



**NORTHSTAR**  
**COMPANY, LLC**

**Northstar Company, LLC**

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**Form ADV Part 2A – Firm Brochure**

March 2021

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This Brochure provides information about the qualifications and business practices of Northstar Company, LLC. If you have any questions about the contents of this brochure, please contact us at (612) 371-5700. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority. Additional information about Northstar Company, LLC also is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

Northstar Company, LLC is registered as an investment adviser with the United States Securities and Exchange Commission (“SEC”) pursuant to the Investment Adviser Act of 1940, as amended (the “Advisers Act”). Registration of an investment advisor does not constitute an endorsement by the SEC of an investment adviser’s skill or expertise. Further, registration does not imply or guarantee that a registered adviser has achieved a certain level of skill, competency, expertise or training.

## Item 2 – Material Changes

Since the date of Northstar Company, LLC (“NC”) filing its Brochure dated March 30, 2020, Northstar Mezzanine Partners SBIC, L.P. (“NMP SBIC”) received its license from the U.S. Small Business Administration (the “SBA”) to operate as a leveraged “small business investment company” (an “SBIC”) under the Small Business Investment Act of 1958, as amended, and the rules and regulations thereunder and interpretations thereof promulgated by the SBA (the “SBIC Act”). On October 13, 2020, NMP SBIC held its final closing on \$45.6 million in aggregate commitments.

NMP SBIC is a leveraged Fund and considered a “parallel” Fund to Northstar Mezzanine Partners VII, L.P. (“NMP VII”), the “main” Fund, which is non-leveraged. The two Funds will generally invest side-by-side in all portfolio investments, subject to the limitations of the SBIC Act. Investments between the two Funds will generally be allocated based on available remaining capital to each Fund.

Pursuant to SEC Rules, we will ensure that you receive a summary of any materials changes to this and subsequent Brochures within 120 days of the close of our business’ fiscal year. We may further provide other ongoing disclosure information about material changes as necessary based on changes or new information or at your request, at any time, without charge. Currently, our Brochure may be requested by contacting Tim Duffy, Chief Compliance Officer, at [tduffy@northstarcapital.com](mailto:tduffy@northstarcapital.com) or (612) 371-5719.

### Item 3 – Table of Contents

Item 2 – Material Changes .....	2
Item 3 – Table of Contents.....	3
Item 4 – Advisory Business .....	4
Item 5 – Fees and Compensation .....	5
Item 6 – Performance-Based Fees and Side-By-Side Management .....	6
Item 7 – Types of Clients and Investors .....	7
Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss .....	7
Item 9 – Disciplinary Information .....	13
Item 10 – Other Financial Industry Activities and Affiliations .....	13
Item 11 – Code of Ethics, Participation of Interest in Client Transactions & Personal Trading..	15
Item 12 – Brokerage Practices .....	17
Item 13 – Review of Accounts.....	18
Item 14 – Client Referrals and Other Compensation.....	18
Item 15 – Custody .....	18
Item 16 – Investment Discretion.....	18
Item 17 – Voting Client Securities.....	19
Item 18 – Financial Information .....	19
SUPPLEMENTAL INFORMATION .....	20

## Item 4 – Advisory Business

Northstar Company, LLC (“NC”) was established in 1993 to provide investment management and advisory services to private investment funds making private equity and mezzanine investments in lower middle-market companies. The owners of NC are Doug Mark; Brian Schneider and Christopher Kocourek. Seidler Capital, Inc. (“SCI”), which is controlled by Peter Seidler, has an interest in NC.

NC provides investment management services to the following private investment funds: (i) Northstar Mezzanine Partners III, L.P. (“NMP III”), (ii) Northstar Mezzanine Partners IV, L.P. (“NMP IV”), (iii) Northstar Mezzanine Partners V, L.P. (“NMP V”), (iv) Northstar Mezzanine Partners VI, L.P. (“NMP VI”) (v) Northstar Mezzanine Partners VII, L.P. (“NMP VII”), (vi) Northstar Mezzanine Partners SBIC, L.P. (“SBIC LP”) and (vii) ITS/Sprinturf Investment, LLC (“ITS”) (collectively the “Northstar Clients”). SBIC LP operates as a leveraged small business investment company (an “SBIC”) under the Small Business Investment Act of 1958, as amended, and the rules and regulations thereunder and interpretations thereof promulgated by the SBA, as in effect from time to time (the “SBIC Act”). The Client’s General Partners, in their discretion, can invite the Investors to participate individually in Portfolio Company investments alongside the Northstar Clients (“Co-Investment”). ITS/Sprinturf Investment, LLC was a private investment Client established to allow co-investment along with NMP VII in one of NMP VII’s portfolio company investments.

The Northstar Clients are closed-end private investment funds (in this Brochure, investors may also be referred to as Limited Partners). The Northstar Clients, together with any other investment Clients or vehicles sponsored or managed by NC in the future, are referred to in this Brochure as (“Clients”).

In connection with providing investment advisory services to each Client, the Client’s General Partner appoints NC as investment manager generally pursuant to an investment management agreement between NC and the Client (the “Management Agreement”). The General Partner of the following Northstar Clients (NMP III, NMP IV and NMP V) is Northstar Capital, LLC (“NCL”), the General Partner of NMP VI is Northstar VI G.P., LLC (“VI GP”), the General Partner of NMP VII is Northstar VII G.P., LLC (“VII GP”) and the General Partner of SBIC LP is Northstar SBIC GP, LLC (“SBIC GP”). Hereinafter NCL, VI GP, VII GP and SBIC GP each individually, or together as a group, will be referred to as “Collective GP’s”. ITS is a member managed LLC. The Collective GP’s are not required to register as an investment adviser with the SEC because they rely on NC’s registration with the SEC. Further, all persons acting on behalf of the Collective GP’s are subject to the supervision and control of NC and are deemed “persons associated with” NC as that term is defined in the Advisers Act. Consequently, the Collective GP’s advisory activities are subject to the Advisers Act, and subject to examination by the SEC.

