

**INVESTMENT ADVISER BROCHURE**

**TVV CAPITAL**

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**March 20, 2021**

**This Investment Adviser Brochure (“Brochure”) provides information about the qualifications and business practices of TVV Capital. If you have any questions about the contents of this Brochure, please contact us at 615-256-8061. 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 authority.**

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

Additional information regarding TVV Capital is also available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## **ITEM 2 MATERIAL CHANGES**

This Brochure constitutes the initial Brochure filed by the Adviser. Accordingly, there are no material changes to note at this time.

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#### ITEM 4 ADVISORY BUSINESS

TVV Capital, a Delaware limited partnership and its affiliated investment advisers provide investment advisory services to investment funds privately offered to qualified investors in the United States and elsewhere. TVV Capital commenced operations in 1997.

TVV Capital's clients include the following (each, a "**Fund**," and together with their related funds, vehicles and any future private investment fund to which TVV Capital or its affiliates provide investment advisory services, the "**Funds**"):

- Tennessee Valley Ventures II, L.P. ("**TVV II**")
- TVV Capital Partners III, L.P.
- TVV Capital Partners III-A, L.P. (together, with TVV Capital Partners III, L.P., "**TVV III**")
- TVV Capital Partners IV, L.P. ("**TVV IV**")
- TVV Capital Partners IV-A, L.P.

The following general partner entities are affiliated with TVV Capital:

- TVV Equity Investors II, LLC
- TVV Equity Investors III, LLC
- TVV Equity Investors IV, LLC

(each, a "**General Partner**" and together with TVV Capital and their affiliated entities the "**Firm**").

Each General Partner is subject to the Advisers Act pursuant to TVV Capital's registration in accordance with SEC guidance. This Brochure also describes the business practices of the General Partners, which operate as a single advisory business together with TVV Capital.

The Funds are private equity funds and invest through negotiated transactions in operating entities, generally referred to herein as "portfolio companies." The Firm's investment advisory services to the Funds consist of identifying and evaluating investment opportunities, negotiating the terms of investments, managing and monitoring investments and achieving dispositions for such investments. Although investments are made predominantly in non-public companies, investments in public companies are permitted in accordance with the relevant Governing Documents (as defined below). The senior principals or other personnel of TVV Capital or its affiliates generally serve on boards of directors of portfolio companies or otherwise act to influence control over management of portfolio companies in which the Funds have invested.

The Firm's advisory services to the Funds are detailed in the applicable private placement memoranda or other offering documents (each, a "**Memorandum**"), investment management

agreements, limited partnership or other operating agreements or governing documents (each, a “**Governing Document**”) and are further described below under “Methods of Analysis, Investment Strategies and Risk of Loss.” Investors in the Funds participate in the overall investment program for the applicable Fund, but may be excused from a particular investment due to legal, regulatory or other agreed-upon circumstances pursuant to the relevant Governing Documents. The Funds or the General Partners have entered into side letters or other similar agreements (“**Side Letters**”) with certain investors that have the effect of establishing rights (including economic or other terms) under, or altering or supplementing the terms of, the relevant Governing Documents with respect to such investors.

Additionally, from time to time and as permitted by the relevant Governing Documents, the Firm expects to provide (or agree to provide) co-investment opportunities (including the opportunity to participate in co-invest vehicles) to strategic investors, third party sponsors, consultants, advisors or lenders, certain limited partners in the relevant Fund (or persons or entities associated with such limited partners), individuals from TVV Capital’s ecosystem, including (without limitation), domain experts, founders, entrepreneurs, strategic advisors and portfolio company executives, private investors, groups and/or individuals, TVV Capital’s personnel and/or certain other persons associated with TVV Capital and/or its affiliates.

As of December 31, 2020, the Firm managed \$203,113,498 in client assets on a discretionary basis. TVV Capital is owned by Andrew W. Byrd, the President and Founder of TVV Capital.

## **ITEM 5 FEES AND COMPENSATION**

As detailed in the relevant Governing Documents, TVV Capital or its affiliate generally receives a management fee and a carried interest in connection with advisory services. TVV Capital or other Firm entities or affiliates, the principals of TVV Capital and certain other TVV Capital personnel generally receive additional compensation in connection with management and other services performed for portfolio companies of Funds in accordance with the relevant Governing Documents. As described below under “Management Fees”, such additional compensation will, in whole or in part, generally offset the Management Fees (as defined below) otherwise payable to TVV Capital and its affiliates to the extent required by the Governing Documents of each Fund. Amounts that do not offset Management Fees will be retained by TVV Capital and its affiliates for their own account. In addition, in certain circumstances TVV Capital or its affiliates are entitled to receive compensation for management and other services performed in connection with co-investments made in portfolio companies of the Funds, which may be included in the amount of the management fee offset of the relevant Fund (as described under “Management Fees”), to the extent provided in the relevant Governing Documents. Investors in a Fund also bear organizational and operating certain expenses related to such Fund.

### **Management Fees**

Each Fund will pay TVV Capital or its affiliate, quarterly in advance in accordance with the relevant Governing Documents, a management fee (the “**Management Fee**”) generally equal to 2.0% on an annual basis of aggregate Fund investor capital commitments (“**Commitments**”), but excluding the Commitments of certain affiliated limited partners, as further described in the

relevant Governing Documents. Investors participating in a closing after the initial closing date generally bear the Management Fee from the initial closing date and an additional amount equal to the amount of interest accrued at six percent per annum on unpaid Management Fee amounts due for the period from the initial closing date. The Management Fee will be payable until all portfolio investments are distributed or until TVV Capital's relationship with the relevant Fund is terminated for other reasons (as described in the relevant Governing Documents). Installments of the Management Fee payable for any period other than a full period are adjusted on *pro rata* basis according to the actual number of days in such period.

If provided for in the Governing Documents of a particular Fund, and as detailed in such Governing Documents, the Management Fee will be reduced by the excess of a Fund's share of (i) fees including, but not limited to, transaction fees, break-up fees, commitment fees, termination fees, monitoring fees, directors' fees, investment banking fees and similar fees, and (ii) with respect to any co-invest vehicle controlled or managed by the Firm or the principals, any investment advisory fee or carried interest paid or distributed to the Firm or the principals by such co-invest vehicle and third party-investors in respect of a portfolio investment ("**Transaction Fees**"). The amount and manner of such reduction, if any, is set forth in the Governing Documents of the applicable Fund. To the extent that such an offset credit would reduce the Management Fee for a given annual period below zero, the credit will be carried forward for future application against payable Management Fees and if a credit remains upon liquidation the credit will be treated in accordance with (and to the extent required by) the relevant Fund's Governing Documents.

To the extent that the Firm offers co-investment opportunities to investors, TVV Capital or other Firm entities or affiliates, the principals of TVV Capital and certain other TVV Capital personnel may be paid fees of the type referred to in the preceding paragraph from, on behalf of or with respect to co-investors in an investment. The receipt of such fees will not reduce the Management Fee payable by any other Fund(s) that have also invested in such investment, and as a result a Fund will, in most cases, only benefit with respect to its allocable portion of any such fee and not the portion of any such fees that relate to such co-investors, which have the potential to be significant. Additionally, as further described below and in the applicable Governing Documents, the Adviser has selected, and may select in the future, operating executives to provide services to (or with respect to) certain portfolio companies (or potential portfolio companies) in which one or more Funds invest (or targets for potential investment). Such operating executives generally receive compensation and other amounts described herein, but no such amounts will result in additional offsets to the Management Fee.

### **Carried Interest**

Generally, TVV Capital or its affiliate will receive a carried interest with respect to the Funds equal to 20% of all realized profits in accordance with the relevant Governing Documents. The receipt of carried interest by TVV Capital or its affiliate is generally subject to achievement of a cumulative compounded return of 8% per annum, as more fully described in the Governing Documents of the applicable Funds, with a full "catch-up" once such preferred return has been achieved. The carried interest distributed to TVV Capital is subject to a potential giveback at the end of life of the Funds if TVV Capital or its affiliate have received excess cumulative distributions and/or at certain interim intervals as provided in the Governing Documents of the applicable Funds.

It is expected that any future Funds will have a similar fee structure.

