

Form ADV Part 2A: FIRM BROCHURE



CHICAGO PACIFIC CAPITAL, L.P.

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This Investment Adviser Brochure (“Brochure”) provides information about the qualifications and business practices of Chicago Pacific Capital, L.P. (“Chicago Pacific” or the “Firm”). If you have any questions about the contents of this Brochure, please contact Mike Wilson at (312) 273-4769 or mwilson@cpfounders.com. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state securities authority.

Chicago Pacific is an investment adviser registered with the SEC under the Investment Advisers Act of 1940, as amended (the “Advisers Act”). Registration of an investment adviser with the SEC does not imply a certain level of skill or training.

Additional information regarding Chicago Pacific is also available on the SEC’s website at www.adviserinfo.sec.gov.

Item 2 – Material Changes

There have been no material changes since Chicago Pacific filed its last annual Brochure amendment on March 30, 2020.

Chicago Pacific routinely makes changes throughout its Brochure to improve and clarify the descriptions of its business practices and compliance policies and procedures or in response to evolving industry and Firm practices. In this year's filing, the following Items have been updated, in addition to certain immaterial and/or conforming changes related to the following:

- Item 4: updated to reflect the addition of one new parallel fund and updated regulatory assets under management as of December 31, 2020;
- Item 5: updated to clarify certain fees and expenses; and
- Item 8: updated description of risk factors and potential conflicts of interest.

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Item 4 – Advisory Business

A. Describe your advisory firm, including how long you have been in business. Identify your principal owner(s).

Firm Description

Chicago Pacific Capital L.P. (together with its fund general partners (unless otherwise specified), “Chicago Pacific” or the “Firm”) is a Chicago-based investment management firm founded in 2014 that focuses primarily on long-term private equity investments in providing capital and strategic support to highly differentiated healthcare services, independent living facility platforms and healthcare IT investments.

Chicago Pacific acts as the investment manager to private funds exempt from registration under the Investment Company Act of 1940, as amended (the “Investment Company Act”), as well as to co-investment special purpose funds established to invest alongside a fund in a single portfolio company. Chicago Pacific serves as the investment manager to the following main Funds: Chicago Pacific Founders Fund, L.P., Chicago Pacific Founders Fund-A, L.P. and Chicago Pacific Founders Fund-B, L.P. (collectively “Fund I”); Chicago Pacific Founders Fund II, L.P., Chicago Pacific Founders Fund II-A, L.P. and Chicago Pacific Founders Fund II-B, L.P. (collectively “Fund II”); and several co-investment Funds established to invest alongside a Fund in a single portfolio company or platform investment (the “Co-Investment Funds” and together with Fund I, Fund II the “Funds”). In certain circumstances, as more fully described in Item 7 below, Chicago Pacific also permits certain investors and third parties to co-invest alongside a Fund directly into a portfolio company. Unlike the co-investment special purpose Funds mentioned above, such direct co-investments are not considered Funds or clients of Chicago Pacific.

Each Fund is affiliated with a general partner (“General Partner”) with authority to make investment decisions on behalf of such Fund. These General Partners are deemed registered under the Advisers Act pursuant to Chicago Pacific’s registration in accordance with SEC guidance. While the General Partners maintain ultimate authority over the respective Funds, Chicago Pacific has been delegated the role of investment adviser. For more information about the Funds and General Partners, please see the Firm’s Form ADV Part 1, Schedule D, Section 7.A. and 7.B.(1).

Principal Ownership

Chicago Pacific is indirectly owned by managing partners Mary Tolan, Lawrence Leisure and Vance Vanier as detailed in Chicago Pacific’s Form ADV Part 1, Schedule A and Schedule B.

B. Describe the types of advisory services you offer. If you hold yourself out as specializing in a particular type of advisory service, such as financial planning, quantitative analysis, or market timing, explain the nature of that service in greater detail. If you provide investment advice only with respect to limited types of investments, explain the type of

investment advice you offer, and disclose that your advice is limited to those types of investments.

Chicago Pacific provides investment advisory services as a private equity fund manager to its Funds. The Funds make direct equity investments in healthcare companies (each, a “portfolio company”) that the Firm believes are positioned to lead innovations in healthcare delivery and in caring for aging populations. Each portfolio company has its own independent management team responsible for managing its day-to-day operations, although the principals of Chicago Pacific or other individuals chosen by Chicago Pacific will generally serve on the portfolio companies’ respective boards of directors or otherwise act to influence control over management of portfolio companies held by the Funds. In addition, in some cases, Chicago Pacific will more directly influence the day-to-day management of such portfolio companies by recruiting and/or installing certain individuals in senior management roles such as chief executive officer, chief operating officer, chief financial officer or in other roles. Chicago Pacific’s investment advisory services to its Funds consist of identifying and evaluating investment opportunities, negotiating the terms of investment, managing and monitoring investments and achieving dispositions of such investments. Investments are made predominantly in nonpublic companies, although investments in public companies are permitted in certain instances.

C. Explain whether (and, if so, how) you tailor your advisory services to the individual needs of clients. Explain whether clients may impose restrictions on investing in certain securities or types of securities.

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

Fund investors generally cannot impose restrictions on investing in certain securities or types of securities, other than through side letters agreements. Investors participate in the overall investment program for the applicable Fund and generally cannot be excused from a particular investment except pursuant to the terms of the applicable Governing Documents. Chicago Pacific has entered into side letters or similar written agreements with certain investors including those who make substantial commitments of capital or were early-stage investors in the Funds, or for other reasons in the sole discretion of Chicago Pacific, in each case that have the effect of establishing rights under, or altering or supplementing, a Fund’s Governing Documents. Such rights generally include different fee structures, information rights, special reporting requests, co-investment preferences and liquidity or transfer rights. These rights, benefits or privileges are not always made available to all investors nor in some cases are they required to be disclosed to all investors. Side letters are negotiated at the time of the relevant investor’s capital commitment and once invested in a Fund, investors generally cannot impose additional investment guidelines or restrictions on such Fund.

D. If you participate in wrap fee programs by providing portfolio management services, (1) describe the differences, if any, between how you manage wrap fee accounts and how you manage other accounts, and (2) explain that you receive a portion of the wrap fee for your services.

Chicago Pacific does not participate in wrap fee programs.

E. If you manage client assets, disclose the amount of client assets you manage on a discretionary basis and the amount of client assets you manage on a non-discretionary basis. Disclose the date “as of” which you calculated the amounts.

As of December 31, 2020, Chicago Pacific managed approximately \$1.825 billion of regulatory assets under management, all managed on a discretionary basis.

Item 5 – Fees and Compensation

A. Describe how you are compensated for your advisory services. Provide your fee schedule. Disclose whether the fees are negotiable.

Chicago Pacific receive fees and compensation in exchange for advisory services provided to the Funds, including management fees, carried interest, additional compensation in connection with management services performed for the portfolio companies of the Funds and reimbursements from portfolio companies for certain expenses advanced on their behalf. Differences exist from Fund to Fund, and certain Funds do not charge certain fees, compensation or expenses that other Funds charge or charge them in different amounts. The following is a general description of fees, compensation and expenses of the Funds. Investors in the Funds should refer to the Governing Documents of the applicable Fund for a complete understanding of how Chicago Pacific is compensated for its advisory services; the information contained herein is a summary only and is qualified in its entirety by such documents.

Management Fees

During a Fund’s investment period, the Fund generally will pay Chicago Pacific an annual management fee (the “Management Fee”) assessed quarterly in advance equal to 2.0% of aggregate investor capital commitments which are held by investors not designated as “affiliated partners” by the relevant General Partner. The Management Fee charged to each Fund is described: (i) in full detail in the relevant Fund’s Governing Documents and (ii) more briefly below. Generally, after the earlier of: (i) the expiration of the investment period; (ii) the date the General Partner or its affiliates first receives or begins to accrue Management Fees with respect to a new equity investment fund; or (iii) the date six months after certain key man provisions are triggered, in each case, as further described and per the terms of each Fund’s Governing Documents, the Management Fee will be equal to 2.0% of actively invested capital which are held by investors not designated as “affiliated partners” by the relevant General Partner, subject to various other factors. Generally, investors participating in a

subsequent closing after the initial closing of a Fund are responsible for paying the Management Fee as of the date of the initial closing of such Fund, plus interest, as applicable.

