

Form ADV Part 2A



Tilia Holdings, LLC
111 S. Wacker Drive
Suite 4960
Chicago, IL 60606

(312) 535-0225 (phone)
www.tiliallc.com

March 29, 2020

This Form ADV (the “**Brochure**”) provides information about the qualifications and business practices of Tilia Holdings, LLC. If you have any questions about the contents of this Brochure, please contact the Chief Compliance Officer, Judy Slater, at (312) 535-0240. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (“**SEC**”) or by any state securities authority.

Tilia Holdings, LLC is a registered investment adviser. Registration of an investment adviser with the SEC does not imply any level of skill or training.

Additional information about Tilia also is available on the SEC’s Investment Advisory Public Disclosure website at <http://www.adviserinfo.sec.gov>.

Item 2 – Material Changes

Not applicable.

Item 3 – Table of Contents

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 Compensation	3
Item 6 – Performance-Based Fees and Side-By-Side Management.....	5
Item 7 – Types of Clients.....	5
Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss.....	6
Item 9 – Disciplinary Information	12
Item 10 – Other Financial Industry Activities and Affiliations.....	12
Item 11 – Code of Ethics, Participation or Interest in Client Transactions and Personal Trading.....	13
Item 12 – Brokerage Practices	14
Item 13 – Review of Accounts	15
Item 14 – Client Referrals and Other Compensation.....	15
Item 15 – Custody	15
Item 16 – Investment Discretion	16
Item 17 – Voting Client Securities	16
Item 18 – Financial Information.....	17

Item 4 – Advisory Business

Founded in 2017, Tilia Holdings, LLC, together with its fund general partner affiliate(s), is a Chicago-based private equity firm focused on investing in and operating the lower middle-market companies providing business-to-business services to clients operating within the human food supply chain. Tilia Holdings, LLC (referred to herein as “**Adviser**,” the “**Firm**” or “**Tilia**”) serves as the investment adviser for and provides discretionary investment advisory services to private funds exempt from registration under the Investment Company Act of 1940, as amended, and the rules and regulations promulgated thereunder (the “**Investment Company Act**”). Tilia Holdings, LLC is co-owned by its principals, Johannes Burlin and Eric Larson.

Tilia currently manages one limited partnership: Tilia Fund I, L.P. (the “**Fund**”). The Fund is managed by a general partner, Tilia Fund GP, L.P. (the “**General Partner**”), which has the authority to make investment decisions on behalf of the Fund. The General Partner operates pursuant to Tilia’s registration as an investment adviser under the Investment Advisers Act of 1940, as amended, and the rules and regulations promulgated thereunder (the “**Advisers Act**”) in accordance with guidance from the SEC’s staff. While the General Partner maintains ultimate authority over the Fund, Tilia has been designated the role of investment manager of the Fund.

Tilia expects to principally invest in lower middle-market privately held companies or divested units of larger companies that provide a broad range of technical services within the food science, agronomy and environmental health sectors. The Fund primarily targets companies providing business-to-business services to clients operating within the human food supply chain.

Tilia provides investment advisory services as a private equity manager to the Fund. Interests in the Fund are privately offered to qualified investors in the United States. Tilia’s investment advisory services to the Fund consist of identifying and evaluating investment opportunities, negotiating the terms of investments, managing and monitoring investments and ultimately selling such investments. Investments are made predominantly in nonpublic companies and across the capital structure, although investments in public companies are permitted in certain cases. Senior principals, other Firm personnel and/or third parties appointed by Tilia generally serve on the boards of directors of the portfolio companies or otherwise act to influence control over management of portfolio companies held by the Fund.

Tilia does not tailor its advisory services to the individual needs of investors in its Fund; the Firm’s investment advice and authority for the Fund is tailored to the investment objectives of that Fund. These objectives are described in the private placement memorandum, limited partnership agreement, investment advisory agreements, side letters and other governing documents of the relevant Fund (collectively, the “**Governing Documents**”). The Firm does not seek or require investor approval regarding each investment decision.

Fund investors generally cannot impose restrictions on investing in certain securities or types of securities. Investors in the Fund participate in the overall investment program for the Fund and generally cannot be excused from a particular investment except pursuant to the terms of the applicable Governing Documents.

