

## DISCLOSURE BROCHURE

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# Gen Cap America, Inc.

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March 2021

This brochure provides information about the qualifications and business practices of Gen Cap America, Inc. If you have any questions about the contents of this brochure, please contact us at (615) 256-0231. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state securities authority.

Additional information about Gen Cap America, Inc. is available on the SEC’s website at [www.advisorinfo.sec.gov](http://www.advisorinfo.sec.gov).

## Item 2-Material Changes

This Brochure contains updated information about Gen Cap America, Inc.'s ("the Adviser" or "GCA") business since the last annual update dated March 2019. This section of the Brochure will address only those "material changes" that have been incorporated since the last annual delivery or posting of this document on the SEC's public disclosure website (IAPD). Because there have been no material changes to Gen Cap America, Inc.'s business, there are no material changes in this updated Brochure.

GCA will further provide you with a new Brochure as necessary based on changes or new information, at any time, without charge. Currently, Gen Cap America, Inc.'s Brochure may be requested by contacting Mr. Maclin P. Davis III, Chief Compliance Officer at (615) 256-0231 or [mdavis@gencapamerica.com](mailto:mdavis@gencapamerica.com). A copy may also be downloaded from the SEC's website, [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). The searchable IARD/CRD number for Gen Cap America, Inc. is 160042. The SEC's web site also provides information about any persons affiliated with Gen Cap America, Inc.

### **IMPORTANT NOTE ABOUT THIS DISCLOSURE BROCHURE**

***This Disclosure Brochure is not:***

- ***an offer or agreement to provide advisory services to any person***
- ***an offer to sell interests (or a solicitation of an offer to purchase interests) in any Fund (as defined below)***
- ***a complete discussion of the features, risks or conflicts associated with any Fund***

As required by the Investment Advisers Act of 1940, as amended ("Advisers Act"), Gen Cap America, Inc. provides this Brochure to current and prospective clients (i.e. Funds) and may also, in its discretion, provide this Brochure to current or prospective investors in a Fund, together with other relevant governing documents, such as the Fund's offering circular, prior to, or in connection with, such persons' investment in the Fund.

Although this publicly available Brochure describes investment advisory services and products of the Adviser, persons who receive this Brochure (whether or not from the Adviser) should be aware that it is designed solely to provide information about the Adviser as necessary to respond to certain disclosure obligations under the Advisers Act. As such, the information in this Brochure may differ from information provided in relevant governing documents with respect to a Fund. More complete information about each Fund is included in relevant governing documents. To the extent that there is any conflict between discussions herein and similar or related discussions in any governing documents with respect to a Fund, the relevant governing documents shall govern and control.

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## Item 4-Advisory Business

Gen Cap America, Inc. (the “Adviser” or “GCA”) is a private equity firm that focuses primarily on investing in small- to mid-sized companies on behalf of various private equity funds (the “Funds”). Affiliates of the Adviser generally serve as the general partners (or equivalent) of the Funds. The Adviser also manages certain other investment vehicles (of which the participants include but are not necessarily limited to key members of the Adviser’s investment team) that co-invest, based on a percentage of the capital invested by the applicable Fund that is established by the Adviser or an affiliate thereof on an annual basis within a certain range, in portfolio companies alongside the Funds (the “Co-Investment Vehicles”). The Adviser is a Tennessee corporation that was founded in 1985 and is controlled by Barney Byrd.

The Adviser generally targets control investments in privately held small- to mid-sized businesses, or subsidiaries and divisions of larger corporations, which have revenues between \$10 and \$100 million and operating cash flow of more than \$2 million. Investments are typically made in established businesses with demonstrated operating histories and quality management teams.

The Adviser works closely with the management teams of its target portfolio companies who typically invest in their companies by becoming part of the buying group along with the Funds. The Adviser may also structure and invest in recapitalizations for business owners who desire immediate liquidity yet wish to participate in the growth of their business by maintaining operating control.