NC generally offers advice on portfolio investments that fall within each respective Client’s investment strategy and objectives as described in its private placement memorandum and/or other governing documents (which may include limited partnership agreements (“LPA’s”), limited liability company agreements, subscription agreements and similar instruments). With respect to the Client’s, NC generally seeks to make investments in subordinated debt instruments purchased in conjunction with equity instruments in growth-oriented, niche-dominant, lower middle market companies with stable cash flows and strong historical financial results (“Portfolio Companies”). These investments will normally be made

to support buyouts, recapitalizations, acquisitions or internal growth. NC does not offer any other types of advisory services other than management of the investments for the Northstar Clients and to provide Co-Investment opportunities.

NC has full discretionary authority with respect to the investment decisions of its Clients; however, it provides advice in accordance with the investment objectives and guidelines set forth in each of the Client's private placement memoranda and constituent documents. NC does not have discretion with respect to Co-Investments.

Client investments are subject to certain diversification and geographic limitations, as well as restrictions on acquiring interests in pooled investment vehicles, and making investments in Portfolio Companies operating in specified industries. The Collective GP's, as General Partners of the Clients, may enter into side letters with certain Investors that impose, for example, further investment restrictions or reporting requirements. A Collective GP, at its discretion, will decide if a side letter is reasonable and appropriate.

The Collective GP's must invest capital in an amount equal to at least 1% of the total capital commitments of the Limited Partners of the Client as mandated in each Limited Partnership Agreement ("LPA").

As of December 31, 2020, NC assets under management are \$939,048,791 with \$920,530,106 managed on a discretionary basis and \$18,518,685 managed on a non-discretionary basis.

## **Item 5 – Fees and Compensation**

NC generally receives a management fee ("Management Fee") and an incentive fee ("Incentive Fee") for the advisory services it provides to each Client. During the Client's investment period, the Management Fee is typically a percentage of the fund's committed capital, invested capital, or a combination of both. After the investment period, the Management Fee is typically a percentage of the fund's invested capital (minus investments totally written off). The Incentive Fee is typically a percentage of the profits earned on the Client's investments. The Incentive Fee is normally subject to a hurdle rate of return and is computed separately for each Client. Therefore, the Incentive Fee is reduced by realized losses on investments.

All investors and prospective investors should review the governing documents for each Client fund in conjunction with this Brochure for complete information on the fees and compensation payable with respect to a particular Client fund.

Certain investors in Clients managed by NC may have different terms (including Management Fees and Incentive Fees payable to NC). Different terms are generally determined based on the total Commitment or negotiated through side letters or other similar documents. Therefore, some investors pay less in fees than other investors and may also benefit from other more favorable terms. The specific payment terms and other conditions of the Management Fee and Incentive Fee paid to NC are set forth in the applicable LPA or side letters of each Client. Investors that have Co-Investments do not pay Management Fees or Incentive Fees to NC or any of its affiliates on the co-investment component.

The Clients generally bear all expenses relating to their operations, including but not limited to: legal fees and expenses; accounting and consulting fees; out-of-pocket expenses for transactions not consummated; other expenses associated with the originating, sourcing, discovering, identifying, developing, evaluating,

investigating, acquisitioning, negotiating, structuring, documenting, holding, monitoring and disposition of investments; expenses relating to annual meetings, reports, tax returns and venture capital operating company certificates; insurance; litigation; and any other extraordinary expenses. NC may also allocate to its Clients any travel-related expenses related to or arising from the originating, sourcing, discovering, identifying, developing, evaluating, investigating, acquisitioning, negotiating, structuring, documenting, holding, monitoring and disposition of investments (which may include travel expenses for first class or business class travel for long duration flights or for compelling business reasons). NC may also charge the portfolio companies for direct expenses (including travel-related expenses) associated with attending board or other management meetings and legal fees including but not limited to modifications made to portfolio-company-related legal documents. Client expenses are described in the Private Placement Memorandum and/or Limited Partnership Agreement for each respective Client. Expenses allocated to Clients may differ with respect to some Clients such as SBIC LP, where, in accordance with the SBIC Act, certain expenses are covered by the management fee and not charged directly to the Client. Each prospective investor should carefully review the Clients Private Placement Memorandum and/or Limited Partnership Agreement and other offering materials for a description of expenses that will be charged to the relevant Client.

For travel-related expenses resulting from a combination of Client (or NC) and portfolio company activities, such as prospective investor meetings held during a trip to a portfolio company board meeting, NC will generally allocate all travel expenses to the portfolio company excluding expenses exceeding those typically incurred for the portfolio company activity (such as lodging and meal expenses for extending a stay to meet with the potential Client investor).

The LPA for each Client will generally provide if capital is called by the General Partner of the Client to pay Management Fees, investors are required to contribute their pro-rata share of capital at the time specified in the capital call notice.

The Clients generally take minority equity positions but may make control equity investments in Portfolio Companies operating in a range of industries. NC or an affiliate may (i) negotiate the investment and help negotiate any related debt financing related to a Portfolio Company, and (ii) provide consulting services to the Portfolio Companies, devoting significant internal resources to improving the business and management of such companies. In connection with Client investments, NC or its affiliates may receive break-up fees, transaction fees, advisory fees, consulting fees, management fees, director fees and other related fees with respect to actual or potential Portfolio Companies (“Other Fees”). The Management Fee will be reduced by 100% of Other Fees received by NC or its affiliates.

