, Section 7.B.(1).

WCP also manages co-investment vehicles that facilitate co-investments in portfolio companies of the WCP Funds. WCP currently manages two types of co-investment vehicles: one type includes certain WCP Fund limited partners or third-party investors investing in a single WCP portfolio company alongside a WCP Fund (“**WCP Fund Co-Invest Vehicles**”), which is managed by the relevant WCP Fund GP of the relevant WCP Fund. The second type of co-investment vehicle includes only WCP senior management employees or WCP affiliated persons (i.e., no WCP Fund limited partners or third-party investors) investing on a side-by-side basis with the WCP Funds in the same portfolio companies as its relevant WCP Fund (“**WCP Employee/Affiliate Co-Invest Vehicles**” and together with the WCP Fund Co-Invest Vehicles, “**WCP Co-Invest Vehicles**”). **[Additionally, in certain circumstances, as more fully described in Item 7 below, WCP also permits certain investors and third parties to co-invest directly into a portfolio company. Unlike the WCP Fund Co-Invest Vehicles mentioned above, such direct co-investments are not considered WCP Funds or clients of WCP].** More information about these co-investment vehicles is available in WCP’s Form ADV Part 1, Schedule D, Section 7.B.(1).

The WCP Funds are private equity funds that invest through negotiated transactions in operating entities. WCP’s investment advisory services to the WCP Funds consist of identifying and evaluating investment opportunities, negotiating investments, managing and monitoring investments, and achieving dispositions for such investments. Investments are made predominantly in non-public portfolio companies, although investments in public portfolio companies are permitted. The senior investment professionals and other related persons of WCP and/or a third-party person appointed by WCP serve on such portfolio companies’ respective boards of directors or otherwise act to influence control over the management of portfolio companies held by the WCP Funds.

WCP's investment advisory services for the applicable WCP Fund are detailed in the relevant private placement memoranda (each, "**Private Placement Memorandum**"), limited partnership agreements (each, "**Partnership Agreement**"), subscription agreements, side letters and investment management agreements (together with the Private Placement Memorandum and the Partnership Agreement, the "**Governing Documents**") and are further described below in Item 8. WCP provides investment advisory services to the applicable WCP Fund through its affiliated general partner entities (collectively, "**WCP Fund GPs**"), each of which is deemed registered under the Advisers Act pursuant to WCP's registration in accordance with SEC guidance. While the WCP Fund GPs maintain ultimate authority over their respective WCP Funds, WCP has been designated the role of investment adviser. This Brochure describes the business practices of the WCP Fund GPs, which operate as a single advisory business together with WCP, and unless the context otherwise requires, references in this Brochure to "WCP" should be construed to mean the relevant WCP Fund GP and/or its affiliates and their respective personnel. More information about the WCP Fund GPs is available in WCP's Form ADV Part 1, Schedule D, Section 7.A.

Limited partners in a WCP Fund participate in the overall investment program for the applicable Fund but may be excused from a particular investment due to legal, regulatory or other applicable constraints. WCP Fund GPs have entered into side letters or other similar agreements with certain limited partners that have the effect of establishing rights under or supplement the applicable Partnership Agreement. Side letters are negotiated at the time of the relevant limited partner's capital commitment and once invested in a WCP Fund, limited partners generally cannot impose additional guidelines or restrictions on such WCP Fund.

As of December 31, 2019, WCP had regulatory assets under management of approximately \$3.2 billion, all of which are managed on a discretionary basis in WCP's sole discretion. This calculation includes regulatory assets under management for all WCP Funds and WCP Co-Invest Vehicles as of December 31, 2019.

Principal Owners

The WCP Fund GPs are owned by Reeve B. Waud, his related entities and other WCP senior management employees. WCP is ultimately owned and controlled by Mr. Waud. For more information about WCP's owners, please see WCP's Form ADV Part 1, Schedule A.

ITEM 5 FEES AND COMPENSATION

In general, WCP and WCP Fund GPs receive a management fee and carried interest allocation and certain other supplemental fees in connection with its investment advisory services.

Management fees, generally, are paid by each WCP Fund and WCP Fund Co-Invest Vehicle to its respective WCP Fund GP on a semi-annual basis (each, "**Management Fee Period**") and are payable as of a date (each such date, "**Management Fee Payment Date**") five days following the commencement of the relevant Management Fee Period, billed partially in arrears for the first five days and in advance for the remainder of the period. While the WCP Fund is in its commitment period (typically a length of six years after the effective date of the WCP Fund), the management fee will be calculated based on a percentage per annum of the aggregate limited

partner capital commitments (“Commitments”) for such WCP Fund. The percentage per annum for Fund III, Fund IV and Fund V is equal to 2.0%. Effective upon the commencement of the reduction period, generally upon the first Management Fee Payment Date after the expiration of the commitment period, the management fee will be reduced to 2.0% per annum of the aggregate amount of investment contributions with respect to investments that have not been disposed of less the aggregate amount of permanent write-downs of investments, as designated by the relevant WCP Fund Valuation Committee, that have not been disposed of. The WCP Fund Co-Invest Vehicles’ management fees generally are equal to or lower than the management fee rate charged to the applicable WCP Fund. The specific management fees charged to each WCP Fund or WCP Fund Co-Invest Vehicle are described in each WCP Fund’s or WCP Fund Co-Invest Vehicle’s Governing Documents. Fund I and Fund II are no longer paying management fees.

WCP and WCP Fund GPs provide certain management, advisory, transaction-related, financial advisory and other services for, and receive fees from, current or prospective portfolio companies of the WCP Funds, including fees in connection with mergers, acquisitions, follow-on acquisitions, refinancings, public offerings, sales and similar transactions. WCP and WCP Fund GPs are permitted to retain advisory fees, administration fees, consulting fees, directors’ fees, transaction closing fees, breakup fees, commitment fees and any other similar fees from, or on behalf of, WCP Funds portfolio companies (collectively, “**Service Fees**”), although applicable WCP Fund management fees may be offset by a portion of the Service Fees received, net of any expenses incurred in connection with such services not reimbursed, as set forth in the Partnership Agreement of the applicable WCP Fund. Further, any such offset of a WCP Fund’s management fee is typically limited to such WCP Fund’s proportionate interest in any such portfolio company and only to the extent a management fee is payable by a WCP Fund currently or in the future. Additionally, in connection with these services, a portfolio company reimburses WCP for expenses (including, without limitation, travel and out-of-pocket expenses) incurred by WCP in performing these services for such portfolio company and such reimbursements are not subject to any management fee offset.

Limited partners in WCP Funds also receive a reduction in management fees with respect to all placement agent fees paid, if any, and organizational expenses (discussed below) paid in excess of a maximum amount as specified in the relevant Governing Documents.

No management fee is payable by the WCP Employee/Affiliate Co-Invest Vehicles, as investors in the WCP Employee/Affiliate Co-Invest Vehicles are comprised of only senior management employees of WCP or affiliated persons of WCP and do not include any non-affiliated third-party investors.

In addition to the management fee, the WCP Funds will pay all fees, costs, expenses, liabilities and obligations relating to each WCP Fund’s activities, investments and business (“**Partnership Expenses**”) that are not reimbursed by a portfolio company (which reimbursements may be for travel (including in some cases, where not prohibited in the relevant Fund’s Governing Documents, private air travel) and any other expenses incurred in connection with such portfolio company), and which differ across the WCP Funds, including: (i) all fees, costs, expenses, liabilities and obligations attributable to structuring, organizing, acquiring, managing, operating, holding, valuing, winding up, liquidating, dissolving and disposing of a WCP Fund’s investments, including follow-on investments and refinancings (including payments of principal, interest and

fees on money borrowed by or on behalf of the WCP Funds, compensation for services provided by the Operations Group (defined below) or any member thereof, transfer or registration fees and expenses and brokerage, finder's, custodial and other fees and expenses); (ii) all legal, accounting, administration, auditing, travel (including, where not prohibited in the relevant Fund's Governing Documents, private air travel), consulting (including consulting and retainer fees paid to the Operations Group (or any member thereof) or a Third-Party Professional (defined below), consultants performing investment initiatives and other similar consultants), insurance (including directors and officers, errors and omissions liability and other insurance), broker, finder's, financing commitment fees, real estate title, survey and appraisal costs, printing, custodian, depository, transfer, registration and other similar fees and expenses; (iii) expenses incurred in connection with third-party valuations; (iv) fees, costs and expenses associated with the preparation or distribution of each WCP Fund's financial statements, tax returns, tax estimates, Schedule K-1s or any other administrative, regulatory or other WCP Fund-related reporting or filing obligations; (v) costs and expenses of the board of advisors and annual meetings of the limited partners and any other meeting with any limited partner(s); (vi) all fees, costs, expenses, liabilities and obligations and extraordinary costs and expenses (such as litigation, indemnification, judgments and settlements, if any); (vii) out-of-pocket fees, costs and expenses incurred in connection with transactions not consummated (including travel expenses), and with regard to Fund II and Fund III, including such expenses incurred on behalf of any WCP Employee/Affiliate Co-Invest Vehicles or any other co-investment vehicles; with regard to Fund IV and Fund V, WCP Employee/Affiliate Co-Invest Vehicles will bear their pro rata share of such fees, costs and expenses including any other co-investment vehicles fees, costs and expenses; and (viii) any taxes, fees or other governmental charges levied against the WCP Fund.

In certain circumstances, one WCP Fund or WCP Co-Invest Vehicle will pay an expense common to multiple WCP Funds or WCP Co-Invest Vehicles (e.g., legal expenses for a transaction in which all such WCP Funds participate) and be reimbursed by the other WCP Funds or WCP Co-Invest Vehicles for their share of such expense, without interest. Where one or more WCP Funds to which an expense would otherwise be allocable are not permitted to receive an allocation based on the applicable Governing Documents, the portion of the expense attributable to such WCP Fund will be borne by WCP.

Each WCP Fund was also responsible for the organizational and start-up fees, costs and expenses ("**Organizational Expenses**") for raising the WCP Fund, up to a maximum amount as specified in such WCP Fund's Governing Documents. Organizational Expenses include all actual out-of-pocket expenses (including travel, printing, legal, capital raising, accounting, regulatory compliance (including the initial compliance contemplated by the Alternative Investment Fund Managers Directive or any similar law, rule or regulation), and any administrative or other filings, web portal fees and expenses and financial advisory fees and expenses) incurred in connection with the organization, funding and start-up of the Partnership, the General Partner, the Ultimate General Partner, the Parallel Investment Fund, the Parallel Investment Fund General Partner and any affiliated management company, including the preparation of, and negotiations with respect to, this Agreement and any side letters or similar agreements, but not including (i) Placement Fees or (ii) any payments to the General Partner, the Ultimate General Partner, the Parallel Investment Fund General Partner or any of their Affiliates as salary, consulting or related payments.

WCP will bear its own expenses in connection with maintaining and operating its offices (such as compensation of its employees (except as otherwise described in the relevant WCP Fund Partnership Agreement), rent, utilities and general office expenses, other than, for the avoidance of doubt, compensation and any related direct or allocable overhead expenses associated with Operations Group Services (discussed below), other affiliated or non-affiliated consultants providing services to the WCP Funds' portfolio companies and secondment of WCP personnel in certain circumstances).