The Adviser tailors its advisory services to the specific investment objectives and restrictions of each client it advises. In the case of the Funds, these investment objectives and restrictions are set forth in a Fund’s confidential private placement memorandum, limited partnership agreement and/or other governing documents (the “Governing Documents”). Investors should consult the Governing Documents for the Fund they have invested in for more detail information about that Fund.

In accordance with common industry practice, one or more Funds or their general partners enter into “side letters” or similar agreements with certain investors pursuant to which such Fund or its general partner grants the investor specific rights, benefits or privileges that are not made available to investors generally.

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As of December 31, 2020, the Adviser managed \$338,245,776 in regulatory assets on a discretionary basis.

## Item 5-Fees and Compensation

For its advisory services to the Funds, the Adviser generally receives a management fee, payable in accordance with the provisions of each Fund's Governing Documents. In addition, the Adviser or its affiliates are generally entitled to receive a performance-based "carried interest" from each Fund, as discussed in *Item 6 – Performance-Based Fees and Side by Side Management* below.

In general, the management fee paid by each Fund is equal to an annual rate of 2% of the investors' aggregate capital commitments to such Fund for so long as such Fund is in its active investment period. Thereafter, the management fee is generally charged at an annual rate of 2% of the aggregate acquisition cost of such Fund's remaining portfolio investments, reduced by the aggregate net write-downs of any such remaining portfolio investments, but (for certain Funds) the annual management fee will in no event be less than 1% of the investors' aggregate capital commitments. However, some Funds pay management fees to the Adviser at higher rates or on different terms, and investors should consult the Governing Documents for their Fund for more detailed information.

In general, management fees are calculated and paid quarterly in advance, and are charged to and deducted from Fund assets. If the management fee from any Fund ceases to be payable during any quarter, any unearned fee (determined by daily pro ration) will be returned to such Fund.

Certain investors may receive preferential terms in a form of a reduced or waived management fee. Currently, Co-Investment Vehicles are not subject to the management fee.

In general, the Adviser will pay its ordinary administrative and overhead expenses incurred in connection with managing, originating and monitoring investments, such as employee's salaries, rent and utilities. In addition to the management fee, a Fund will pay, without limitation, organizational expenses (typically subject to a cap specified in such Fund's Governing Documents); liquidation expenses; any taxes or government charges which may be assessed against such Fund; expenses incurred in connection with the acquisition, holding and disposition of such Fund's investments, including commitment fees, merger fees, commissions or brokerage fees, lender closing and legal fees and other expenses incurred in connection with securing or attempting to secure financing for an investment, closing fees or similar charges incurred in connection with the purchase or

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sale of securities (whether or not any such purchase or sale is consummated); expenses incurred in connection with developing, sourcing, identifying, investigating, evaluating, negotiating and/or structuring investments and investment opportunities for such Fund (whether generally or with respect to specific investments or potential investments), whether or not any such investment is consummated, and in monitoring such Fund's portfolio investments, including travel and travel-related expenses, attendance at industry conferences and meetings, preparation and distribution of marketing materials related to investment sourcing or development, research expenses (including database services and expert networks), due diligence expenses (for example, market diligence, background checks and expert costs), and "broken deal" expenses; expenses of members of such Fund's Advisory Committee; fees and expenses (including travel-related expenses) for consulting services; the costs and expenses (including travel-related expenses) of hosting annual or special meetings of investors or otherwise holding meetings or conferences with investors; expenses associated with preparation of such Fund's financial statements and tax returns and such Fund's reports to such Fund's investors; interest expense for borrowed money and fees and expenses related to any credit facility of such Fund; all expenses relating to any actual or threatened litigation, investigation, audit or other proceeding involving such Fund, including indemnification expenses; expenses attributable to investment banking, commercial banking, accounting, auditing, tax, appraisal, valuation, legal, custodial, registration and other professional services provided to such Fund, including in each case services with respect to the purchase or sale of securities by such Fund (whether or not any such purchase or sale is consummated) or with respect to investments held by such Fund; expenses related to legal and regulatory compliance with respect to such Fund; costs related to the formation and maintenance of "alternative investment vehicles" through which such Fund makes one or more investments; expenses incurred in connection with the managed distribution of securities to such Fund's investors; premiums for liability insurance; and all other expenses related to the activities and operations of such Fund.