Each Management Agreement with a Client may be terminated for malfeasance or if a specified percentage of Investors vote to remove the Collective GP as General Partner or dissolve the Client.

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

The Collective GP’s, affiliates of NC, are entitled to receive from the relevant Client an Incentive Fee representing a percentage of the profits with respect to aggregate portfolio investments. All Incentive Fee payments to NC, and/or the Collective GP’s will be made in a manner consistent with the requirements of Section 205-3 of the Advisers Act.

Incentive Fees may create an incentive for NC to make more speculative investments on behalf of Clients than it might otherwise make in the absence of such performance-based compensation. Further, if NC were to serve as investment manager to future Clients that were charged a higher Incentive Fee, NC could be incentivized to allocate investment opportunities to such Clients. The Client designates authority within the LPA for conflict situations to be resolved through the applicable Advisory Committee for the Client(s) involved.

Neither NC nor the Collective GP's receive any direct compensation in connection with Co-Investments.

## **Item 7 – Types of Clients and Investors**

NC generally provides investment advice to its Clients.

Conditions for investing in each Client, such as the minimum investment amount, are stated in each Client's offering materials. Client investors include insurance companies, financial institutions, high net worth individuals, fund of funds, private foundations and public and private pension funds.

Investors participating in each Client are generally required to meet certain suitability and net worth qualifications. For example, in certain cases, the investor must be (i) an "accredited investor" within the meaning of Rule 501 of Regulation D or (ii) a "qualified purchaser" as defined in Section 2(a) (51) of the Investment Company Act of 1940. The offering materials for each Client generally provides the criteria for satisfying each of the Investor terms referenced above.

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

### Investment Objective

NC's investment objective is to generate superior risk-adjusted returns through a disciplined approach that emphasizes safety of principal, income and equity upside. This primary objective is to be realized by investing in growth-oriented, niche-dominant lower middle-market companies with stable cash flows and strong historical financial results.

In seeking to satisfy its safety, income and total return objectives, NC will invest primarily in privately-negotiated, structured mezzanine or subordinated debt instruments that produce current interest payments, carry a priority in income and repayment over equity, and include upside potential through equity investment.

NC's investment instruments will normally have intermediate-term maturities and scheduled amortizations to produce systematic recoveries of capital over time, as well as proceeds from pre-structured equity put-call arrangements rather than one-time realizations from externally-driven exit events. In many cases, NC will purchase equity-type securities, including preferred stock and common stock, and in some cases, NC may purchase senior debt in conjunction with its subordinated debt investments. The equity component may also consist of warrants, profit participations, or similar equity or equity based rights. NC may also invest in limited amounts of senior debt, preferred stock, or common stock not acquired in conjunction with its subordinated debt investments.

### *Focus on Underserved Market*

NC will target Portfolio Company investments in the \$5 to \$30 million range and focus primarily on opportunities in the lower middle-market, defined as companies with revenue of \$20 million to \$300 million and EBITDA of \$3 million to \$20 million. NC has traditionally not deviated from its strategy of investing in this underserved niche, one which is characterized by a significant number of professionally managed businesses but relatively few private equity firms dedicated to the segment. Within this market, well-managed companies are often able to realize significant financial improvements by focusing on certain key business fundamentals, including strategic planning, operational processes, working capital management, infrastructure development, financial systems and capital structure optimization. In addition, the growth from lower middle-market businesses to larger companies often results in the expansion of exit multiples relative to initial acquisition multiples.

### Investment Strategy

NC's investment strategy is founded upon the following principles:

- Investing in Portfolio Companies with motivated managers who have demonstrated their competence, energy and vision over a significant period.
- Approaching transactions in a disciplined and patient manner that allows for extensive investment analysis which includes detailed due diligence about the company, its market and its management.
- Generating deal flow through disciplined sponsors that often have industry experience and committed sources of capital. While a quality management team is a key element, a strong equity sponsor provides leadership, additional insight and an element of accountability without interfering in management of the day-to-day operations.
- Emphasizing sound capital structures to manage risk which allows Portfolio Companies ample flexibility to weather economic uncertainties.
- Employing structured portfolio management processes which includes participation in Portfolio Company board meetings, requiring management and or equity sponsors to regularly forecast covenant compliance and revolving credit availability and monitoring historical and projected financial performance.

Additional investment objectives and strategies are set forth in the private placement memoranda or other offering materials of the Clients.

NC's investment strategies involve significant risk of loss. The specific risks associated with the investment strategy for each Client are described in that Client's private placement memorandum or other offering materials.

## Investment Risks

The following risks are generally applicable to NC's investors:

### *Nature of Investments*

While mezzanine investments offer the opportunity for current return and capital appreciation, they may also involve a high degree of risk. As a holder of subordinated debt, a Client generally would not be entitled to receive any payments in bankruptcy or liquidation until senior creditors were paid in full. As a holder of equity or equity-like rights, a Client would not be entitled to payments until all creditors are paid. In addition, the remedies available to holders of subordinated debt are normally limited by restrictions benefiting senior creditors. Some loans made by a Client will be secured, but any security interests will usually be subordinated to senior security interests, and few, if any, of such loans will be fully secured. Although senior subordinated debt may have more contractual protection than junior subordinated debt and preferred stock, all subordinated and preferred stock investments involve greater risk than senior debt. However, to compensate investors for the higher risk, subordinated debt and preferred stock typically offer higher potential returns.