## **Other Information**

The Firm is permitted to exempt certain investors, including “affiliated partner” investors, in the Funds from payment of all or a portion of Management Fees and/or carried interest, including vehicles affiliated with the Firm and any other person designated by the Firm. Any such exemption from fees and/or carried interest may be made by a direct exemption, a rebate by TVV Capital and/or its affiliates, or through other Funds which co-invest with a Fund. For example, in instances where a TVV Capital professional (or an affiliated entity thereof) invests in a Fund, such professional (or such affiliated entity) may be exempt from payment of the Management Fee and carried interest with respect to such Fund. Additionally, to the extent permitted by the relevant Partnership Agreement, certain Advisers have the right to permit investors, affiliated with an Adviser or otherwise, to invest through the relevant General Partner or other vehicles that do not bear Management Fees or carried interest.

The Funds generally invest on a long-term basis. Accordingly, investment advisory and other fees are expected to be paid, except as otherwise described in the Governing Documents, over the term of the relevant Fund, and investors generally are not permitted to withdraw or redeem interests in the Funds.

Principals or other current or former employees of the Firm generally receive salaries and other compensation derived from, and in certain cases including a portion of, the Management Fee, carried interest or other compensation received by TVV Capital or its affiliates.

In addition to the Management Fee and carried interest payable to TVV Capital or its affiliate, each Fund bears certain expenses. As set forth more fully in the applicable Governing Documents of each Fund, a Fund generally bears all expenses relating to the Fund’s activities, investments and business, generally including without limitation, organizational expenses of the Fund subject to the limitations set forth in the Governing Documents; all costs and expenses incurred in connection with identifying, investigating, developing, negotiating, structuring, acquiring, sourcing, trading, settling, monitoring, tracking, holding and disposing of portfolio investments and prospective portfolio investments, whether or not consummated (including, without limitation, registration expenses, commissions or brokerage fees or similar charges and broken deal costs and expenses); other expenses related to the purchase, monitoring, sale settlement, custody or transmittal of the Fund’s assets; expenses of members of the limited partner advisory committee (“LPAC”) and expenses of the advisory board incurred in connection with their duties; the costs and expenses of hosting annual or special meetings of the Fund, or otherwise holding meetings or conferences with the Fund investors as a group; interest expense for borrowed money (if any); all expenses relating to any actual or threatened litigation, investigation, audit or other proceeding involving the Fund, the general partner of the Fund, special limited partner or TVV Capital related to the business or activities of the Fund, including indemnification expenses and any settlement; expenses attributable to normal and extraordinary investment banking, commercial banking, accounting, appraisal, tax, advisory, financing, legal, administrative, custodial, auditing and accounting services, as well as consultants and other outside advisors (including fees and expenses of the advisory board and operating executives); reasonable premiums for liability insurance to protect the Fund, the general partner of the Fund, the special

limited partner of the Fund, the members of the LPAC and advisory board and any of their respective partners, members, stockholders, officers, directors, employees, agents or affiliates in connection with the activities of the Fund; market data costs, research-related expenses and software and services (including fees and expenses related to software used in connection with Fund accounting, investor reporting and relationship management); any sales or other taxes, fees or government charges which may be assessed against the Fund; all out of pocket expenses incurred by the Fund, the general partner of the Fund, TVV Capital, or the Fund general partner's and TVV Capital's respective partners, members, managers, officers and employees (without duplication) relating to investment and disposition opportunities for the Fund whether or not consummated (including, without limitation, legal, accounting (including, without limitation, expenses associated with the preparation of the Schedule K-1 of the general partner of the Fund), auditing, consulting, deal sourcing expenses (including administrative and office expenses related to such deal sourcing) and other fees and expenses); expenses associated with the preparation of financial statements, tax returns and Schedule K-1s; expenses incurred in connection with the managed distribution of marketable securities; the costs of dissolving the Fund and liquidating its assets; all other ordinary operating expenses, or non-recurring or extraordinary expenses attributable to the activities and operations of the Fund; and travel-related expenses in respect of any of the foregoing. "Travel-related expenses" include, without limitation, transportation costs, accommodations, meals and entertainment. Any income taxes assessed against either a Fund or its general partner in respect of the Management Fee shall be borne by the Fund general partner. For the avoidance of doubt, expenses incurred by the Fund general partner in connection with meeting with individual Fund investors and travel-related expenses in connection with the monitoring of portfolio investments shall not be Fund expenses; provided, however, that TVV Capital or the general partner of the Fund may seek reimbursement from portfolio companies for any such travel-related expenses incurred therewith. Excluded from Fund expenses are compensation and expenses of the employees of the Fund's general partner and TVV Capital and costs of office space and facilities, utilities, telephone, administrative, clerical and related support services and other expenses described in greater detail in the Governing Documents. As is typical for private equity funds, the Funds likely bear additional and greater expenses, directly or indirectly, than many other pooled investment products, such as mutual funds. To the extent brokerage fees are incurred, they will be incurred in accordance with the general practices set forth in "Item 12 Brokerage Practices."

In certain circumstances, one Fund is expected to pay an expense common to multiple Funds (including without limitation legal expenses for a transaction in which all such Funds participate, or other fees or expenses in connection with services the benefit of which are received by other Funds over time), and be reimbursed by the other Funds by their share of such expense, without interest. While TVV Capital believes such circumstances to be highly unlikely, it is possible that one of the other Funds could default on its obligation to reimburse the paying Fund. In certain circumstances, TVV Capital is expected to advance amounts related to the foregoing and receive reimbursement from the Funds to which such expenses relate.

As described above, in certain circumstances, the Firm is expected to permit certain investors to co-invest in portfolio companies alongside one or more Funds, subject to TVV Capital's related policies and the relevant Governing Documents and/or Side Letter(s). Where a co-invest vehicle is formed, such entity generally will bear expenses related to its formation and operation, many of which are similar in nature to those borne by the Funds. In the event that a transaction in which a co-investment was planned, including a transaction for which a co-



investment was believed necessary in order to consummate such transaction or would otherwise be beneficial, in the judgment of the Firm, ultimately is not consummated, the broken deal expenses relating to such proposed transaction are expected to be borne by the Fund(s), and not by any potential co-investors, that were to have participated in such transaction. However, to the extent that such co-investors have already invested in a co-investment or other vehicle in connection with such transaction, such vehicle is expected to bear its share of such broken deal expenses.

TVV Capital and/or its affiliates generally have discretion over whether to charge Transaction Fees or other compensation to a portfolio company and, if so, the rate, timing and/or amount of such compensation. The receipt of such compensation generally will give rise to potential conflicts of interest between the Funds, on the one hand, and TVV Capital and/or its affiliates on the other hand.

### **Operating Executives**

Additionally, as further described herein, the Adviser has selected, and may select in the future, certain operating executives to provide services to (or with respect to) one or more Funds or certain current or prospective portfolio companies in which one or more Funds invest. Such operating executives generally provide services in relation to sourcing investments, conducting due diligence, providing industry expertise, facilitating transactions, executive functions at portfolio companies. Operating executives receive compensation, including, but not limited to salary and/or performance-based compensation, including the issuance of stock options, warrants, profits interests or other forms of equity participation in or related to a portfolio company, cash fees, retainers, transaction fees, profits or equity interests in one or more related vehicles or General Partners, remuneration from TVV Capital and/or its Funds or affiliates or other compensation, which typically are determined according to one or more methods, including the value of the time (including an allocation for overhead and other fixed costs) of such operating executives, a percentage of the value of the portfolio company, the invested capital exposed to such portfolio company, amounts charged by other providers for comparable services and/or a percentage of cash flows from such company. Operating executives also generally will be reimbursed for certain travel and other costs in connection with their services. As described above, no such amounts will offset the Management Fee. The use of operating executives subjects the Advisers to conflicts of interest, as discussed under “Conflicts of Interest,” below.

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

As described under “Fees and Compensation,” TVV Capital or its affiliate receives a carried interest allocation on certain realized profits in the Funds. TVV Capital also manages accounts that are not charged performance-based compensation and/or there is no preferred return amount that must be met before TVV Capital or its affiliate is compensated. This practice could present a conflict of interest because the Firm has an incentive to favor accounts for which it receives the highest performance-based compensation.

The existence of performance-based compensation has the potential to create an incentive for the Firm to make more speculative investments on behalf of a Fund than it would otherwise

make in the absence of such arrangement, although the Firm generally considers performance-based compensation to better align its interests with those of its investors.

## **ITEM 7 TYPES OF CLIENTS**

TVV Capital provides investment advice to the Funds. The Funds may include investment partnerships or other investment entities formed under domestic or foreign laws and operated as exempt investment pools under the Investment Company Act of 1940, as amended. The investors participating in the Funds may include individuals, banks or thrift institutions, other investment entities, university endowments, sovereign wealth funds, family offices, pension and profit-sharing plans, trusts, estates or charitable organizations or other corporations or business entities and may include, directly or indirectly, principals or other employees of TVV Capital and its affiliates and members of their families, operating executives or other service providers retained by TVV Capital.