Expenses may be incurred that are attributable to a Fund and one or more of the other Adviser's Funds (including in connection with portfolio companies in which such Fund and such other funds have overlapping investments and in connection with the general operation or administration of such entities). The allocation of such expenses among such entities raises potential conflicts of interest, in part because the allocation of expenses affects the amount of "carried interest" that will be received by affiliates of the Adviser

with respect to a particular Fund. The General Partner and its affiliates intend to allocate such common expenses among such Fund and such other applicable Funds in an equitable manner as determined by the General Partner (or such affiliates) in good faith. The Co-Investment Vehicles share in some, but not all, of the expenses incurred by the Funds in connection with their investment activities.

In addition, the Adviser or its employees and other related persons may receive transaction related fees from portfolio companies in which one or more of the Funds may invest or propose to invest. The Adviser and its employee or other related persons typically also receive management, monitoring, directors' or other fees from a portfolio company while a Fund continues to have an investment in such portfolio company. Please refer to *Item 14 – Client Referrals and Other Compensation* of this Brochure for additional information regarding these economic benefits that the Adviser may receive.

For a more complete discussion of the Adviser's fees and compensation and expenses payable by a Fund, investors should refer to such Fund's Governing Documents.



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

An affiliate of the Adviser is entitled to receive performance-based fees in the form of a carried interest in each Fund. In general, the carried interest is equal to 20% of all distributions paid out by a Fund after the investors have received distributions equal to their capital contributions plus a preferred return of 8% on their capital contributions. However, the terms of the carried interest vary from Fund to Fund, and investors should refer to each Fund's Governing Documents for a more complete discussion of the Adviser's performance-based fee arrangements with respect to that Fund. Furthermore, certain investors may receive preferential terms in a form of a reduced or waived performance-based fee. Currently, Co-Investment Vehicles are not subject to the performance-based fee.

Such performance-based fee arrangements may create an incentive for the Adviser to recommend investments for the Funds that are riskier and more speculative than would be the case in the absence of a performance fee. In addition, to the extent performance fee arrangements differ from Fund to Fund, the Adviser may have incentive to favor Funds that have a greater performance-based fee. Such conflicts between Funds are mitigated in large extent because the Adviser is typically only making new investments through one Fund and its related Co-Investment Vehicles at any point in time. In addition, the Adviser has adopted an investment allocation policy pursuant to which the Adviser seeks to allocate investment opportunities fairly among the Funds that are then actively seeking new investments, taking into account all relevant facts and circumstances.

## Item 7-Types of Clients

The Adviser serves as the investment advisor to the Funds and Co-Investment Vehicles that the Adviser may organize from time to time.

Investors in the Funds must generally qualify as “accredited investors,” as such term is defined in Regulation D under the Securities Act of 1933, as amended. In addition, the Funds generally impose a minimum initial investment requirement, which varies from Fund to Fund, however, the Adviser may waive this minimum initial investment requirement at its discretion.

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

### Investment Strategies

The Funds' investment strategy focuses on management-led buyouts of established, profitable companies typically with revenues between \$10 million and \$100 million and operating cash flow of more than \$2 million.

#### ***Focus on Lower Middle Market Buyout Niche***

There are a large number of small companies in the U.S., yet only a small percentage of the private equity capital actively targets this market because of the additional work required to invest in a larger number of smaller transactions. Consequently, there is generally less competition for these transactions, which typically leads to better acquisition opportunities and more attractive purchase price multiples of cash flow.

The Adviser has a long-term track record of identifying opportunities, structuring attractive transactions, and successfully exiting investments in the lower middle market company segments. Each Fund is strategically sized to allow the Adviser to continue its lower middle market company investment focus.