In addition, most Portfolio Companies will have some leverage. Recessions, operating problems, and other general business and economic conditions could have more pronounced effects on the profitability or survival of leveraged companies. Moreover, rising interest rates may increase Portfolio Company interest expense. If an investment cannot generate adequate cash flow to meet debt service, a Client may suffer a partial or total loss of the investment.

### *Covid-19*

Over the past year the COVID-19 pandemic has caused many companies across the world to adapt, adjust and often change their daily business operations. For many businesses this included shutdowns, operating restrictions and creation of new operating protocols. As the vaccination effort for Covid -19 accelerates across the world, business which had been shut down or operating at limited capacity continue to re-open or expand their services. While this bodes well for mitigating the risks of operating in the COVID-19 environment, the extent, duration and long-term impact of the pandemic remains uncertain.

### *Limited Diversification*

NC may invest in a limited number of portfolio investments, and as a consequence, could be substantially and adversely affected by the unfavorable performance of a small number of them.

### *Competition for Investments*

NC will compete for attractive investments with many other investors. Strong competition could adversely affect returns and/or prevent a Client from investing all its available funds.

### *Unspecified Investments*

Investors will not have the opportunity to evaluate personally the relevant economic, financial, and other information that NC will use to select investments. Investors must rely upon NC's ability to identify, structure, implement, and exit investments consistent with a Client's investment objectives and policies.

### *Time Required to Maturity of Investment*

NC may require up to five years or more to complete its investments, and each investment may require five to eight years to mature fully. Consequently, while a Client expects to receive systematic payments of interest

and principal, it is not likely to realize the full benefit of certain of its investments until five and possibly up to ten or more years from the final closing.

#### *Investments Longer Than Term of Client*

NC may make investments that cannot be advantageously disposed of prior to the date that a particular Client's stated term is reached or otherwise dissolved. In such cases, The Client's General Partner will seek an extension of the Client's term from the required majority of investors as stated in the LPA. There is no guarantee that an extension, when requested, will be approved by the required majority of investors. Although NC expects that investments will either be disposed of prior to dissolution or be suitable for in kind distribution at dissolution, a Client may have to sell, distribute or otherwise dispose of investments at a disadvantageous time as a result of dissolution of the Client.

#### *Illiquidity*

Investments in the Clients are not redeemable, and there will be no public market for them. In addition, transfer of investments is subject to restrictions in the LPA or operating agreement and applicable securities laws. Consequently, an investment is essentially illiquid and suitable only for those investors who do not need liquidity and who have the financial resources to bear the economic risk of investment for a substantial period. All or most of a Client's investments will also be illiquid because of contractual and legal restrictions on disposition. In addition, practical limitations may inhibit NC's ability to liquidate certain investments since the Portfolio Company will be privately held, and a Client may own a relatively large percentage of the Portfolio Company's equity securities. Market conditions may inhibit sales of securities of particular Portfolio Companies or Portfolio Companies in particular industries. These limitations on liquidity of the investments could prevent a successful disposition, result in delay of any disposition, or limit the amount of proceeds that might otherwise be realized.

#### *Illiquid and Long-Term Investments*

There most likely will be little or no near-term cash flow available to the investors in a Client. Many of the investments made by the NC will be highly illiquid and there can be no assurance that a particular Client will be able to realize on such investments in a timely manner or at all. Consequently, dispositions of such investments may require a lengthy time period or may result in distributions in-kind to investors. While an investment may be sold at any time, it is not generally expected that this will occur for a number of years after the investment is made.

#### *Reliance on Management*

NC will make all investment decisions for the management of a Client. A Client's success will largely depend on NC's ability to identify and consummate suitable investments and to exit them on the pre-structured terms or otherwise on favorable terms. There is no assurance NC will succeed. In addition, the loss of one or more of the NC's investment professionals could also adversely affect a Client's ability to realize its investment objectives. Investors have no right or power to take part in the management of the Client and will not receive the detailed Portfolio Company information available to NC.

#### *Need for Follow-On Funding*

Clients may be called upon to provide follow-on funding for its Portfolio Companies or may have the opportunity to increase its investment in Portfolio companies. There can be no assurance that a Client will wish to make such follow-on investments or have available capital to do so, and the inability to make

such follow-on investments may have a substantial negative impact on a Portfolio Company in need of capital or may diminish such Client's ability to influence the Portfolio Company's future development.

#### *Investing in Leveraged Companies*

Private investments in highly-leveraged companies involve a high degree of risk. Some of a Client's investments in companies may involve leverage, which in turn will increase the exposure of such companies to adverse economic factors such as downturns in the economy or deterioration in the conditions of such companies or their respective industries. In the event any such company cannot generate adequate cash flow to meet debt service, a Client may suffer a partial or total loss of capital invested in the company, which, depending on the size of such investments, could adversely affect the return on the capital of such Client.

#### *Uncertain Exit Strategies*

Due to the illiquid nature of many of the positions which a Client is expected to acquire, as well as the uncertainties of the reorganization and active management process, NC is unable to predict with confidence what the exit strategy will ultimately be for any given investment, or that one will definitely be available. Exit strategies which appear to be viable when an investment is initiated may be precluded by the time the investment is ready to be realized due to economic, legal, political or other factors.

#### *Indemnification*

The LPA requires that each Client indemnify NC and Advisory Committee members, as well as their respective affiliated entities and personnel, with respect to liabilities incurred in connection with the Client's affairs. These liabilities could be material and have an adverse effect on a Client's investment performance.