Tilia has entered into side letters or similar agreements with certain investors that have the effect

of establishing rights under, or altering or supplementing, the Fund's Governing Documents. Rights or terms in any such side letter or other similar agreement may include, without limitation, (i) excuse, exclusion or withdrawal rights applicable to particular investments or certain Fund investors (which may increase the percentage interest of other Fund investors in, and contribution obligations of other Fund investors with respect to, certain investments); (ii) reporting obligations of the General Partner; (iii) waiver of certain confidentiality obligations; (iv) consent of the General Partner to certain transfers by such Fund investor; or (v) rights or terms necessary in light of particular legal, regulatory or public policy characteristics of such Fund investor. Side letters are negotiated when the relevant investor's subscription documents are executed and, once invested in the Fund, investors generally cannot impose additional investment guidelines or restrictions on the Fund.

Tilia does not participate in wrap fee programs.

As of the December 31, 2019, Tilia managed approximately \$179.7 million regulatory assets under management, all of which are managed on a discretionary basis. Tilia does not manage any assets on a non-discretionary basis.

Item 5 – Fees and Compensation

A. Compensation

Compensation to Tilia for investment advisory services is based on the percentage of assets managed by the Firm on behalf of a client and by receiving performance-based compensation. Compensation to the Firm for services provided to the Fund takes the form of management fees as well as performance fees, carried interest or other incentive compensation related to the performance of the Fund. The Firm may waive, reduce or otherwise modify the management fee and/or incentive compensation for any investor in a Fund, including affiliates of the Firm. In addition, and as previously described, Tilia may occasionally enter into a side letter arrangement with certain Fund investors, in which the Firm may grant such investors with preferential terms.

B. Payment of Fees

Management fees paid by the Fund based on the net capital invested in the Fund and paid quarterly in advance. Incentive fees paid by the Fund are payable later in the Fund's life after investors have received a specified preferred return. Management fees and incentive fees paid by future Tilia clients will be tailored for each such other client.

These and other fees (described below) are paid either as a result of a capital call notice to investors, as a portfolio company expense, as a Fund expense or deducted from distributions to investors. Given the long-term nature of an investment in any private equity fund, there are substantial constraints on an investor's ability to withdraw and, therefore, it is rare for a Fund investor to fully withdraw from the Fund before the end of each quarterly period. However, if this were to occur, generally through a private sale of a partnership interest, the management fee is treated as earned and is not refunded.

The specific manner in which Tilia or its related entities charges fees is established and described in greater detail in the Governing Documents of the Fund. Fund investors should refer to these Governing Documents for a complete understanding of how Tilia is compensated for its advisory services. The information contained herein is a summary only and is qualified in its entirety by such documents.

C. Additional Expenses

The expenses paid by the Tilia's clients are set forth in detail in the Governing Documents of the relevant client. Fund investors and prospective Fund investors should therefore review the applicable advisory agreement or Governing Documents carefully because such documents, and not the summary in this brochure, describe more specifically the expenses such investor will bear. As a general matter and in addition to the management fee, the Fund will pay, or reimburse the General Partner for, all other fees, costs, expenses, liabilities and obligations relating to the Fund's activities, business, portfolio companies or actual or potential investments, to the extent not borne or reimbursed by a portfolio company, all as more fully described in the Governing Documents.

As discussed its Governing Documents, the Fund, the General Partner and the portfolio companies of the Fund may from time to time retain other companies and individuals ("**Special Consultants**"), which may be affiliates of the General Partner, employees of such affiliates,

portfolio companies of other funds managed by the General Partner or its affiliates, third party consultants (including individual operating partners) and “senior advisors.” The Special Consultants may be engaged to provide services to, or in connection with, the Fund in relation to its activities or 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 Governing Documents of the Fund, 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 Fund. Consulting Fees and Expenses may, at the discretion of the General Partner taking into account the particular Services, include a profits or equity interest in a portfolio company or other incentive-based compensation to the Special Consultant, 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 Special Consultant, 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. In addition, portfolio companies of the Fund may pay Special Consultants to perform Services that, directly or indirectly, benefit Tilia and/or portfolio companies of future investment vehicles managed by the Firm. Consequently, Tilia and/or portfolio companies of future investment vehicles managed by the Firm may receive Services without being charged at or below market rates. Conversely, portfolio companies of the Fund may also benefit from Services that are paid for by Tilia and/or portfolio companies of future investment vehicles managed by the Firm.