WCP has engaged and retained advisers, consultants, executive partners, operating partners and other similar professionals or affiliates of WCP ("**Third-Party Professionals**") to assist with acquiring and managing WCP Fund portfolio companies. Third-Party Professionals assist in researching, identifying and providing recommendations regarding target markets, market segments and companies for potential acquisition or investment. Pursuant to written arrangements, Third-Party Professionals are compensated by WCP through service payments prior to an acquisition and/or a transaction fee upon the closing of an acquisition and these service and/or transaction fee payments become a reimbursable deal expense upon the closing of the acquisition. Upon the successful acquisition of a portfolio company, Third-Party Professionals become an executive officer of the portfolio company, serve on such portfolio company's board of directors and/or provide on-going services for the portfolio company, perhaps in addition to serving on the board. Compensation for such service to a portfolio company is paid directly by such portfolio company. In addition, Third-Party Professionals are also reimbursed for the cost of their travel to and from portfolio company board meetings and other portfolio company business and such expenses are generally borne by the relevant portfolio company which the Third-Party Professional is advising but may also be paid by the relevant WCP Fund. Third-Party Professionals may be entitled to a portion of profits pursuant to a portfolio company incentive equity and/or option plan or from the profits of the WCP Funds and WCP Co-Invest Vehicles' investment in the portfolio company (through such WCP Funds or WCP Co-Invest Vehicles' carried interest). The above service payments to Third-Party Professionals by WCP for pre-acquisition or by the portfolio company after acquisition are considered compensation to the Third-Party Professionals and not Service Fee payments to the WCP Fund GP; therefore, such compensation does not offset management fees payable by limited partners. A Third-Party Professional may invest in a WCP Fund or WCP Co-Invest Vehicle or may invest directly in a portfolio company.

WCP has created an operations group (the "**Operations Group**") comprised of non-investment professionals employed or retained by WCP or any of its affiliates primarily to provide consulting services to any current or prospective portfolio company of the WCP Funds and/or to support WCP and/or its investment professionals in connection with their activities in relation to the identification, acquisition, holding, improvement and disposition of portfolio companies, including the operational aspects of such companies. The consulting services and/or support include, among others, sales, marketing, technology, portfolio company industry compliance, human resources, human capital management, acquisition integration/rationalization and/or other operational services, acquisition or other due diligence or similar services ("**Operations Group Services**"). Operations Group Services fees and reimbursable expenses are Partnership Expenses to be paid and/or reimbursed by either the WCP Funds, the WCP Co-Invest Vehicles or any alternative investment vehicle and/or any current or prospective portfolio company of the WCP Funds (with the approval of the portfolio company's management team), provided, that, in each case, such services and/or support are provided at a cost no greater than the cost that would be

charged by an unaffiliated third party for comparable services and/or support. Such fee compensation can include, among others, consulting and retainer fees, an equity interest in a portfolio company or a profits interest pursuant to a portfolio company incentive equity and/or option plan or from the profits of the WCP Funds, WCP Co-Invest Vehicles or any alternative investment vehicle's investment in the portfolio company. For Operations Group Services provided, the Operations Group charges fees for such services and/or support at agreed upon rates (rates are determined by category or level of service provided) or based upon each member's time spent providing Operations Group Services and for any related expenses (direct or allocable) associated with such services. The payments by portfolio companies to the Operations Group or its members are considered compensation to the Operations Group or its members and not Service Fee payments to the WCP Fund GP; therefore, such compensation does not offset management fees payable by limited partners.

From time to time, WCP may (in its sole discretion), agree to pay a transaction fee, portion of carried interest or other fee received from an actual or prospective portfolio company to a third party, such as a Third-Party Professional, consultant, adviser, finder, placement agent, broker and/or investment banker. In such event, the third-party fee is not a fee that WCP is entitled to retain and, therefore, WCP is not required under the terms of the applicable Governing Documents to share such third-party fees with a WCP Fund (or to offset managements fees of a WCP Fund by such amount).

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

WCP Fund GPs typically receive a performance-based carried interest allocation (“**Carried Interest**”) with respect to the WCP Funds and the WCP Fund Co-Invest Vehicles of up to 20% of all realized profits in excess of an 8% annually compounded preferred return, subject to a WCP Fund GP catch-up provision as more fully described in the applicable WCP Fund and WCP Fund Co-Invest Vehicle Governing Documents. Carried Interest allocations distributed to the relevant WCP Fund GP, as applicable, are subject to a potential giveback to the extent the relevant WCP Fund GP receives distributions in excess of entitled distributions. These performance-based arrangements have been structured subject to Section 205(a)(1) of the Advisers Act in accordance with the available exemptions thereunder, including the exemption set forth in Rule 205-3.

The WCP Employee/Affiliate Co-Invest Vehicles do not pay Carried Interest as investors in the WCP Employee/Affiliate Co-Invest Vehicles are comprised of only senior management employees of WCP or affiliated persons of WCP and do not include non-affiliated third-party investors.

The fact that each WCP Fund GP's Carried Interest allocations are based on the performance of each WCP Fund or WCP Fund Co-Invest Vehicle creates an incentive for a WCP Fund GP to make investments that are more speculative than would be the case in the absence of such distributions. However, WCP believes this potential incentive is sufficiently mitigated by the following: (i) any losses the WCP Funds or WCP Fund Co-Invest Vehicles sustain will reduce each WCP Fund GP's Carried Interest distribution; (ii) the WCP principals have a substantial financial commitment to the WCP Funds; and (iii) Carried Interest is generally calculated only

after limited partners have received as distributions 100% of their capital contributions plus a preferred return.

With regards to side-by-side management, in an effort to reduce the potential for any conflict of interest regarding favoring one WCP Fund or WCP Co-Invest Vehicle over another, WCP Funds and WCP Co-Invest Vehicles invest together on a side-by-side basis in each relevant portfolio company investment. WCP's procedures are designed to ensure that all investment decisions are made in accordance with WCP's fiduciary duties to the WCP Funds and without consideration of WCP's (or its affiliates' or employees') pecuniary interest. Further, WCP will not allocate investment opportunities based in whole or in part on (i) the relative fee structure or amount of fees paid by any WCP Fund or (ii) the profitability of any WCP Fund. See Item 11 for a discussion of how WCP manages concurrent WCP Funds.

ITEM 7 TYPES OF CLIENTS

The investments in the WCP Funds and the WCP Fund Co-Invest Vehicles are only offered and sold to institutional investors and certain high net-worth individuals that are "accredited investors" as defined in the Securities Act of 1933, as amended, and are either "qualified clients," as defined by the Advisers Act or "qualified purchasers" or "knowledgeable employees" as defined by the Investment Company Act of 1940, as amended. The WCP Funds and the WCP Fund Co-Invest Vehicles generally have varying minimum Commitment amounts depending on the WCP Fund. Such minimum Commitment amounts may be waived at the sole discretion of the relevant WCP Fund GP.

The limited partners participating in WCP Funds and the WCP Fund Co-Invest Vehicles include a broad range of U.S. and non-U.S. individuals and institutional investors, including, among others, public pension, corporate pension, union pension, endowments, foundations, insurance companies, sovereign wealth funds, funds of funds, other investment entities, trusts, estates or other corporations or business entities.

For the WCP Employee/Affiliate Co-Invest Vehicles, investors are comprised of only senior management employees of WCP or affiliated persons of WCP and do not include non-affiliated third-party investors.

For WCP Fund Co-Invest Vehicles or direct co-investments in portfolio companies, WCP may, in its sole discretion, permit one or more (but not necessarily all) WCP Fund limited partners or affiliated persons and/or third parties to co-invest alongside the WCP Fund in one or more portfolio companies. As referenced in Item 4 above, in certain cases co-investments have been structured either as (i) a WCP Fund Co-Invest Vehicle or (ii) a direct investment by certain investors into a portfolio company or its holding or operating company. When structured as a WCP Fund Co-Invest Vehicle, WCP considers the investment to be a WCP Fund client, identifies the WCP Fund Co-Invest Vehicle in its Form ADV Part 1, Schedule D, Section 7.B.(1), obtains an audit or review for the WCP Fund Co-Invest Vehicle, reserves the option to assess a management fee and carried interest on such WCP Fund Co-Invest Vehicle and includes the amount of assets of the WCP Fund Co-Invest Vehicles in WCP's regulatory assets under

management. In the case of direct co-investments, WCP does not consider the investment to be a WCP Fund Co-Invest Vehicle or a WCP Fund, does not act as the investment manager to the co-investment portion of the investment, does not charge management fees or carried interest to the investment, does not have custody of the investment or include the amount of assets of the co-investment in WCP's regulatory assets under management. Opportunities to participate in a co-investment are offered to affiliated persons and third parties include, without limitation, management teams, strategic limited partners, lenders, deal sources, other private equity or venture capital firms, other persons or entities affiliated, associated or otherwise known to WCP or its personnel and unrelated third parties. Additionally, certain individuals who source transactions may negotiate co-investment rights or co-investment priority rights as a component of their compensation or other arrangements with the relevant WCP Fund. Permission to co-invest will be based upon various factors, including the sophistication of the investor, the ability of the investor to fund and complete the investment on a timely basis, and for strategic or other reasons. When co-investment opportunities are permitted, it is possible that the size of the investment opportunity otherwise available to the WCP Fund(s) will be less than it would otherwise have been without the inclusion of such co-investors. WCP is not obligated to make co-investment opportunities available to any particular limited partner, however, WCP generally will offer co-investment opportunities to WCP Fund limited partners invested in the portfolio company through a WCP Fund. Historically, not all relevant WCP Fund limited partners offered the co-investment opportunities chose to participate.

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

WCP is a private investment firm that partners with management teams to acquire, improve and grow companies in the U.S. lower middle market primarily through control-oriented growth equity investments, strategic mergers and acquisitions (“M&A”), buyouts or recapitalizations. WCP's investment philosophy is to partner with industry-leading executives to develop well-run, scalable, high-growth platforms that address large, growing, inefficient and highly fragmented markets within the healthcare services and business and technology services sectors. WCP generally expects to invest \$50 million to \$200 million (including follow-on investments) of total equity in each platform investment and strives to employ a disciplined, standardized and process-driven investment strategy designed to generate superior risk-adjusted returns.

Investment Strategy

WCP's strategy is to build strategic assets and manage risk by identifying attractive industry niches, or sectors, proactively partnering with leading executives, and focusing on growth and operational improvements, while utilizing prudent leverage to enhance, rather than drive, returns. This strategy may include one or more of the following approaches: (i) Executive led – partnering with executives to identify, acquire and build platforms; (ii) Strategic M&A – accelerating growth and realizing synergies through follow-on acquisitions; or (iii) Growth Acceleration – pursuing organic growth initiatives to create value.

By focusing on lower middle-market companies as entry points for platform development, WCP has been able to acquire companies that are well-positioned for transformational growth, but

lacking adequate human and financial capital to create significant value. Depending on the unique circumstances of each platform investment, WCP typically seeks to invest a portion of the equity up front (~50% within twenty-four months) and reserves the remaining capital for follow-on investments over time as part of the company's growth strategy. By successfully transforming these smaller, less sophisticated companies into larger, better-run, higher growth platforms, WCP has benefited from the corresponding increase in scale and strategic significance upon exit.

From the point of idea generation through investment maturity, the Firm rigorously executes its disciplined, standardized and process-driven approach it believes can yield superior risk-adjusted returns. WCP's thesis-driven approach, human capital focus, proactive development efforts, and operational orientation have been consistent since its founding. Over time, the Firm has continuously improved the expression of this philosophy by adding significant resources, systems and processes to create the WCP Ecosystem, a growth-driven value creation engine.

The WCP Ecosystem is composed of four core elements: (i) Business Intelligence & Strategy, (ii) Human Capital, (iii) Business Development, and (iv) Portfolio Operations. These central functions are supported and deeply interconnected by a proprietary combination of data, systems, and business process, and in conjunction with external resources, create a differentiated investment opportunity set and accelerate the pace of investment.