Fees are generally waived for Chicago Pacific employees, affiliates, Operations Group members (as defined in Item 5.C below) and their respective families investing in a Fund (although these investors generally pay their pro rata share of certain Fund expenses). For the avoidance of doubt, investors who make a direct co-investment into a portfolio company do not pay Management Fees on the direct co-investment portion of their investment.

Management Fees will generally be reduced by, as applicable: (i) any private placement or finders' fees paid by a Fund to placement agents, finders or other third-parties performing similar services in connection with the organization or funding of the Fund and/or any parallel investment vehicle; (ii) costs incurred by Chicago Pacific in connection with the organization of a Fund that exceed a limit as specified in such Fund's Governing Documents; and (iii) 100% of the non-affiliated partners' percentage of Transaction Fees (as defined in Item 5.C below) received by Chicago Pacific and its respective affiliates, officers and employees (but excluding fees received by any member of the Operations Group (as defined in Item 5.C below)). For the avoidance of doubt, to date Chicago Pacific has not taken a Transaction Fee. Portfolio company directors' or board fees paid by a former portfolio company to a Chicago Pacific employee who remains on the company's board of directors following the Fund's disposition of its investment in the company, if applicable, will not offset Management Fees.

The amount and manner of such reduction is set forth in the relevant Governing Documents of the applicable Fund. All such supplemental fees received, if any, are offset in whole against the Management Fee net of any expenses incurred in connection with such portfolio company and any Management Fee waivers (described below); however, any such fees received by Operations Group members are not subject to an offset against Management Fees. Further, any reduction of a Fund's Management Fee is typically limited to the extent of such Fund's proportionate interest in any portfolio company and only to the extent a Management Fee is payable by a Fund currently or in the future.

To the extent that an offset credit would reduce a Fund's Management Fee for a given quarter below zero, the credit will be carried forward for future application against payable Management Fees, and if a credit remains upon dissolution, a payment will be made to investors that have not elected to waive such amount for tax or other reasons. For Fund I, the Management Fee payable on each Management Fee due date is reduced by an amount (the "Waived Fee Amount") equal to the greater of (i) the amount of the Management Fee that the General Partner has irrevocably elected to waive in a written notice delivered to the applicable Fund prior to such Management Fee due date (or if later, the date of commitment increase with respect to such increase) or (ii) such amount as is necessary to cause the unapplied Waived Fee Amount to be not less than zero; provided, however, that the Waived Fee Amount is subject to a maximum amount as disclosed in the Governing Documents. For Fund II, payable Management Fees are reduced (but not below zero) by the Waived Fee Amount equal to

“deemed contributions” made by investors (other than those deemed to be “affiliated partners”). Due to waived or reduced Management Fees and/or the timing of when compensation that is subject to offsets is received, it is possible that Management Fee offsets will not be fully realized by investors in a Fund, resulting in a net additional benefit to Chicago Pacific.

Carried Interest

Each Fund’s General Partner is entitled to receive a carried interest allocation (“Carried Interest”) with respect to the Funds, which is generally equal to 20% of all realized profits net of all expenses in excess of an 8% compound preferred return and subject to a catch-up provision, as described: (i) in full detail in the applicable Governing Documents and (ii) more briefly in Item 6, below. The Carried Interest distributed to the General Partner is subject to a potential giveback at certain interim intervals and at the end of life of the Fund if the General Partner has received excess cumulative Carried Interest distributions, as provided in the Governing Documents.

B. Describe whether you deduct fees from clients’ assets or bill clients for fees incurred. If clients may select either method, disclose this fact. Explain how often you bill clients or deduct your fees.

Management Fees are deducted from the applicable Fund’s accounts quarterly in advance. Other fees are deducted from Fund accounts at the General Partner’s discretion. Chicago Pacific has the ability to bill the Funds for expenses incurred on their behalf.

C. Describe any other types of fees or expenses clients may pay in connection with your advisory services, such as custodian fees or mutual fund expenses. Disclose that clients will incur brokerage and other transaction costs, and direct clients to the section(s) of your brochure that discuss brokerage.

Manager Expenses

Chicago Pacific and its affiliates will pay all ordinary administrative and overhead expenses incurred in connection with maintaining and operating its offices to the extent not borne or reimbursed by a portfolio company, but not including any Fund Expenses (described immediately below).

Fund Expenses

Each Fund is governed by its own Governing Documents, which detail a description of expenses for such Fund. While differences exist among Funds, the following is a description of expenses generally charged to each Fund. The Funds pay all other fees, costs, expenses, liabilities and obligations (which differ across Funds) related to such Funds’ (and its subsidiaries’ and intermediate entities’) activities that are not reimbursed by portfolio companies or prospective portfolio companies and which are attributable to: (i) activities with respect to structuring, organizing, identifying, negotiating, consummating, financing, refinancing, diligencing (including any subscriptions to any periodicals or

databases), acquiring, bidding on, owning, managing, monitoring, operating, holding, hedging, restructuring, trading, taking public or private, selling, valuing, winding up, liquidating, or otherwise disposing of, as applicable, portfolio companies and the Funds' actual and potential investments (including follow-on investments) or seeking to do any of the foregoing (including any associated legal, financing, commitment, transaction or other fees and expenses payable to attorneys, accountants, tax professionals, investment bankers, lenders, third party diligence software and service providers, consultants and similar professionals in connection therewith and any fees and expenses related to transactions that may have been offered to co-investors), whether or not any contemplated transaction or project is consummated and whether or not such activities are successful; (ii) indebtedness of, or guarantees made by, the Funds, Chicago Pacific, the General Partners or any affiliates on behalf of the Funds (including any credit facility, letter of credit or similar credit support), including the repayment of principal and interest with respect thereto, or seeking to put in place any such indebtedness or guarantee; (iii) financing, commitment, origination and similar fees and expenses; (iv) broker, dealer, finder, deal consultant, underwriting (including both commissions and discounts), loan administration, private placement fees, sales commissions, investment banker, finder and similar services; (v) brokerage, sale, custodial, depository (including a depository appointed pursuant to the Alternative Investment Fund Managers Directive 2011/61/EU ("AIFMD")), trustee, record keeping, account and similar services, including a Swiss representative and paying agent (pursuant to the Swiss Collective Investment Schemes Act, as amended), including any law, rule or regulation related to the implementation thereof; (vi) legal, accounting, research, auditing, administration (including fees and expenses associated with the Funds' third party administrators and administration, tracking or reporting software, if any), information, appraisal, advisory, valuation (including third party valuations, appraisals or pricing services), consulting (including consulting and retainer fees and other compensation paid to the Operations Group (as defined below) or any of its members, consultants performing investment initiatives and other similar consultants), tax, fund administrator and other professional services; (vii) reverse breakup, termination and other similar fees; (viii) directors and officers liability, errors and omissions liability, crime coverage and general partnership liability premiums and other insurance and regulatory expenses; (ix) filing, title, transfer, registration and other similar fees and expenses; (x) printing, communications, marketing and publicity; (xi) the preparation, distribution or filing of Fund-related or investment-related financial statements or other reports, tax returns, tax estimates, Schedule K-1s, or any other administrative, compliance or regulatory filings or reports (including Form PF), or other information, including fees and costs of any third party service providers, software and professionals related to the foregoing; (xii) expenses associated with reporting, filing or other compliance requirements contemplated by AIFMD (excluding expenses associated with the initial registrations, filings and compliance contemplated by the AIFMD); (xiii) developing, licensing, implementing, maintaining or upgrading any web portal, extranet tools, computer software or other administrative or reporting tools (including subscription-based services) for the benefit of the Funds or the investors; (xiv) any activities with respect to protecting the confidential or nonpublic nature of any information or data; (xv) if applicable, advisory board expenses detailed in the Governing Documents; (xvi) indemnification (including any fees, costs and expenses incurred in connection with indemnifying any investor or person pursuant to the Governing Documents or otherwise and