A description of the brokerage and other transaction costs (if any) that are expected to be borne by Firm clients is in Item 12 of this brochure.

Item 6 – Performance-Based Fees and Side-By-Side Management

A carried interest allocation represents an adviser's compensation based on a percentage of net profits of the funds it manages. The General Partner has entered into such performance fee arrangements with the Fund and the Fund's carried interest calculation is further described in its Governing Documents.

This performance fee arrangement has 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 fact that the General Partner's carried interest allocations are based on the performance of the Fund can create an incentive for the General Partner to make investments that are more speculative than would be the case in the absence of such distributions. The Firm believes this incentive is sufficiently mitigated, however, because the General Partner would lose the capital it has invested in the Fund. As more fully described in the Governing Documents of the Fund, any losses the Fund sustains will reduce the General Partner's carried interest allocation, which is only earned after investors have received as distributions 100% of their capital contributions for each realized investment plus a preferred return.

Tilia currently has only one client (the Fund). Until such time as Tilia is permitted to raise a successor or new investment fund, the principals will pursue all appropriate investment opportunities that meet the investment criteria of the Fund, subject to certain exceptions set forth in the relevant Governing Documents. However, the principals may in the future, manage several Tilia funds and investments and may direct certain relevant investment opportunities to those investment funds and investments. See "Conflicts of Interest" section in Item 8 below.

Item 7 – Types of Clients

Tilia currently provides portfolio management services to its private fund client, the Fund. The Fund limits its respective investors to investors who are "accredited investors" as defined under Regulation D of the Securities Act of 1933. With respect to the Fund, minimum subscription or investment amounts are disclosed in the Fund's Governing Documents.

Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss

A. Tilia's Investment Strategy

Tilia's investment strategy is to purchase controlling equity ownership interests in lower middle-market, privately held companies or divested units of larger companies that can benefit from strategic redirection, operational improvements, growth capital and additional human resources. In particular, Tilia specializes in partnership opportunities with owner-operators who have grown their companies through entrepreneurial strategies and now seek human and financial capital resources to bring the company to its next stage of development.

Examples of emerging segments within the food industry include functional foods, supplements, organic and natural foods, pro- and pre-biotics, and more generally, food safety and product innovation.

Tilia's goal is to seek to invest in smaller, niche companies within the emerging segments that are not ready to be acquired by the large competitors or are non-core to the strategies of their existing owners, and then provide the resources (capital, strategy, organization and governance) needed to achieve their growth plans. Because many of these companies operate in what are currently small markets, many of them offer similar services in adjacent non-nutrition markets. Tilia considers those companies as potential investments, so long as a target has significant activities in the Tilia target market and plans for further expansion. Tilia's sourcing hierarchy focuses on three categories of sellers prevalent in this market:

- Owner-operators interested in selling their company, while preserving their involvement and legacy. Strategic buyers with the mandate of immediately absorbing and dismantling the company post-closing are not suitable buyers, nor are many financial buyers. Tilia believes it can provide more flexible acquisition structures than many other potential buyers.
- Owner-operators interested in selling but who do not have adequate company operating systems and mergers & acquisition experience to conduct an effective sales process, or who are unwilling to endure the distraction of that process.
- Owners of companies in emerging service sub-segments such as claim substantiation or product development services that are currently small but competing in rapidly growing markets. Tilia believes that despite having an established customer base, many of these companies have characteristics of entrepreneurial start-ups and are therefore currently too small to be attractive targets for strategic and larger financial investors. These companies are attractive targets for Tilia, which can provide capital, process and structure to create business that will eventually become valuable to a larger acquirer.

B. Tilia's Investment Process

Tilia seeks to generate leads through a variety of sources in order to have a direct dialogue with business owners whenever possible. Tilia seeks to obtain the majority of its transaction flow through the process of direct dialogues with owner-operators of smaller companies and with

corporations who may own operations that do not fit their long-term strategic plans. As described below, Tilia uses its executive and corporate network, in-house market intelligence research and academic relationship program to source transactions.