#### ***Partner with Exceptional Management Teams***

The Adviser targets companies with existing management teams that have a proven record of success at the company being acquired. Management will generally invest its own capital in the business alongside a Fund managed by the Adviser. The Adviser structures this co-investment to align the long-term interests of both the applicable Fund and key company management.

#### ***Purchase at Attractive Valuations***

The Adviser targets attractive purchase price multiples of cash flow for portfolio companies. The Adviser has maintained this value-oriented investment discipline over varying economic and market conditions.

#### ***Target Businesses with a History of Cash Flow***

A key component of the Adviser's investment strategy is to target established businesses with a demonstrated history of cash flow. The Adviser generally avoids start-up and turnaround situations. Transaction structures will include outside leverage in conjunction with the investment. Cash flow of the business is generally used to pay down acquisition

debt and build up equity value over time. Businesses with stable, defensible cash flows are preferred to accomplish this strategy.

***Concentrate on Basic Businesses***

The Adviser generally focuses on business segments in which it has significant investment experience and which it believes offer the best potential for attractive returns. These include basic manufacturing, distribution and service industries. The Adviser has consistently focused on these industries and has developed a combination of financial and operational experience in these sectors.

***Marketing Effort Targeting Less Competitive Purchases***

Part of the Adviser's approach to in acquiring companies on favorable terms is to identify and create less competitive purchase opportunities whenever possible. Purchase prices tend to be more favorable to the buyer in these types of sales, and these types of sales are often preferred by sellers of lower middle market businesses who wish to maintain a quiet process that does not alert their competitors, customers, suppliers or employees prior to completion of the transaction. In order to identify these opportunities, the Adviser has a robust marketing effort that generates deal flow and draws upon the extensive network of accountants, attorneys, brokers, bankers and advisors that the Adviser has developed over its history.

**Methods of Analysis**

***Screening/Evaluation***

The Adviser follows an established acquisition screening process which allows it to screen deals very efficiently. A prospective transaction is reviewed to see if it meets the basic acquisition criteria. Following that, a meeting with the target company is typically arranged and a more formal evaluation process is begun. A financial model of the business is developed at that time. After further review of the company and the industry, a letter of intent would be issued if a decision is made to proceed further. Opportunities which do not meet the criteria are dismissed promptly.

***Due Diligence***

After a letter of intent is executed, a formal due diligence process is begun consisting of additional onsite visits and management meetings. A thorough examination of the prospective portfolio company is begun, including an evaluation of its management,

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internal systems, financial statements, customer and supplier relationships, sales and marketing strategies, industry and competitive dynamics and regulatory considerations. The Adviser's due diligence process is often augmented by outside professionals, including accountants, attorneys, insurance agents, environmental experts, and, at times, consultants. Background checks are performed on the management team.

### ***Financing***

In almost every transaction, the Adviser will arrange third party debt financing in conjunction with an investment by a Fund. Leverage is used in order to maximize the return on investment. The Adviser has extensive relationships with senior lenders and subordinated debt providers. Loan covenants are typically arranged so that they can be met by a portfolio company not only at current earnings levels but also under lower earnings during economic downturns.

### ***Portfolio Management***

The Adviser takes an active approach to working with management to help the team achieve its multi-year business objectives. The activities and performance of the portfolio investments are monitored closely through monthly financial reviews, management conversations and meetings, and board of directors meetings. Monitoring is a critical ingredient in the success of portfolio investments, since it affords the opportunity to participate actively in shaping strategy and to advise management on financial, marketing, and general business matters. While management oversees the day-to-day operations of the business, the Adviser helps to set the strategic direction of the company and generally is actively involved with key issues such as add-on acquisitions, budgeting, setting management incentives, evaluating and augmenting management teams, implementing cost cutting programs, and evaluating financial alternatives and financial management solutions.