advancing fees, costs and expenses incurred by any such person in defense or settlement of any claim subject to a right of indemnification); (xvii) actual, threatened or otherwise anticipated litigation, mediation, arbitration or other dispute resolution process, including the costs and expenses of any discovery related thereto and any judgment, other award or settlement entered into in connection therewith; (xviii) any annual investor meeting or other periodic, if any, meetings of the investors, any other conference or meeting with any investor(s) and any periodic executive forum of portfolio company management and other persons, in each case to the extent incurred by the Funds, the General Partners or any other affiliates; (xix) expenses related to attending industry meetings, conferences or similar events in connection with the evaluation of investment opportunities or business sector opportunities (including the evaluation of potential investments, regardless of whether such investment is ultimately consummated); (xx) the Management Fee; (xxi) except as otherwise determined by Chicago Pacific in its sole discretion, any fees, costs, expenses, liabilities or obligations relating to any alternative investment vehicles (to the extent not borne or reimbursed by a portfolio company of such alternative investment vehicle) that would be a Fund expense if it were incurred in connection with such Fund, and any expenses incurred in connection with the formation, management, operation, termination, winding up and dissolution of any feeder vehicles related to the Funds to the extent not paid by the investors investing in such entities, and any other costs and expenses related to any structuring or restructuring of the Funds' affiliated entities; (xxii) the termination, liquidation, winding up or dissolution of the Funds; (xxiii) defaults by investors in the payment of any capital contributions; (xxiv) except as otherwise provided in the Governing Documents, amendments to, and waivers, consents or approvals pursuant to, the Governing Documents of the Funds, the General Partners, Chicago Pacific and any alternative investment vehicles of the Funds, including the preparation, distribution and implementation thereof; (xxv) (A) complying with any law, regulation or policy related to the activities of the Funds (including any legal fees and expenses related thereto, any regulatory expenses of the General Partners incurred in connection with the operation of the Funds, and any costs and expenses related to compliance with any environmental, social and governance investor considerations and policies of the General Partners or the Funds) and/or (B) any litigation or governmental inquiry, investigation or proceeding involving the Funds, including any costs and expenses of discovery related thereto and the amount of any judgments, settlements or fines paid in connection therewith, except to the extent such expenses or amounts have been determined to be excluded from indemnification under the Governing Documents; (xxvi) any third party experts, including independent appraisers engaged in connection with the Funds considering, making or holding an investment in the same person as one or more other affiliates of the Funds or the General Partners; (xxvii) unreimbursed costs and expenses incurred in connection with transfers in the Funds and the most favored nations process; (xxviii) any taxes, fees and other governmental charges levied against the Funds and all expenses incurred in connection with any tax audit, investigation, settlement or review of the Funds (including compliance with tax rules, regulations, guidance and intergovernmental agreements) except to the extent that the Funds are reimbursed therefor by an investor or such tax, fee or charge is treated as having been distributed to investors pursuant to the Governing Documents; (xxix) distributions to investors and other expenses associated with the acquisition, holding and disposition of the Funds' investments, including

extraordinary expenses; (xxx) unreimbursed expenses and unpaid fees of the Operations Group or its members, employees or other persons engaged by the Operations Group (as defined below); (xxxi) compliance or regulatory matters related to the Funds, except as set otherwise forth in the Governing Documents; (xxxii) any travel (including first class commercial airfare or the cost of using private aircraft or other private air travel at a cost not to exceed the cost of first class commercial airfare), lodging, meals or entertainment relating to any of the foregoing, including in connection with consummated and unconsummated investments and disposition opportunities; (xxxiii) any Organizational Expenses (as defined in Item 5.C below); (xxxiv) any placement fees; and (xxxv) any other fees, costs, expenses, liabilities or obligations approved by the relevant Fund's advisory board.

The Funds also bear expenses (which, in certain instances include, without limitation, corporate services, office, personnel and other related costs in connection with administrative, accounting, tax and other services) indirectly to the extent a portfolio company pays expenses incurred by such Fund or its subsidiaries.

Out-of-pocket expenses associated with completed transactions are either billed directly to a Fund, reimbursed by portfolio companies or capitalized as part of the acquisition price of a consummated transaction. Out-of-pocket expenses associated with unconsummated transactions (*i.e.*, broken deal expenses) are paid by the relevant Fund(s) selected as proposed investors in such transaction.

For information on Chicago Pacific's brokerage practices and fees, please see Item 12 below.

Expense Reimbursement and Other Expenses

Each portfolio company typically pays for or reimburses the Firm or a Fund for certain expenses incurred in connection with Chicago Pacific's performance of services for such portfolio company. Such expenses generally include, without limitation: (i) the salaries of certain Operations Group and other employees; (ii) travel expenses, which often will include expenses for chartered or first-class travel and meals and entertainment expenses (such expenses including, as applicable, those relating to (a) the usage of premium black car and other car services, which from time to time include waiting time, (b) premium meals (including outside normal business hours) and (c) social and entertainment events, including closing dinners and mementos, with portfolio company management, customers, clients, borrowers, brokers and service providers); (iii) expenses relating to training programs, meetings, conferences or other events (to the extent such programs, meetings or events are attended by portfolio company personnel); (iv) expenses relating to hiring portfolio company personnel (including background checks, recruiting and relocation expenses); (v) indemnification expenses; (vi) insurance; (vii) consulting; (viii) certain legal expenses; (ix) similar out-of-pocket expenses; (x) consulting fees; and (xi) other cash and non-cash compensation and expenses. In addition, to the extent a Fund or Chicago Pacific initially bears the cost of certain fees or expenses but the benefit of the related services or expense is also received by another Fund, portfolio company or future fund or portfolio company, Chicago Pacific will generally, subject to its ultimate discretion, cause such other Fund or portfolio company to reimburse the initial Fund or Chicago Pacific for such fees or expenses. Reimbursement by a portfolio company of out-of-pocket expenses incurred by Chicago Pacific, a

General Partner or their respective affiliates will not be offset against the Management Fee payable by the Funds.

Offering and Organizational Expenses

The Funds will reimburse the General Partners for the Funds' and their affiliated entities' organizational and startup expenses (as further described in the relevant Governing Documents), including legal, travel (including lodging, meals, entertainment and the cost of using private aircraft or other private air travel, but excluding the cost of using private aircraft to the extent such cost exceeds the cost of first class commercial airfare), accounting, filing, printing, capital raising, regulatory compliance (including compliance with the AIFMD) and any administrative or other filings incurred in connection with the organization, funding and start-up of the Funds, General Partners, Chicago Pacific and their affiliates. The General Partners will bear the cost (through an offset against the Management Fee or otherwise) of all organizational expenses in excess of, respectively, \$1.5 million for Fund I and \$2 million for Fund II, as well as any placement fees payable to any placement agent in connection with the formation of the Funds.

Portfolio Company Remuneration

Chicago Pacific, the General Partners and its affiliates are permitted under each Fund's Governing Documents to receive the following fees ("Transaction Fees") from a portfolio company or prospective portfolio company in connection with a proposed or consummated investment, but may choose in its sole discretion to defer or forego receipt of: (i) closing fees, (ii) investment banking fees, (iii) placement fees, (iv) commitment fees, (v) breakup fees, (vi) litigation proceeds from transactions not consummated, (vii) monitoring fees, (viii) consulting fees, (ix) directors' fees and (x) other similar fees (whether in the form of cash, securities or otherwise), less any unreimbursed costs and expenses (other than ordinary overhead and administrative expenses). For the avoidance of doubt, Transaction Fees do not include any amounts received by Chicago Pacific, its affiliates, any member of the Operations Group (as defined below) or any other person: (A) as reimbursement for expenses directly related to such portfolio company or prospective portfolio company, (B) as compensation for services provided by Chicago Pacific or other person as an employee of, or in a similar capacity for, such portfolio company, (C) as compensation (including fees, incentive equity or other stock awards) for services rendered by a member of the Operations Group to a portfolio company or prospective portfolio company, or (D) any other fees or expenses approved by the relevant Fund's advisory board, if applicable. Transaction Fees will generally reduce a Fund's payable Management Fee by 100% of such fees. To date, Chicago Pacific has not taken any Transaction Fees.

