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FORM ADV | PART 2A BROCHURE

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This brochure provides information about the qualifications and business practices of Mason Wells, Inc. If you have any questions about the contents of this brochure, please contact us at 414-727-6400. 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. An investment adviser's registration with the SEC does not imply a certain level of skill or training.

Additional information about Mason Wells, Inc., including a copy of its Form ADV Part 1, is available on the SEC's website at www.adviserinfo.sec.gov.

ITEM 2 - MATERIAL CHANGES

There have been no material changes to this brochure since the date of Mason Wells, Inc.'s last brochure, dated March 22, 2019.

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ITEM 4 - ADVISORY BUSINESS

Mason Wells, Inc. ("Mason Wells") is a private investment management firm that provides services to affiliated private funds and their general partners. The funds in the Mason Wells fund family currently include Mason Wells Buyout Fund II, Limited Partnership ("Fund II"), Mason Wells Buyout Fund III, LP ("Fund III"), and Mason Wells Buyout Fund IV, LP ("Fund IV" and collectively with Fund II, Fund III, and Fund IV, each a "Fund" and together the "Funds"). Each Fund is organized as a limited partnership and has a separate general partner for which Mason Wells provides administrative and management services. In addition, each of Fund II, Fund III, and Fund IV is structured with a companion, or side-by-side, fund which generally invests in all portfolio investments of the fund to which it is related on a pro rata basis based on the amount of capital committed to the applicable Fund and Executive Fund. The companion fund to Fund II is MW Buyout Executive Fund II, LLC ("Executive Fund II"), the companion fund to Fund III is MW Buyout Executive Fund III, LLC ("Executive Fund III"), and the companion fund to Fund IV is MW Buyout Executive Fund IV, LLC ("Executive Fund IV" and collectively with Executive Fund II and Executive Fund III, the "Executive Funds"). Each Executive Fund is a parallel-managed side-by-side fund, managed by a managing member or members affiliated with Mason Wells and the applicable General Partner, that invests pro rata along with the Fund to which it is related.

The general partner of Fund II is Mason Wells Buyout Partners II, LLC ("Partners II"), the general partner of Fund III is Mason Wells Buyout Partners III, LLC ("Partners III"), and the general partner of Fund IV is Mason Wells Buyout Partners IV, LLC ("Partners IV" and collectively with Partners I, Partners II, and Partners III, each a "General Partner" and together the "General Partners").

Partners III, and Partners IV are separately registered with the Securities and Exchange Commission ("SEC") under the Investment Advisers Act of 1940, as amended ("Advisers Act"). Partners II was formerly an exempt reporting adviser with the State of Wisconsin.

Thomas G. Smith is the principal owner of Mason Wells; more detailed direct and indirect ownership information is available in the Form ADV Part 1 of Mason Wells and for each General Partner. None of the Funds receives investment advisory services from any entity except its respective General Partner and, indirectly, Mason Wells.

The principal function of Mason Wells is to provide essential administrative, back-office, and business continuity services to the General Partners. These services primarily include, but are not limited to, engaging and compensating the personnel and operating partners who provide services to the General Partners and service the Funds, maintaining office space and equipment leases, performing accounting services, administering the overall compliance function, preparing annual reports and other basic functions. Mason Wells is also the sponsor of each of the Funds, has developed the proprietary investment strategy and value creation system employed by the Funds, and lends to the Funds and possible future funds a strong brand identity. However, the actual management of the business and affairs of each Fund is vested in each such Fund's respective General Partner.

Fund III and Fund IV are private equity funds that seek to complete buyout transactions, typically of non-public, middle market companies generally operating within targeted industry sectors and generally located in the Midwestern United States. Fund II no longer holds any securities and is not making any new investments. Investment limitations are incorporated into each Fund's governing agreement, and side letter agreements with certain Limited Partners which further restrict Fund investments. The respective General Partners apply the Mason Wells investment philosophy and value creation system to provide investment advisory

services to their respective Funds within investment guidelines and limits specified in each such Fund's governing agreements and any applicable side letters.