WCP believes that the Ecosystem creates a risk-adjusted and proactive set of circumstances for the Firm to create its own opportunities, irrespective of market conditions. The significant and highly intentional investments made into the WCP Ecosystem serve to support the Firm's elegantly simple, but exceedingly complex, approach to investment lifecycle value creation as best demonstrated across its Three-Phase Process.

With each of its platform investments, WCP generally utilizes its three-phase investment approach, consisting of:

- Phase One – identify attractive markets, draft industry white papers, proactively pursue investment opportunities and partner with leading executives to make an initial platform investment
- Phase Two – invest in infrastructure and human capital of the platform investment to set the stage for future growth
- Phase Three – accelerate growth organically and through follow-on acquisitions, while making operational improvements to the platform investment

WCP believes that adhering to this approach lowers risks both in investment selection and in the successful implementation of growth and operational initiatives. WCP typically invests a portion of its equity commitment up front (approximately 50% of the total commitment) and reserves the remaining capital for growth, deploying it over time for organic growth initiatives and follow-on acquisitions, provided that the investment thesis continues to hold true, thereby generating superior, risk-adjusted returns.

In concert with the Ecosystem, WCP believes its Three-Phase Process positions the Firm to invest capital over the life of its investments, helping WCP achieve superior risk-adjusted returns and consistently creating value for its investors.

Risks of Investment

No investment is free of risk. Current and prospective WCP Fund limited partners are cautioned that investments in securities involve risk of loss, including the possibility of a complete loss of the amount invested, and that they should be prepared to bear these risks. WCP Funds and their limited partners bear the risk of loss that WCP's investment strategy entails. All current and prospective limited partners should be aware of certain risks involved with WCP's investment strategy and an investment in a WCP Fund. These risks, which are generally specified in the relevant Private Placement Memorandum, include, but are not limited to, the following:

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

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

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

Concentration of Investments. Each WCP Fund will participate in a limited number of investments and may seek to make several investments in one industry or one industry segment or within a short period of time. As a result, the WCP Funds' investment portfolio could become highly concentrated, and the performance of a few holdings may substantially affect its aggregate return.

Lack of Sufficient Investment Opportunities. It is possible that a WCP Fund may never be fully invested if enough sufficiently attractive investments are not identified. The business of identifying and structuring private equity transactions is highly competitive and involves a high degree of uncertainty. However, limited partners will be required to pay management fees during each WCP Fund's commitment period based on the aggregate amount of their Commitments.

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

Leveraged Investments. A WCP Fund expects to use leverage by having a portfolio company incur debt to finance a portion of its investment in such portfolio company, including in respect of companies not rated by credit agencies. Leverage generally magnifies both a WCP Fund's opportunities for gain and its risk of loss from a particular investment. The cost and availability of leverage is highly dependent on the state of the broader credit markets (and such credit markets may be impacted by regulatory restrictions and guidelines), which is difficult to accurately forecast, and at times, it may be difficult to obtain or maintain the desired degree of leverage. The use of leverage often imposes restrictive financial and operating covenants on a company, in addition to the burden of debt service, and may impair its ability to operate its business as desired and/or finance future operations and capital needs. The leveraged capital structure of portfolio companies will increase the exposure of the WCP Fund's investments to any deterioration in a company's condition or industry, competitive pressures, an adverse economic environment or rising interest rates and could accelerate and magnify declines in the value of the WCP Fund's investments in the leveraged portfolio companies in a down market. In the event a portfolio company cannot generate adequate cash flow to meet debt service, a WCP Fund may suffer a partial or total loss of capital invested in the portfolio company, which could adversely affect the returns of a WCP Fund. Furthermore, should the credit markets be limited or costly at the time WCP determines that it is desirable to sell all or a part of a portfolio company, the WCP Fund may not achieve an exit multiple or enterprise valuation consistent with its forecasts. Moreover, the companies in which the WCP Fund will invest generally will not be rated by a credit rating agency.

WCP Fund Level Borrowing. The WCP Funds from time to time borrow funds or enter into other financing arrangements for various reasons, including to pay WCP Fund expenses, to pay management fees, to make or facilitate new or follow-on investments (including borrowings pending receipt of capital contributions from investors), to cover any shortfall resulting from a limited partner's default or exclusion. If a WCP Fund borrows in lieu of calling capital to fund the acquisition of an investment, the borrowing generally would be used for all limited partners in such WCP Fund on a pro-rata basis, often including the WCP Fund GPs. In addition, credit facilities for certain WCP Funds are available to provide borrowed funds directly to the portfolio companies of such WCP Funds, in which case such borrowed funds would be guaranteed by such WCP Funds, as they would be for any other borrowing by the WCP Fund for any other purpose.

To the extent a WCP Fund uses borrowed funds in advance or in lieu of capital contributions or a portfolio company borrows funds directly through the WCP Fund facility, the WCP Fund's limited partners generally make later capital contributions, but the WCP Fund will bear all of (or, in the case of a direct borrowing by a portfolio company, a portion of) the expense of interest on such borrowed funds. In addition, a WCP Fund's use of borrowed funds will impact the calculation of net performance metrics (to the extent that they measure limited partner cash flows) and has the potential to make net IRR calculations higher than they otherwise would be without WCP Fund-level borrowing, as these calculations generally depend on the amount and timing of capital contributions. While a WCP Fund will bear the expense of borrowed funds, such borrowings can also increase the carried interest received by the WCP Fund GPs by decreasing the amount of distributions from the WCP Fund that are required to be made to WCP Fund limited partners in satisfaction of any preferred return. The WCP Fund GPs therefore have a conflict of interest in deciding whether to borrow funds because a WCP Fund GP has the potential to receive disproportionate benefits from such borrowings.

Borrowing by a WCP Fund will generally be secured by capital commitments made by limited partners to such WCP Fund and/or by the WCP Fund's assets, and documentation relating to such borrowing can provide that during the continuance of a default under such borrowing, the interests of the limited partners can be subordinated to such WCP Fund-level borrowing, and the lenders have the ability to call capital directly from the limited partners. Moreover, tax-exempt limited partners should note that the use of borrowings by a WCP Fund has the potential to cause the realization of UBTI.

Limited Transferability of Fund Interests. There is no public market for the WCP Funds' limited partner interests, and none is expected to develop. There are substantial restrictions upon the transferability of WCP Fund limited partner interests under each WCP Fund's Partnership Agreement and applicable securities laws. In general, withdrawals of WCP Fund limited partner interests are not permitted. In addition, WCP Fund limited partner interests are not redeemable.

Restricted Nature of Investment Positions. Generally, there will be no readily available market for a substantial number of the WCP Fund's investments, and hence, most of the WCP Fund's investments will be difficult to value. Certain investments may be distributed in-kind to the limited partners. After a distribution of securities is made to limited partners, many limited partners may decide to liquidate such securities within a short period of time, which could have an adverse impact on the price of such securities. The price at which such securities may be sold by limited partners may be lower than the value of such securities determined pursuant to each WCP Fund agreement, including the value used to determine the amount of Carried Interest available to the WCP Fund GP with respect to such investment.

Reliance on WCP Fund GP and Portfolio Company Management. The WCP Funds are dependent on the WCP Fund GPs. Control over the operation of the WCP Funds is vested with the WCP Fund GPs, and a WCP Fund's future profitability will depend largely upon the business and investment acumen of the WCP investment professionals. The loss or reduction of service of one or more of the WCP investment professionals could have an adverse effect on a WCP Fund's ability to realize its investment objectives. In addition, the WCP investment professionals currently, and may in the future, manage other investment funds and the WCP investment professionals may need to devote substantial amounts of their time to the investment activities of such other funds, which may pose conflicts of interest in the allocation of the time of the WCP investment professionals. Limited partners generally have no right or power to take part in the management of a WCP Fund, and as a result, the investment performance of the WCP Funds will depend on the actions of the WCP Fund GPs. In addition, certain changes in the WCP Fund GPs or circumstances relating to the WCP Fund GPs may have an adverse effect on the WCP Funds or one or more of its portfolio companies including potential acceleration of debt facilities. Although the WCP Fund GPs will monitor the performance of each WCP Fund investment, it will primarily be the responsibility of each portfolio company's management team to operate such portfolio company on a day-to-day basis. Although the WCP Funds generally intend to invest in companies with strong management or recruit strong management to such companies, there can be no assurance that the management of such companies will be able or willing to successfully operate a company in accordance with each WCP Fund's objectives.

Projections. Projected operating results of a portfolio company in which the WCP Funds invest normally will be based primarily on financial projections prepared by such portfolio

company's management, with adjustments to such projections made by the relevant WCP Fund GP in its discretion. In all cases, projections are only estimates of future results that are based upon information received from the portfolio company and third parties and assumptions made at the time the projections are developed. There can be no assurance that the results set forth in the projections will be attained, and actual results may be significantly different from the projections. Also, general economic factors, which are not predictable, can have a material effect on the reliability of projections.

Conflicting Investor Interests. Limited partners may have conflicting investment, tax, and other interests with respect to their investments in the WCP Funds, including conflicts relating to the structuring of investment acquisitions and dispositions. Conflicts may arise in connection with decisions made by the WCP Fund GPs regarding an investment that may be more beneficial to one limited partner than another, especially with respect to tax matters. In structuring, acquiring and disposing of investments, the WCP Fund GP generally will consider the investment and tax objectives of the WCP Fund and its partners as a whole, not the investment, tax, or other objectives of any Limited Partner individually.

Need for Follow-On Investments. Following its initial investment in a given portfolio company, a WCP Fund may decide to provide additional funds to such portfolio company or may have the opportunity to increase its investment in a successful 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 the WCP Funds will make follow-on investments or that the WCP Funds will have sufficient funds to make all or any of such investments. Any decision by a WCP Fund not to make follow-on investments or its inability to make such investments may have a substantial negative effect on a portfolio company in need of such an investment (including an event of default under applicable debt documents in the event an equity cure cannot be made). Additionally, failure to make such follow-on investments may result in a lost opportunity for a WCP Fund to increase its participation in a successful portfolio company or the dilution of a WCP Fund's ownership in a portfolio company if a third party invests in such portfolio company.

Significant Adverse Consequences for Default. The WCP Fund Governing Documents provide for significant adverse consequences in the event a limited partner defaults on its Commitment or any other payment obligation. In addition to losing its right to potential distributions from the WCP Fund, a defaulting limited partner may be forced to transfer its interest in the WCP Fund for an amount that is less than the fair market value of such interest and that may be paid over a period of up to ten years, without interest.

Public Company Holdings. The WCP Funds' investment portfolio may contain securities and debt issued by publicly held companies. Such investments may subject the WCP Funds to risks that differ in type or degree from those involved with investments in privately held companies. Such risks include less control in the management of such companies, greater volatility in the valuation of such companies, increased obligations to disclose information regarding such companies, limitations on the ability of the WCP Funds to dispose of such securities and debt at certain times, increased likelihood of shareholder litigation and insider trading allegations against such companies' executives and board members, including the WCP investment professionals, and increased costs associated with each of the aforementioned risks.

Non-Controlling Investments. The WCP Funds may hold meaningful minority stakes in privately held companies and in some cases may have limited minority protection rights. In addition, during the process of exiting investments, the WCP Funds at times may hold minority equity stakes of any size such as might occur if portfolio companies are taken public. As is the case with minority holdings in general, such minority stakes that a WCP Fund may hold will have neither the control characteristics of majority stakes nor the valuation premiums accorded majority or controlling stakes. Where a WCP Fund holds a minority stake, it may be more difficult for the WCP Fund to liquidate its interests than it would be had the WCP Fund owned a controlling interest in such company. Even if a WCP Fund has contractual rights to seek liquidity of its minority interests in such companies, it may be very difficult to sell such interests or seek a sale of such company upon terms acceptable to the WCP Fund, especially in cases where the interests of the other investors in such company have different business and investment objectives and goals.