While not currently applicable given the fact that Chicago Pacific has not to date taken a Transaction Fee, according to the Governing Documents, to the extent that any other entity or individual co-invests alongside a Fund in a portfolio company investment, any Transaction Fees will be allocated among such Fund and the co-investors in proportion to the cost of the investment or potential investment in the portfolio company held (or committed to be held) by each. Accordingly, a Fund will, in most cases, only benefit from the Management Fee reduction described above with respect to

its allocable portion of any such Transaction Fee and not the portion of any fee allocable to any other investor in a portfolio company.

Fee Receipt Allocation

From time to time, Chicago Pacific, a Fund or a portfolio company agrees to pay a portion of Carried Interest, equity grant or other fee to a third party, such as a consultant, adviser, Operations Group member, finder, placement agent, broker and/or investment banker. Similarly, on occasion certain members of a portfolio company management team receive additional compensation, including bonus payments based on the applicable portfolio company meeting certain success hurdles. Such compensation indirectly reduces the revenue available for distribution to the relevant Fund at the time of such portfolio company's sale. None of these fees or compensation offset Management Fees payable by a Fund.

Co-Investment Expenses

Co-investments have been structured either as (i) a separate Co-Investment Fund or (ii) a direct investment by certain investors into a portfolio company or its holding or operating company. Some Co-Investment Funds are assessed a Management Fee and/or a Carried Interest allocation, depending on the Co-Investment Fund and as negotiated and agreed to with each such Co-Investment Fund. All Co-Investment Funds pays direct expenses incurred by such Fund, with the exception of broken deal expenses, which are borne by the relevant Fund. For direct co-investments, investors are responsible for their share of relevant expenses (which are incurred at the portfolio company) but do not pay a Management Fee or a Carried Interest allocation.

In the event a proposed co-investment transaction is not consummated, no such co-investment vehicle generally will have been formed, and the full amount of any expenses generated in the course of evaluating such investments, including out of pocket fees associated with due diligence, attorney fees, fees of other professionals and various other fees relating to such proposed but not consummated transaction ("broken deal expenses") therefore would generally be borne by the Fund(s) selected as proposed investors for such proposed transaction and not by any prospective co-investors. However, to the extent that any prospective co-investors are contractually committed to invest in such co-investment, such investors are expected to bear their pro rata share of such broken deal expenses. Broken deal expenses incurred in connection with a follow-on investment for an existing portfolio company for which the co-investment was originally created are generally capitalized at such portfolio company and therefore borne indirectly by any Fund and co-investors on a pro rata basis according to their respective investment in the portfolio company.

Operations Group

As further described in the applicable Governing Documents, Chicago Pacific, the General Partners and/or their affiliates have established an operations group ("Operations Group") comprising persons (including operating partners) retained as employees, consultants or otherwise to provide sales,

technology, human resources, data analytics, acquisition integration, rationalization and/or other operations services, acquisition or other due diligence, public relations, group purchasing, national accounts or other services (as determined by Chicago Pacific) to the Funds, portfolio companies or prospective portfolio companies.

Operations Group members are recruited to lead or advise portfolio companies and are typically awarded salary, bonus, fees, health benefits, co-investment rights (including in Funds and/or investments in which they are not involved), board fees and equity-based compensation (including management equity units) by the portfolio companies to which they provide services. Chicago Pacific often appoints an Operations Group member to serve on the board of a Chicago Pacific portfolio company, which fees are generally paid directly by such portfolio company to the Operations Group members. Certain fees payable to Operations Group members are associated with a particular transaction and are included in the closing costs payable by the applicable portfolio company; other fees payable to Operations Group members (including the salaries of certain designated Operations Group personnel) are paid by a Fund, by a portfolio company or paid by Chicago Pacific on behalf of a Fund or portfolio company and later reimbursed to Chicago Pacific by such Fund or portfolio company. Some Operations Group members are also engaged directly by portfolio companies and paid directly by such portfolio company or on occasion paid by Chicago Pacific on behalf of such portfolio company and later reimbursed to Chicago Pacific by the portfolio company.

Certain of the Operations Group members are permitted to invest in a Fund General Partner and are also entitled to receive a portion of the Carried Interest paid to each Fund's General Partner, as determined by Chicago Pacific in its sole discretion.

As provided in the relevant Fund's limited partnership agreement, fees, bonuses, profits, interests, equity units and other forms of compensation from a portfolio company for services provided by an Operations Group member as an employee of, or in a similar capacity for, a portfolio company or any of its subsidiaries will not offset or reduce the Management Fee. The determination of the appropriate form and amount of compensation for such services takes into account a variety of factors but will ultimately be at the discretion of Chicago Pacific or the relevant portfolio company, as applicable. Some Operations Group members are also investors in the Chicago Pacific Funds.

Allocation of Fees and Expenses

In good faith and in its fair and reasonable discretion, Chicago Pacific determines on a case-by-case basis whether an expense should be borne by the Firm, a Fund, multiple Funds or a portfolio company. To the extent that the Governing Documents do not expressly provide for a method of allocation or to the extent that an invoice does not relate to a specific Fund, Chicago Pacific will typically allocate common expenses among multiple Funds on a pro rata basis and in accordance with its policies and procedures on expense allocation, unless another method is more equitable. Where one or more Funds to which an expense would otherwise be allocable are not permitted to receive an allocation based on the applicable Governing Documents, the portion of the expense attributable to such Fund will be borne by Chicago Pacific.

D. If your clients either may or must pay your fees in advance, disclose this fact. Explain how a client may obtain a refund of a pre-paid fee if the advisory contract is terminated before the end of the billing period. Explain how you will determine the amount of the refund.

Management Fees are paid quarterly in advance. 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 each relevant Fund and investors generally are not permitted to withdraw or redeem interests in any Fund.

E. If you or any of your supervised persons accepts compensation for the sale of securities or other investment products, including asset-based sales charges or service fees from the sale of mutual funds, disclose this fact and respond to Items 5.E.1, 5.E.2, 5.E.3 and 5.E.4.

Neither Chicago Pacific nor any supervised person accepts compensation for the sale of securities or other products, other than as described in this Item 5, Item 6 below and throughout this Brochure.

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

If you or any of your supervised persons accepts performance-based fees – that is, fees based on a share of capital gains on or capital appreciation of the assets of a client (such as a Client that is a hedge fund or other pooled investment vehicle) – disclose this fact. If you or any of your supervised persons manage both accounts that are charged a performance-based fee and accounts that are charged another type of fee, such as an hourly or flat fee or an asset-based fee, disclose this fact. Explain the conflicts of interest that you or your supervised persons face by managing these accounts at the same time, including that you or your supervised persons have an incentive to favor accounts for which you or your supervised persons receive a performance-based fee, and describe generally how you address these conflicts.

A Carried Interest allocation represents an adviser's compensation based on a percentage of net profits of the clients it manages. As described in Item 5 above, the General Partners generally receive a Carried Interest allocation equal to 20% of all realized profits net of all expenses in excess of an 8% compound preferred return and subject to a catch-up provision, as more fully described in the applicable Governing Documents. Calculated based on cumulative realized gains and income only, Carried Interest is allocated to a General Partner as portfolio holdings are liquidated or otherwise monetized and is subject to a potential giveback at certain interim intervals and at the end of life of the Fund if the General Partner has received excess cumulative Carried Interest distributions, as provided in the Governing Documents. For the avoidance of doubt, investors who make a direct co-investment into a portfolio company do not pay a Carried Interest allocation.

Chicago Pacific's Carried Interest allocations have been structured subject to Section 205(a)(1) of the Advisers Act in accordance with the available exemptions thereunder, including the exemption set forth in Rule 205-3. The General Partner of each Fund is permitted, in its sole discretion, to waive or reduce the amount of Carried Interest for an investor in a Fund. Specifically, if principals and

employees, Operations Group members and their respective family and friends are investors, they will generally pay reduced Carried Interest or none at all.