Investment advisory services provided by the General Partners include identifying investment opportunities for the Funds in the form of portfolio companies and participating in the acquisition, management, monitoring and disposition of such investments. Each Fund (together with the associated Executive Fund for Partners II, Partners III, and Partners IV) is the sole client of its respective General Partner, and thus each General Partner is able to tailor its investment advisory services to the specific needs and stated objectives of its associated Fund.

The advisory services performed for each of the Funds is also detailed more fully in a Private Placement Memorandum for each Fund (collectively the "Memoranda"), which also sets forth specific information on the investment strategies of the named Fund. Further, Partners III and Partners IV each files information on its own Form ADV which sets forth important disclosure items in particular detail.

As of December 31, 2019, Mason Wells, indirectly through the General Partners, managed assets totaling approximately \$825,609,823, all of which are managed on a discretionary basis. This figure includes both fair market value of all Fund and Executive Fund assets and the uncalled capital commitments by investors in the Funds and Executive Funds.

ITEM 5 - FEES AND COMPENSATION

For providing administrative and management services, Mason Wells is entitled to receive certain fees from the Funds. All fees earned by Mason Wells derive from the management and transaction fees earned by the General Partners. Mason Wells does not directly contract with the Funds or Executive Funds. All fees paid by a Fund or Executive Fund are dictated by its governing documents, and (in the case of Partners III and Partners IV) more fully detailed in the Form ADV for its respective General Partner. Fees are established by the terms of a Fund's Partnership Agreement (or operating agreement in the case of an Executive Fund), as amended from time to time, and are deducted from that Fund's assets as they become due.

Management Fees are paid by the Funds to the General Partners (and by the Executive Funds to the managing member or members of such Funds, who assign such Management Fees to Mason Wells) quarterly in advance, generally based upon either net invested capital or total capital contribution obligations. The manner in which such fees are calculated vary by Fund and Executive Fund, and may (and in the case of the Funds, will) change over time, pursuant to factors such as the terms of the applicable partnership agreement or operating agreement, fee waivers by the General Partners, and fee agreements made pursuant to amendments to the applicable partnership agreement. The General Partners (and their officers, members and affiliates and Mason Wells and its employees) also are permitted and expect to receive certain transaction fees and break-up fees from their applicable Fund's portfolio companies that flow through to Mason Wells. To the extent a General Partner (or certain affiliated persons, to the extent set forth in the applicable Partnership Agreement) receives these fees in respect of such Fund, they will generally be 100% credited against the Management Fee of the applicable Fund. Partners II (and its officers and affiliates) were entitled to receive transaction fees from portfolio companies (or from entities that would be portfolio companies if acquired); however, Fund II no longer holds any portfolio companies and will not acquire any new portfolio companies. In addition, as described in Item 11, amounts received by executive operating partners of the Fund do not offset the Management Fee. For more information on the management fees earned by each General Partner (in the case of Partners III and Partners IV), including the impact of transaction fees and break-up fees and the change in the calculation of

the management fee upon the occurrence of certain events, please refer to that General Partner's Form ADV.

Management Fees are currently as set forth below, calculated on an annual basis:

Fund	Fee
Fund II	None
Executive Fund II	None
Fund III	1% of net invested capital
Executive Fund III	\$200,000
Fund IV	2% of aggregate capital commitments
Executive Fund IV	1% of aggregate capital commitments

Management fees earned by a General Partner (or the managing members of an Executive Fund), as well as any transaction or other fees that a General Partner (and its officers, members and affiliates and Mason Wells and its employees) is permitted to retain pursuant to the terms of the applicable partnership agreement (which fees are described in greater detail in the applicable General Partner's Form ADV for Partners III and Partners IV), are distributed to Mason Wells as compensation for its management and administrative services.