The Funds may include alternative investment vehicles established from time to time in order to permit one or more investors to participate in one or more particular investment opportunities in a manner desirable for tax, regulatory or other reasons. Alternative investment vehicle sponsors generally have limited discretion to invest the assets of these vehicles independent of limitations or other procedures set forth in the organizational documents of such vehicles and the related Fund.

Each Fund generally has a minimum investment amount for third-party investors set forth in the Governing Documents, and Fund interests are offered and sold solely to qualified purchasers or accredited investors that are also qualified clients (or qualified knowledgeable Firm personal). Such minimum investment amount may be waived by the Firm.

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

### **General**

The Firm is a private investment firm focused primarily on control leveraged buyout investments in small-cap, private companies with positive cash flows and enterprise values in the range of \$10-100 million. The Funds target niche manufacturing businesses principally located or operating in the United States. The Firm's investment advisory services consist of identifying and evaluating investment opportunities, negotiating investments, managing and monitoring investments and achieving dispositions for investments. The Firm may execute its strategy through leveraged acquisitions, recapitalizations, restructurings, growth financings and other transformative transactions in select businesses where the Firm identifies unique investment opportunity and can obtain control of or exert significant influence on management. Investments are predominantly of non-public companies although investments in public companies are permitted in accordance with the relevant Governing Documents.

There can be no assurance that TVV Capital will achieve the investment objectives of any Fund and a loss of investment is possible.

## **Investment and Operating Strategy**

**Sectors.** The Firm seeks to apply a generalist sector approach within its niche manufacturing focus, designed to capture investments that offer the greatest potential for growth while allowing the Firm to compare and contrast the relative attractiveness of various industries over time. The Firm also will look to identify synergies within the TVV Capital portfolio of companies for interrelationships and/or strategic combinations.

**Due Diligence.** Once an investment opportunity meets TVV Capital's criteria and passes initial screening, TVV Capital generally undertakes a deal analysis, evaluation, and decision-making process that is team-oriented and consensus-based, engaging the full participation of all members of the investment team. The investment team generally conducts its analysis and evaluation based on financial, industry, and market analyses combined with reference checks and time on-site with the owners and key employees. TVV Capital's evaluation generally focuses on each potential acquisition's financial information, operating history, competitive performance, and future prospects, and includes extensive due diligence involving an examination of business, accounting, tax, legal, and industry-specific information. The diligence process also is structured to prioritize opportunities, identify key issues, and assess a transaction's probability. Often during the process, TVV Capital develops with its management partners a detailed strategic growth plan that outlines initial steps to be undertaken post-acquisition. TVV Capital often consults with the relevant Fund's Advisory Board and will hire accountants, attorneys, consultants, and industry experts from its networks to help evaluate investment opportunities. TVV Capital has assembled a group of advisors in an effort to assess and mitigate issues identified by the team's due diligence, including tax, accounting, environmental, or technical issues.

**Operational Focus.** Corporate growth is an important component of TVV Capital's strategy for its portfolio companies, allowing TVV Capital to arbitrage its investments by selling larger and more sophisticated businesses than it buys. TVV Capital's fundamental growth strategy aims to transition its portfolio investments from founder-led lifestyle companies to professionally-led, financial reporting entities.

**Portfolio Construction and Risk Management.** The Firm seeks to provide investors with long-term capital appreciation and low risk of capital loss by creating a diversified portfolio of investments that reflects strict adherence to established criteria in companies that meet a defined profile and are managed by management teams who seek a partner able to assist them in professionalizing their organization, improving operations, accelerating organic growth and expansion, and executing at attractive exits. Specifically, TVV Capital seeks to construct a balanced and diversified portfolio for each Fund that takes into account the absolute size of investment, number of investments, conservative investment placement rate, industry diversity coupled with geographical concentration, and potential interrelationships among existing portfolio companies.

## **Risks of Investment**

Each Fund and its investors bear the risk of loss that TVV Capital's investment strategy entails. The risks involved with TVV Capital's investment strategy and an investment in a Fund include, but are not limited to:

***Risks Associated with Portfolio Investments.*** There is no assurance that any Fund's investments will be profitable and there is a substantial risk that a Fund's losses and expenses will exceed its income and gains. Many investment decisions by the Firm will be dependent upon the ability of its partners and agents to obtain relevant information from non-public sources, and the Firm often will be required to make decisions without complete information or in reliance upon information provided by third parties that is impossible or impracticable to verify. The marketability and value of each investment will depend upon many factors beyond the Firm's control. Typically, although a partner of the Firm may serve on a portfolio company's board of directors, each portfolio company will be managed by its own officers (who generally will not be affiliated with any Fund or the Firm). A Fund may hold majority or minority positions in portfolio companies or acquire securities that are or are not subordinated vis-à-vis other securities as to economic, management or other attributes. Portfolio companies may have substantial variations in operating results from period to period, face intense competition, and experience failures or substantial declines in value at any stage. New technological developments may have a negative effect on a portfolio company's products and business. Portfolio companies may need substantial additional capital to support growth or to achieve or maintain a competitive position. Such capital may not be available on attractive terms. Each Fund's capital is limited and may not be adequate to protect the Fund from dilution in multiple rounds of portfolio company financings. The receptiveness of potential acquirers to a Fund's portfolio companies will vary over time and, even if a portfolio company investment is disposed of via a merger, consolidation or similar transaction, a Fund's stock, security or other interests in the surviving entity may not be marketable. There can be no guarantee that any portfolio company investment will result in a liquidity event via a merger, acquisition, initial public offering or otherwise, and there is a significant risk that a Fund's investments will yield little or no return. The securities in which a Fund will invest may be among the most junior in a portfolio company's capital structure and, thus, subject to the greatest risk of loss. Generally, the investments made by a Fund will be illiquid and difficult to value, and there will be little or no collateral to protect an investment once made. In most cases, investments will be long term in nature and may require many years from the date of initial investment before disposition. It is likely that a Fund will still hold some illiquid securities at the time of its dissolution, with the result that such securities may be distributed in-kind or sold for a discounted price that reflects their illiquid nature.

***Concentration of Investments.*** A Fund's portfolio may become concentrated in a limited number of investments, increasing the vulnerability of the portfolio as compared to a portfolio that is more diversified. In certain cases, a Fund may acquire majority or greater interests in portfolio companies, which could further increase the vulnerability of the portfolio.

***Competition.*** The private equity business is highly competitive, and has become more so in recent years due to a substantially increased flow of capital into private equity funds and similar investment organizations. The Funds and the Firm will be competing with other established funds and investment organizations with substantial resources and experience. Moreover, the volume of attractive investment opportunities varies greatly from period to period. There can be no assurance that a Fund will be able to make investments on attractive terms, and it is possible that a Fund's term will expire before the Fund has invested all of its available capital.

***Dynamic Investment Strategy.*** While the Firm generally intends to seek attractive returns for a Fund through the investment strategy and methods described herein, the Firm may pursue

additional investment strategies and may modify or depart from its initial investment strategy, investment process or investment techniques to the extent it determines such modification or departure to be appropriate and consistent with the relevant Governing Documents. A General Partner may pursue investments outside of the industries and sectors in which the Firm has previously made investments or has internal operational experience.

***Growth Equity Transactions.*** A Fund may make growth-equity investments. While growth-equity investments offer the opportunity for significant capital gains, such investments may involve a higher degree of business and financial risk that can result in substantial or total loss. Growth-equity portfolio companies may operate at a loss or with substantial variations in operating results from period to period, and many will need substantial additional capital to support additional research and development activities or expansion, to achieve or maintain a competitive position, and/or to expand or develop management resources. Growth-equity portfolio companies may face intense competition, including from companies with greater financial resources, better brand recognition, more extensive development, marketing and service capabilities and a larger number of qualified managerial and technical personnel.

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

***Leverage.*** Although it is generally not intended that a Fund itself will borrow to finance the acquisition of a portfolio company except on a short-term basis, portfolio companies in which a Fund invests borrow without limitation. While leverage presents opportunities to increase a Fund's total return, it has the effect of potentially increasing losses as well. If the income of such portfolio companies is less than the required interest payments on the borrowings, the value of the portfolio companies, and thus of a Fund's net assets, may decrease or, in extreme cases, the lender could foreclose on the portfolio company and a Fund could suffer a total loss. In certain cases and subject to the applicable limitations in the relevant Governing Documents, a Fund may guarantee borrowings by portfolio companies. Such guarantees could result in additional losses for the Fund with respect to such portfolio companies and could cause the Fund to reserve cash to support such guarantees that it might otherwise use for different purposes. Accordingly, any event that adversely affects the value of an investment by a Fund may be magnified to the extent that a portfolio company in which the Fund invests is leveraged. It is also anticipated that the Funds will borrow to fund day-to-day operations and expenses without any temporal limitations.