Tilia uses a six-factor analytical selection system to qualify client investments including factors such as strength of platform, fit with strategic purposes value creation potential and relative valuation. This qualification process provides a measure of objectivity in the initial evaluation of a prospect and throughout, which Tilia believes enables the Firm to allocate its resources to opportunities that best fit the ideal Tilia investment.

When Tilia invests in a company on behalf of its clients, it expects to hold it for four to seven years. Since the client will be a transition owner of these businesses, Tilia focuses on achieving four key dimensions during this stewardship:

- Brand capital: customer satisfaction and innovation
- Financial capital: exceptional returns for investors
- Human capital: development of the organization and its employees
- Social capital: a member in good standing of the global community as measured with environmental, social and governance metrics

The factors that comprise Tilia’s Long-Term Value Creation Plan (“LTVCP”) model are those that buyers have identified as important acquisition criteria. The LTVCP is developed jointly with the management team. Tilia’s stewardship role is to oversee its implementation, to review and revise it as needed, and to provide the resources management needs for its implementation. A more detailed description of the LTVCP is available in the Fund’s Governing Documents.

Lastly, the exit strategy is an integral part of the Tilia investment and stewardship process. In its initial screening, Tilia evaluates the range of potential exits, explores various sale options and identifies the likely next owners. Tilia expects for each of the Fund’s portfolio companies to have multiple choices for their next owner and that most of the next owners will be strategic acquirers. Tilia’s decision and timing to sell is based on the stage of development of the portfolio company as opposed to an external timeline. Tilia believes this “long wave” approach allows the Firm to implement operational improvements that create significant value over time but may require a longer implementation period to which other financial buyers are not able to commit.

Investors should also refer to the Fund’s Governing Documents for a more detailed description of the above.

C. Risk Factors

No investment is free of risk. Current and prospective Fund investors 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. Investors should also refer to the Fund’s Governing Documents for a description of the risk factors specific to the Fund. All investors should be aware of certain risk factors, which include, but are not limited to:

Business Risks: The Fund's investment portfolios consist primarily of securities issued by privately held companies, and operating results in a specified period will be difficult to predict. Such investments involve a high degree of business and financial risk, which can result in substantial loss.

Future and Past Performance: The performance of the members of the Tilia team's prior investments is not necessarily indicative of any Fund's future results. While Tilia intends for the Fund 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.

Concentration of Investments: The Fund will participate in a limited number of investments and intend to make most of its investments in one industry or one industry segment or within a short period of time. As a result, the Fund's investment portfolio could become highly concentrated, and the performance of a few holdings or of a particular industry can substantially affect its aggregate return.

Investment in Junior Securities: The securities in which the 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.

Lack of Sufficient Investment Opportunities: The business of identifying and structuring private equity transactions is highly competitive and involves a high degree of uncertainty. It is possible that the Fund will never be fully invested if enough sufficiently attractive investments are not identified. However, investors are required to bear annual management fees during the Fund's investment period based on the entire amount of such partner's commitments and other expenses as set forth in the relevant Governing Documents. There also is likely to be increasing competition among private equity firms and investors for investments in the sectors in which the Fund targets its investments. There are a number of partnerships and many experienced individuals in these industries that specialize in food supply chain businesses. In addition, many established private equity firms and large private and public companies, which have much greater capital resources than the Fund, often invest in food supply chain businesses. Therefore, there can be no assurance that any Fund will make a sufficient number of attractive investments in order to deploy the Fund's committed capital completely or profitably.

Restricted Nature of Investment Positions: Generally, there will be no readily available market for a substantial number of the investment recommendations, and hence, most of the Fund's investments will be difficult to value. Certain investments are permitted to be distributed in kind to investors, subject to various side letters, and it may be difficult to liquidate the securities received at a price or within a time period that is determined to be ideal by such investors. After a distribution of securities is made to the investors, many investors may decide to liquidate such securities within a short period of time, which can have an adverse impact on the price of such securities. The price at which such securities are sold by such investors may be lower than the value of such securities determined pursuant to the relevant partnership agreement, including the value used to determine the amount of carried interest available to the General Partner with respect to such investment.