Director Liability. A WCP Fund will often obtain the right to appoint one or more representatives to the board of directors (or similar governing body) of the portfolio companies in which it invests. Serving on the board of directors (or similar governing body) of a portfolio company exposes a WCP Fund's representatives, and ultimately the WCP Fund, to potential liability. Not all portfolio companies may obtain insurance with respect to such liability, and the insurance that portfolio companies do obtain may be insufficient to adequately protect officers and directors from such liability. In addition, litigation may ensue, which can be time consuming for such persons and can divert the attention of such persons from a WCP Fund's investment activities.

Litigation. In the ordinary course of its business, the WCP Funds may be subject to litigation from time to time. The outcome of such proceedings may materially adversely affect the value of a WCP Fund and may continue without resolution for long periods of time. Any litigation may consume substantial amounts of the WCP Fund GP's and the WCP investment professionals' time and attention which may be disproportionate to the amounts at stake in the litigation.

Board of Advisors. The WCP Fund GP will appoint one or more limited partner representatives to the Board of Advisors. The relevant WCP Fund Governing Documents will provide that to the fullest extent permitted by applicable law, none of the Board of Advisors members shall owe any fiduciary duties to the WCP Fund or any other partner. In addition, representatives of the Board of Advisors may have various business and other relationships with the Firm and its partners, employees and affiliates. These relationships may influence their decisions as members of the Board of Advisors.

Uncertain Economic, Social and Political Environment. Consumer, corporate and financial confidence may be adversely affected by current or future tensions around the world, fear of terrorist activity and/or military conflicts, localized or global financial crises or other sources of political, social or economic unrest. Such erosion of confidence may lead to or extend a localized or global economic downturn. A climate of uncertainty may reduce the availability of potential investment opportunities, and increases the difficulty of modeling market conditions, potentially reducing the accuracy of financial projections. In addition, limited availability of credit for consumers, homeowners and businesses, including credit used to acquire businesses, in an uncertain environment or economic downturn may have an adverse effect on the economy generally and on the ability of the WCP Funds and their portfolio companies to execute their

respective strategies and to receive an attractive multiple of earnings on the disposition of businesses. This may slow the rate of future investments by the WCP Funds and result in longer holding periods for investments. Furthermore, such uncertainty or general economic downturn may have an adverse effect upon the WCP Fund's portfolio companies.

Market Conditions. Any change in the economic environment, including a slow-down in economic growth and/or changes in interest rates or foreign exchange rates, could have a negative impact on the performance and/or valuation of the portfolio companies. The WCP Fund's performance can be affected by deterioration in the capital markets and by market events, such as the onset of the credit crisis in the summer of 2007 or the downgrading of the credit rating of the United States in 2011, which, among other things, can impact the public market comparable earnings multiples used to value privately held portfolio companies and investors' risk-free rate of return. Movements in foreign exchange rates may adversely affect the value of investments in portfolio companies and the WCP Fund's performance. Volatility and illiquidity in the financial sector may have an adverse effect on the ability of a WCP Fund to sell and/or partially dispose of its portfolio company investments. Such adverse effects may include the requirement of the WCP Fund to pay break-up, termination or other fees and expenses in the event such WCP Fund is not able to close a transaction (whether due to the lenders' unwillingness to provide previously committed financing or otherwise) and/or the inability of the WCP Fund to dispose of investments at prices that the WCP Fund GP believes reflect the fair value of such investments. The impact of market and other economic events may also affect the Fund's ability to raise funding to support its investment objective.

Economic Disruptions Due to Coronavirus. The recent spread of COVID-19 (the "coronavirus") in certain countries, including the United States, has shown an ability to result in a broad-based economic decline and significant market volatility. The outbreak has resulted in numerous deaths, adversely impacted global commercial activity and contributed to significant volatility in certain equity and debt markets. This is a new and developing threat and therefore presents material uncertainty and risk with respect to the WCP Funds' performance and financial results. The global impact of the outbreak has been rapidly evolving, and many countries have reacted by instituting quarantines, prohibitions on travel and the closure of offices, businesses, schools, retail stores and other public venues. Businesses are also implementing similar precautionary measures. The extent of the impact of any public health emergency on the WCP Funds' and its portfolio investments' operational and financial performance will depend on many factors, including the duration and scope of such public health emergency, the extent of any related travel advisories and restrictions implemented, the impact of such public health emergency on overall supply and demand, goods and services, investor liquidity, consumer confidence and levels of economic activity and the extent of its disruption to important global, regional and local supply chains and economic markets, all of which are highly uncertain and cannot be predicted.

Aside from the broad effects on the economy, the coronavirus will also likely have specific implications for the Firm's operations and activities of its personnel, which can range from employees needing to work from home to more significant impacts such as illness, restrictions on non-essential travel, difficulty hosting meetings and absence from portfolio company board meetings. The Firm expects to institute procedures, as it deems appropriate, to deal with operational impacts from the coronavirus. Many of these procedures are expected to mirror procedures currently contained in the Firm's Business Continuity Plan for dealing with other significant

business disruption events. The Firm may consider additional or modified safeguards in the event employees are required to work from home for an extended period of time, such as if any changes are required to be instituted for remote login and/or to protect the privacy of Firm, WCP Fund and investor data.

Additionally, although the WCP Funds generally invest on a long-term basis in privately held companies that are less correlated to broader market forces, the impact of a global economic slowdown has the potential to impact the WCP Funds' performance and/or financial results by negatively effecting the Firm's ability to, among other things, source new investments, diligence such potential investments, exit current investments (or exit them at the valuations previously expected) or obtain financing. Depending on the specific industries in which the WCP Funds' portfolio companies operate and where their supply and distribution chains are located, it is possible that the coronavirus could have an outsized impact on individual portfolio companies.

In addition to the potential impact on the Firm's operations and the overall profitability of a WCP Fund, the Firm's portfolio companies may face their own challenges in dealing with a pandemic. These include, but are not limited to, the possibility that employees will have to work remotely or that their supply chain will be disrupted. The Firm may assist a portfolio company with implementing procedures to mitigate the impact of the coronavirus; however, there can be no assurance that such measures will be effective or that even if effective, that such portfolio company will not sustain significant financial losses. Depending on the length and severity of the pandemic, it is possible that Firm personnel will spend a significant amount of time and attention addressing implications from the coronavirus, including minimizing the impact at the Firm, the WCP Funds or a specific portfolio company.

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

Commitment by GP Investment Group. The members of the WCP Fund GP Investment Group, as defined in such WCP Fund Governing Documents, may vary their level of co-investment relative to such WCP Fund's level of investment in individual portfolio companies, subject to certain limitations, including a requirement that each such co-investment be at least a certain percentage of, and shall not exceed a maximum percentage of, the total investment, unless such WCP Fund Board of Advisors otherwise consents to a percentage that is greater than the maximum percentage. The WCP Fund GPs expect that any such variance in the level of co-investment will result from changes in the liquidity and the investment resources available to such members, as opposed to the prospects or other characteristics of any particular investment. Also, the level of co-investment may only be increased once in a calendar year and may only be decreased, but in any event not less than the minimum percentage, with the consent of the relevant WCP Fund Board of Advisors.

Certain Services. The WCP Fund GPs, the WCP Funds and the portfolio companies retain the Operations Group or members thereof or any Third-Party Professional to provide services to, or in connection with, the WCP Funds in relation to their activities or one or more portfolio companies regarding the identification, acquisition, holding, improvement and disposition of such portfolio companies, including operational aspects of such companies; fees and expenses associated with such services may be paid and/or reimbursed by applicable portfolio companies and/or the WCP Funds. Such fees and expenses may, at the discretion of the WCP Fund GP taking into account the particular services, include a profits or equity interest in a portfolio company or other incentive-based compensation to the Operations Group (or member thereof) or any Third-Party Professional, 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 person or entity, a percentage of the value of the portfolio company, the capital invested in such portfolio company, amounts charged by other providers for comparable services and/or a percentage of cash flows from such company. In cases in which a WCP Fund is to bear any third-party consulting fees or expenses, including broker fees, finder's fees and similar expenses, the WCP Fund GP may cause a WCP Fund or a portfolio company to pay or otherwise bear such fees in the form of a profits interest or an equity interest in a portfolio company, or in another form of incentive-based compensation.

Certain Consultants. The WCP Fund GPs have established, on behalf of the WCP Funds and/or the portfolio companies, as applicable, an Operations Group, which may include affiliates of the WCP Fund GPs, employees of such affiliates, portfolio companies of other funds managed by the WCP Fund GPs or its affiliates, third party consultants (including individual Operations Group members, consultants and external executives), "strategic partners," "operating partners," "executive partners" or "senior advisors." The Operations Group regularly provides services to, or in connection with, the WCP Funds in relation to its activities, or to one or more portfolio companies in relation to the identification, acquisition, holding, improvement and disposition of such portfolio companies, including operational aspects of such companies ("Services").

Pursuant to the WCP Fund Governing Documents, fees and expenses associated with the Services (collectively "Consulting Fees and Expenses"), may be paid and/or reimbursed by applicable portfolio companies and/or the WCP Funds, and Consulting Fees and Expenses do not offset the Management Fee. Consulting Fees and Expenses are expected to include cash fees, profits or equity interests in a portfolio company, a share of proceeds upon sale of a portfolio company and/or other incentive-based compensation to the Operations Group, 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 the Operations Group, 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. Additionally, portfolio companies may provide opportunities for the Operations Group to invest in such portfolio company and reimburse costs and expenses incurred by the Operations Group. The Operations Group also may receive remuneration from the WCP Fund GP and/or the WCP Fund or affiliates and/or be entitled to other forms of compensation, including equity grants in portfolio companies. Such investment opportunities, reimbursements and other compensation paid to the Operations Group will not offset the Management Fee. The Operations Group may have a limited partnership or profit interest in the WCP Funds, the WCP Fund GPs, one or more other investment funds sponsored by the WCP Fund GPs or in an affiliate of the WCP Fund GPs.

Although the WCP Fund GPs intend to retain the Operations Group with a view to reducing costs to portfolio companies (and, ultimately, the Fund) and/or improving portfolio company performance, a number of factors may result in limited or no cost savings from such retention. In addition, the WCP Fund GPs intend to retain only such members of the Operations Group which it believes provide a level of service at a value generally consistent with other relevant market alternatives. However, 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.

Dynamic Investment Strategy. While Adviser generally intends to seek attractive returns for the WCP Funds primarily through making control-oriented, growth equity investments as described in the relevant Governing Documents, Adviser may pursue additional investment strategies and may modify or depart from its initial investment strategy, investment process and investment techniques as deemed appropriate. Adviser may pursue investments outside of the industries and sectors in which investments were previously made or in which the Firm has internal operational experience.

Valuation of Assets. There is not expected to be an actively traded market for most of the securities owned by the WCP Funds. When estimating fair value, WCP will apply a methodology it determines to be appropriate based on accounting guidelines and the applicable nature, facts and circumstances of the respective investments. However, the process of valuing securities for which reliable market quotations are not available is based on inherent uncertainties and the resulting values may differ from values that would have been determined had an active market existed for such securities and may differ from the prices at which such securities ultimately may be sold. WCP has established a valuation policy that it intends to follow when performing portfolio company valuations, and such policy does not generally require WCP to retain the services of a third-party valuation consultant to review or assist in performing portfolio company valuations. The exercise of discretion in valuation by WCP may give rise to conflicts of interest, including in connection with determining the amount and timing of distributions of Carried Interest and the calculation of management fees.