***Restricted Nature of Investment Positions.*** Generally, there will be no readily available market for a substantial number of each Fund's investments and hence, most of a Fund's investments will be difficult to value. Certain investments may be distributed in kind to the partners of a Fund and it may be difficult to liquidate the securities received at a price or within a

time period that is determined to be ideal by such partners. After a distribution of securities is made to the partners, many partners may decide to liquidate such securities within a short period of time, which could have an adverse impact on the price of such securities. The price at which such securities may be sold by such partners may be lower than the value of such securities determined pursuant to the Governing Documents, including the value used to determine the amount of carried interest available to TVV Capital or its affiliate with respect to such investment.

***Non-U.S. Investments.*** A Fund may invest in securities of non-U.S. portfolio companies. Such portfolio companies, including investments may present a variety risks associated with: (i) fluctuating currency exchange rates; (ii) limitations on currency exchange or the transfer of capital/profits across international boundaries; (iii) different accounting standards; (iv) different legal protections for investors; (v) unusual regulatory burdens; (vi) political instability; and (vii) multiple taxing jurisdictions.

Even those portfolio companies that nominally are U.S. portfolio companies by virtue of their jurisdiction of organization or management headquarters may be exposed to significant non-U.S. risks due to the increasingly international nature of many financial services companies, which may, for example, (i) rely upon international locations for outsourcing of certain operations; (ii) seek alliances with non-U.S. partners; or (iii) seek non-U.S. customers.

Any adverse change to the political, economic, military or social environments in the host countries of a Fund's portfolio companies could have a significant adverse effect upon the operations or financial performance of a Fund.

***Uncertain Economic, Social and Political Environment.*** Consumer, corporate and financial confidence may be adversely affected by current or future tensions around the world, fear of terrorist activity and/or military conflicts, localized or global financial crises or other sources of political, social or economic unrest. Such erosion of confidence may lead to or extend a localized or global economic downturn. A climate of uncertainty may reduce the availability of potential investment opportunities, and increases the difficulty of modeling market conditions, potentially reducing the accuracy of financial projections. In addition, limited availability of credit for consumers, homeowners and businesses, including credit used to acquire businesses, in an uncertain environment or economic downturn may have an adverse effect on the economy generally and on the ability of a Fund and its portfolio companies to execute their respective strategies and to receive an attractive multiple of earnings on the disposition of businesses. This may slow the rate of future investments by such Fund and result in longer holding periods for investments. Furthermore, such uncertainty or general economic downturn may have an adverse effect upon such Fund's portfolio companies.

***Projections.*** Projected operating results of a company in which a Fund invests normally will be based primarily on financial projections prepared by such company's management. In all cases, projections are only estimates of future results that are based upon assumptions made at the time the projections are developed. There can be no assurance that the results set forth in the projections will be attained, and actual results may be significantly different from the projections. Also, the inaccuracy of certain assumptions, general economic conditions and other factors, which are not predictable, can have a material impact on the reliability of projections.

***Need for Follow-On Investments.*** Following its initial investment in a given portfolio company, TVV Capital may decide to provide additional funds to such portfolio company or may have the opportunity to increase its investment in a portfolio company, whether for opportunistic reasons, to fund the needs of the business or for other reasons. There is no assurance that any Fund will make add-on investments or that any Fund will have sufficient funds to make all or any of such investments. Any decision by a Fund not to make add-on investments or its inability to make such investments may have a substantial negative impact on a portfolio company in need of such an investment or may result in a lost opportunity for such Fund to increase its participation in a successful operation.

***Public Company Holdings.*** A Fund's investment portfolio may contain debt and/or equity securities issued by publicly held companies. Additionally, a Fund's portfolio companies may become public companies following an initial public offering. Investment in public companies subject a Fund to risks that differ in type or degree from those involved with investments in privately held companies. Such risks include, without limitation, greater volatility in the valuation of such companies from quarter to quarter, increased obligations to disclose information regarding such companies, limitations on the ability of a Fund to dispose of such securities at certain times (including due to the possession by a Fund or the Firm of material non-public information or trading restrictions applicable to representatives of the Firm serving on the board of directors and, by extension, the Fund), increased likelihood of shareholder litigation against such companies' board members, which may include representatives of the Firm, regulatory action by the SEC and increased costs associated with each of the aforementioned risks.

***Lack of Unilateral Control.*** Even if a Fund is the majority investor or controlling shareholder, as applicable, of a portfolio company, in certain circumstances it may not have unilateral control of the portfolio company. To the extent the Fund invests alongside third parties, such as institutional co-investors or private equity funds of other sponsors, or makes a minority investment, the relevant portfolio companies may be controlled or influenced by persons who have economic or business interests, investment or operational goals, tax strategies or other considerations that differ from or are inconsistent with those of the Funds or their limited partners. Such third parties may be in a position to take action contrary to the Fund's business, tax or other interests, and the Fund may not be in a position to limit such contrary actions or otherwise protect the value of its investment. When taking non-control positions, a Fund generally will seek to negotiate certain negative controls and veto rights on major decisions, but there can be no assurance that a Fund will be able to control the timing or occurrence of an exit strategy for such portfolio companies in a manner that maximizes or protects value.

***Material Non-Public Information.*** From time to time, a General Partner, TVV Capital, their affiliates and/or their directors, officers, employees, advisors and consultants may come into possession of material non-public information concerning specific companies. Under applicable securities laws, this may limit a General Partner's or TVV Capital's flexibility to buy or sell portfolio securities issued by such companies. A Fund's investment flexibility may be constrained as a consequence of a General Partner's or TVV Capital's inability to use such information for investment purposes. Alternatively, each of the relevant General Partner and TVV Capital and the foregoing persons may decline to receive material non-public information which it is entitled to receive in order to avoid investment restrictions even though access to such information might

have been advantageous to a Fund and other market participants are in possession of such information.

***Hedging Arrangements; Related Regulations.*** The General Partner may (but is not obligated to) endeavor to manage the Fund's or any portfolio company's currency exposures, interest rate exposures or other exposures, using hedging techniques where available and appropriate. The Fund may incur costs related to such hedging arrangements, which may be undertaken in exchange-traded or over-the-counter ("**OTC**") contexts, including futures, forwards, swaps, options and other instruments. There can be no assurance that adequate hedging arrangements will be available on an economically viable basis or that such hedging arrangements will achieve the desired effect, and in some cases hedging arrangements may result in losses greater than if hedging had not been used. In some cases, particularly in OTC contexts, hedging arrangements will subject the Fund to the risk of a counterparty's inability or refusal to perform under a hedging contract, or the potential loss of assets held by a counterparty, custodian or intermediary in connection with such hedging. OTC contracts may expose the Fund to additional liquidity risks if such contracts cannot be adequately settled. Certain hedging arrangements may create for the General Partner and/or one of its affiliates an obligation to register with the U.S. Commodity Futures Trading Commission (the "**CFTC**") or other regulator or comply with an applicable exemption. Losses may result to the extent that the CFTC or other regulator imposes position limits or other regulatory requirements on such hedging arrangements, including under circumstances where the ability of a Fund or a portfolio company to hedge its exposures becomes limited by such requirements.

***Valuation of Investments.*** Generally, the relevant General Partner will determine the value of all the related Fund's investments for which market quotations are available based on available quotations in accordance with the relevant Governing Documents. However, market quotations will not be available for virtually all of a Fund's investments because, among other things, the securities of portfolio companies held by such Fund generally will be illiquid and quotations may not be available from the sources prescribed by the Governing Documents. To the extent quotations are not available from the sources prescribed by the Governing Documents, each General Partner will generally determine the value of all the Fund's investments in good faith in accordance with generally accepted accounting principles as promulgated in the United States. There can be no assurance that the relevant General Partner will have all the information necessary to make valuation decisions in respect of these investments, or that any information provided by third parties on which such decisions are based will be correct. There can be no assurance that the valuation decision of a General Partner with respect to an investment will represent the value realized by the relevant Fund on the eventual disposition of such investment or that would, in fact, be realized upon an immediate disposition of such investment on the date of its valuation. Accordingly, the valuation decisions made by such General Partner may cause it to ineffectively manage the relevant Fund's investment portfolios and risks, and may also affect the diversification and management of such Fund's portfolio of investments.