The fact that the General Partners' Carried Interest allocations are based on the performance of the Funds can create an incentive for a General Partner to make investments that are more speculative than would be the case in the absence of such distributions. Chicago Pacific believes this incentive is sufficiently mitigated, however, due to the fact that: (i) the applicable Governing Documents create limitations on the ability of Chicago Pacific to establish new investment funds; (ii) the Funds are subject to certain contractual provisions requiring certain parallel Funds to purchase and sell investments contemporaneously; (iii) any losses a Fund sustains will reduce such Fund's performance and thus the relevant General Partner's Carried Interest distribution; (iv) Carried Interest is generally calculated only after investors have received 100% of their capital contributions plus a preferred return; (v) a General Partner often makes a substantial commitment to the Fund to invest its own capital alongside the investors; and (vi) Chicago Pacific's ability to attract future investors is tied to the performance of its investments.

Chicago Pacific manages multiple Funds with similar investment strategies on a side-by side basis. Management of multiple vehicles on a side-by-side basis has the potential to create a conflict of interest in: (i) allocating time and activity among the multiple Funds; (ii) allocating investments among the multiple Funds; and (iii) effecting transactions among the multiple Funds, including ones in which Chicago Pacific and/or the General Partners have a greater financial interest. Although Chicago Pacific generally makes new investments for a Fund with the same investment objectives only after a predecessor Fund is substantially invested or committed as more fully described in the applicable Fund's Governing Documents, management of side-by-side Funds can create an incentive for Chicago Pacific to favor a Fund in which it and/or a General Partner have a greater financial interest. To help minimize such conflicts of interest, the Firm has implemented policies and procedures to ensure that all Funds receive equitable and fair treatment with respect to the allocation of investment opportunities, in accordance with each Fund's Governing Documents and taking into consideration certain factors as determined relevant in the Firm's sole discretion, which can include, but are not limited to: the amount of available capital commitments of the applicable Fund(s); anticipated future capital requirements of an investment opportunity; life-cycle of the applicable Fund(s); expected time to obtain liquidity; legal, tax and regulatory considerations; and any other factors deemed relevant by Chicago Pacific. Chicago Pacific's procedures are designed to ensure that all investment decisions are made in accordance with Chicago Pacific's fiduciary duties to its Fund and without consideration of Chicago Pacific's (or its affiliates' or employees') pecuniary interest. Chicago Pacific will not allocate investment opportunities based in whole or in part, on: (i) the relative fee structure or amount of fees paid by any Fund; or (ii) the profitability of any Fund. Chicago Pacific's policies and procedures for the allocation of investments are determined by the investment committee.

Item 7 – Types of Clients

Describe the types of clients to whom you generally provide investment advice, such as individuals, trusts, investment companies, or pension plans. If you have any requirements for opening or maintaining an account, such as a minimum account size, disclose the requirements.

Chicago Pacific provides investment advice to its Funds. The Funds limits their investors to persons who are: (i) “accredited investors” as defined in the Securities Act of 1933, as amended (“Securities Act”) and either (ii) “qualified purchasers” or “knowledgeable employees,” each as defined in the Investment Company Act or (iii) if applicable, “qualified clients,” as defined in the Advisers Act. Investors must also meet certain other suitability qualifications prior to making an investment in the Funds. The Funds are not registered or required to be registered under the Investment Company Act; are not made available to the general public; their securities are not registered or required to be registered under the Securities Act; and Fund interests are privately placed to qualified investors. Qualified investors include individuals or entities to which Fund interests are allowed to be sold, which generally includes (i) in the United States, people or organizations who meet certain net worth, income and/or financial sophistication requirements as described above or (ii) in other countries as permitted by the relevant securities laws in such jurisdiction and in compliance with any foreign offering provisions applicable to Chicago Pacific and/or the Funds. The Funds (other than Co-Investment Funds) typically require minimum investment amounts of \$5 million, but commitments of less than \$5 million have been accepted in the General Partners’ discretion.

The investors participating in the Funds typically include high net worth individuals, other investment entities, university endowments, family offices, pension and profit-sharing plans, trusts, estates or charitable organizations or other corporations or business entities and also include, directly or indirectly, principals or other employees of Chicago Pacific and its affiliates and members of their families, Operations Group members or other service providers retained by Chicago Pacific.

As referenced in Item 4 above, co-investments have been structured either as: (i) a separate Co-Investment Fund or (ii) a direct investment by certain investors into a portfolio company or its holding or operating company. When structured as a Co-Investment Fund, Chicago Pacific considers the investment to be a Fund client, identifies the Fund in its Form ADV Part 1, Schedule D, Section 7.B.(1), obtains an audit for the Fund, reserves the right to assess a Management Fee and/or Carried Interest on such Fund and includes the amount of assets of such Co-Investment Fund in the Firm’s regulatory assets under management. In the case of direct co-investments, Chicago Pacific does not: (i) consider the investment to be a Fund or a client; (ii) act as the investment manager to the co-investment portion of the investment; (iii) charge Management Fees or Carried Interest to the investment; (iv) have custody of the investment; or (v) include the amount of assets of the co-investment in the Firm’s regulatory assets under management. In such direct co-investment opportunities, Chicago Pacific will perform management, advisory and other services for the portfolio

companies in which these co-investors invest alongside the Funds, generally at no additional cost to such vehicles except expenses.

Opportunities to participate in co-investment transactions arise when Chicago Pacific has the opportunity for an investment in an existing or prospective portfolio company and determines that (i) an investment requires additional capital, (ii) all or a portion of the applicable opportunity is not required to be offered to a Fund, or (iii) the full investment opportunity is not appropriate for a Fund, whether due to concentration restrictions contained in the Fund's Governing Documents or otherwise. Chicago Pacific will select the investors and outside third parties that are permitted to co-invest in a particular portfolio company in its sole discretion based on various factors, including those detailed in the applicable Governing Documents, side letters and as specified in its internal policies and procedures. Subject to any restrictions contained in the Governing Documents of the relevant Fund or any side letter or other terms negotiated with respect to such Fund, in general no investor has a right to participate in any co-investment opportunity. Opportunities to co-invest in a portfolio company are made available to select persons or entities, who may or may not be Fund investors, including, without limitation, co-sponsors, strategic investors, lenders, deal sources (including finders and consultants), other sponsors (including other private equity or venture capital firms), Fund investors, service providers, Operations Group members other persons or entities affiliated, associated or otherwise known to Chicago Pacific or its personnel. Additionally, certain individuals who source transactions or provide financing have in the past and may in the future negotiate co-investment rights or co-investment priority rights as a component of their compensation or other arrangements with the relevant Fund(s). Chicago Pacific's exercise of discretion in allocating co-investment opportunities often will not result in proportional allocations among such co-investors and such allocations can be more or less advantageous to some co-investors relative to other co-investors. In circumstances where Chicago Pacific has offered a co-investment opportunity, the size of the investment opportunity otherwise available to Chicago Pacific's Fund(s) may be less than it would otherwise have been without the inclusion of such co-investors.

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

A. Describe the methods of analysis and investment strategies you use in formulating investment advice or managing assets. Explain that investing in securities involves risk of loss that clients should be prepared to bear.

General

Founded in 2014, Chicago Pacific is based on the shared belief amongst its managing partners that the most significant societal impact and investment returns from healthcare will be generated by investment in the healthcare delivery model innovation. The Firm invests in companies that it believes are positioned to lead innovations in healthcare delivery and in caring for aging populations. The Funds primarily focus on growth companies in four dynamic subsectors where the Firm has extensive

knowledge and expertise: healthcare service providers, post-acute care, independent living communities and technology companies that improve care quality while reducing costs.