In accordance with common industry practice, each General Partner has entered and may in the future enter into letter agreements with certain investors pursuant to which it grants the investors specific rights, benefits, or privileges that are not made available to investors generally, which typically include rights, benefits, or privileges that are more favorable than those given to other investors.

Mason Wells does not receive any other form of compensation from the General Partners. However, each Fund is responsible for reimbursing the General Partner for expenses incurred on behalf of the Fund. To the extent those expenses were actually incurred by Mason Wells, such reimbursements will flow through the General Partner to Mason Wells. Further, each Fund absorbs all of its own operating expenses, such as those for accounting, administrative, legal, and management expenses and reimburses the General Partner and the applicable Fund advisory board for out-of-pocket expenses incurred to third parties in conjunction with such operation and private placement. These operating expenses are described in greater detail in the applicable General Partner's Form ADV in the case of Partners III and Partners IV.

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

Mason Wells does not receive compensation in the form of performance-based fees.

Each General Partner receives from its associated Fund a carried interest or performance based fee equal to 20% of all realized profits (as described more fully in each Fund's Partnership Agreement), and as further described in the Form ADV of Partners III and Partners IV. However, none of the carried interest is distributed to Mason Wells; rather, such returns, if any, are allocated to the other equity owners of each General Partner. Mason Wells receives only the Management Fees described in Item 5 above. Because each General Partner's carried interest is based on a percentage of profits, an incentive may be created for the General Partner to cause the applicable Fund to make riskier or more speculative investments than otherwise might be the case. This risk is intended to be minimized by the significant investment in such Funds and Executive Funds by members of the investment advisory team of such General Partner, which should tend to align the interests of these individuals with the interests of the investors to some extent.

The Executive Funds do not pay a carried interest or other performance-based fee.

ITEM 7 - TYPES OF CLIENTS/MINIMUM ACCOUNT SIZE

Mason Wells has no direct clients, but may be deemed to indirectly provide services to each of the Funds and Executive Funds. All Funds and Executive Funds are now closed to new investors. The stated minimum commitment amounts were: for Fund II, Fund III, and Fund IV, \$5,000,000; and for each of the Executive Funds, \$100,000. However, each of the General Partners was granted authority to, and actually did, exercise discretion to accept a smaller commitment amount from some investors, provided that the investor otherwise met the qualification requirements for the applicable Fund or Executive Fund.

In the case of all Funds and Executive Funds, the General Partner imposed certain restrictions as to the type of investor that it would admit as a Limited Partner. For each of the Funds and Executive Funds, this limitation included a requirement that the investor be considered an “accredited investor” as contemplated by Rule 501 of Regulation D under the Securities Act. In addition, Fund II required that each Limited Partner represent that it qualifies as a “Qualified Client” as contemplated by the Investment Advisers Act of 1940, as amended (“Advisers Act”). Fund III and Fund IV required that all Limited Partners represent that they qualify as a “Qualified Purchaser” under the Investment Company Act of 1940, as amended.

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

Through the General Partners, Mason Wells employs an investment strategy on behalf of the Funds (and their corresponding Executive Funds, as applicable) which causes each Fund’s portfolio to consist primarily of control equity positions in securities issued by privately held companies. This strategy is generally referred to as the “Mason Wells Value Creation System.” Mason Wells believes the following key elements of this investment strategy will enable the General Partners to generate above market rates of return for the Funds:

Middle Market—Mason Wells focuses its strategy on middle market buyout transactions involving the purchases and sales of control interests of firms which meet a Fund’s particular investment objectives. Mason Wells believes this market segment is less competitive than other market segments, resulting in attractive purchase price multiples that have the potential to yield higher selling multiples upon exit.

Geographic Focus—Mason Wells generally originates buyout transactions of companies located in the Midwestern United States, a geographic region that Mason Wells believes is underserved by the private equity industry.