***Cybersecurity Risks.*** Recent events have illustrated the ongoing cybersecurity risks to which operating companies are subject, particularly operating companies in historically vulnerable industries such as the food services and retail industries. To the extent that a portfolio company is subject to cyber-attack or other unauthorized access is gained to a portfolio company's systems, such portfolio company may be subject to substantial losses in the form of stolen, lost or corrupted



(i) customer data or payment information; (ii) customer or portfolio company financial information; (iii) portfolio company software, contact lists or other databases; (iv) portfolio company proprietary information or trade secrets; or (v) other items. In certain events, a portfolio company's failure or deemed failure to address and mitigate cybersecurity risks may be the subject of civil litigation or regulatory or other action. Any of such circumstances could subject a portfolio company, or the relevant Fund, to substantial losses. In addition, in the event that such a cyber-attack or other unauthorized access is directed at TVV Capital or one of its service providers holding its financial or investor data, TVV Capital, its affiliates or the Funds may also be at risk of loss, despite efforts to prevent and mitigate such risks under TVV Capital's policies.

## **Conflicts of Interest**

TVV Capital and its related entities engage in a broad range of advisory and non-advisory activities, including investment activities for their own account and for the account of other Funds, and providing transaction-related, legal, management and other services to Funds and portfolio companies. TVV Capital will devote such time, personnel and internal resources as are reasonably necessary to conduct the business affairs of the Funds in an appropriate manner, as required by the relevant Governing Documents, although the Funds and their respective investments will place varying levels of demand on these over time. In the ordinary course of TVV Capital conducting its activities, the interests of a Fund may conflict with the interests of TVV Capital, one or more other Funds, portfolio companies or their respective affiliates. Certain of these conflicts of interest are discussed herein. As a general matter, TVV Capital will determine all matters relating to structuring transactions and Fund operations using its best judgment considering all factors it deems relevant, but in its sole discretion, subject in certain cases to the required approvals by the LPAC of the participating Funds.

During the investment period of a Fund, all appropriate investment opportunities will be pursued by TVV Capital principals through such Fund, subject to certain limited exceptions. Without limitation, TVV Capital principals currently manage, and expect in the future to manage, several other investments similar to those in which a Fund will be investing, and may direct certain relevant investment opportunities to those investments subject to the terms of the relevant Governing Documents. TVV Capital's principals and TVV Capital's investment staff will continue to manage and monitor such investments until their realization. Such other investments that TVV Capital principals may control or manage may potentially compete with companies acquired by a Fund. Following the investment period of a Fund, TVV Capital principals may and likely will focus their investment activities on other opportunities and areas unrelated to such Fund's investments.

From time to time, TVV Capital will be presented with investment opportunities that would be suitable not only for a Fund, but also for other Funds and other investment vehicles operated by advisory affiliates of TVV Capital. In determining which investment vehicles should participate in such investment opportunities, TVV Capital and its affiliates are subject to conflicts of interest among the investors in such investment vehicles. Investments by more than one client of TVV Capital in a portfolio company may also raise the risk of using assets of a client of TVV Capital to support positions taken by other clients of TVV Capital.

TVV Capital must first determine which Fund(s) will, or are required to, participate in the relevant investment opportunity. TVV Capital generally assesses whether an investment opportunity is appropriate for a particular Fund based on the Fund's Governing Documents, as well as factors including but not limited to: investment objectives, liquidity, available capital, remaining investment period, diversification and other limitations strategy, risk profile, time horizon, tax sensitivity, tolerance for turnover, asset composition, diversification limitations, cash level (if any), applicable tax and regulatory considerations, life cycle, structure and other relevant factors. For example, a newly organized Fund generally will seek to purchase a disproportionate amount of investments until it is substantially invested. A Fund may invest together with other Funds advised by an affiliated adviser of TVV Capital in the manner set forth in the relevant Governing Documents. TVV Capital will determine the allocation of investment opportunities among Funds in a manner that it believes is fair and equitable consistent with TVV Capital's obligations under the relevant Governing Documents and may take into consideration factors such as those set forth above.

Following such determination of allocation among Funds, the Firm will determine if the amount of an investment opportunity (including anticipated follow-on investments) in which one or more Funds will invest exceeds the amount that the Firm determines would be appropriate for such Fund in light of such Fund's strategy, syndication and diversification objectives, concentration limits, portfolio allocation, available capital and future anticipated capital call needs, and any such excess may be offered to one or more potential co-investors, including third parties, as determined by the Funds' Governing Documents, Side Letters and TVV Capital's procedures regarding allocation. TVV Capital's procedures permit it to take into consideration a variety of factors in making such determinations, including but not limited to: ability to provide certain strategic benefits in connection with sourcing, consummating, or managing investments, such as, among other things, operational or similar strategic benefits, committed financing or lending support, certainty or expediency of closing, support in diligence or industry expertise, provision of directors, and benefits to the investment in terms of regulatory or tax profile. The Advisers may grant certain third-party investors the opportunity to evaluate specified amounts of prospective co-investments in Fund portfolio companies or otherwise to have priority in co-investment opportunities.

Furthermore, decisions regarding whether and to whom to offer co-investment opportunities may be made by TVV Capital or its related persons in consultation with other participants in the relevant transactions, such as a co-sponsor. Co-investment opportunities may, and typically will, be offered to some and not to other TVV Capital investors. To the extent that employees and related persons of TVV Capital and its affiliates make capital investments in or alongside certain Funds when permitted under the relevant Governing Documents, TVV Capital and its affiliates are subject to conflicting interests in connection with these investments. There can be no assurance that any Fund's return from a transaction would be equal to and not less than another Fund participating in the same transaction or that it would have been as favorable as it would have been had such conflict not existed.

TVV Capital's allocation of investment opportunities among the persons and in the manner discussed herein may not, and often will not, result in proportional allocations among such persons, and such allocations may be more or less advantageous to some such persons relative to others. While TVV Capital will allocate investment opportunities in a manner that it believes in good faith

is fair and equitable to its clients under the circumstances over time and considering relevant factors, there can be no assurance that a Fund's actual allocation of an investment opportunity, if any, or the terms on which that allocation is made, will be as favorable as they would be if the conflicts of interest to which TVV Capital may be subject, discussed herein, did not exist.

In certain cases, TVV Capital will have the opportunity (but, subject to any applicable restrictions or procedures in the relevant Governing Documents, no obligation) to identify one or more secondary transferees of interests in a Fund. In such cases, TVV Capital would likely not receive compensation for identifying such transferees, and will use its discretion to select such transferees based on suitability and other factors, and unless required by the relevant Governing Documents, will determine in its sole discretion whether the opportunity to receive a transfer of Fund interests should be offered to one or more existing Fund investors.

Where multiple Funds invest at the same, different or overlapping levels of a portfolio company's capital structure, there is a potential for conflicts of interest in determining the terms of each such investment. Questions may arise subsequently as to whether payment obligations and covenants should be enforced, modified or waived, or whether debt should be refinanced or restructured. In troubled situations, decisions including whether to enforce claims, or whether to advocate or initiate a restructuring or liquidation inside or outside of bankruptcy, and the terms of any work-out or restructuring may raise conflicts of interest, particularly with respect to Funds that have invested in different securities within the same portfolio company. If additional capital is necessary as a result of financial or other difficulties, or to finance growth or other opportunities, Funds may or may not provide such additional capital, and if provided, each Fund generally will supply such additional capital in such amounts, if any, as determined by TVV Capital in its sole discretion. Because of the different legal rights associated with debt and equity of the same portfolio company, TVV Capital may face a conflict of interest in respect of the advice it gives to, and the actions it takes on behalf of one Fund versus another Fund (*e.g.*, the terms of debt instruments, the enforcement of covenants, the terms of recapitalizations and the resolution of workouts or bankruptcies). Although it is generally not intended that a Fund itself will borrow to finance the acquisition of a portfolio company except on a short-term basis, if a Fund enters into any indebtedness with another Fund on a joint and several basis, the applicable General Partner is expected to enter into one or more agreements that provide each Fund with a right of contribution, subrogation or reimbursement. In administering, or seeking to reinforce, these agreements, TVV Capital may be subject to conflicts of interest, for example between a Fund with a reimbursement obligation and a Fund seeking reimbursement. TVV Capital intends to mitigate any potential conflicts by structuring such agreement in a manner intended to cause each Fund to bear its proportionate share of the applicable indebtedness, without undue favoritism over time.