#### *Third Party Litigation*

NC's investment activities, particularly its relationships with Portfolio Companies (including participation on boards of directors), will subject it to the risk of becoming involved in litigation brought by Portfolio Companies, their stockholders, their creditors and others. Generally, a Client would bear the expense of defending against claims by such parties and paying amounts necessary to satisfy any settlements or judgments.

#### *Changes in Laws, etc.*

Legal, tax and regulatory developments could adversely affect a Client, NC and/or the Collective GP's, the investors and a Client's Portfolio Companies.

#### *Taxation in Non-U.S. Jurisdictions*

If the Client makes investments in a jurisdiction outside the U.S., the Client or the Limited Partners may be subject to income or other tax in that jurisdiction. In addition, withholding tax or branch tax may be imposed on earnings of the Client from investments in such jurisdictions. In addition, local tax incurred in non-U.S. jurisdictions by the Client or vehicles through which it invests may not be creditable to or deductible by the Limited Partners in their respective jurisdictions, including the United States.

#### *Asset Valuations*

Generally, there will be no readily available markets for a substantial number of NC's investments; hence, many of the investments will be difficult to value. With certain limited exceptions, NC will determine asset valuations, and its determinations will be final and conclusive as to all investors. Valuations are only estimates of future results that are based upon assumptions made at the time that the valuations are

developed. There can be no assurances that the projected results will be obtained, and actual results may vary significantly from the valuations. General economic, political, regulatory and market conditions and the actual operations of the portfolio companies, which are not predictable, can have a material impact on the reliability and accuracy of such valuations.

#### *Projections*

NC may make investments relying upon projections concerning a company's future performance and cash flows that are developed by NC, a prospective Portfolio Company or other sources. Projections are inherently uncertain and are subject to factors that may be beyond the control of the party preparing them. The inaccuracy of certain assumptions and the occurrence of unforeseen events could impair the ability of a Portfolio Company to realize projected values and/or cash flows.

#### *ERISA Considerations*

Depending on the extent of participation in a Client by ERISA plans, a Client may be required to use its reasonable best efforts to qualify as a "venture capital operating company" in order to avoid holding "plan assets" within the meaning of ERISA. In that event, NC could be restricted or precluded from making certain investments. In addition, these efforts could require that a NC liquidate investments at a disadvantageous time.

#### *Board Participation*

NC may be represented on the boards of some Portfolio Companies. While such representation may be important to NC's investment philosophy and will be necessary if a Client seeks to qualify as a "venture capital operating company" under ERISA, it could also impair NC's ability to sell the related securities when, and upon the terms, it might otherwise desire.

#### *Diverse Investor Group*

Investors may have diverse investment, tax, regulatory and other interests and concerns with respect to their investments in a Client. With respect to a particular investor, these diverse interests may relate to or arise from, among other things, the nature of the investor, the nature of investments, the nature of co-investments, the structuring or the acquisition of investments and the timing of disposition of investments. In selecting and structuring investments, NC will consider the investment and tax objectives of a Client and its investors as a whole, not the objectives or concerns of any investor individually. In addition, a Client may take action as a major investor in a Portfolio Company that could be disadvantageous to an investor who had made a Co-Investment in that company.

#### *Liabilities Upon Disposition*

In disposing of an investment, NC may provide representations and/or indemnification to the purchasers, thus creating post-disposition contingent liabilities for a Client.

#### *Recourse to the Partnership's Assets*

A Client's assets, including its investments and capital, are available to satisfy all Client liabilities and other obligations, including the indemnification obligations referred to above. Parties to which a Client is liable may have recourse to its assets generally and not be limited to any particular asset, such as the investment giving rise to the liability.

Additional risk factors relating to each Client is set forth in the private placement memoranda or other offering materials of the relevant.

## **Item 9 – Disciplinary Information**

There are no legal or disciplinary events required to be disclosed pursuant to this Item 9.

## **Item 10 – Other Financial Industry Activities and Affiliations**

From time to time, various potential and actual conflicts of interest may arise from the overall advisory, investment and other activities of NC, its affiliates and its personnel. NC will endeavor to resolve conflicts with respect to investment opportunities in a manner it deems equitable to the extent possible under the prevailing facts and circumstances.

Certain inherent conflicts of interest arise from the fact that: (i) NC will provide investment management services to more than one Client; (ii) Clients may have similar investment programs, objectives, and strategies; (iii) the investment strategies employed by NC for some Clients could conflict with the strategies employed by NC for other current and future Clients and (iv) NC, its affiliates, and certain of its personnel may invest either directly or indirectly in the Clients.

Clients generally have similar investment strategies, and participation in specific investment opportunities may be appropriate for more than one Client that has available capital. Nonetheless, NC may give advice or take action with respect to investments of one or more Clients that may not be given or taken with respect to other Clients. In such cases, participation in investment opportunities will be allocated pursuant to NC's allocation policy and procedures. Allocations of certain investments among the Clients may be made on other than an equal basis. While Clients may have similar strategies, they may not hold the same investments or achieve the same performance. Given that NC manages Clients with overlapping investment strategies, this may adversely affect the availability of investments held by or potentially considered for one or more Clients.

No Client may acquire securities or other interests in a Portfolio Company already held by another Client unless the Advisory Committee of each Client has consented. NC will provide to the Advisory Committees of the applicable Clients a memorandum explaining the rationale for the investment decision. The ultimate decision will be memorialized in minutes from the Advisory Committee meetings.