Industry Focus—Mason Wells generally targets investments within three industry sectors (specialty packaging and paper, engineered products and services, and outsourced business services) for Fund II and Fund III and four industry sectors (packaging materials and converting, consumer packaged goods, engineered products and services, and outsourced business services) for Fund IV—industries in which Mason Wells possesses an in-depth understanding and has extensive industry contacts.

Management—Mason Wells strives to purchase control equity positions in “undermanaged” companies that have the potential for significant shareholder value creation through the implementation of the operational improvements and profitable growth initiatives of the Mason Wells Value Creation System. Further, Mason Wells believes that actively working with the management teams of a Fund’s portfolio company to improve fundamental business practices can potentially increase returns for the Fund and mitigate risk.

Certain risk factors arise under Mason Wells' investment strategy, which are more exhaustively described in the Memoranda; and these risks can, and do, vary by Fund. Accordingly, the summary below is qualified in its entirety by the more extensive set of risks set forth in the Memoranda and must be read in conjunction with and as a supplement to the information about risks contained in the Memoranda. Investing in securities of any type, including the types held in a Fund's portfolio, involves risk of loss, and an investor in any one or more of the Funds should be prepared for the possibility of such a loss. Other pertinent risk factors include:

Business Risks and Illiquidity—Fund investment portfolios consist primarily of securities issued by privately held companies, and operating results in any particular period may be difficult to predict. Further, investments may be relatively illiquid compared to other more readily available investments. Because of the nature of any particular Fund's portfolio, significant degrees of business and financial risk exist which can cause substantial losses.

No Guarantee of Results—The performance of prior investments made by principals of Mason Wells and the General Partners is not necessarily indicative of the future results for any given Fund, and Mason Wells does not guarantee the results of its investment methods.

Investment in Junior Securities—The securities in which the Funds typically invest are typically among the most junior securities in the capital structure of a portfolio company, and as such may be subject to a greater risk of loss than more senior securities. Generally, investments in these types of junior securities are not secured by collateral.

Concentration of Investments—The Funds are designed to participate in a limited number of investments, including potentially concentrating multiple investments in a single industry or industry segment. As a result, a Fund's portfolio may be highly concentrated, and subject to the attendant risks of a relatively non-diversified portfolio, including being subject to industry-specific business risks.

ITEM 9 - DISCIPLINARY INFORMATION

Neither Mason Wells nor any of its principals has any material disciplinary action to disclose under this Item 9.

ITEM 10 - OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

As described above in Item 4, Mason Wells is the sponsor of the Funds and provides certain administrative and management services to the General Partners. Mason Wells also employs the individual members of each of the General Partners, as well as the employees providing support services to the same, and retains any operating partners.

As described in Item 11 below, certain investors of the Executive Funds are partners in or affiliates or members of Mason Wells and certain of the General Partners. Similar to investments made by such individuals in the Funds directly, Mason Wells believes such investments should have the effect of aligning such individuals' interests with those of the related Fund. However, each General Partner, its members, Mason Wells, and their affiliates have a financial interest in the applicable Fund through a carried interest and/or a direct investment interest and in the applicable Executive Fund through a direct investment interest. As such, that General Partner (and Mason Wells, indirectly) could be considered to have recommended to investors that they buy or sell securities or investments in which that General Partner (and Mason Wells, indirectly) or a related person has some financial interest.

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

Mason Wells has developed a Code of Ethics in connection with its business, which is designed to operate in conjunction with the Codes of Ethics developed by each of the General Partners. A copy of the Code of Ethics is available to investors in any of the Funds upon request.