Conflicts may arise when a Fund makes investments in conjunction with an investment being made by another Fund, or if it were to invest in the securities of a company in which another Fund has already made an investment. A Fund may not, for example, invest through the same investment vehicles, have the same access to credit or employ the same hedging or investment strategies as other Funds. This may result in differences in price, terms, leverage and associated costs. Further, there can be no assurance that the relevant Fund and the other Fund(s) or vehicle(s) with which it co-invests will exit such investment at the same time or on the same terms. TVV Capital and its affiliates may express inconsistent views of commonly held investments or of market conditions more generally. There can be no assurance that the return on one Fund's

investments will be the same as the returns obtained by other Funds participating in a given transaction. Given the nature of the relevant conflicts there can be no assurance that any such conflict can be resolved in a manner that is beneficial to both Funds. In that regard, actions may be taken for one or more Funds that adversely affect other Funds.

Subject to any relevant restrictions or other limitations contained in the Governing Documents of the Funds, TVV Capital will allocate fees and expenses in a manner that it believes in good faith is fair and equitable to its clients under the circumstances and considering such factors as it deems relevant, but in its sole discretion. In exercising such discretion, TVV Capital may be faced with a variety of potential conflicts of interest.

As a general matter, Fund expenses typically will be allocated among all relevant Funds or co-invest vehicles eligible to reimburse expenses of that kind. In all such cases, subject to applicable legal, contractual or similar restrictions, expense allocation decisions will generally be made by TVV Capital or its affiliates using their best judgment, considering such factors as they deem relevant, but in their sole discretion. The allocations of such expenses may not be proportional, and any such determinations involve inherent matters of discretion, e.g., in determining whether to allocate *pro rata* based on number of Funds or co-invest vehicles receiving related benefits or proportionately in accordance with asset size. The Funds have different expense reimbursement terms, including with respect to Management Fee offsets, which may result in the Funds bearing different levels of expenses with respect to the same investment.

As a result of the Funds' controlling interests in portfolio companies, TVV Capital and/or its affiliates typically have the right to appoint portfolio company board members (including current or former TVV Capital personnel or persons serving at their request), or to influence their appointment, and to determine or influence a determination of their compensation. From time to time, portfolio company board members approve compensation and/or other amounts payable to TVV Capital and/or its affiliates. Unless such amounts are subject to the Governing Documents' offset provisions, they will be in addition to any Management Fees or carried interest paid by a Fund to TVV Capital.

Additionally, a portfolio company typically will reimburse TVV Capital or service providers retained at TVV Capital's discretion for expenses (including without limitation travel expenses) incurred by TVV Capital or such service providers in connection with its performance of services for such portfolio company. This subjects TVV Capital and its affiliates to conflicts of interest because the Funds generally do not have an interest or share in these reimbursements, and the amount of such reimbursements over time is expected to be substantial. TVV Capital determines the amount of these reimbursements for such services in its own discretion, subject to its internal reimbursement policies and practices. Although the amount of individual reimbursements typically is not disclosed to investors in any Fund, any fee paid or expense reimbursed to TVV Capital or such service providers generally is subject to: agreements with or review by sellers, buyers and management teams; the review and supervision of the board of directors of or lenders to portfolio companies; and/or third party co-investors in its transactions. These factors help to mitigate related conflicts of interest.

TVV Capital generally exercises its discretion to recommend to a Fund or to a portfolio company thereof that it contract for services with (i) TVV Capital or a related person of TVV

Capital (which may include a portfolio company of such Fund), (ii) an entity with which TVV Capital or its affiliates or current or former members of their personnel has a relationship or from which TVV Capital or its affiliates or their personnel otherwise derives financial or other benefit or (iii) certain limited partners or their affiliates. For example, TVV Capital may be presented with opportunities to receive financing and/or other services in connection with a Fund's investments from certain limited partners or their affiliates that are engaged in lending or related business. This discretion subjects TVV Capital to conflicts of interest, because although TVV Capital selects service providers that it believes are aligned with its operational strategies and will enhance portfolio company performance and, relatedly, returns of the relevant Fund, TVV Capital may have an incentive to recommend the related or other person (including a limited partner) because of its financial or other business interest. TVV Capital anticipates that any such services would be provided to the relevant Fund(s) or portfolio companies on arm's length or otherwise customary market terms. However, there is a possibility that TVV Capital, because of such belief or for other reasons (including whether the use of such persons could establish, recognize, strengthen and/or cultivate relationships that have the potential to provide longer-term benefits to the relevant Funds or TVV Capital), may favor such retention or continuation even if a better price and/or quality of service could be obtained from another person. Whether or not TVV Capital has a relationship or receives financial or other benefit from recommending a particular service provider, there can be no assurance that no other service provider is more qualified to provide the applicable services or could provide such services at lesser cost.

Although uncommon, from time to time TVV Capital may cause a Fund to enter into a transaction whereby the Fund purchases securities from, or sells securities to, other Funds managed by TVV Capital, or co-investors or co-investment vehicles. Such transactions may arise in the context of re-balancing an investment among parallel investing entities or in contexts where a portfolio company owned by one Fund is acquired by a portfolio company acquired by another Fund. Any such transactions raise potential conflicts of interest, including where the investment of one Fund supports the value of portfolio companies owned by another Fund. These conflicts are heightened to the extent the relevant securities are illiquid or do not have a readily ascertainable value, and there generally can be no assurance that the price at which such transactions are entered into represent what would ultimately be the underlying investment's fair value. To the extent required by the relevant Funds' Governing Documents or otherwise in the sole discretion of TVV Capital, TVV Capital may seek to mitigate such conflicts by seeking the opinion of an unaffiliated third party (including the use of a consultant or investment banker to opine as to the fairness of a purchase or sale price) or by obtaining the consent of the relevant Fund(s) (including, where authorized, the consent of each Fund's LPAC) to such transactions. In certain circumstances, TVV Capital may determine that the willingness of a third party to make an investment on the same terms demonstrates the fairness of the relevant transaction to the Fund under then-current market conditions. TVV Capital intends that any such transactions be conducted in a manner that it believes in good faith to be fair and equitable to each Fund under the circumstances, including a consideration of the potential present and future benefits with respect to each Fund.

Although TVV Capital generally structures Funds to avoid cross-guarantees and other circumstances in which one Fund bears liability for all or part of the obligations of another Fund, in certain circumstances lenders and other market parties negotiate for the right to face only select Fund entities, which may result in a single Fund being solely liable for other Funds' share of the relevant obligation and/or joint and several liability among Funds. In each such case, TVV Capital

intends to cause the relevant other Funds to enter into a back-to-back guarantee, indemnification or similar reimbursement arrangement, although the Fund undertaking the obligation in the first instance generally will not receive compensation for being primarily liable under these arrangements.

TVV Capital and/or its affiliates may also, from time to time, employ personnel with pre-existing ownership interests in portfolio companies owned by the Funds or other investment vehicles advised by TVV Capital and/or its affiliates; conversely, current or former personnel or executives of TVV Capital and/or its affiliates may serve in significant management roles at portfolio companies or service providers recommended by TVV Capital. Similarly, TVV Capital, its affiliates and/or personnel maintain relationships with (or may invest in) financial institutions, service providers and other market participants, including but not limited to managers of private funds, banks, brokers, advisors, consultants, finders (including executive finders and portfolio company finders), executives, attorneys, accountants, institutional investors, family offices, lenders, current and former employees, and current and former portfolio company executives, as well as certain family members or close contacts of these persons. Certain of these persons or entities will invest (or will be affiliated with an investor) in, engage in transactions with and/or provide services (including services at reduced rates) to, TVV Capital and/or its affiliates, and/or the Funds or other investment vehicles they advise. TVV Capital may have a conflict of interest with a Fund in recommending the retention or continuation of a third-party service provider to such Fund or a portfolio company if such recommendation, for example, is motivated by a belief that the service provider or its affiliate(s) will continue to invest in one or more Funds, will provide TVV Capital information about markets and industries in which TVV Capital operates (or is contemplating operations) or will provide other services that are beneficial to TVV Capital. TVV Capital may have a conflict of interest in making such recommendations, in that TVV Capital has an incentive to maintain goodwill between it and the existing and prospective portfolio companies for a Fund, while the products or services recommended may not necessarily be the best available to the portfolio companies held by a Fund.