Chicago Pacific is primarily focused on control or co-control investments (with like-minded co-investors) in companies within the healthcare services and independent living facility sectors. Chicago Pacific seeks proprietary opportunities in target sectors that can be acquired at a reasonable entry valuation, usually outside of a competitive process, because the current portfolio company principals value the operational expertise and growth assistance that Chicago Pacific brings to the table. Chicago Pacific invests in opportunities where it has deep sector knowledge and relationships and believes that it can be a value-added partner by using its relationships to source new revenue streams, expand margins and add to the bench of clinical and management talent inside the portfolio company.

Once an investment opportunity has been identified, Chicago Pacific seeks to implement an effective operating strategy to improve the performance of the acquired company by: (i) identifying leading management talent; (ii) aligning objectives with strategic industry partners; (iii) discovering opportunities to add revenue; and (iv) finding cost savings opportunities to drive margin expansion.

Investment and Operating Strategy

Chicago Pacific takes a proactive and methodical approach to originating investment opportunities that leverages its deep healthcare industry expertise and the networks it has developed over the managing partners' years of collective experience. The Firm is disciplined in selecting investment opportunities in its target sectors. Chicago Pacific does not rely upon deal flow from the large and middle-market investment banks, boutiques, lawyers, and accountants but rather seeks to maintain a highly disciplined approach that will result in proprietary or limited auction opportunities, reasonable entry valuations that will support leading returns and situations where growth acceleration levers can add value over the investment holding period. The following describes the typical sourcing process that bring investment opportunities to the Fund.

Chicago Pacific Investment Thesis Development. The Firm seeks to leverage its prior experience and success to identify pockets of significant opportunity within its target sectors. As part of this process the Firm rigorously defines the market opportunity including: (i) drivers of growth; (ii) competitive landscape; (iii) potential future interest in target companies by strategic acquirers; (iv) regulatory environment; and (v) benchmark valuations. Further, Chicago Pacific looks at the key fundamentals of how prospective portfolio companies are currently operating and looks for opportunities to realign the business model in a manner that better delivers on the “triple-aim” (higher quality, better patient experience and lower cost) and also generates higher revenue growth, higher profit margins and premium exit multiples. The following are key components of making a particular opportunity actionable, and ultimately what Chicago Pacific believes will be a successful investment:

- Target platform companies that are of a size where a Fund can gain control typically with an equity investment of \$15-\$45 million, depending on the Fund;

- Identify leading management talent in the space with a focus on individuals or teams that are or will become available during the investment window;
- Alignment with objectives of strategic industry partners;
- Opportunities to add revenue – strategic referral relationships, managed care contracting expertise, business model realignment (value-based vs. fee-for-service);
- Cost savings opportunities to drive margin expansion; and
- Identification of smaller companies, or earlier stage opportunities that could be interesting tuck-in acquisitions

Leverage the Chicago Pacific Network. Because the Funds primarily target sectors where Chicago Pacific has substantial prior expertise and deep institutional knowledge, the Firm has established and trusted relationships with key industry players. The Firm uses these relationships to get a “warm” introduction to desired prospective partners from a mutually trusted source. During initial conversations with management and review of a target’s financials and operations, the Firm focuses on getting to know the business better with an eye on how Chicago Pacific’s network, expertise and resources could be value added post-closing. This opportunity to complete unofficial preliminary due diligence on the target increases the overall confidence level on the price offered, the time allocation of the Firm’s team and the close rate once a preliminary offer is negotiated. The goal during this phase of the process is to establish the foundation for a true partnership where prospective partners will choose to work with Chicago Pacific on an exclusive basis because they value the operational capabilities that Chicago Pacific brings to the situation. Also, the Firm utilizes its network to develop relationships with experienced managers in the space to find a match between Chicago Pacific’s investment interests and the potential partner’s background. Further, even before making an investment in a particular company, Chicago Pacific enters into discussions with strategic partners who could help the Firm bring revenue opportunities to a target company and/or help reduce the cost of delivering care in a manner that is also consistent with improving patient outcomes and satisfaction.

Industry Specialization. The Firm focuses on sectors where the managing partners have substantial prior experience and deep institutional knowledge. Chicago Pacific believes its managing partners’ experience has allowed the Firm to build a strong reputation which allows it to develop a substantial sourcing network and credibility with owners and management of healthcare companies (as founders and business builders themselves).

Disciplined Focus on Proprietary and Limited Auction Opportunities. By focusing on opportunities outside of the traditional auction processes where maximizing price is the seller’s objective, Chicago Pacific believes that it will be able to acquire companies at attractive valuation multiples. Furthermore, the Firm seeks opportunities where it can create value and actively partner with management teams who share a long-term vision for the applicable portfolio company. Chicago Pacific believes opportunities such as these are typically developed around proprietary situations or limited auction processes.

Investment Selection and Due Diligence. Chicago Pacific adheres to a rigorous investment process to ensure a well-informed, thorough and consistent decision-making process is applied to each investment opportunity.

B. For each significant investment strategy or method of analysis you use, explain the material risks involved. If the method of analysis or strategy involves significant or unusual risks, discuss these risks in detail. If your primary strategy involves frequent trading of securities, explain how frequent trading can affect investment performance, particularly through increased brokerage and other transaction costs and taxes.

Risks of Investment

The Funds and their investors bear the risk of loss that Chicago Pacific's investment strategy entails. For a more complete description of the risks involved with an investment with Chicago Pacific, please see the relevant Governing Documents. Prospective investors are cautioned that investments in securities involve risk of loss, including the possibility of a complete loss of the amount invested, and that they should be prepared to bear these risks. Different or new risks not addressed below can and are likely to arise in the future and, therefore, the following list is not intended to be exhaustive. While the following discusses risks as they relate to the Funds, co-investment vehicles will also be subject to some or all of the following risks, depending on the risks associated with the applicable transaction or investment strategy. To the extent certain co-investment vehicles pursue investments or strategies that are not pursued by the Funds, such co-investment vehicles will likely be subject to additional risks as described in their respective offering documents. All investors should be aware of certain risk factors, which include, but are not limited to, the following:

Nature of Investments. It is possible that the securities in which certain Funds invest will be preferred or common equity while other Funds will invest in securities that are among the most junior in a portfolio company's capital structure and, thus, subject to the greatest risk of loss. Generally, there will be no collateral to protect a Fund's investments once made.

Concentration of Investments; Lack of Diversification. A Fund will sometimes invest a significant portion of its aggregate capital commitments in a single portfolio company (including its direct or indirect subsidiaries), and will likely participate in a limited number of investments in one industry or one industry segment. As a result, each Fund's investment portfolio could become highly concentrated, and the performance of a few holdings or of a particular industry can substantially affect its aggregate return. Furthermore, to the extent that capital raised is less than the targeted amount, it is possible that a Fund would invest in fewer portfolio companies and thus be less diversified. If a Fund co-invests with another private equity fund, an investor invested in such other fund could have exposure to a single portfolio company through more than one fund, potentially multiplying such investor's losses.

If certain investments perform unfavorably, then in order for a Fund to achieve above average returns, one or a few of its investments must perform very well, and there can be no assurances that this will be the case.

Distressed Investments. The Funds expect to invest in the securities and obligations, which can include debt obligations that are in covenant or payment default, of companies experiencing significant financial difficulties and material operating issues, including companies that have been, are or will become involved in bankruptcy proceedings or other restructuring, recapitalization or liquidation processes. Investments in such companies involve a substantial degree of risk that is generally higher than the risk involved in investing in companies that are not in financial or operational distress. Given the heightened difficulty of the financial analysis required to evaluate distressed companies, there can be no assurance that Chicago Pacific will correctly evaluate the value of the assets of a distressed company securing its debt and other obligations, or correctly project the prospects for the successful restructuring, recapitalization or liquidation of such company. Therefore, in the event that a portfolio company does become involved in bankruptcy proceedings, or a restructuring, recapitalization or liquidation is required, a Fund would potentially lose some or all of its investment or be required to accept illiquid securities with rights that are materially different than the original securities in which such Fund invested.

Impacts of Excuse or Exclusion. An investor's participation in a Fund's investments can be limited by virtue of Chicago Pacific's right to exclude an investor from, or an investor's right to be excused from, participating in certain of such Fund's investments as set forth in the Governing Documents, thereby increasing the participation of other investors. As a consequence, the aggregate returns realized by the participating investors could be adversely affected in a material manner by the unfavorable performance of even one investment by such Fund.