### ***Exit Strategy***

The Adviser will consider all exit alternatives for its portfolio companies including sales to third parties such as strategic or financial buyers and recapitalizations. The Adviser may also have the additional advantage of a built-in exit opportunity of selling to existing management whose equity value has increased as the acquisition debt has been repaid. The Adviser generally has the ability to re-leverage portfolio companies through the recently repaid lender and have the company buy out its Fund's ownership position.

Portfolio companies will generally be held for approximately three to eight years.

## Risks

The following is a summary of risks generally applicable to Fund investment strategies. Investors should reference the applicable Governing Documents of each Fund for a more complete description of the risks specifically applicable to that Fund.

Investments by a Fund in portfolio companies involve a high degree of business and financial risk that can result in substantial losses. Some of these risks include, without limitation, the following: A portfolio company may have significant fluctuations in operating results, may be engaged in a rapidly changing business with products subject to a substantial risk of obsolescence, may require substantial additional capital to support their operations, to finance expansion or to maintain their competitive position, or may otherwise experience operating difficulties or have a weak financial condition.

A portfolio company may face intense competitive positioning, including competition from companies with greater financial resources, more extensive development, manufacturing, marketing and other capabilities, and a large number of qualified managerial and technical personnel. A portfolio company may also incur leverage that may have important adverse consequences. For example, a portfolio company may be subject to restrictive financial and operating covenants. As a result, a portfolio company may lack the flexibility to respond to changing business and economic conditions or to take advantage of business opportunities.

In addition, the Adviser's investment strategy includes certain other material risks, including risks of investing in illiquid securities of privately held companies, difficulty of valuing portfolio investments, risks of investing in junior securities of an issuer, potential investment concentration in a limited number of companies or in one or a limited number of industries or industry segments, possible lack of sufficient investment opportunities, risks associated with the use of leverage by a portfolio company, potential shortage of credit and other capital to help finance the growth of portfolio companies, risks arising from general adverse economic conditions, and the lack of a readily available market for Fund investments, among others.

Our business activities as well as the Funds and their operations and investments, could be materially adversely affected by pandemics, epidemics and outbreaks of disease in Asia, Europe, North America and/or globally or regionally, such as novel coronavirus, or March 2021

COVID-19, Ebola, H1N1 flu, H7N9 flu, H5N1 flu, Severe Acute Respiratory Syndrome, or SARS, and/or other epidemics, pandemics, outbreaks of disease, viruses and/or public health issues. Specifically, novel coronavirus, or COVID-19, has spread (and is currently spreading) rapidly around the world since its initial emergence in China in December 2019 and has severely negatively affected (and may continue to materially adversely affect) the global economy. Although the long-term effects or consequences of novel coronavirus (or COVID-19) and/or other epidemics, pandemics and outbreaks of disease cannot currently be predicted, previous occurrences of other pandemics, epidemics and other outbreaks of disease, such as H5N1 flu, H1N1 flu, SARS and the Spanish flu, had a material adverse effect on the economies and markets of those countries and regions in which they were most prevalent. Any occurrence or recurrence (or continued spread) of an outbreak of any kind of epidemic, communicable disease or virus or major public health issue could cause a slowdown in the levels of economic activity generally (or cause the global economy to enter into a recession or depression), which would adversely affect the business, financial condition and operations of the Adviser and the Funds. Should these or other major public health issues, including pandemics, arise or spread farther (or continue to spread or materially impact the day to day lives of persons around the globe), the Adviser and the Funds could be adversely affected by more stringent travel restrictions, additional limitations on the Adviser's operations or business and/or governmental actions limiting the movement of people between regions and other activities or operations (or to otherwise stop the spread or continued spread of any disease or outbreak).

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## Item 9-Disciplinary Information

The Adviser and its principals have not been the subject of any material legal proceeding required to be disclosed in this item.