TVV Capital, its affiliates, and equity holders, officers, principals and employees of TVV Capital and its affiliates may buy or sell securities or other instruments that TVV Capital has recommended to a Fund. In addition, officers, principals and employees may buy securities in transactions offered to but rejected by a Fund. Such transactions are subject to any restrictions in the Fund's Governing Documents and any policies and procedures set forth in TVV Capital's Code of Ethics. The investment policies, fee arrangements and other circumstances of these investments generally vary from those of any Fund. Employees and related persons of TVV Capital have, and are expected to continue to have, capital investments in or alongside certain Funds, or in prospective portfolio companies directly or indirectly, and therefore may have additional conflicting interests in connection with these investments.

Because certain expenses are paid for by a Fund and/or its portfolio companies or, if incurred by TVV Capital, are reimbursed by a Fund and/or its portfolio companies, TVV Capital will not necessarily seek out the lowest cost options when incurring (or causing a Fund or its portfolio companies to incur) such expenses.

In addition, as described above, to the extent not paid by TVV Capital, portfolio companies may pay certain fees to operating executives and other consultants (including consultants

introduced or arranged by TVV Capital and/or its affiliates that regularly provide services to one or more portfolio companies), and such fees will not offset the Management Fee as described herein. Operating executives generally make use of TVV Capital resources or otherwise are associated with TVV Capital. Operating executives generally receive investment opportunities, reimbursements and other compensation that do not offset the Management Fee of any Fund, as described herein. Although the use of operating executives and the allocation of compensation paid to them by TVV Capital, its affiliates and/or the portfolio companies subjects TVV Capital and/or its affiliates to potential conflicts of interest, TVV Capital believes that such potential conflicts may be reduced by the anticipated cost savings to portfolio companies (which is expected to be to the benefit of the applicable Fund(s)) that will result if the cost of the operating executives is lower than market rates for the services provided and/or if the services of the operating executive align with TVV Capital's model for the portfolio company and improve portfolio company performance. Although TVV Capital seeks to retain operating executives with a view to reducing costs to portfolio companies (and, ultimately, the Funds) and/or improving portfolio company performance, a number of factors may result in limited or no cost savings from such retention. TVV Capital also seeks to reduce potential conflicts of interest resulting from such arrangements by structuring compensation packages for such persons in a manner that TVV Capital believes will align such persons' interests with those of the Funds' limited partners, and seeks to retain only operating executives and service providers which it believes provide a level of service at a value generally consistent with other relevant market alternatives. However, there can be no assurance that no other service provider is more qualified to provide the applicable services or could provide such services at lesser cost.

Because there is a fixed investment period after which capital from investors in a Fund may only be drawn down in limited circumstances and because Management Fees are, at certain times during the life of a Fund, based upon the cost of investments less certain amounts detailed in the Governing Documents, this fee structure may create an incentive to deploy capital when TVV Capital may not otherwise have done so. Since TVV Capital is permitted to retain certain Transaction Fees (as described under "Item 5 Fees and Compensation") in connection with Fund investments, it could have a conflict of interest in connection with approving transactions and setting such compensation.

TVV Capital and/or its affiliates may enter into Side Letters with certain investors in a Fund providing such investors with different or preferential rights or terms, including but not limited to circumstances under which exclusion from certain investments or involuntary withdrawals from the Fund may be required; "most favored nation" rights (i.e., the right to receive favorable rights or other arrangements that may be afforded to other investors); rights or terms necessary in light of particular legal, regulatory or policies of an investor; and the right to receive reports from a Fund that include information not provided to other investors; different fee structures; co-investment rights; and transfer rights.

Any of these situations subjects TVV Capital and/or its affiliates to potential conflicts of interest. TVV Capital attempts to resolve such conflicts of interest in light of its obligations to investors in its Funds and the obligations owed by TVV Capital's advisory affiliates to investors in investment vehicles managed by them, and attempts to allocate investment opportunities among a Fund, other Funds and such investment vehicles in a fair and equitable manner. To the extent that an investment or relationship raises particular conflicts of interest, TVV Capital will review

the circumstances of such investment or relationship with a view to addressing and reducing the potential for conflict. Where necessary, TVV Capital consults and receives consent to conflicts from an LPAC consisting of limited partners of the relevant Fund(s) and such other investment vehicles.

#### **ITEM 9 DISCIPLINARY INFORMATION**

TVV Capital and its management persons have not been subject to any material legal or disciplinary events required to be discussed in this Brochure.

#### **ITEM 10 OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS**

TVV Capital is affiliated with other Firm investment advisers registered with the SEC under the Advisers Act pursuant to TVV Capital's registration in accordance with SEC guidance. These advisers are TVV Equity Investors II, LLC, TVV Equity Investors III, LLC and TVV Equity Investors IV, LLC. These entities operate as a single advisory business together with TVV Capital and serve as general partners of Funds and other pooled vehicles and generally share common owners, officers, partners, employees, consultants or persons occupying similar positions.

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

TVV Capital has adopted a Code of Ethics and Securities Trading Policy and Procedures (the **"Code"**), which sets forth standards of conduct that are expected of Firm principals and employees and addresses conflicts that arise from personal trading. The Code requires certain Firm personnel to report their personal securities transactions, prohibits or requires pre-clearance for Firm personnel from directly or indirectly acquiring beneficial ownership or disposing of securities in an initial public offering. In addition, the Code requires such personnel to comply with procedures designed to prevent the misuse of, or trading upon, material non-public information. A copy of the Code will be provided to any investor or prospective investor upon request to Andrew W. Byrd, Jr., the Chief Compliance Officer, at (615) 256-8061. Personnel securities transactions by employees who manage client accounts are required to be conducted in a manner that prioritizes the client's interests in client eligible investments.

TVV Capital and its affiliated persons may come into possession, from time to time, of material non-public or other confidential information about public companies which, if disclosed, might affect an investor's decision to buy, sell or hold a security. Under applicable law, TVV Capital and its affiliated persons would be prohibited from improperly disclosing or using such information for their personal benefit or for the benefit of any person, regardless of whether such person is a client of TVV Capital.

Accordingly, should TVV Capital or any of its affiliated persons come into possession of material non-public or other confidential information with respect to public and non-public company, TVV Capital generally would be prohibited from communicating such information to clients, and TVV Capital will have no responsibility or liability for failing to disclose such information to clients as a result of following their policies and procedures designed to comply with applicable law. In addition, an investment professional of the Firm serves (and other Firm personnel may in the future serve) on the board of directors of a public company; and therefore,



similar restrictions apply, which could potentially result in circumstances where trading on behalf of clients is restricted.

Principals and employees of TVV Capital and its affiliates may directly or indirectly own an interest in one or more Funds, including certain co-invest vehicles. To the extent that co-invest vehicles exist, such vehicles may invest in one or more of the same portfolio companies as a Fund. Co-invest opportunities may also be presented to certain affiliates of TVV Capital, as well as third party investors and other persons, and such co-investments may be effected through co-invest vehicles or directly in a particular portfolio company. Such co-investment opportunities generally will be allocated in the manner described under “Item 8 Methods of Analysis, Investment Strategies and Risk of Loss.”

TVV Capital and its affiliates, principals and employees may carry on investment activities for their own account and for family members, friends or others who do not invest in a Fund, and may give advice and recommend securities to vehicles which may differ from advice given to, or securities recommended or bought for, any Fund, even though their investment objectives may be the same or similar. The Governing Documents and investment programs of certain Funds may restrict, limit or prohibit, in whole or subject to certain procedural requirements, investments of certain other vehicles in issuers held by such Funds or may give priority with respect to investments to such Funds. Some of these restrictions could be waived by investors (or their representatives) in such Funds.

## **ITEM 12 BROKERAGE PRACTICES**

TVV Capital focuses on securities transactions of private companies and generally purchases and sells such companies through privately-negotiated transactions in which the services of a broker-dealer may be retained. However, TVV Capital may also distribute securities to investors in a Fund or sell such securities, including through using a broker-dealer, if a public trading market exists. Although TVV Capital does not intend to regularly engage in public securities transactions, to the extent it does so, it follows the brokerage practices described below.

If TVV Capital sells publicly traded securities for a Fund, it is responsible for directing orders to broker-dealers to effect securities transactions for accounts managed by TVV Capital. In such event, TVV Capital will seek to select brokers on the basis of best price and execution capability. In selecting a broker to execute client transactions, TVV Capital may consider a variety of factors, including: (i) execution capabilities with respect to the relevant type of order; (ii) commissions charged; (iii) the reputation of the firm being considered; and (iv) responsiveness to requests for trade data and other financial information.