Unspecified Investments. Investors will be relying on the ability of Chicago Pacific to locate and evaluate the investments to be made by the Funds. The activity of identifying, completing and realizing private equity investments involves a high degree of uncertainty and is subject to the prevailing capital market, regulatory or political environment. There can be no assurance that Chicago Pacific will be able to locate, or the Funds will be able to complete, portfolio companies that satisfy the Funds' rate of return objectives or, if completed, realize such investments for fair or attractive values.

Lack of Sufficient Investment Opportunities. The business of identifying and structuring private equity transactions is highly competitive. The Funds will encounter competition from other entities having similar investment objectives. Potential competitors include other investment partnerships and corporations, strategic industry acquirers and other financial investors, including hedge funds, investing directly or through affiliates. Some of these competitors will have more relevant experience, greater financial resources, a greater willingness to take on risk, and/or more employees than the Firm, the Funds and their affiliates.

In this highly competitive environment, the valuations of many potential target companies have recently risen to historically high levels as measured by multiples of EBITDA. Chicago Pacific expects

that competition for appropriate investment opportunities could require a Fund to participate in auctions, the outcome of which cannot be guaranteed, thus reducing the number of investment opportunities available to the Funds and/or adversely affecting the terms upon which portfolio companies can be made. Additionally, it is possible that the Funds will incur bid, due diligence or other costs on investments that are not successful. As a result, a Fund would potentially not recover all of such costs, which would adversely affect returns. To the extent that the Funds encounter competition for investments, returns to investors, if any, could decrease. In addition, it is possible that a Fund will never be fully invested if enough sufficiently attractive investments are not identified. Moreover, investors will be required to bear Management Fees during the investment period based on the entire amount of the investors' commitments to such Fund and other expenses as set forth in the Governing Documents.

General Risks of Investments in Healthcare Companies. Investments in healthcare companies involve a high degree of business and financial risk and can result in substantial or total losses. Healthcare companies can face intense competition, including competition from companies with greater financial resources, more extensive research and development, sales and marketing, customer services and support and other capabilities and a larger number of qualified managerial and technical personnel. Companies in which a Fund invests could deteriorate as a result of, among other factors, an adverse development in their business, changes in the competitive or regulatory environment or an economic downturn.

Healthcare Regulation and Reimbursement. Healthcare and healthcare related companies are generally subject to greater governmental regulation than most other industries at the U.S. federal, state and local levels, and internationally. In March 2010, comprehensive healthcare reform legislation was enacted in the United States through the Patient Protection and Affordable Care Act, as amended by the Healthcare and Education Reconciliation Act (collectively, the "Healthcare Reform Act"). These laws are intended to increase health insurance coverage through individual and employer mandates, subsidies offered to lower income individuals, tax credits available to smaller employers and broadening of Medicaid eligibility. While one intent of healthcare reform is to expand health insurance coverage to more individuals, it could also involve additional regulatory mandates and other measures designed to constrain medical costs, including coverage and reimbursement for healthcare services. The Healthcare Reform Act has had a significant impact on the healthcare sector in the U.S. and consequently has the ability to affect the companies within the healthcare industry. The ultimate effects of federal healthcare reform or any future legislation or regulation, or healthcare initiatives, if any, on the healthcare sector, whether implemented at the federal, state or local level, or internationally, cannot be predicted with certainty and such reform, legislation, regulation or initiatives, including the Healthcare Reform Act, can adversely affect the performance of the Funds' investments.

Governmental and Third Party Payors. In both the U.S. and foreign markets, sales of a healthcare company's products and its success will depend in part on the availability of reimbursement from third-party payors such as government health administration authorities, private health insurers and other organizations. The levels of revenues and profitability of healthcare companies will likely be affected by the continuing efforts of governmental and third-party payors to contain or reduce the

costs of healthcare. Significant uncertainty exists as to the reimbursement status of newly approved healthcare products. There can be no assurance that a portfolio company's proposed products will be considered cost-effective or that adequate third-party reimbursement will be available to enable a portfolio company to maintain price levels sufficient to realize an appropriate return on its investment in product development.

Healthcare Research and Innovation. Changes in governmental policies will likely have a material effect on the demand for or costs of certain products and services. A healthcare or healthcare-related company must receive government approval before introducing new drugs and medical devices or procedures. This process can delay the introduction of these products and services to the marketplace, resulting in increased development costs, delayed cost recovery and loss of competitive advantage to the extent that rival companies have developed competing products or procedures, adversely affecting the company's revenues and profitability. Failure to obtain governmental approval of a key drug or device or other regulatory action could have a material adverse effect on the business of a portfolio company. Additionally, expansion of facilities by healthcare related providers is subject to "determinations of need" by the appropriate government authorities. This process not only increases the time and cost involved in these expansions, but also makes expansion plans uncertain, limiting the revenue and profitability growth potential of healthcare related facilities operators.

Certain portfolio companies in which the Funds invest might only have one product under development. There can be no assurance that the product will be approved for marketing by the U.S. Food and Drug Administration or any foreign regulatory agency. Further, competition might develop from other new and existing products. In either case, if a portfolio company is dependent on that one product, the consequences of such failure could be devastating to the prospects of such company, which in turn could negatively affect the performance of the Funds.

The healthcare industry spends heavily on research and development. Research findings (*e.g.*, regarding side effects or comparative benefits of one or more particular treatments, services or products) and technological innovation (together with patent expirations) can make any particular treatment, service or product less attractive if previously unknown or underappreciated risks are revealed, or if a more effective, less costly or less risky solution is or becomes available. Any such development could have a material adverse effect on the companies in which the Funds invest.

Patents. Certain healthcare and healthcare-related companies depend on the exclusive rights or patents for the products they develop and distribute. Patents have a limited duration and, upon expiration, other companies can market substantially similar "generic" products that are typically sold at a lower price than the patented product, causing the original developer of the product to lose market share and/or reduce the price charged for the product, resulting in lower profits for the original developer. As a result, the expiration of patents can adversely affect the profitability of these companies.

Product Liability. The testing, manufacturing, marketing and sale of many of the products and technologies developed by healthcare companies inherently expose these companies to potential product liability risks. Many healthcare companies obtain limited product liability insurance and,

furthermore, there can be no assurance that a healthcare company will be able to maintain its product liability insurance on reasonable terms or that any product liability insurance obtained will provide adequate coverage against potential liabilities.

Illiquidity; Lack of Current Distributions. An investment in the Funds should be viewed as illiquid. It is uncertain as to when profits, if any, will be realized. Losses on unsuccessful investments can be realized before gains on successful investments are realized. Illiquidity can result from the absence of an established market for the investments, as well as legal, contractual or other restrictions on their resale by the Funds. Dispositions of investments are often subject to contractual and other limitations on transfer or other restrictions that would interfere with subsequent sales of such investments or adversely affect the terms that could be obtained upon any disposition thereof. In addition, the ability to exit an investment through the public markets will depend upon favorable market conditions, including receptiveness to initial or secondary public offerings for the companies in which the Funds invest and an active mergers and acquisitions (or recapitalizations and reorganizations) market. Opportunities for public offerings, mergers and acquisitions, recapitalizations and reorganizations can be limited or non-existent for extended periods of time, whether due to economic, regulatory or other factors. Due to these limitations on liquidity, the Funds generally will not be able to realize an investment in a privately held entity until the sale of such entity. While an investment can 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, it is possible that there will be no current return on the investment. Furthermore, the expenses of operating the Funds (including the Management Fees) could exceed its income, thereby requiring that the difference be paid from a Fund's capital, including unfunded commitments. Due to the fact that the Funds are generally only obligated to make distributions after taking into account reserves for future obligations and are permitted to reinvest, rather than distribute, or otherwise recall certain proceeds from investments (subject to certain limitations set forth in the Governing Documents), an investment in the Funds is not suitable for prospective investors seeking current income for financial or tax planning purposes.