Leveraged Investments: The Fund makes use of 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 the 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 are often impacted by regulatory restrictions and guidelines), which state 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 by the Fund will also result in interest expense and other costs to the Fund that may not be covered by distributions made to the Fund or appreciation of its investments. The use of leverage also 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 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 Fund's investments in the leveraged portfolio companies in a down market. In the event any portfolio company cannot generate adequate cash flow to meet its debt service, the Fund may suffer a partial or total loss of capital invested in the portfolio company, which could adversely affect the returns of the Fund. Furthermore, should the credit markets be limited or costly at the time the Fund determines that it is desirable to sell all or a part of a portfolio company, the Fund may not achieve an exit multiple or enterprise valuation consistent with its forecasts. Moreover, the companies in which the Fund will invest generally will not be rated by a credit rating agency.

To the extent the Fund uses borrowed funds in advance or in lieu of capital contributions, the Fund's investors generally make later capital contributions, but the Fund will bear the expense of interest on such borrowed funds. In addition, the Fund's use of borrowed funds will impact the calculation of net performance metrics (to the extent that they measure investor cash flows) and has the potential to make net IRR calculations higher than they otherwise would be without Fund-level borrowing, as these calculations generally depend on the amount and timing of capital contributions. While the Fund will bear the expense of borrowed funds, such borrowings can also increase the carried interest received by the General Partner by decreasing the amount of distributions from the Fund that are required to be made to Fund investors in satisfaction of any preferred return. Although, as with all Fund expenses, such interest expense must be paid back to the investors prior to the General Partner receiving any carried interest thereby reducing the overall capital available to pay carried interest. The General Partner therefore has a conflict of interest in deciding whether to borrow funds because the General Partner has the potential to receive disproportionate benefits from such borrowings.

Need for Follow-On Investments. Following an initial investment in a given portfolio company, the 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 Fund will make follow-on investments or that the Fund will have sufficient funds to make all or any of such investments. Any decision by the Fund not to make follow-on investments or its inability to make such investments can 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, the

failure to make such investments may result in a lost opportunity for the Fund to increase its participation in a successful portfolio company or the dilution of the Fund's ownership in a portfolio company if a third party invests in such portfolio company.

Investments in Countries Outside the United States. Subject to the restrictions set forth in its Governing Documents, the Fund may invest in portfolio companies that are organized or whose primary office is located outside of the United States, its territories, and possessions. Such investments may be subject to certain additional risks due to, among other things, potentially unsettled points of applicable governing law, the risks associated with fluctuating currency exchange rates, capital repatriation regulations (as such regulations may be given effect during the term of the Fund), the application of complex U.S. and non-U.S. tax rules to cross-border investments, possible imposition of non-U.S. taxes on the Fund and/or the Fund's partners with respect to the Fund's income, and possible non-U.S. tax return filing requirements for the Fund and/or the Fund's partners. Additional risks of non-U.S. investments include: (a) economic dislocations in the host country; (b) less publicly available information; (c) less well-developed and/or more restrictive laws, regulations, regulatory institutions and judicial systems; (d) greater difficulty of enforcing legal rights in a non-U.S. jurisdiction; (e) civil disturbances; (f) government instability; and (g) nationalization and expropriation of private assets. Moreover, non-U.S. companies may not be subject to uniform accounting, auditing and financial reporting standards, practices and requirements comparable to those that apply to U.S. companies.

Conflicts of Interest

Investment Allocation. Until such time as Tilia is permitted to raise a successor or new investment fund, the principals will pursue all appropriate investment opportunities that meet the investment criteria of the Fund, subject to certain exceptions set forth in the relevant Governing Documents. However, the principals may in the future, manage several Tilia funds and investments and may direct certain relevant investment opportunities to those investment funds and investments ("**Other Tilia Clients**").

Tilia may conduct the investment programs of certain Other Tilia Clients in a manner that is similar to the investment program of the Fund. There may be investment opportunities that are suitable to the Fund and one or more of such Other Tilia Clients. At such time, the Firm will make allocation decisions between or among the Fund and the Other Tilia Clients in its discretion, consistent with its fiduciary duties and contractual commitments, and taking into account the respective investment programs, current portfolios and available capital commitments of the Fund and such Other Tilia Clients (and any other factors it may deem relevant).