TVV Capital has no duty or obligation to seek in advance competitive bidding for the most favorable commission rate applicable to any particular client transaction or to select any broker on the basis of its purported or “posted” commission rate, but will endeavor to be aware of the current level of the charges of eligible brokers and to reduce the expenses incurred for effecting client transactions to the extent consistent with the interests of such clients. Although TVV Capital generally seeks competitive commission rates, it may not necessarily pay the lowest commission or commission equivalent. Transactions may involve specialized services on the part of the broker

involved and thereby entail higher commissions or their equivalents than would be the case with other transactions requiring more routine services.

Consistent with TVV Capital seeking to obtain best execution, brokerage commissions on client transactions may be directed to brokers in recognition of research furnished by them, although TVV Capital generally does not make use of such services at the current time and has not made use of such services since its inception. Notwithstanding the foregoing, on an unsolicited basis TVV Capital may receive products or services from broker-dealers and other counterparties that TVV Capital believes are generally made available to all clients doing business with such counterparties. Such research services could include economic research, market strategy research, industry research and company research. As a general matter, research provided by these brokers would be used to service all of TVV Capital's Funds. However, each and every research service may not be used for the benefit of each and every Fund managed by TVV Capital, and brokerage commissions paid by one Fund may apply towards payment for research services that might not be used in the service of such Fund. Research services may be shared between TVV Capital and its affiliates.

TVV Capital will employ no agreement or formula for the allocation of brokerage business on the basis of research services; however, TVV Capital may, in its discretion, cause the Funds to pay such brokers a commission for effecting portfolio transactions in excess of the amount of commission another broker adequately qualified to effect such transactions would have charged for effecting such transactions. This may be done where TVV Capital has determined in good faith that such commission is reasonable in relation to the value of brokerage and research services received. In reaching such a determination, TVV Capital would not be required to place or attempt to place a specified dollar value on the brokerage or research services provided by such broker.

TVV Capital will periodically determine which brokers have provided research that has been helpful in the management of Funds. To the extent consistent with TVV Capital's goal to obtain best execution for their clients, TVV Capital may seek to place a portion of the trades that they direct with the brokers who are identified through this process.

To the extent that TVV Capital allocates brokerage business on the basis of research services, it may have an incentive to select or recommend broker-dealers based on the interest in receiving such research or other products or services, rather than based on its Funds' interest in receiving most favorable execution. To the extent TVV Capital uses "soft dollars" on behalf of the Funds, it will seek to do so within the safe harbor provided by Section 28(e) of the Securities Exchange Act of 1934, as amended.

TVV Capital does not anticipate engaging in significant public securities transactions; however, to the extent that TVV Capital engages in any such transactions, orders for purchase or sale of securities placed first will be executed first, and within a reasonable amount of time of order receipt. To the extent that orders for Funds are completed independently, TVV Capital may also purchase or sell the same securities or instruments for several Funds simultaneously. From time to time, TVV Capital may, but is not obligated to, purchase or sell securities for several client accounts at approximately the same time. Such orders may be combined or "batched" to facilitate obtaining best execution and/or to reduce brokerage commissions or other costs. Batched transactions are executed in a manner intended to ensure that no participating Fund of TVV Capital

is favored over any other Fund. When an aggregated order is filled in its entirety, each participating Fund generally will receive the average price obtained on all such purchases or sales made during such trading day. To the extent such orders are not batched, they may have the effect of increasing brokerage commissions or other costs.

When an aggregate order is partially filled, the securities purchased or sold will normally be allocated on a *pro rata* basis to each Fund participating in such buy or sell order in accordance with the amount of securities originally requested for such Funds.

Each Fund generally will receive the average price obtained on all such purchases or sales made during such trading day. Exceptions to *pro rata* allocations are permissible provided they are fair and equitable to Funds over time.

In TVV Capital's private company securities transactions on behalf of the Funds, TVV Capital may retain one or more broker-dealers or investment banks, the costs of which will be borne by the relevant Fund and/or its portfolio companies. In determining to retain such parties, TVV Capital may consider a variety of factors, including: (i) capabilities with respect to the type of transaction being contemplated; (ii) commissions or fees charged; (iii) reputation of the firm being considered; and (iv) responsiveness to requests for information. As a result, although TVV Capital generally will seek reasonable rates for such services, the market for such services involves more subjective evaluations than public securities brokerage transactions, and the Funds may not pay the lowest commission or fee for such services.

### **ITEM 13 REVIEW OF ACCOUNTS**

The investments made by the Funds are generally private, illiquid and long-term in nature. Accordingly, the review process is not directed toward a short-term decision to dispose of securities. However, TVV Capital monitors companies in which the Funds invest, and the investment team periodically checks to confirm that each Fund is maintained in accordance with its stated objectives.

Each Fund will provide to its limited partners the reports specified in the Governing Documents, which generally include (i) annual GAAP audited and quarterly unaudited financial statements, (ii) annual tax information necessary for each limited partner's tax return and (iii) annual reports providing a narrative summary of the status of each portfolio company investment.

### **ITEM 14 CLIENT REFERRALS AND OTHER COMPENSATION**

TVV Capital and/or its affiliates may provide certain business or consulting services to companies in a Fund's portfolio and may receive compensation from these companies in connection with such services. As described in the Governing Documents, this compensation may, in certain cases, offset a portion of the Management Fees paid by such Fund. However, in other cases (*e.g.*, reimbursements for out of pocket expenses directly related to a portfolio company), these fees may be in addition to Management Fees. *See* "Item 5 Fees and Compensation."

From time to time, TVV Capital may enter into solicitation arrangements pursuant to which it compensates third parties for referrals that result in a potential investor becoming a limited partner in a Fund. Any fees payable to any such placement agents will be borne by TVV Capital

indirectly through an offset against the Management Fee. TVV Capital currently has retained Avondale Partners, LLC (“**Avondale**”), to solicit Commitments from U.S. investors in exchange for a one-time fee based on a percentage of the aggregate Commitments of investors introduced by Avondale. TVV Capital currently has also retained Wiley Bros. — Aintree Capital, LLC (“**Wiley**”), to solicit Commitments from U.S. investors in exchange for a one-time fee based on a percentage of the aggregate Commitments of investors introduced by Wiley.

#### **ITEM 15 CUSTODY**

The Firm maintains custody of assets held in the name of one or more Funds with the following qualified custodians: Pinnacle Bank and Suntrust Bank.

#### **ITEM 16 INVESTMENT DISCRETION**

TVV Capital has discretionary authority to manage investments on behalf of each Fund. As a general policy, TVV Capital does not allow clients to place limitations on this authority. Pursuant to the terms of the Governing Documents, however, TVV Capital and/or its affiliates may enter into Side Letters with certain limited partners whereby the terms applicable to such limited partner’s investment in a Fund may be altered or varied, including, in some cases, the right to opt-out of certain investments for legal, tax, regulatory or other similar reasons. TVV Capital assumes this discretionary authority pursuant to the terms of the Governing Documents.

#### **ITEM 17 VOTING CLIENT SECURITIES**

TVV Capital has adopted the Proxy Voting Policies and Procedures (the “**Proxy Policy**”) to address how it will vote proxies, as applicable, for the Fund’s (and any Fund’s) portfolio investments. The Proxy Policy seeks to ensure that TVV Capital votes proxies (or similar instruments) in the best interest of the Funds, including where there may be material conflicts of interest in voting proxies. TVV Capital generally believes its interests are aligned with those of each Fund’s investors, for example, through the principal’s beneficial ownership interests in such Fund and therefore will not seek investor approval or direction when voting proxies. In the event that there is or may be a conflict of interest in voting proxies, the Proxy Policy provides that TVV Capital may address the conflict using several alternatives or through other alternatives set forth in the Proxy Policy. Additionally, a Fund’s LPAC may approve TVV Capital’s vote in a particular solicitation. TVV Capital does not consider service on portfolio company boards by TVV Capital personnel or TVV Capital’s receipt of management or other fees from portfolio companies to create a material conflict of interest in voting proxies with respect to such companies. In addition, the Proxy Policy sets forth certain specific proxy voting guidelines followed by TVV Capital when voting proxies on behalf of a Fund. Clients or investors that would like a copy of TVV Capital’s complete Proxy Policy or information regarding how TVV Capital voted proxies for particular portfolio companies may contact Andrew W. Byrd, Jr., the Chief Compliance Officer, at (615) 256-8061, and it will be provided at no charge.

#### **ITEM 18 FINANCIAL INFORMATION**

TVV Capital does not require prepayment of management fees more than six months in advance or have any other events requiring disclosure under this item of the Brochure.