Mason Wells is subject to a number of conflicts of interest. These conflicts of interest are more exhaustively described in the Memoranda. Accordingly, the summary below is qualified in its entirety by the more extensive set of conflicts set forth in the Memoranda and must be read in conjunction with and as a supplement to the information about conflicts contained in the Memoranda:

Subject to limited exceptions, Mason Wells does not invest in, and does not permit any of its officers or affiliates (other than the applicable Fund and corresponding Executive Fund) to invest in: (a) companies in which a Fund is actively considering making an investment, or (b) companies in which a Fund already has an investment. However, some members and officers of Mason Wells and the General Partners have invested in certain of the Funds and/or the Executive Funds. The Executive Funds are entities formed for the purpose of investing on a side by side basis with its associated Fund in all investments of that Fund. Members and officers of Mason Wells may have a conflict of interest in providing investment advice to a Fund and/or each Executive Fund because such investment advice will have an effect on their personal investments in such Fund and/or Executive Fund.

Executive Operating Partners

Each General Partner and its affiliates utilize “executive operating partners” to assist with portfolio company investments, whose compensation does not offset the Management Fee payable to that General Partner. This compensation may be made by the applicable Fund, Executive Fund, Mason Wells, and/or their portfolio companies through one or more of the following: portfolio company director fees and stock options, cash, opportunities to participate in co-investments with one or more investment funds sponsored by Mason Wells, and opportunities to invest in the applicable Executive Fund and similar parallel “executive funds” that invest on a side-by-side basis with other Mason Wells-sponsored investment funds. Opportunities to invest in co-investments and executive funds are available at a generally lower fee structure than that of the applicable Fund and do not charge any “carried interest.”

Co-investments

One or more investors in a Fund or Executive Fund or their affiliates do and are expected to from time to time co-invest with that fund, as selected by a General Partner in its sole discretion, by acquiring securities in one or more portfolio companies. Participants in these co-investment opportunities are typically afforded the opportunity to participate in such co-investment while bearing a lower or no management fee or “carried interest” with respect to a co-investment.

Allocation of Expenses

In some instances, it may be difficult to determine which fund organizational or operational expenses are properly attributable to a Fund and which are attributable to the corresponding Executive Fund. In such instances, these expenses, together with sourcing and diligence expenses, will generally be shared between that Fund and Executive Fund pro rata based on the aggregate amount of capital commitments made to each such Fund. However, this pro rata allocation may be altered where such an allocation is reasonably deemed to unfairly benefit one fund over the other. In addition, Mason Wells or one or more of its affiliates may at its

discretion bear the allocable share of organizational costs and other expenses attributable to an Executive Fund without seeking reimbursement from that Executive Fund.

Expenses that are specifically attributable to a particular fund portfolio company are charged to the portfolio company to which they relate where practicable. Where this does not occur, these expenses are generally allocated pro rata between the applicable Fund and corresponding Executive Fund based on their respective ownership of the relevant portfolio company or investment held by these funds. The specific entity in the organizational holding structure which bears these expenses affects the proportional sharing of these expenses. Transaction expenses for consummated investments will typically be borne by the relevant portfolio company or a related investment vehicle through which the investment is made and capitalized as part of the acquisition price of the relevant transaction to the extent not reimbursed by a third party. In addition, ongoing expenses that are specific to a portfolio company may be borne by the relevant portfolio company. When the portfolio company bears an expense directly, each direct and indirect equity owner of such company will indirectly bear a portion of such expenses. Transaction expenses for unconsummated investments will typically be allocated between the Fund seeking to make that investment and its corresponding Executive Fund pro rata based on the aggregate amount of capital commitments made to each such Fund. To the extent that any unaffiliated co-investor was expected to co-invest with a Fund and Executive Fund in a particular unconsummated investment, any diligence and sourcing expenses relating to that opportunity typically are not shared with any unaffiliated co-investor.

Diverse Membership

The investors in the Funds and Executive Funds may have conflicting investment, tax, and other interests with respect to their investments in such Fund. The conflicting interests among the investors may relate to or arise from, among other things, the nature of investments made by such Fund, the structuring of the acquisition of investments and the timing of the disposition of investments, as well as the structure of such Fund. As a consequence, conflicts of interest are expected to arise from time to time in connection with decisions made by the Fund's General Partner, including with respect to the nature or structuring of investments, that may be more beneficial for one investor than for another investor, especially with respect to investors' individual tax situations. In selecting and structuring investments appropriate for a Fund and Executive Fund, a General Partner will consider the overall investment and tax objectives of such Fund rather than of any particular investor.