The Fund may in the future make an investment, from time to time, in a portfolio company in which one or more Other Tilia Clients invests in a different part of the capital structure. There may be instances where such a portfolio company may become insolvent or bankrupt and where the Fund's and the Other Tilia Clients' interests in such portfolio company may otherwise conflict. To the extent that the Fund holds securities in a portfolio company with rights, preferences and privileges that are different than those held by Other Tilia Clients in the same portfolio company, the Management Company and its affiliates are likely to be presented with decisions when the interests of the Fund and the Other Tilia Clients are in conflict. It is possible that in a bankruptcy proceeding, the Fund's interest may be subordinated or otherwise adversely affected by virtue of

the Other Tilia Clients' involvement and actions relating to such investment.

Conflicts with Portfolio Companies. Tilia investment professionals may serve as directors of certain portfolio companies and, in that capacity, will be required to make decisions that they consider to be in the best interests of the portfolio company. In certain circumstances, for example in situations involving bankruptcy or near-insolvency of the portfolio company, actions that may be in the best interest of the portfolio company may not be in the best interests of the Fund, and vice versa. Accordingly, in these situations, there may be conflicts of interests between such individual's duties as an officer or employee of the Firm and such individual's duties as a director of the portfolio company.

Business with Portfolio Companies and Other Investors. A portfolio company of the Fund may from time to time provide services to another portfolio company of the Fund, or to the General Partner or its affiliates. Such arrangements are intended to be entered into on an arm's length basis as the parties deem appropriate. In addition, the General Partner or its affiliates may from time to time utilize the services of one or more Limited Partners and their affiliates on an arm's length basis, as the parties deem appropriate.

Co-Investment Opportunities. As described in greater detail in the Fund's Governing Documents, the General Partner may in its discretion offer certain opportunities to co-invest with the Fund ("**Co-Investment Opportunities**") to various third parties including, without limitation, certain of the Limited Partners and (in the future) Other Tilia Clients. The allocation of any such Co-Investment Opportunities may or may not be in proportion to the commitments of such investors and may involve different terms and fee structures. In these cases, while the General Partner will seek to act in the best interest of the Fund, it could be argued that the Fund received a smaller allocation in the particular investment than it otherwise would have received if the General Partner had not provided the third party with the Co-Investment Opportunity. Any expenses attributable to a particular investment held by the Fund and any co-investment vehicle established by Tilia will generally be allocated among the Fund and such co-investment vehicle pro rata in accordance with their respective aggregate invested capital in such investment. Any expenses associated with any proposed Fund investment that is ultimately not consummated (including any expenses that would have been allocable to co-investors had such proposed investments been consummated) will generally be borne by the Fund. Moreover, it is possible that certain terms and fee structures offered with respect to these Co-Investment Opportunities to third-party co-investors may be more favorable than those offered to Limited Partners.

Allocation of Fees and Expenses. Tilia may be faced with a variety of potential conflicts of interest when it determines allocations of various fees and expenses to the Fund and (in the future) Other Tilia Clients. Tilia, in its sole discretion, will allocate fees and expenses in accordance with the applicable Governing Documents and in a manner that it believes in good faith is fair and equitable to the Fund and (in the future) Other Tilia Clients under the circumstances and considering such factors as it deems relevant. The allocations of such expenses may not be proportional, and any such determinations involve inherent matters of discretion, e.g., in determining whether to allocate pro rata based on number of funds or co-investors receiving related benefits or proportionately in accordance with asset size.

Item 9 – Disciplinary Information

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

Item 10 – Other Financial Industry Activities and Affiliations

Tilia and its affiliated General Partners are not actively engaged in a business other than giving investment advice to its client, the Fund, and managing the portfolio companies owned by the Fund. Neither Tilia 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.

Other than as discussed above, Tilia has no other 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 sponsor or syndicator of limited partnerships that are material to its advisory business, the Funds or its investors.

Item 11 – Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

Code of Ethics and Personal Trading

Pursuant to Rule 204A-1 of the Advisers Act, Tilia has adopted a Code of Ethics for all employees of the Firm describing its high standard of business conduct and its responsibilities to its clients. All Tilia supervised persons must acknowledge and agree to be bound by the terms of the Code of Ethics annually, or at such time the Code of Ethics is amended. Supervised persons of Tilia who violate the Code of Ethics will be subject to remedial actions, including, but not limited to, censure, suspension or dismissal. Supervised persons are also required to promptly report any violations of the Code of Ethics of which they become aware.