NMP VII and SBIC LP were organized as "parallel funds" and as such the two Clients will generally invest in a Portfolio company at the same time and under the same terms and conditions. However, SBIC LP operates under the SBIC Act and if an investment does not qualify under the terms of the SBIC Act, NMP VII may invest in such Portfolio company without a parallel investment by SBIC LP. Investing together in a new portfolio company at the same time is not the same as acquiring securities or other interests in a Portfolio Company already held by another Client, as explained above.

NC and/or its affiliates may make investments, on behalf of itself, that would be appropriate for, are held by, or may fall within the investment guidelines of a Client. These activities may adversely affect the availability of investments held by or potentially considered for, one or more Clients. Potential conflicts also may arise due to the fact that NC, its affiliates and/or employees may have investments in some Clients, but not others or may have different levels of investments in various Clients and that Clients may pay different levels of Management and Incentive Fees.

The existence of the Management Fee creates a potential conflict of interest for NC in valuing investments. Because Management Fees payable after the expiration of the investment period are based on invested capital (reduced by portfolio investments written off entirely), NC may have an incentive to avoid such total write-offs because they reduce NC's Management Fee. NC has adopted written valuation procedures intended to mitigate potential conflicts of interests in valuing assets.

NC may have ongoing relationships with Portfolio Companies whose securities have been acquired by, or are being considered for investment by, a Client. From time to time, NC may acquire securities or other financial instruments of a Portfolio Company for one Client that are senior or junior securities, or financial instruments of the same Portfolio Company that are held by, or acquired for, another Client (e.g., one Client may acquire senior debt while another Client may acquire subordinated debt). In the event the Portfolio Company enters bankruptcy, the Client holding securities that are senior in bankruptcy preference may have the right to aggressively pursue the Portfolio Company's assets to fully satisfy the issuer's indebtedness to the Client, and as a fiduciary, NC would have an obligation to pursue such remedy on behalf of the Client. As a result, a Client holding securities of the same Portfolio Company that are more junior in the capital structure may not have access to sufficient assets to completely satisfy its bankruptcy claim and may suffer a loss. NC recognizes that conflicts may arise under such circumstances and will endeavor to treat all Clients fairly and equitably.

Unless a majority of the investors of an existing Client consent, neither NC nor its affiliates may form a new private investment Client (a "Subsequent Client") until certain conditions have been met. During the investment period of the Subsequent Client, NC is generally required to present to that Client all private investment opportunities that are presented to NC that are suitable for the Subsequent Client (taking into account various suitability factors stated in the Client's LPA), except (i) for investment opportunities contemplated by NC to an existing Client in order for it to complete its investment program; (ii) follow-on investment opportunities in any prior Client; and (iii) when the Advisory Committee reviews the potential opportunity and determines that it need not be so offered. The launch of a Subsequent Client may create certain other conflicts of interest for NC. For example, if the prior or existing Client has had a negative return on its investments and is not expected to generate an Incentive Fee, NC would be incentivized to allocate attractive investment opportunities to the Subsequent Client.

Conflicts of interest may arise because NC's investment professionals serve as directors of certain Portfolio Companies. In addition to any fiduciary duties that the investment professionals owe to the Clients, these investment professionals, as directors of Portfolio Companies, owe fiduciary duties to the shareholders or members of the Portfolio Companies and persons other than the Clients. In general, such director positions are often important to the Client's investment strategy and normally enhance NC's ability to manage investments. In addition, such positions may be required if a Client seeks to qualify as a "Venture Capital Operating Company" and thereby avoid certain requirements under ERISA that may otherwise apply. However, such positions may have the effect of impairing NC's ability to sell the investments in the Portfolio Company when, and upon the terms, it may otherwise desire. In addition, such positions may place investment professionals in a position where they must make a decision that is either not in the best interests of the Clients or not in the best interests of the shareholders or members of the Portfolio Company. Should an investment professional make a decision that is not in the best interests of the equity owners of a Portfolio Company, such decision may subject NC and any applicable Client to claims to which they would not otherwise be subject as an investor, including claims of breach of the duty of loyalty, securities claims and other director-related claims. In general, Clients will

indemnify NC and its investment professionals against such claims. In addition, because of potential conflicting fiduciary duties, NC may be restricted in choosing investments for Clients, which could negatively impact returns received by the Clients.

The Collective GP's, as General Partners, in their discretion, can invite the investors, or any of them, to participate individually in Portfolio Company investments alongside the Clients. Such investors in these Co-Investments will not pay Management Fees or Incentive Fees to the Collective GP's or any of its affiliates. Further, due to the nature of the relationship between the Collective GP's, NC and the investors in such transactions, the Collective GP's and/or NC may be incentivized to allocate attractive investment opportunities to such investors disproportionately.

Entities related to or controlled by SCI and/or Peter Seidler may be investors in the Clients. The Clients may also make Portfolio Company investments through vehicles related to or controlled by SCI and/or Peter Seidler. Peter Seidler may also serve on an Advisory Committee to a Client and his registered advisory firm, Seidler Kutsenda Management Company, LLC may receive compensation for providing consulting services to the Clients.

With respect to cross trades and principal transactions, please see Item 11 for applicable disclosures.

## **Item 11 – Code of Ethics, Participation of Interest in Client Transactions & Personal Trading**

### Code of Ethics

NC has adopted a Code of Ethics (the “Code”) designed to ensure compliance with applicable Advisers Act Rules. The Code applies to all Partners, officers, employees and any other individuals defined as Access Persons of NC. NC strives to adhere to the highest industry standards of conduct based on principles of professionalism, integrity, honesty and trust. Accordingly, the Code incorporates the following general principles that all Access Persons are expected to uphold:

- (i) Access Persons must at all times place the interests of the Clients first;
- (ii) All personal securities transactions must be conducted in a manner consistent with the Code, and any actual or potential conflicts of interest or any abuse of a Access Person's position of trust and responsibility must be avoided;
- (iii) Access Persons must not take inappropriate advantage of their positions;
- (iv) Information concerning the identity of securities and financial circumstances of the Clients, including investors in Clients, must be kept confidential; and
- (v) Independence in the investment decision-making process must be maintained at all times.