Co-Investments. The WCP Fund GPs may, in their sole discretion, provide or commit to provide co-investment opportunities to one or more limited partners and/or other persons, in each case on terms to be determined by the WCP Fund GPs in their sole discretion. Conflicts of interest may arise in the allocation of such co-investment opportunities. The allocation of co-investment opportunities, which may be made to one or more persons for any number of reasons as determined by the WCP Fund GPs in their sole discretion, may not be in the best interests of the WCP Funds or any individual limited partner. In exercising their sole discretion in connection with such co-investment opportunities, the WCP Fund GPs may consider some or all of a wide range of factors, which may include the likelihood that an investor may invest in a future fund sponsored by the WCP Fund GPs or its affiliates. The WCP Funds may co-invest with third parties through partnerships, joint ventures or other entities or arrangements. Such investments may involve risks not present in investments where a third party is not involved, including the possibility that a third-party co-venturer or partner may at any time have economic or business interests or goals that are inconsistent with those of the WCP Funds, or may be in a position to take action contrary to the investment objectives of the WCP Funds. In addition, the WCP Funds may in certain circumstances be liable for actions of its third-party co-venturer or partner.

Contingent Liabilities Upon Disposition. In connection with the disposition of an investment, the relevant WCP Fund and the WCP Fund GP may be required to make (and/or be responsible for another person's or entity's breach of) representations and warranties, e.g., about the business and financial affairs of the applicable portfolio company, the condition of its assets and the extent of its liabilities, in each case generally in the nature of representations and warranties typically made in connection with the sale of similar businesses, 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 or underwriters to the extent that any such representations or disclosure documents are inaccurate. These arrangements may result in contingent liabilities, which would be borne by the WCP Fund and, ultimately, its investors.

Risks in Effecting Operating Improvements. In some cases, the success of the WCP Fund's investment strategy will depend, in part, on the ability of such WCP Fund to effect improvements in the operations of a portfolio company. The activity of identifying and implementing operating improvements at portfolio companies entails a high degree of uncertainty. In addition, executing operational improvements may divert the attention of key personnel and disrupt normal business. There can be no assurance that the WCP Fund will be able to successfully identify and implement such improvements.

Cybersecurity Risk. The WCP Funds, their portfolio companies, their service providers and other market participants depend on 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 the WCP Funds and their portfolio companies, despite the efforts of 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 WCP Funds and their portfolio companies. For example, unauthorized third parties may attempt to improperly access, modify, disrupt the operations of, or prevent access to the systems of the WCP Funds, their portfolio companies, their 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 such systems to disclose sensitive information to gain access to the confidential data. A successful penetration or circumvention of the security of such systems could result in the loss or theft of data or funds, the inability to access electronic systems, loss or theft of proprietary information or corporate data, physical damage to a computer or network system or costs associated with system repairs. Such incidents could cause the WCP Funds or their portfolio companies to incur regulatory penalties, reputational damage, additional compliance costs or financial loss.

Conflicts of Interest

The Private Placement Memorandum for each WCP Fund details what WCP believes to be the most significant conflicts of interest associated with an investment in the WCP Funds. Some of these conflicts are summarized below; however, this summary does not attempt to describe all of the conflicts of interest associated with an investment in the WCP Funds. Current and prospective limited partners should carefully consider the conflicts of interest herein as well as those outlined in the relevant Private Placement Memorandum, prior to investing in any WCP Fund.

Limited partners should note that there could be occasions when WCP and WCP Fund GPs encounter potential conflicts of interest in connection with a WCP Fund or WCP Co-Invest Vehicle. If any matter arises that WCP determines in its good faith constitutes an actual conflict of interest, WCP will take such actions as may be necessary or appropriate, within the context of such WCP Fund's or WCP Co-Invest Vehicle's Governing Documents, to address or mitigate the conflict. These actions may include disposing of the asset giving rise to the conflict, consulting outside counsel, bringing the matter before the relevant WCP Fund's Board of Advisors or appointing an independent fiduciary.

Allocation of Investment Opportunities. WCP currently manages Fund I, Fund II, Fund III, Fund IV and Fund V concurrently; WCP Funds with open commitment periods may compete with each other for potential investment opportunities. In its discretion, WCP will direct certain relevant investment opportunities to the particular WCP Fund(s), taking into consideration whether the investment opportunity is within a WCP Fund's commitment period and the remaining level of the WCP Fund's Commitments, as well as the WCP Fund's investment restrictions and objectives, strategy, risk profile, time horizon and applicable regulatory restrictions. WCP maintains a policy on the allocation of investment opportunities which dictates that allocations be made in a manner that WCP believes is fair and equitable. Generally, however, only one WCP Fund is open for new investments at a time.

Investor Transfer of Interest. In certain cases, WCP will have an opportunity (but, subject to any applicable restrictions or procedures in the relevant governing documents, no obligation) to identify one or more secondary transferees of interest in a WCP Fund. In the case of ordinary transfers, WCP will not receive compensation for identifying such transferees and will use its discretion to select such transferees based on eligibility and other factors, and unless required by the relevant Governing Documents, will determine in its sole discretion whether the opportunity to receive a transfer of WCP Fund interests should be offered to one or more existing WCP Fund investors.

In 2019, as part of a transfer of a limited partner's interests in Fund III and Fund IV, the purchasing limited partner made a primary commitment to the WCP Fund being raised at that time, Fund V. The sale was run by the selling limited partner's independent third-party placement agent and the values for the transferred interests were determined in a competitive process between the selling limited partner and the purchasing limited partner. The purchasing limited partner paid the selling limited partner directly for the value of the transferred interests. All fees and expenses related to the transfer were paid by the selling limited partner directly to the independent third-party placement agent. No WCP entities, including WCP Fund III and Fund IV, received fees or paid expenses related to this transfer. The WCP GPs consented to the transfers on behalf of WCP Fund III and WCP Fund IV. In regard to the purchasing limited partner's primary commitment to WCP Fund V, a placement fee was paid to the placement agent WCP has engaged for Fund V.

Time and Attention. Under the terms of the WCP Funds' Governing Documents, WCP investment professionals are permitted to spend a portion of their business time and attention pursuing investment opportunities that do not fall within the investment objectives of the WCP Funds. In addition, WCP's Founder and Managing Partner has made investments in a personal capacity and continues to pursue investments that the WCP Fund GPs determine do not meet the investment criteria of the WCP Funds, including investments in real estate and related assets,

investments in non-U.S. companies, non-controlling investments and investments that do not meet the WCP Fund's industry, risk or return criteria.

Service Fees. Pursuant to professional services or advisory agreements between WCP and WCP Fund portfolio companies, WCP is entitled to Service Fees. Such Service Fee amounts will be in addition to any management fees or Carried Interest paid by a WCP Fund, but are subject to the management fee offset provisions of the applicable WCP Fund's Governing Documents. In addition, a portfolio company typically will pay or reimburse WCP, current or former Third-Party Professionals, the Operations Group or its members or service providers retained at WCP's discretion for fees and/or expenses (including without limitation travel expenses) incurred by these providers in connection with the performance of services for such portfolio company. Payments for such services (and in certain circumstances, reimbursements for expenses) may subject WCP and its affiliates to conflicts of interest because the WCP Funds generally do not have an interest or share 100% in these payments or reimbursements. These payments may be substantial and WCP determines the amount of these payments and reimbursements for such services in its own discretion. WCP may not necessarily seek out the lowest cost options when incurring (or causing a WCP Fund or its portfolio companies to incur) such expenses.

Expense Allocation. Subject to any relevant restrictions or other limitations contained in the Governing Documents of each WCP Fund, WCP will allocate expenses in a manner that it believes in its good faith is fair and equitable under the circumstances and considering such factors as it deems relevant, but in its sole discretion. In exercising such discretion, WCP can be faced with a variety of potential conflicts of interest. As a general matter, expenses incurred on behalf of multiple WCP Funds will be allocated among such WCP Funds. The allocations of such expenses are not always proportional. A conflict of interest arises in WCP's determination whether certain expenses that are incurred in connection with the operation of the WCP Funds meet the definition of WCP Fund Partnership Expenses for which the WCP Funds are responsible, or whether such expenses should be borne by WCP. The WCP Funds will be reliant on the determinations of WCP in this regard. From time to time, it is possible that subsequent review of allocations will result in an identification of expenses that should have been allocated in a different manner, in which case measures would be undertaken to correct such circumstance, which might include a reversal of the original expense allocations, if possible, or such other equitable adjustment believed by WCP to be the most appropriate corrective measure.

Some expenses can be incurred on behalf of one WCP Fund which have the potential to benefit other WCP Funds. For example, information WCP obtains in connection with a WCP Fund's research, due diligence and investment activities will be valuable to other WCP Funds. Additionally, tools and resources developed at WCP's expense will be the intellectual property of WCP and not the WCP Fund.

Industry Relationships. WCP's partners, principals, employees, former employees and Third-Party Professionals, serve on the boards of WCP Fund portfolio companies and/or as executive officers. Serving in such capacities may give rise to conflicts of interest to the extent that fiduciary duties to a portfolio company as a director or executive officer may conflict with the interests of a WCP Fund. In addition, conflicts may arise from WCP affiliated persons investing in the WCP Funds and WCP Co-Invest Vehicles and/or receiving profits from the WCP Funds and WCP Co-Invest Vehicles versus investing directly in portfolio companies and being entitled to a

portion of profits pursuant to a portfolio company incentive equity and/or option plan. In general, however, because the WCP Funds will typically be significant shareholders of such portfolio companies, it is expected that the interests of WCP and such portfolio companies generally will be aligned.

WCP may also appoint other third parties to sit on a portfolio company board. Any compensation received for such board service is considered compensation to the third parties and not Service Fee payments to the WCP Fund GP; therefore, such compensation does not offset management fees payable by limited partners.

WCP expects, from time to time, to employ personnel with pre-existing ownership interests in, or who were employed by portfolio companies owned by, the WCP Funds; conversely, former personnel or executives of WCP may serve in significant management roles at portfolio companies or service providers recommended by WCP. Similarly, WCP and/or its personnel maintain relationships with (or may invest in) financial institutions, service providers and other market participants, including managers of private funds, law firms, 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, WCP and/or the WCP Funds. WCP may have a conflict of interest with the WCP Funds in recommending the retention or continuation of a third-party service provider to the WCP Funds or a portfolio company owned by the WCP Funds 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 WCP advises, will provide WCP information about markets and industries in which WCP operates (or is contemplating operations) or will provide other services that are beneficial to WCP. WCP may have a conflict of interest in making such recommendations, in that it has an incentive to maintain goodwill between itself and the existing and prospective portfolio companies for the Funds, while the products or services recommended may not necessarily be the best available to the portfolio companies held by the WCP Funds.

Over the life of the Fund, WCP generally expects to exercise its discretion to recommend to the WCP Funds or to a portfolio company thereof that it contracts for services with various service providers, potentially including, among others: (i) WCP (or an affiliate, which may include other portfolio companies of the WCP Funds) and at rates determined or substantively influenced by WCP; (ii) an entity with which WCP or its affiliates or current or former members of their personnel has a relationship or from which such person derives a financial or other benefit; or (iii) a limited partner or its affiliates. This subjects WCP to potential conflicts of interest because although it intends to select service providers that it believes are aligned with its operational strategies and that will enhance portfolio company performance, WCP may have an incentive to recommend the related or other person because of its financial or business interest. Additionally, there is a possibility that WCP, because of such incentive or for other reasons (including whether the use of such persons could establish, recognize, strengthen or cultivate relationships that have the potential to provide longer term benefits to WCP or the WCP Funds), may favor such retention or continuation even if a better price and/or quality of service provider could be obtained from another person. Whether or not WCP has a relationship with 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.