## Item 10-Other Financial Industry Activities and Affiliations

General Capital REIT Advisors, Inc. (“General Capital REIT Advisors”), a related person of the Adviser, is a managing general partner of a real estate limited partnership. Barney Byrd is the sole shareholder of General Capital REIT Advisors. This relationship does not create a conflict of interest with clients. Furthermore, General Capital Corporation, a related person of the Adviser, is owned 80% by Barney Byrd, and is a general partner of a real estate limited partnership. This relationship does not create a conflict of interest with clients. The Advisor addresses these and other conflicts of interest by providing in their respective Code of Ethics that all supervised persons have a duty to act in the best interests of each client and by providing training to supervised persons with respect to conflicts of interest and how such conflicts are resolved under their respective written policies and procedures. Mr. Byrd understands that he owes a fiduciary duty to each client he serves and therefore must serve the interests of clients with a high standard of care and diligence in accordance with the Advisor’s internal policies and procedures.

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

The Adviser has a fiduciary responsibility to treat clients fairly and avoid actual or potential conflicts of interest. The employees of the Adviser also have an obligation to act solely in the best interests of clients, and to make full and fair disclosure of all material facts, particularly where the clients' interests may conflict with the interests of the Adviser or its employees.

### Fund Advisory Committees

Each Fund has an Advisory Committee made up of representatives of select investors, which will provide advice and counsel as is requested by the Adviser in connection with the Funds' investments, potential conflicts of interest and other matters related to the Funds. Certain transactions involving potential conflicts of interest may require the consent of a Fund's Advisory Committee in accordance with such Fund's Governing Documents.

### Code of Ethics

The Adviser has adopted a Code of Ethics which describes the general standards of conduct that the Adviser expects of all employees and focuses on three specific areas where employee conduct has the potential to adversely affect the Adviser's clients: misuse of confidential information, personal securities trading and outside business activities. Failure to uphold the Code of Ethics may result in disciplinary sanctions, including termination of an employee by the Adviser. Any client or prospective client may request a copy of the Adviser's Code of Ethics.

### Misuse of Nonpublic Information

The Code of Ethics contains a policy against the use of nonpublic information in conducting business for the Adviser. Employees with access to such information may not convey nonpublic information or place personal securities trades while the Adviser or the employee is aware of material nonpublic information regarding the issuer of the securities being traded.

## Participation or Interest in Client Transactions

As noted above, the Adviser manages several Co-Investment Vehicles, which, by the terms of applicable Funds' Governing Documents, permit limited co-investments in the Funds' portfolio companies by the Adviser, its affiliates or its management and others. Annual notice of the co-investment percentage for that year is generally made to the Advisory Committee of each affected Fund, and the Co-Investment Vehicle is generally required to invest in portfolio companies on terms and conditions that are no more favorable than those on which the Funds invest.

In rare circumstances, the Adviser may cause a transaction to be effected between the Funds ("cross trades"), or may effect a transaction between a Fund, on the one hand, and the Adviser or the Co-Investment Vehicles, on the other hand (principal trades). In the event of such a transaction, the Adviser will comply with any disclosure and consent requirements of the relevant Fund's Governing Documents and Section 206(3) of the Investment Advisers Act, as applicable.

## Personal Securities Trading

The Adviser has adopted personal trading policies and procedures designed to prevent conflicts of interest with its clients. The Adviser maintains a restricted list of securities that the Adviser and its employees may not trade in order to avoid the misuse of material non-public information or confidential client information. The Adviser's Chief Compliance Officer, with the assistance of the compliance consulting firm Blue River Partners, LLC, periodically reviews the personal securities accounts of the Adviser's employees for compliance with these policies and procedures.

## Outside Business Activities

The Adviser's Chief Compliance Officer must pre-approve any significant outside business activities conducted by an Adviser employee or any outside business activities that could create conflicts with the Adviser's obligations to its clients.