The personal trading policy for all Tilia supervised persons is set forth in Tilia's Code of Ethics. The Code of Ethics establishes guidelines for personal trading requirements, insider trading and reporting of personal securities transactions, including certain pre-clearance and reporting obligations. Under the Code of Ethics, Tilia supervised persons are required to file certain periodic reports with the Chief Compliance Officer, as required by Rule 204A-1 under Advisers Act.

Tilia's supervised persons are prohibited from trading, either personally or on behalf of others, in securities while in possession of material nonpublic information regarding publicly traded securities or communicating material nonpublic information about such securities to others. Pre-clearance is required by supervised persons for certain personal securities transactions, including securities on the Firm's restricted list (if any), initial public offerings and certain limited offerings. In addition, supervised persons are required to submit their brokerage account statements to the Chief Compliance Officer for review.

Investors can request a copy of the Firm's Code of Ethics by contacting its Chief Compliance Officer (see contact information on the cover page of this Brochure).

Participation in Client Transactions

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 to any affiliates or controlling persons of the adviser (*i.e.*, an owner, employee or affiliate of the adviser). The SEC also views cross trades between Funds 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. An agency cross transaction occurs when an adviser or affiliate arranges a transaction (*i.e.*, acts as broker) between two or more different funds or accounts that are managed by the same adviser or an affiliate. Agency cross transactions can also occur where an adviser is dually registered as a broker-dealer or has an affiliated broker-dealer.

Currently, Tilia does not intend to enter into either a principal transaction or agency cross transaction on behalf of its client, the Fund. In the event Tilia were to recommend a principal transaction or agency cross transaction in the future, 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 advisory committee, as appropriate; (iv) if necessary, consent is obtained from the appropriate

parties; and (v) the Firm seeks best execution for the transaction.

Other Conflicts of Interest

The Governing Documents of the Fund includes a description of what Tilia believes to be the most significant conflicts of interest associated with an investment in that Fund. Some of these conflicts were summarized previously (including but not limited to Item 8 above).

Investors should note that there could be occasions when Tilia and its affiliates encounter potential conflicts of interest in connection with a Fund. If any matter arises that Tilia determines in its good faith constitutes an actual conflict of interest, Tilia will take such actions as necessary or appropriate, within the context of the Fund's Governing Documents, to ameliorate the conflict.

Item 12 – Brokerage Practices

Tilia's investment focus is on securities transactions of private companies and take-private transactions of public companies, and generally purchases and sells such companies through privately negotiated transactions. In such privately negotiated transactions, Tilia may engage the services of a broker-dealer or investment banker for either the purchase or sale of an investment. Selection of such broker-dealer or investment banker is based on a variety of factors, including: Tilia's prior experience in working with the broker-dealer or investment banker; the broker-dealer or investment banker's reputation within the industry; and the cost, among other factors.

To the limited extent broker-dealers are used for selling positions in public securities that the Fund obtains through the sale or initial public offering of portfolio companies, Tilia will determine the most appropriate broker-dealer to engage based on the specific circumstances of the transaction. Under such circumstances, best execution would not be determined by lowest possible commission costs, but rather by qualitative execution. In such cases, the Firm's effort to obtain the best commission prices and execution on any individual transaction depends on its judgment, experience and knowledge in evaluating the broker-dealer's reliability and capability, and is based on numerous factors, including previous and pending transactions effected by the broker-dealer for Tilia; execution capability; liquidity; distribution channels; commission rates; counterparty risk; the value of research provided (if any); and responsiveness to the Firm.

The Firm does not currently receive, or expects to receive, "soft dollar" benefits from a broker-dealer or other third party in connection with client securities transactions and does not engage in directed brokerage. In the event that the Firm engages in active public company trading for client transactions and determines to utilize allocations of client commission dollars, Tilia would do so solely to pay for products or services that qualify as "research and brokerage services" within the "safe harbor" of Section 28(e) of the Securities Exchange Act of 1934, as amended.

Item 13 – Review of Accounts

The investment portfolios of the Fund are generally private, illiquid and long-term in nature and accordingly Tilia's review of them is not directed toward a short-term decision to dispose of securities. Tilia closely monitors the portfolio companies of its Funds and maintains an ongoing oversight position in such portfolio companies. A team of investment professionals reviews the Fund's portfolios on an on-going basis. These reviews include, without limitation, sales trends, margins, profitability, debt to equity ratios, material business developments, competitive landscape and management. The team generally includes principals and other investment professionals of Tilia.