Board of Advisors. Each of the WCP Funds has a Board of Advisors, which is established under the respective WCP Fund's Governing Documents. Each WCP Fund's Board of Advisors is comprised of select limited partners and/or outside advisers of such limited partners of each WCP Fund. A conflict of interest may exist in that not all limited partners are asked to join a WCP Fund's Board of Advisors.

Conflicting Investor Interests. Each WCP Fund's or WCP Co-Invest Vehicle's limited partners include persons or entities that reside in various jurisdictions, including the U.S. and other countries, who may have conflicting investment, tax and other interests with respect to their investments in each WCP Fund and WCP Co-Invest Vehicle. The conflicting interests of individual limited partners may relate to or arise from, among other things, the nature of investments made by each WCP Fund or WCP Co-Invest Vehicle, the structuring of the acquisition of portfolio companies and the timing of disposition of investments. Such structuring of portfolio companies may result in different returns being realized by different limited partners. As a consequence, conflicts of interest may arise in connection with decisions made by WCP that may be more beneficial for one limited partner than another limited partner, especially with respect to limited partners' individual tax situations. WCP considers the investment and tax objectives of each WCP Fund and WCP Co-Invest Vehicle as a whole and not the individual investment, tax or other objectives of any particular limited partner.

Transactions with WCP Fund Investors. WCP sometimes enters into transactions with certain WCP Fund limited partners such as, for example, limited partners who are also business partners, such as insurance agents, investment banks, broker-dealers, legal counsel or others who provide services to the Firm, its clients or current or prospective portfolio companies. The terms of these transactions are negotiated on an arm's-length basis; however, WCP is subject to a conflict of interest when determining such terms because WCP may benefit from retaining such limited partners' investment in the WCP Funds.

Reimbursement for Operations Group Services. For some of its Funds, WCP is entitled to reimbursement for certain services provided by affiliated and third parties and Operations Group Services. Such services include sales, marketing, technology, portfolio company industry compliance, human resources, human capital management, acquisition integration/rationalization and/or other operational services, acquisition or other due diligence or similar services. Such reimbursements will be provided at competitive market rates. WCP will make determinations of market rates based on its consideration of a number of factors, which are generally expected to include WCP's experience with non-affiliated service providers as well as benchmarking data and other methodologies determined by WCP to be appropriate under the circumstances. While WCP generally intends to obtain benchmarking data regarding the rates charged or quoted by third parties for similar services, relevant comparisons may not be available for a number of reasons, including, without limitation, as a result of a lack of a substantial market of providers or users of such services or the confidential and/or bespoke nature of such services. Therefore, such market comparisons may not result in precise market prices for comparable services.

Intangible Benefits. WCP and its employees receive certain intangible and/or other benefits or perquisites arising or resulting from their activities on behalf of a WCP Fund, including benefits and other discounts provided from service providers. For example, airline travel or hotel stays incurred as WCP Fund expenses often result in "miles" or "points" or credit in loyalty/status

programs to WCP and/or its employees, and such rewards or amounts will exclusively benefit WCP and/or such employees and will not be subject to the offset arrangements or otherwise shared with such WCP Fund, its investors, or the portfolio companies.

ITEM 9 DISCIPLINARY INFORMATION

Like other registered investment advisers, WCP is required to disclose all material facts regarding any legal or disciplinary events that would materially impact a limited partner's evaluation of WCP or the integrity of WCP's management. No events have occurred at WCP that are applicable to this Item.

On occasion, in the ordinary course of its business, WCP, the WCP Funds, or the WCP Funds' portfolio companies (or their respective directors, and executive officers) may be named as defendants in a legal action. Although there can be no assurance of the outcome of such legal actions, WCP does not believe that any current legal proceedings or claims to which WCP, the WCP Funds, or the WCP Funds' portfolio companies (or their respective directors, and executive officers) are a party, if any, would individually or in the aggregate materially affect a limited partner's or prospective limited partner's evaluation of WCP or the integrity of WCP's management.

ITEM 10 OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

WCP is affiliated with the WCP Fund GPs who are registered with the SEC under the Advisers Act pursuant to WCP's registration in accordance with SEC guidance. These affiliated investment advisers operate as a single investment advisory business together with WCP and serve as managers or general partners of the WCP Funds and WCP Co-Invest Vehicles and share common owners, officers, partners, employees, consultants or persons occupying similar positions. These WCP Fund GPs do not have employees of their own.

WCP is not actively engaged in a business other than (i) giving investment advice to its clients, the WCP Funds and WCP Co-Invest Vehicles, and (ii) managing the portfolio companies owned by the WCP Funds and WCP Co-Invest Vehicles. Neither WCP nor any of its management persons is registered or has an application pending to register as a broker-dealer, futures commission merchant, commodity pool operator, commodity trading adviser or associated person of the foregoing, and WCP does not anticipate the need for such registrations in the future.

WCP has no arrangements with a related person who is a broker-dealer, investment company, other investment adviser, financial planning firm, commodity pool operator, commodity trading adviser or futures commission merchant, banking or thrift institution, accounting firm, law firm, insurance company or agency, pension consultant, real estate broker or dealer, or an entity that creates or packages limited partnerships that are material to its investment advisory services, the WCP Funds and WCP Co-Invest Vehicles or their limited partners.

WCP has and will continue to develop relationships with professionals who provide services it does not provide, including: legal, accounting, banking, investment banking, tax preparation, insurance brokerage and other personal services. Some of these professionals provide services to the WCP Funds and/or their portfolio companies. Additionally, some of these professionals are limited partners in the WCP Funds or investors in the portfolio companies, either personally or through their companies.

From time to time, WCP receives training, information, promotional material, meals, entertainment, gifts or prize drawings from vendors and others with whom it conducts business or to whom it may make referrals. At no time will WCP accept any benefits, entertainment, gifts or other arrangements that are conditioned on directing individual client transactions to a specific security, product or provider or that WCP believes would create an impermissible conflict of interest. Similarly, WCP employees have in the past, and expect to in the future, speak at conferences and programs for potential limited partners interested in investing in private funds and other industry events that are sponsored by various investment bankers, broker-dealers or others. Through such capital introduction and other events, prospective limited partners have the opportunity to meet with WCP. Neither WCP nor any WCP Fund compensates these investment bankers, broker-dealers or others for investments ultimately made by prospective limited partners attending such events other than registration, sponsorship, membership or other similar fees paid to attend such events.

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

Code of Ethics

As fiduciaries, WCP and its partners, principals and employees (“**WCP Supervised Persons**”) have certain legal obligations to put WCP Funds and WCP Co-Invest Vehicles and their limited partner interests ahead of their own. WCP has adopted a Code of Ethics and Securities Trading Policy (“**Code of Ethics**”) which sets forth WCP’s standards of business conduct and responsibilities to the WCP Funds and WCP Co-Invest Vehicles and their limited partners that are expected of WCP Supervised Persons and addresses conflicts that arise from personal trading. WCP’s Code of Ethics includes provisions relating to standards of business conduct, a prohibition on insider trading, trading rules for personal trading, reporting of personal securities transactions, procedures designed to prevent and detect insider trading, restrictions on accepting and giving significant gifts, and reporting of certain gifts and business entertainment items. All WCP Supervised Persons must acknowledge and agree to be bound by the terms of the Code of Ethics initially upon hire and annually, or at such time the Code of Ethics is materially amended.

Current or prospective WCP Fund and WCP Co-Invest Vehicle limited partners can obtain at no charge, a copy of WCP’s Code of Ethics by contacting Mark Flower, WCP’s Chief Compliance Officer, at (312) 676-8425.

Participation or Interest in Client Transactions

It is WCP's policy that it will not effect any principal or agency cross securities transactions for the WCP Funds or WCP Co-Invest Vehicles without first obtaining the relevant Board of Advisors and/or WCP Fund GP approval.

Principal transactions are generally defined as transactions where an adviser, acting as principal for its own account, knowingly buys from or sells a security to an advisory client. This also applies to any affiliates or controlling persons of the adviser (i.e., an owner, employee or affiliate of the adviser). Cross trades between funds can also be deemed to be principal transactions if the adviser (and/or its affiliates, owners, or controlling persons) own, in the aggregate, 25% or more of either fund. In the context of WCP's business, a principal transaction would most likely refer to the practice of a WCP Fund GP or its members warehousing an investment for the formation of a future WCP Fund or WCP or a WCP GP purchasing the interest of an existing WCP Fund limited partner. Agency cross transactions occur when an adviser or an affiliate arranges a transaction (i.e., acts as broker) between two or more different funds or accounts that are managed by that same adviser or an affiliate. Agency cross transactions can also arise where an adviser is dually registered as a broker-dealer or has an affiliated broker-dealer. An adviser is not "acting as a broker" if the adviser receives no compensation (other than the advisory fee earned in the ordinary course of managing the assets) for effecting the transaction and therefore is not considered to be conducting an agency cross transaction under Section 206(3) of the Advisers Act. In the context of WCP's business, an agency cross transaction could occur when selling a portfolio company, investment or other asset from one Fund to another.

In the event WCP were to recommend a principal transaction or agency cross transaction, it would only be after: (i) the Firm has determined the transaction to be in the best interest of participating clients; (ii) the transaction is permitted by the relevant Governing Documents; (iii) proper disclosure is given to the investors or Board of Advisors, as appropriate; (iv) if necessary, consent is obtained from the appropriate parties; and (v) the Firm ensures that best execution is achieved for the transaction.

During 2019, WCP sold an investment from WCP Fund III to WCP Fund IV and Fund V. As part of the transaction, (i) WCP determined that the transaction was in the best interest of Fund III, Fund IV and Fund V, (ii) WCP confirmed that the transaction was permitted under the Governing Documents of Fund III, Fund IV and Fund V, (iii) proper disclosure was provided to the Board of Advisors of Fund III, Fund IV and Fund V, (iv) consent was obtained from the Fund III, Fund IV and Fund IV Board of Advisors, and (v) further disclosure was provided to WCP Fund V investors in the form of a PPM supplement disclosure.

WCP senior management employees and WCP affiliated investors have made significant investments in the WCP Funds and WCP Co-Invest Vehicles as permitted by the relevant Governing Documents. However, WCP believes that because of the nature of its business, the participation of WCP employees and affiliated investors in these WCP Funds and WCP Co-invest Vehicles will not interfere with the making or the implementing of decisions that are in the best interest of limited partners; these WCP employees and affiliated investors share in the same deals as other limited partners of the WCP Funds and WCP Fund Co-Invest Vehicles and generally receive distributions proportionally with such limited partners.

Personal Trading

In certain cases, WCP's business may provide WCP and its employees with access to material non-public (insider) information. The Code of Ethics includes a prohibition on insider trading and outlines strict policies that dictate how any such information is treated.

WCP Supervised Persons are prohibited from trading, either personally or on behalf of others, in securities while in possession of material non-public information regarding these securities or communicating material non-public information to others. WCP Supervised Persons are required to receive pre-approval for certain personal securities transactions, including trading in restricted list securities, initial public offerings and limited offerings. WCP has contracted with a compliance software system to assist in monitoring personal trading by WCP Supervised Persons in their own accounts or accounts in which they are deemed to have a direct or indirect beneficial interest.