## Item 12-Brokerage Practices

As an advisor to private equity funds, the Adviser interacts with broker-dealers as potential deal sources. While the Adviser may, on behalf of the Funds, pay such broker-dealers a commission for consummated deals as well as for directing deals to the Adviser, it has a policy to not pay more than is prudent or necessary to do so. The Adviser does not accept products or services in return for paying additional commissions, or so-called “soft-dollar relationships”.

## Item 13-Review of Accounts

The Adviser monitors the Funds' investments in portfolio companies regularly and provides the Funds' investors with quarterly unaudited financial information and audited annual financial statements, along with quarterly and annual updates on the Funds' status. Also, the Adviser's Chief Compliance Officer regularly reviews the Funds' investments for consistency with the guidelines and restrictions set forth in the Funds' Governing Documents.

## Item 14-Client Referrals and Other Compensation

### Third Party Compensation for Client Referrals

The Adviser does not currently pay inside or outside parties for referring potential investors in the Funds or other clients to the Adviser. In the past, the Adviser has occasionally engaged outside brokers or placement agents for Fund investor solicitations, though the Adviser has no current plan to do so again.

### Economic Benefits Received from Third Parties

In connection with investments made by the Funds including the acquisition, refinancing or disposition of such investments or in connection with other transactions by or activities of portfolio companies in which the Funds have invested, the Adviser or its employees and other related persons typically receive commitment, acquisition, closing, investment banking, and/or other transaction fees from portfolio companies. The Adviser and its employee or other related persons typically also receive management, monitoring, consulting directors' or other fees from a portfolio company while a Fund continues to have an investment in such portfolio company. In certain cases, the Adviser or its affiliates may receive a break-up fee if a proposed investment by a Fund does not close. These types of arrangements present potential conflicts of interest and provide the Adviser with a potential incentive to recommend investments based on compensation to be received. A Fund and its investors will benefit from such compensation, through an offset against the management fee payable by such Fund to the Adviser or otherwise, only to the extent provided in the Governing Documents of such Fund. Please refer to the Governing Documents of the relevant Fund for more complete information about management fee offsets.

The Adviser currently engages an individual as a consultant on an ongoing basis (and may in the future engage additional persons) whose primary relationship with the Adviser is serving as an "operating partner", "operations advisor" or "executive-in residence", or in a similar capacity (each a "Gen Cap Operating Professional"). Such persons typically receive and retain fees and other compensation from portfolio companies in which such Fund has invested. The Funds and their investors do not benefit from such fees or other compensation.

The Adviser or its affiliates engages, or causes the Funds to engage, other consultants (in

addition to Gen Cap Operating Professionals) to provide services to the Funds or their applicable portfolio companies, and such consultants would receive fees or other remuneration and expense reimbursement (including travel and travel-related expenses) from the applicable Funds or the applicable portfolio companies. Such services may include, among others, assisting the Adviser with research or due diligence with respect to companies in which a Fund is considering an investment or has invested or providing technical, financial or other operational services to portfolio companies.

## Item 15-Custody

The Adviser is deemed to have “constructive” custody of Fund assets by virtue of its authority to deduct management fees directly from Fund accounts and by virtue of the fact that affiliates of the Adviser act as general partners (or equivalent) of the Funds. Physical custody of client assets, including securities, are held in custody by a qualified custodian which is an unaffiliated broker-dealer or bank. In addition, the Funds and the Co-Investment Vehicles are audited annually and the audit reports are delivered to investors annually.



## Item 16-Investment Discretion

The Adviser has investment discretion over the assets in its client's portfolios. The Adviser exercises its discretion in a manner consistent with any applicable investment restrictions and guidelines, as set forth in a Fund's Governing Documents.

## Item 17-Voting Client Securities

The Adviser does not generally manage assets that come with proxy voting rights. To the extent it does, the Adviser will vote all such proxies in the best interest of its clients. The Adviser's written voting policies and procedures, and history of votes are available for review by clients upon request.

## Item 18-Financial Information

There is no financial condition that is reasonably likely to impair the Adviser's ability to continue to meet its contractual commitments and provide services to its clients.