Conflicts Related to Purchases and Sales Between Funds

Investments made by a Fund and Executive Fund in a portfolio company in which another Fund affiliated with Mason Wells has previously invested presents conflicts of interest, including determinations of whether existing investors are receiving a price that is higher or lower than market value and whether new investors are paying too high or too low a price for the company or purchasing securities with terms that are more or less favorable than the prevailing market terms. To help mitigate these potential conflicts, if such a cross-Fund transaction is proposed, the General Partner would seek advisory board approval for such a transaction as a condition to consummating the transaction.

Service as Directors of Portfolio Companies

Conflicts of interest arise under certain circumstances because personnel of a General Partner and Mason Wells expect to serve as directors of Fund portfolio companies. In instances where a Fund and Executive Fund are not the sole shareholder of a portfolio company, such personnel may owe fiduciary duties to the shareholders of the portfolio companies in addition to any fiduciary duties owed to the Fund and Executive Fund. This may place these personnel in a position where they must make a decision that is either not in the best interests of the

applicable Fund or not in the best interests of the shareholders of a portfolio company. If these personnel make a decision that is not in the best interest of the shareholders of a portfolio company, this decision may subject the General Partner, the applicable Fund, and their affiliates to claims that they would not otherwise be subject to as an investor, including claims of breach of the duty of loyalty, securities claims and other director-related claims

When conflicts arise, a number of factors may mitigate, but will not eliminate, conflicts of interest. Each Fund has established an advisory board consisting primarily of representatives of investors not affiliated with its General Partner. The advisory board will meet to consult with the General Partner as to certain potential conflicts of interest. On any issue involving actual conflicts of interest, a General Partner will be guided by its good faith discretion.

Many important conflicts of interest will generally be resolved by set procedures, restrictions, or other provisions contained in the relevant offering or organizational documents for a Fund and Executive. And where a General Partner deems appropriate, unaffiliated third parties may be used to help resolve conflicts, such as the use of an investment banker to opine as to the fairness of a purchase or sale price.

ITEM 12 - BROKERAGE PRACTICES

Neither Mason Wells nor the General Partners generally makes investments in securities listed on national securities exchange, nor do they engage in securities transactions that result in “soft dollars.” Transactions primarily involve the privately negotiated purchase and sale of equity interests in companies and the provision of equity capital.

ITEM 13 - REVIEW OF ACCOUNTS AND REPORTS

Mason Wells does not directly maintain or manage client accounts, as all management responsibilities are vested in the General Partners. However, Mason Wells does review the client accounts on a regular basis. The General Partners report on portfolio companies and their respective financial plans on a regular and ongoing basis. Mason Wells itself receives such reports from the General Partners, which in turn receive reports from Fund portfolio companies on a regular basis. These reports are used as one tool to monitor and influence the progress of the portfolio companies to achieve Fund investment objectives.

Each General Partner prepares reports on behalf of its associated Fund and distributes such reports to that Fund’s Limited Partners. However, some or all of the work needed to prepare such reports, particularly services related to accounting, may be actually performed by Mason Wells. Reports are prepared and sent to Limited Partners or made available to them through an online reporting portal at least quarterly. The reports include information on recent acquisitions, sales, and performance reports of the companies acquired or equity capital contributed. In addition, Mason Wells itself will periodically aggregate and report on client information.