ITEM 12 BROKERAGE PRACTICES

WCP focuses on securities transactions of private companies for the WCP Funds and WCP Co-Invest Vehicles and generally buys and sells WCP Fund portfolio companies through privately-negotiated transactions. With regard to these private investments, WCP on occasion retains the services of one or more broker-dealers or investment banks, the cost of which may be borne by the WCP Funds and WCP Co-Invest Vehicles. In selecting a broker-dealer or investment banker to effectuate a private fund transaction, WCP considers a variety of factors, including but not limited to: (i) capabilities with respect to the types of transactions being contemplated; (ii) commissions or fees charged; (iii) reputation of the firm being considered; and (iv) responsiveness to requests for information. As a result, although WCP generally will seek reasonable rates for such services, the market for such private brokerage transaction services involves more subjective evaluations than public securities brokerage transactions and the WCP Fund and WCP Co-Invest Vehicle may not necessarily pay the lowest commission or fee for such services.

WCP on occasion has distributed publicly-held securities to limited partners in a WCP Fund and WCP Co-Invest Vehicle and sold publicly-held securities, including through a broker-dealer, when a public trading market exists as a result of a take public transaction. In circumstances when WCP has a public company security in its portfolio and determines in its discretion that it is in the best interest of the WCP Fund(s) to obtain liquidity in such security, the WCP Fund(s) limited partners may receive cash or be given an option to receive an in-kind distribution of stock as a result of such liquidation. The WCP Fund GPs and WCP Employee/Affiliate Co-Invest Vehicles, however, may elect to sell their shares or distribute their shares in-kind, or in the case of the WCP Employee/Affiliate Co-Invest Vehicles, shares may also be retained. Although WCP does not frequently engage in public securities transactions, to the extent it does engage in a public securities transaction, WCP follows the brokerage practices described below.

If WCP sells publicly-traded securities for a WCP Fund and WCP Co-Invest Vehicle, it is responsible for directing orders to broker-dealers to effect securities transactions for accounts managed by WCP. WCP seeks to select brokers on the basis of best price and execution capability.

In selecting a broker to execute WCP Fund and WCP Co-Invest Vehicle transactions, WCP will consider a variety of factors, including: (i) execution capabilities with respect to the relevant type of order; (ii) commissions charged; (iii) the reputation of the firm being considered; and (iv) responsiveness to requests for trade data and other financial information.

Consistent with WCP seeking to obtain best execution, brokerage commissions on WCP Fund and WCP Co-Invest Vehicle transactions can be directed to brokers in recognition of research furnished, although WCP generally does not make use of such services. To the extent that WCP allocates brokerage business on the basis of research services, it can have an incentive to select or recommend broker-dealers based on WCP's interest in receiving such research or other products or services, rather than based on WCP Funds' and WCP Co-Invest Vehicles' interest in receiving most favorable execution.

ITEM 13 REVIEW OF ACCOUNTS

The investment portfolios of the WCP Funds are generally private, illiquid and long-term in nature, and accordingly WCP's review of them is not directed toward a short-term decision to dispose of securities. However, WCP closely monitors the portfolio companies of the WCP Funds and maintains an ongoing oversight position in such portfolio companies. The portfolios are reviewed by a team of investment professionals on an ongoing basis. The team generally includes a lead partner and other WCP investment professional assigned to the portfolio company. In addition, WCP's Investment Committee regularly reviews the investment portfolio of each WCP Fund.

In addition, Mark Flower, Chief Financial Officer and Chief Compliance Officer, reviews the accounts of each of the WCP Funds and WCP Co-Invest Vehicles on a quarterly basis. Mr. Flower also reviews the WCP Funds' and WCP Co-Invest Vehicles' accounts whenever a determination is made as to a distribution. WCP furnishes its limited partners with unaudited financial statements for the first three quarters of each fiscal year within 45 days of each quarter's close and an annual audited financial statement prepared in accordance with United States generally accepted accounting principles ("GAAP") as promulgated by the Financial Accounting Standards Board ("FASB"), accompanied by the report of the independent certified public accountant within 90 days of the fiscal year end. WCP performs a quarterly valuation of each WCP Fund-held portfolio company. In addition to providing WCP Fund financial statements on a quarterly basis, WCP provides a summary statement of changes in individual limited partners' capital accounts to each limited partner quarterly. All reports are sent to limited partners in writing and are delivered electronically.

In the course of conducting due diligence or otherwise, limited partners periodically request information pertaining to the WCP investments. WCP responds to these requests, and in answering these requests provides information that is not generally made available to other limited partners who have not requested such information. Additionally, upon request, certain limited partners receive additional information and reporting that other limited partners do not receive.

ITEM 14 **CLIENT REFERRALS AND OTHER COMPENSATION**

WCP receives compensation in the form of management fees paid by the limited partners of the WCP Funds and WCP Fund Co-Invest Vehicles, as disclosed in the applicable Governing Documents. In addition, WCP and WCP Fund GPs provide certain management and other services to portfolio companies of the WCP Funds and receive Service Fees as compensation from the portfolio companies in connection with such services. The WCP management fees and Service Fees are set forth in Item 5, above.

These types of arrangements present potential conflicts of interest and provide WCP with an incentive to recommend investments based on compensation received rather than the best interests of the WCP Funds. To help mitigate this potential conflict, an allocable portion of such benefits received by WCP or its employees in connection with services rendered to portfolio companies or transactions of the WCP Fund are offset in part against management fees payable by the WCP Funds, to the extent described above and detailed in each WCP Fund's Governing Documents.

From time to time, WCP enters into solicitation agreements pursuant to which it compensates a third party for limited partner referrals that result in the provision of investment advisory services by WCP when a prospective limited partner invests in a WCP Fund. Placement agents introducing limited partners to WCP receive compensation from WCP, such as a retainer and/or a percentage of introduced Commitments. Such compensation is paid pursuant to the written solicitation agreement with the placement agent. The cost of any such fees are borne entirely by WCP and not by any affected WCP Fund limited partners; however, the fees and expenses payable may be borne by WCP indirectly through an offset against the management fee payable.

ITEM 15 **CUSTODY**

The Investment Advisers Act of 1940 Rule 206(4) (the "Custody Rule") requires that pooled investment vehicles advised by an investment adviser either undergo an annual GAAP financial statement audit or be subject to a surprise custody examination by a PCAOB-registered auditing firm. WCP has elected to undergo either annual financial audits or surprise custody examinations for its investment vehicles. The WCP Funds are subject to an annual financial statement audit by an independent public accountant registered with and subject to examination by the Public Company Accounting Oversight Board ("PCAOB") in accordance with GAAP as promulgated in the U.S., a copy of which is delivered to the relevant WCP Fund and its limited partners within the SEC-required 120 days of the relevant fiscal year end. In addition, upon the final liquidation of a WCP Fund, WCP will obtain a final audit and distribute audited financial statements prepared in accordance with GAAP with respect to such WCP Fund to all underlying investors promptly upon completion of the audit. Limited partners are encouraged to carefully review such financial statements.

The WCP Co-Invest Vehicles are not subject to an annual financial statement audit; therefore, these vehicles abide by the surprise custody examination and related requirements of the

Advisers Act Custody Rule, Rule 206(4)-2. For these WCP Co-Invest Vehicles subject to a surprise custody examination, WCP ensures ADV-E's are timely filed.

By WCP's ability to deduct fees and/or expenses from limited partners' accounts, WCP is deemed to have custody over all WCP Funds and WCP Co-Invest Vehicles; however, WCP does not accept physical possession of WCP Fund or WCP Co-Invest Vehicle money or securities (other than certain privately offered securities to the extent permitted by the Advisers Act). Rather WCP maintains custody of all such assets in separate accounts in the name of each of the WCP Funds and WCP Co-Invest Vehicles with qualified custodians for cash and brokerage accounts for certificated and uncertificated investment securities. . WCP receives at least quarterly statements from all qualified custodians. For the WCP Co-Invest Vehicles not subject to annual GAAP audits and subject to a surprise custody examination, the applicable custodians send at least quarterly custody statements directly to the limited partners in each WCP Co-Invest Vehicle confirming the cash and securities held on behalf of such WCP Co-Invest Vehicle.

On a quarterly basis, WCP sends to all limited partners financial statements of the applicable WCP Fund or WCP Co-Invest Vehicle, a summary statement of changes in individual limited partners' capital accounts and an update on each WCP Fund's and WCP Co-Invest Vehicle's portfolio company holdings. The limited partners of the WCP Co-Invest Vehicles are encouraged to compare the quarterly financial statements they receive from WCP to the custody statements received directly from the qualified custodians, noting that such custody statements only identify the overall investments of the WCP Co-Invest Vehicle and not the investments of each individual limited partner.

ITEM 16 INVESTMENT DISCRETION

WCP and the WCP Fund GPs have discretionary authority based upon the respective Governing Documents with each of the WCP Funds and WCP Co-Invest Vehicles to buy and sell securities or other investments on behalf of the WCP Funds or WCP Co-Invest Vehicles and to determine the amount of such investment to be bought and sold. The terms upon which WCP serves as an adviser of a WCP Fund or WCP Co-Invest Vehicle are established at the time each such WCP Fund or WCP Co-Invest Vehicle is established. The terms as set forth in the relevant WCP Fund and WCP Co-Invest Vehicle's Governing Documents restrict WCP's advice concerning investments in certain securities or types of securities, diversification, geographies and leverage. WCP's authority to trade securities may also be limited by certain federal securities and tax laws that require diversification of investments and favor the holding of investments once made.

As a general policy, neither WCP nor the WCP Fund GPs allow limited partners to place limitations on their investment authority. Pursuant to the terms of the applicable Partnership Agreement, however, WCP has entered into side letters with certain limited partners whereby the terms applicable to such limited partner's investment in one or more WCP 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. WCP assumes this discretionary authority pursuant to the terms of the

applicable Partnership Agreement and powers of attorney executed by the limited partners of WCP Funds.

A limited partner must execute a subscription agreement and a Partnership Agreement with a WCP Fund or WCP Fund Co-Invest Vehicle to become a limited partner of such WCP Fund or WCP Fund Co-Invest Vehicle. WCP is not permitted to transact any business with a limited partner until these documents are executed. Once a limited partner has executed a subscription agreement and a Partnership Agreement, with limited exceptions such as certain conflicts of interest as discussed elsewhere in this Brochure, WCP is not required to contact the limited partner for approval prior to the purchase or sale of securities for the WCP Funds or WCP Fund Co-Invest Vehicles.

ITEM 17 VOTING CLIENT SECURITIES

WCP has adopted the WCP Proxy Voting Policies and Procedures (the “**Proxy Policy**”) pursuant to Rule 206(4)-6 of the Advisers Act to address how it votes publicly-traded security proxies, as applicable, for the WCP Funds and WCP Co-Invest Vehicles. While WCP does have occasions to vote publicly-traded security proxies on behalf of the WCP Funds and WCP Co-Invest Vehicles, the vast majority of its portfolio companies are private. The majority of the proxies received by WCP for its private companies are written shareholder consents or similar instruments for its portfolio companies. WCP believes that its interests are generally aligned with those of WCP Funds’ and WCP Co-Invest Vehicles’ limited partners through the WCP senior management employees’ and WCP affiliated persons’ beneficial ownership interests in the WCP Funds and WCP Co-Invest Vehicles. WCP does not consider service on portfolio company boards by WCP and its affiliated persons or the receipt of Service Fees to create a material conflict of interest in voting private proxies with respect to such companies.