Finally, Access Persons are required to comply with applicable federal securities laws at all times.

### Personal Trading Restrictions.

The Code requires that Access Persons' personal investment activities comply with all applicable laws and regulations. Before completing any personal securities transactions, Access Persons will confirm that such transaction does not involve a company on NC's Restricted List and will obtain approval for the

transaction from the Chief Compliance Officer. It is NC's policy that trading approval will not be granted for securities of companies that are on the Restricted List.

The Code provides an exception from the pre-clearance requirement in instances where an Access Person has a direct or indirect interest in a managed account (i.e., a discretionary account managed by a third party manager). In such instances, the Access Person must certify annually that he or she has not exercised any type of investment discretion over transactions made in the account, and must provide written notice to the account manager that he or she does not intend to exercise any investment discretion with regards to any purchase or sale of the account's assets.

Investments in all private placements and initial public offerings must be pre-cleared by the Chief Compliance Officer. Sales of, or withdrawals from, private placements must be pre-cleared by the Chief Compliance Officer.

#### Personal Securities Holdings and Transaction Reports.

The Code provides that, subject to limited exceptions, each Access Person must submit to the Chief Compliance Officer a report of the holdings in the accounts in which they have a direct or indirect beneficial ownership interest, including managed accounts, or exercise any investment control, influence or discretion.

The holdings reports must contain specific information with respect to each asset held by an Access Person, the name of any broker, dealer or bank where the account is maintained, if applicable or if the securities are held other than with a broker or bank, the location of the securities, and the date that the Access Person submits the report to the Compliance Officer.

Each Access Person must also send to the broker-dealer(s) or financial institution(s) carrying each account a letter authorizing and directing that it forward duplicate monthly statements, as well as any other information or documents NC's Chief Compliance Officer may request, directly to NC.

The Code requires each Access Person to prepare or certify, on at least an annual basis, reports of securities holdings. Access Persons may submit monthly account statements instead of providing the above described holdings report.

Each Access Person must also complete on a quarterly basis securities transactions reports no later than 30 days after the end of each calendar quarter containing information regarding transactions in his/her employee-related accounts. The transaction reports will include, at a minimum, all transactions during the quarter as well as information regarding the nature of the transaction, the price of the security, the broker-dealer or bank that effected the transaction, and the number and principal amount of each reportable security involved.

#### Material, Non-Public Information.

The Code includes policies and procedures concerning "inside information" (the "Insider Trading Policies") that are designed to prevent the misuse of material, non-public information. Although NC and its Access Persons normally do not expect to obtain material non-public information in connection with their investment advisory activities, NC has adopted policies and procedures to (i) ensure the propriety of trading activity by Access Persons, and (ii) protect and isolate the flow of material, non-public information and other confidential information.

The Insider Trading Policies prohibit NC and Access Persons from trading for themselves, or recommending trading in securities of a company while in possession of material, non-public information (“Inside Information”) about the company, and from disclosing such information to any person not entitled to receive it.

#### Other Provisions of the Code.

Access Persons are subject to additional standards of conduct relating to the use of Clients and property, conflicts of interest and opportunities belonging to Clients, managing investments of related parties, and general standards of conduct including the conduct expected when dealing with Clients and the investors. Access Persons are required to certify periodically that they have complied with the terms of the Code. Violations of the Code are subject to the imposition of sanctions, up to and including termination.

The Collective GP’s invest directly in Clients and may have indirect investments in Clients through, for example, Incentive Fees. In addition, NC’s Managing Partners, officers and employees may have their own indirect investments in the Clients. As noted in Item 10 above, conflicts of interest may arise in connection with personal investing by NC personnel or when investments suitable for more than one Client are allocated between Clients.

Subject to applicable Client investment guidelines and restrictions, NC may direct one Client to sell an investment in a Portfolio Company to another Client through an internal cross transaction. Cross trades may be viewed as principal transactions due to the ownership interest in the Clients by NC.

Conflicts of interest may also arise with cross trades and principal transactions. For example, a Client could be disadvantaged in the event that the investment being exchanged is not priced in a manner that reflects the fair value. In addition, NC, acting as principal could use its investment authority to transfer unappealing or appealing investments from one Client to another. NC has instituted policies and procedures that are reasonably designed to address such conflicts.

NC will comply with the Advisers Act Rules and ensure that any transaction deemed to be a cross trade or principal transaction is completed in accordance with the applicable requirements. Investment professionals must provide notice to and obtain the approval of, the Chief Compliance Officer prior to participation in any cross trade or principal transaction. The Chief Compliance Officer will confirm (i) that such a transaction is allowed by the Client’s investment guidelines, (ii) that NC’s valuation procedures were followed, and (iii) that notice of the specific transaction was provided to the Client(s) Advisory Committee(s) and consent from the Client(s) Advisory Committee(s) were obtained.

A copy of the Code will be provided to any investor or prospective investor upon request.

### **Item 12 – Brokerage Practices**

Generally, NC only effects transactions in securities through privately negotiated purchases and sales, and the regulatory best execution requirements are satisfied through the negotiation process in such transactions. NC does not conduct open market trades.