ITEM 14 - CLIENT REFERRALS AND OTHER COMPENSATION

Mason Wells does not, either for its own account or through the General Partners, compensate any third party in connection with finding new clients. The General Partners have previously compensated certain finders or business brokers of both Fund portfolio companies and investors for associated Funds, and may do so in the future. In a typical instance, a General Partner may cause the Fund it manages to provide compensation to a finding agent who sources a portfolio company for such Fund; such compensation may be contingent on consummating the acquisition of the target portfolio company, and may be based on the size of the transaction as well as the potential growth of the portfolio company. With regard to finders

of new investors for its Funds, Mason Wells, either for its own account or through a General Partner, has entered into, and may in the future enter into, customary private placement agreements which result in compensation being paid by Mason Wells or a General Partner. Such agreements in some instances provide for payment of both a set fee and a contingent fee based on a percentage of placement amounts, and in some instances provide for payment of solely such a contingent fee, to a registered placement agent for locating new investors for a Fund's interests.

ITEM 15 - CUSTODY

By virtue of its affiliation with the General Partners, Mason Wells may be deemed to have custody of client assets. Each of the General Partners has custody of the assets of its affiliated Fund and Executive Fund, which are placed with custodial banks to the extent required by the Investment Advisers Act of 1940, as amended, and in accordance with guidance issued by the Securities and Exchange Commission from time to time. Please refer to the Forms ADV of Partners III and Partners IV for more information on their custody policies and procedures. For reporting purposes, Mason Wells lists itself as having custody of all of the assets of the Funds and Executive Funds; however, the management of those assets and the custody rule compliance process is vested in the General Partners.

ITEM 16 - INVESTMENT DISCRETION

Mason Wells does not itself exercise any investment discretion. However, each of the General Partners is authorized by written agreement to exercise full discretion on behalf of its related Fund to purchase and sell portfolio companies and other investments of its choice in the dollar amounts and at the times it deems it appropriate to do so. The General Partners also have discretion to use, acquire and sell all other Fund assets on behalf of the Funds. None of the Funds imposes any restrictions on the level of discretion that can be exercised by its General Partner.

ITEM 17 - VOTING PROXIES ON CLIENT SECURITIES

Because Mason Wells has no client accounts, it does not, and cannot directly, vote proxies of client securities except to the extent it does so through its affiliation with the General Partners. The General Partners do vote proxies on behalf of the Funds; however, it is the intention of each of the respective General Partners to vote proxies in a manner that reflects what it believes to be consistent with each Fund's best interests. The general investment strategy of the Funds is to take controlling positions in the companies in which they invest, including representation on the boards of directors of each portfolio company. As a result, while Mason Wells expects that a Fund's objectives will be aligned with management's objectives with respect to each portfolio company, Mason Wells understands that the General Partners vote proxies based on Fund objectives, not portfolio company management recommendations.

For more detail on how Partners III and Partners IV approach proxy voting decisions, please refer to that General Partner's Form ADV. Generally, in evaluating a particular proxy proposal, a General Partner will take into consideration, among other things, the period of time over which the voting shares of the company are expected to be held, the size of the position, the costs involved in the proxy proposal and the existing governance documents of the affected company, as well as its management and operations. Proxy proposals that change the existing status of a company will be reviewed to evaluate the desirability of the change, and to determine the benefits to the company and its shareholders, but a General Partner's primary objective is always to protect and enhance the economic interest of the applicable Fund.

In evaluating a proxy proposal, the managing member or members of a General Partner is ultimately responsible for considering whether there are any circumstances that may give rise to a conflict of interest in connection with voting an applicable Fund's proxies. Each Fund's Partnership Agreement contains detailed conflict of interest provisions governing how these and any other such conflicts of interest should be addressed.

Where a General Partner receives written or electronic notice of a lawsuit, settlement, or verdict affecting securities owned by an applicable Fund, it will complete all notices, proof of claim forms, and other materials for that Fund. It will also report all such suits and settlements to Limited Partners of that Fund.

ITEM 18 - FINANCIAL INFORMATION

There is no financial condition that is reasonably likely to impair Mason Wells' ability to meet its contractual commitments to any client or third party.