Currently, certain WCP Funds and WCP Employee/Affiliate Co-Invest Vehicles own a public company, and when a public security proxy is distributed for vote in this or any other future public portfolio company holding, WCP votes and will continue to vote the proxy consistent with the best interests of its limited partners. Pursuant to its Proxy Policy, WCP generally votes public proxies in accordance with management’s recommendations unless WCP determines that voting in such a manner is in conflict with the best interests of the WCP Funds and WCP Co-Invest Vehicles and their limited partners. In these cases, WCP will evaluate and vote the publicly-traded security proxies on a case-by-case basis. If it is determined that there is a conflict of interest and the conflict is not material, WCP may vote such proxies notwithstanding the existence of the conflict. If it is determined that the conflict of interest is material, WCP will resolve the conflict in one of several possible ways, such as by consulting the relevant WCP Fund’s Board of Advisors to recommend a vote with respect to such proxy. In general, limited partners cannot request that WCP vote in a particular way on any specific proposal.

Current or prospective WCP Fund and WCP Co-Invest Vehicle limited partners can obtain at no charge, a copy of WCP’s complete Proxy Policy or information regarding how WCP voted publicly-traded security proxies for particular portfolio companies by contacting Mark Flower, WCP’s Chief Compliance Officer, at (312) 676-8425.

ITEM 18 **FINANCIAL INFORMATION**

Registered investment advisers are required in this item to provide certain financial information or disclosures about their financial condition. WCP has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to limited partners, has not been the subject of a bankruptcy proceeding and does not require prepayment of management fees more than six months in advance.

FORM ADV PART 2B: BROCHURE SUPPLEMENT



WAUD CAPITAL PARTNERS, L.L.C.

300 North LaSalle Street
Suite 4900
Chicago, Illinois 60654

Contact: Mark Flower
(312) 676-8425 (phone)
(312) 676-8444 (facsimile)
mflower@waudcapital.com

www.waudcapital.com

March 30, 2020

This Brochure Supplement (“**Supplement**”) provides information about Waud Capital Partners, L.L.C. that supplements the Brochure. You should have received a copy of the Brochure. Please contact Mark Flower, Chief Compliance Officer, at (312) 676-8425 or mflower@waudcapital.com if you did not receive the Brochure or if you have any questions about the contents of this Supplement.

Additional information about WCP is available on the SEC’s website at www.adviserinfo.sec.gov.

REEVE B. WAUD

Year of Birth: 1963
Founder and Managing Partner
Waud Capital Partners, L.L.C.
300 North LaSalle Street, Suite 4900
Chicago, Illinois 60654
(312) 676-8400

ITEM 2 EDUCATION BACKGROUND AND BUSINESS EXPERIENCE

Mr. Waud holds a B.A. in Economics from Middlebury College and an M.B.A. from the Kellogg School of Management at Northwestern University.

Mr. Waud is the Founder and Managing Partner of Waud Capital Partners. Over his 33-year private equity career, he has acquired more than 300 companies. Prior to founding WCP in 1993, Mr. Waud was an investment professional at Golder, Thoma & Cressey (“GTC”), a private equity investment group based in Chicago. At GTC, Mr. Waud had investment responsibility for a wide range of portfolio companies that were built through more than one hundred acquisitions. Before joining GTC, Mr. Waud was in the Corporate Finance Group of Salomon Brothers Inc and was a founding member of its Venture Capital Group.

ITEM 3 DISCIPLINARY INFORMATION

Mr. Waud has never been the object of any legal or disciplinary event, proceeding or action.

ITEM 4 OTHER BUSINESS ACTIVITIES

Mr. Waud is Chairman of Acadia Healthcare Company (NASDAQ: ACHC), Chairman of Heart + Paw, and is on the Board of Pilot Thomas Logistics and The GI Alliance. Acadia Healthcare Company was previously a portfolio company of the WCP Funds until August 2017. Heart + Paw, Pilot Thomas Logistics and The GI Alliance are currently a portfolio company of the WCP Funds. Mr. Waud’s appointment on such boards has been designated in the best interest of the WCP Funds and their respective limited partners. Serving on portfolio company boards could lead to potential conflicts of interest. For example, a conflict of interest may arise between Mr. Waud’s fiduciary duties to the portfolio company on which he serves and his duty to WCP, as decisions that are in the portfolio company’s best interest may possibly not be in WCP’s best interests. As the WCP Funds will generally be significant shareholders of such companies, it is expected that such interests will generally be aligned; however, appropriate measures have been taken whereby Mr. Waud may recuse himself in such circumstances from the decision making process.

Mr. Waud is a Trustee, Chairman of the Audit and Finance Committee and a Member of the Executive Committee of the John G. Shedd Aquarium. He is a Member of the Northwestern Memorial HealthCare Finance Committee and serves on the Board of Northwestern Memorial Foundation. Mr. Waud is also a Trustee and Member of the Finance Committee and Photography Committee of the Art Institute of Chicago; serves on the Executive Committee and is a Member

of the Board of The Economic Club of Chicago; and is Chairman of the Illinois State Police Merit Board, which has oversight responsibility for the State Police. These activities are charitable in nature and do not create a potential conflict of interest with WCP Funds, limited partners or portfolio companies.

Outside of his roles with WCP and its affiliated investment advisers, the only investment-related business in which Mr. Waud is engaged is the operation and management of certain family investment entities and these activities do not create a potential conflict of interest with WCP Funds, their limited partners or portfolio companies.

ITEM 5 **ADDITIONAL COMPENSATION**

Mr. Waud does not receive an economic benefit for providing advisory services, other than his ownership interest in the management company, his portion of carried interest and his direct investment interest in the Funds managed by WCP.

ITEM 6 **SUPERVISION**

Mr. Waud is supervised with respect to compliance matters by WCP's Chief Compliance Officer, Mark Flower, (312) 676-8425. For investment matters, the relevant Investment Committee of each WCP Fund is responsible for approving and monitoring all investments.

Matthew W. Clary

Year of Birth: 1961

Partner

Waud Capital Partners, L.L.C.

300 North LaSalle Street, Suite 4900

Chicago, Illinois 60654

(312) 676-8400

ITEM 2 EDUCATION BACKGROUND AND BUSINESS EXPERIENCE

Mr. Clary holds a B.A. in Economics from the University of Washington and an M.B.A. from the Kellogg School of Management at Northwestern University.

Mr. Clary joined WCP in 2004 and has been active in principal investing since 1992. He was previously a Partner at Banc of America Capital Investors.

ITEM 3 DISCIPLINARY INFORMATION

Mr. Clary has never been the object of any legal or disciplinary event, proceeding or action.

ITEM 4 OTHER BUSINESS ACTIVITIES

Mr. Clary has served on the board of more than 15 private and public companies during his private equity career. He is currently on the Board of Apotheco, Cordant Health Solutions, iOFFICE, Pharmacy Partners, PSI Services, and Sphere Payments and Chairman of Integrated Practice Solutions and CyberGrants. The aforementioned companies are portfolio companies of the WCP Funds and Mr. Clary's appointment on such boards has been designated in the best interest of the WCP Funds and their respective limited partners. Serving on portfolio company boards could lead to potential conflicts of interest. For example, a conflict of interest may arise between Mr. Clary's fiduciary duties to the portfolio company on which he serves and his duty to WCP, as decisions that are in the portfolio company's best interest may possibly not be in WCP's best interests. As the WCP Funds will generally be significant shareholders of such companies, it is expected that such interests will generally be aligned; however, appropriate measures have been taken whereby Mr. Clary may recuse himself in such circumstances from the decision making process.

ITEM 5 ADDITIONAL COMPENSATION

Mr. Clary does not receive an economic benefit for providing advisory services, other than the regular salary and bonus paid by WCP, his portion of carried interest and his direct investment interest in the Funds managed by WCP.

ITEM 6 SUPERVISION

Mr. Clary is supervised with respect to compliance matters by WCP's Chief Compliance Officer, Mark Flower, (312) 676-8425. For investment matters, the relevant Investment Committee of each WCP Fund is responsible for approving and monitoring all investments.

DAVID O. NEIGHBOURS

Year of Birth: 1976

Partner

Waud Capital Partners, L.L.C.

300 North LaSalle Street, Suite 4900

Chicago, Illinois 60654

(312) 676-8400

ITEM 2 EDUCATION BACKGROUND AND BUSINESS EXPERIENCE

Mr. Neighbours holds a B.B.A. in Finance from the University of Notre Dame.

Mr. Neighbours joined WCP in 2003. Prior to joining the firm, he worked at Citigroup Investments in the private equity group and prior to that at Salomon Smith Barney in the investment banking division.

ITEM 3 DISCIPLINARY INFORMATION

Mr. Neighbours has never been the object of any legal or disciplinary event, proceeding or action.

ITEM 4 OTHER BUSINESS ACTIVITIES

Mr. Neighbours is Chairman of Adult & Pediatric Dermatology, Heart + Paw, Ivy Rehab and The GI Alliance, and a Board Member of Unifeye Vision Partners. Mr. Neighbours' appointment on such boards has been designated in the best interest of the WCP Funds and their respective limited partners. Serving on a portfolio company board could lead to potential conflicts of interest. For example, a conflict of interest may arise between Mr. Neighbours' fiduciary duties to the portfolio company on which he serves and his duty to WCP, as decisions that are in the portfolio company's best interest may possibly not be in WCP's best interests. As the WCP Funds will generally be significant shareholders of such companies, it is expected that such interests will generally be aligned; however, appropriate measures have been taken whereby Mr. Neighbours may recuse himself in such circumstances from the decision making process.

In addition to his activities at WCP, Mr. Neighbours is a Trustee of Lake Forest Country Day School, a Member of the Rush University Medical Center Associates Board, and a Member of the Men's Golf Committee of the Lurie Children's Hospital Annual Pro-Am. Mr. Neighbours was a Founding Officer of the Healthcare Private Equity Association, a non-profit trade association that represents the U.S. healthcare private equity industry. These activities are charitable in nature and do not create a potential conflict of interest with WCP Funds, limited partners or portfolio companies.

ITEM 5 **ADDITIONAL COMPENSATION**

Mr. Neighbours does not receive an economic benefit for providing advisory services, other than the regular salary and bonus paid by WCP, his portion of carried interest and his direct investment interest in the Funds managed by WCP.

ITEM 6 **SUPERVISION**

Mr. Neighbours is supervised with respect to compliance matters by WCP's Chief Compliance Officer, Mark Flower, (312) 676-8425. For investment matters, the relevant Investment Committee of each WCP Fund is responsible for approving and monitoring all investments.

MARK D. FLOWER

Year of Birth: 1964
Chief Financial Officer and Chief Compliance Officer
Waud Capital Partners, L.L.C.
300 North LaSalle Street, Suite 4900
Chicago, Illinois 60654
(312) 676-8425

ITEM 2 EDUCATION BACKGROUND AND BUSINESS EXPERIENCE

Mr. Flower holds a B.B.A. in Accounting from the University of Wisconsin and has a CPA designation from the state of Illinois.

Mr. Flower joined WCP in 2004. He was previously the CFO and Treasurer at Vector Fund Management. He began his career at Arthur Andersen and later worked in accounting and finance positions with Kemper Financial Services, Kemper Asset Management and Iowa Grain.

ITEM 3 DISCIPLINARY INFORMATION

Mr. Flower has never been the object of any legal or disciplinary event, proceeding or action.

ITEM 4 OTHER BUSINESS ACTIVITIES

Mr. Flower is not actively engaged in any outside business activities or occupation for compensation that could potentially create a conflict of interest with clients.

ITEM 5 ADDITIONAL COMPENSATION

Mr. Flower does not receive an economic benefit for providing advisory services, other than the regular salary and bonus paid by WCP, his portion of carried interest and his direct investment interest in the Funds managed by WCP.

ITEM 6 SUPERVISION

Mr. Flower is supervised by WCP's Managing Partner, Reeve Waud, (312) 676-8400.