### **Item 13 – Review of Accounts**

NC's Managing Partners, along with the investment professionals monitor the performance and operations of each of the Portfolio Company holdings in the Clients on a continuous and regular basis.

Investors in the Clients will receive annual audited financial statements and generally quarterly unaudited financial statements, annual unaudited management fee calculations and tax preparation reporting, plus annual and quarterly operating information about each Portfolio Company.

### **Item 14 – Client Referrals and Other Compensation**

NC does not currently maintain nor does it intend to enter into arrangements with and compensate solicitors for Client referrals. If NC enters into solicitation arrangements in the future, such arrangements will be disclosed to the affected Clients and NC will comply with the requirements of Rule 206(4)-3 under the Advisers Act, where applicable.

NC may engage placement agents to market and sell interests in the Clients to prospective Investors. NC requires placement agents to have all appropriate licenses and registrations to conduct their business, including when applicable, to be registered as broker-dealers with the SEC and members of the Financial Industry Regulatory Authority. The Clients pay the placement agent fees and those fees reduce the Management Fees paid by the Client.

### **Item 15 – Custody**

NC is deemed to have custody of Client assets because it may directly or indirectly hold funds or securities and has authority to obtain possession of them. The Custody Rule provides an exemption from the requirement to provide notice, issue account statements and conduct surprise audits of Client funds and securities if all assets are subject to an annual audit and each Client, and investor in a Client, receives a copy of the annual audited statements within 120 days of the Client's fiscal year end. NC has engaged auditors who will prepare audited financial statements within the required time on an annual basis. NC will provide audited financial statements to all Client investors on an annual basis as well.

In addition, NC has developed supervisory procedures that are intended to help ensure compliance with the Custody Rule. In this connection, all funds and securities will be maintained with a qualified custodian such as a bank or broker dealer engaged by NC. The Chief Compliance Officer is responsible for reconciling assets on a periodic basis and ensuring that assets are properly custodied at all times.

### **Item 16 – Investment Discretion**

NC has full discretionary authority with respect to investment decisions, and its advice with respect to each Client is provided in accordance with the investment objectives and guidelines set forth in the private placement memoranda and constituent documents. The LPAs of each Client may impose additional restrictions on this authority, including: (i) the size of individual portfolio investments in relation to committed capital, (ii) investment in marketable securities, (iii) investments in companies not

domiciled inside of the United States or Canada, (iv) investments within the same four-digit standard industrial classification code published by the NAICS Association, (v) investments not exceeding specified thresholds within any 12-month period and (vi) investment in businesses engaging in specified activities. Investors may also negotiate provisions in side letter agreements with the respective General Partner. NC is delegated the authority to consummate investments on behalf of its Clients by the terms of the LPAs or other governing documents of the Clients and the Management Agreements.

NC does not have discretionary authority of Co-Investment assets nor private Clients established in connection with Co-Investment assets.

### **Item 17 – Voting Client Securities**

NC does not normally receive or vote proxies because it does not invest in publicly-traded securities. If NC was to receive proxies, NC may have conflicts of interest where it has a substantial business relationship with the Portfolio Company and the failure to vote in favor of company management could harm NC's relationship with management. In the event that NC should receive a proxy voting matter in the future, it will adopt and implement procedures to mitigate any potential conflicts of interest as well as comply with its fiduciary obligations and relevant SEC Rules.

### **Item 18 – Financial Information**

NC is not required to include a balance sheet for its most recent financial year, is not aware of any financial condition reasonably likely to impair its ability to meet contractual commitments to Clients, and has not been the subject of a bankruptcy petition at any time during the past ten years.

## **SUPPLEMENTAL INFORMATION**

### **Northstar Company, LLC Privacy Policy**

Protecting the privacy of our Clients and Client investors is important to us. This notice describes the practices and policies through which we maintain the confidentiality and protect the security of your non-public personal information. Federal regulations require us to inform Clients and Investors of the privacy policy.

#### **What Information We Collect**

In the course of providing services to you, we may collect and maintain the following types of “non-public personal information” about you:

- Information received in conversations over the telephone, in voicemails, through written correspondence, via email or in the subscription materials or other forms.
- Information we receive from you on documents, materials and agreements or other forms, such as your name, address and social security number, the types and amounts of investments and bank account information, and
- Information about your transactions with us and others, as well as other financial data.

“Non-public personal information” is non-public information about you that we obtain in connection with providing a service to you, such as the information described in the above examples.

#### **What Information We Disclose**

We do not disclose non-public personal information about you or any of our former Clients or Investors to anyone, other than the Fund’s affiliates, employees and agents and, except as may be otherwise permitted or required by law, Fund agreements of limited partnership or any other agreement entered into by the Fund’s, including disclosure of such information to third party lenders under its credit facilities (if any). In the normal course of serving Clients and Investors, information we collect may be shared with service providers as needed to provide Clients and Investors the services they have requested.

#### **Confidentiality and Security Procedures**

Except as described in the previous paragraph, we restrict access to non-public personal information about Clients and Investors to those affiliates, employees and agents who need to know the information to provide services to you. We maintain physical, electronic and procedural safeguards that comply with federal standards to protect the confidentiality, integrity and security of your non-public personal information.

We will continue to adhere to the privacy policies and practices in this notice even after your relationship with us becomes inactive. For questions about our policy, or for additional copies of this notice, please contact Tim Duffy, Northstar Capital, 2310 PwC Plaza, 45 South 7<sup>th</sup> Street, Minneapolis, MN 55402; telephone (612) 371-5719 or via e-mail at [tduffy@northstarcapital.com](mailto:tduffy@northstarcapital.com).