As described in the Fund's Governing Documents, Tilia furnishes to investors on behalf of the Fund unaudited financial statements for the first three quarters of each fiscal year following each such quarter's close, and annual audited financial statements within 120 days of the fiscal year end.

Item 14 – Client Referrals and Other Compensation

As described in Item 5 above, Tilia receives out of pocket expense reimbursements and compensation in the form of fees from the portfolio companies held by the Funds. These fees are paid pursuant to separate agreements with the portfolio companies to provide certain services that Tilia believes will ultimately enhance the value of the companies and benefit the Funds and their investors. Such fee arrangements can present potential conflicts of interest and provide Tilia with an incentive to recommend investments based on compensation received rather than the best interests of the Funds. To help mitigate this conflict, an allocable portion of such benefits received by Tilia or its employees are offset in part against the management fee paid by a Fund as further described (in detail) in the Fund's Governing Documents.

Item 15 – Custody

Although Tilia does not expect to have custody of its client's assets (which are typically custodied by the Fund's third-party custodian), the Firm may be deemed to have custody over the assets of certain of its clients according to the custody rule set forth in Rule 206(4)-2 under the Advisers Act (the "**Custody Rule**"). Tilia intends to comply with the Custody Rule by providing audited financial statements of each Fund to investors in such Fund client within 120 days of the end of the fiscal year to satisfy the reporting requirement. Investors in the Funds should carefully review such financial statements.

Item 16 – Investment Discretion

Tilia and its General Partners have discretionary authority based on the Governing Documents with the Fund to buy and sell securities or other investments on behalf of the Fund and to determine the amount of such investments to be bought and sold. Investment advice is provided directly to the Fund, subject to the discretion and control of the General Partner, and not to investors in the Fund individually. The terms upon which Tilia serves as an investment manager of the Fund are established at the time the Fund is established and are set out in the Governing Documents of the Fund.

To become an investor in the Fund, an investor must execute a subscription agreement and a limited partnership agreement with the Fund. Such documents contain a power of attorney that upon execution grants upon Tilia or its General Partner certain powers related to the orderly administration of the affairs of the Fund, with limited exceptions, such as certain conflicts of interest as discussed elsewhere in this Brochure.

Generally, Tilia's restrictions with respect to managing the Fund, such as the type of securities or assets in which the Fund may invest, will be contained in the Fund's Governing Documents.

Item 17 – Voting Client Securities

By virtue of the Fund governing documents, Tilia is the manager or general partner of its Funds and has the sole authority to vote Client securities on any matter requiring a vote of the members or shareholders, or to give consent on any matter requiring the consent of members or shareholders, virtually all of which are written member or shareholder consents or similar instruments for private companies.

Given the nature of Tilia's advisory services to the Fund(s), Tilia does not currently make investments in publicly traded securities or expects to vote "proxies" on behalf of its Client(s). In the event that Tilia does transact in publicly traded securities on behalf of Clients and exercises authority to vote such Client securities, it shall follow the requirements set forth in Tilia's proxy voting policy. Tilia's proxy voting policy seeks to ensure that it votes proxies in the best interest of the Funds, including where there are material conflicts of interest in voting proxies. Tilia generally believes its interests are aligned with those of the Funds' investors through the principals' beneficial ownership interests in the Funds. However, in the event that there is a conflict of interest in voting proxies, Tilia's proxy voting policy provides that the Firm can address the conflict using several alternatives, including by seeking the approval or concurrence of an advisory committee on the proposed proxy vote, or through other alternatives as set forth in Tilia's proxy voting policy. Investors in the Fund cannot direct how Tilia votes proxies or shareholder consents nor is Tilia required to seek investor approval or direction from investors when voting proxies or when giving consent on any matter requiring the consent of shareholders.

Tilia will provide a copy of its proxy voting policy to any existing or prospective investor by contacting its Chief Compliance Officer (see contact information on the cover page of this Brochure). Investors can also obtain information from the Firm, free of charge, about how Tilia voted any previous public proxies, if any.

Item 18 – Financial Information

Not applicable.