Leveraged Investments; Borrowing. A Fund will at times make use of leverage by incurring or having a portfolio company incur debt to finance a portion of its investments in a given portfolio company, including in respect of companies not rated by credit agencies. Leverage generally magnifies both such Fund's opportunities for gain and its risk of loss from a particular investment, and the magnification of the risk of loss could be substantial. The cost and availability of leverage is highly dependent on the state of the broader credit markets (which can be impacted by regulatory restrictions and guidelines), which state is difficult to accurately forecast, especially in light of the uncertainty in connection with the ongoing COVID-19 pandemic. As a result, at times it can be difficult to obtain or maintain the desired degree of leverage. The availability of leverage also is subject to governmental and regulatory oversight, and certain governmental bodies (including the U.S. Federal Reserve System, the U.S. Office of the Comptroller of the Currency and the U.S. Federal Deposit Insurance Corporation) can restrict or otherwise discourage lending that results in companies carrying large amounts of debt.

The use of leverage by a Fund will also result in interest expense and other costs that potentially are not covered by distributions made to such Fund or by appreciation of its investments. The use of leverage also imposes restrictive financial and operating covenants on a company, in addition to the burden of debt service, and can potentially impair its ability to operate its business as desired and/or finance future operations and capital needs. The leveraged capital structure of portfolio companies will increase the exposure of a Fund's investments to any deterioration in a company's condition or industry, competitive pressures, an adverse economic environment or rising interest rates and could accelerate and magnify declines in the value of such Fund's investments in the leveraged portfolio companies in a down market. In the event any portfolio company cannot generate adequate cash flow to meet its debt service, a Fund can suffer a partial or total loss of capital invested in the portfolio company, which would adversely affect the returns of a Fund. Additionally, lenders typically have a priority claim over any claim by a Fund to the assets of a portfolio company in an insolvency event or proceeding. In the event credit markets are limited or costly at the time a Fund determines that it is desirable to sell all or a part of a portfolio company, there can be no guarantee that a Fund will achieve an exit multiple or enterprise valuation consistent with its forecasts. Moreover, the companies in which a Fund will invest generally will not be rated by a credit rating agency. If a portfolio company is unable to obtain favorable financing terms for its investments, refinance its indebtedness or maintain a desired or optimal amount of financial leverage, a Fund could hold a larger than expected equity investment in such portfolio company, the result of which would likely adversely affect such Fund's ability to generate attractive investment returns for such portfolio company and/or the Fund as a whole. Any failure by lenders to provide previously committed financing could also expose a Fund to potential claims by sellers of businesses which the Fund is contracted to purchase.

At times, a Fund will also borrow money or guaranty indebtedness (such as a guaranty of a portfolio company's debt). Although use of borrowing facilities will generally enhance Chicago Pacific's ability to close transactions quickly, such borrowing activity also increases risk and raises the possibility that Chicago Pacific will need to call additional capital to pay off such debt. A Fund might incur leverage on a joint and several basis with one or more other investment funds and entities managed by its General Partner or any of its affiliates and, in connection with incurring such indebtedness, the General Partner could, in its sole discretion, cause the Fund to enter into one or more agreements to obtain a right of contribution, subrogation or reimbursement from or against such entities. It is possible, however, that if and when a Fund were to seek to enforce any such right, any such entity could default on its obligation and/or such right is unenforceable. In addition, to the extent a Fund incurs leverage or provides any guaranty, such amounts could be secured by capital commitments of the Fund's investors and other Fund assets. The inability of a Fund to repay any leverage secured by the investors' capital commitments could enable a lender to issue a capital call on behalf of the General Partner of such Fund.

Although borrowings by a Fund have the potential to enhance overall returns that exceed the Fund's cost of capital, such borrowings increase the potential exposure of a Fund to a particular investment above the level the Fund would have typically made had an investment been limited to equity. Any

such borrowings would further diminish returns (or increase losses on capital) to the extent overall returns are less than the Fund's cost of funds. Calling a large amount of capital at once to repay the then-current amount outstanding under the credit facility could cause liquidity concerns for investors that would not arise had the Firm called smaller amounts of capital incrementally over time as needed. This risk would be heightened for an investor with commitments to other funds that employ similar borrowing strategies or with respect to other leveraged assets in its portfolio; a single market event could trigger simultaneous capital calls, requiring the investor to meet the accumulated, larger capital calls at the same time. To the extent a Fund uses borrowed funds in advance of or in lieu of capital contributions, the Fund will bear the expense of interest on such borrowed funds. In addition, a Fund's use of borrowed funds will impact the calculation of net performance metrics (to the extent that they measure investor cash flows) and could make net IRR calculations higher than they otherwise would be without Fund-level borrowing (especially where financing remains outstanding for longer durations), as these calculations generally depend on the amount and timing of capital contributions, which timing is shortened by virtue of the use of the line of credit either (i) by purchasing an investment prior to a capital call or (ii) by facilitating a distribution in advance of the settlement of a transaction or in advance of when funds would otherwise have been available. The Funds typically pay interest on amounts borrowed under the credit facility and also pay a fee on the undrawn portion of the credit facility. Funds customarily pay a one-time fee for establishing the credit facility as well as certain other one-time and recurring fees and expenses. While a Fund will bear the expense of borrowed funds, such borrowings can also increase the Carried Interest received by a General Partner by effectively reducing or eliminating the preferred return received by the investors and accelerating or increasing distributions of Carried Interest to the relevant General Partner.

Bridge Financing. Although Chicago Pacific 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: (i) a cross-guarantee can be more efficient and convenient for administrative purposes and/or (ii) lenders and other market parties negotiate for the right to face only select Fund entities, which can 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, Chicago Pacific intends to cause the relevant other Funds to enter into a back-to-back guarantee, indemnification or other similar reimbursement arrangement; provided, however, that the Fund undertaking the obligation in the first instance generally will not receive compensation for being primarily liable under these arrangements.

Further, on occasion a Fund has drawn on its line of credit to bridge financing to a portfolio company. In such circumstances, the applicable co-investment vehicle or portfolio company is not a guarantor on the line of credit although it did receive the benefit of the loan. The applicable portfolio company has repaid the loan and all interest and fees on the loan and the Fund did not incur any expenses associated with use of the Fund's line of credit. Additionally, in the event Chicago Pacific or a General Partner to a Fund lends the Fund capital through a short-term loan facility to bridge an investment pending the receipt of capital contributions from the Fund investors, subject to such Fund's

Governing Documents, the relevant General Partner is permitted to, but is not required to, charge such Fund (including the Fund investors) interest costs incurred in connection with such loan for the time period between the receipt of capital from such loan to the date on which the loan is paid off by such Fund.

No Market for Interests; Restrictions on Transfer; No Right of Withdrawal. Interests in the Funds generally cannot be transferred, sold, assigned, pledged or otherwise encumbered without the prior written consent of the relevant General Partner in its sole discretion. In addition, interests in the Funds can be restricted in order to comply with certain safe harbors under tax regulations. Voluntary withdrawals from a Fund generally are not permitted except in very limited circumstances typically involving situations where retaining an interest in a Fund would violate certain laws or regulations. In addition, Fund interests are not redeemable. There will be no public market for the Funds' interests, and none is expected to develop. Interests in the Funds have not been registered under the Securities Act, the securities laws of any state or the securities laws of any other jurisdiction and therefore cannot be resold unless they are subsequently registered under the Securities Act and other applicable securities laws, or unless an exemption from registration is available. It is not contemplated that registration of the interests in the Funds will ever be effected. Investors generally will not be able to liquidate their investments prior to the end of a Fund's term and must be prepared to bear the risks of an investment in such Fund for an extended period of time.

Risks in Effecting Operating Improvements. In some cases, the success of a Fund's investment strategy will depend, in part, on the ability of the Fund to effect improvements in the operations of a portfolio company. The activity of identifying and implementing operating improvements at portfolio companies entails a high degree of uncertainty. In addition, executing operational improvements can divert the attention of key employees and disrupt normal business. There can be no assurance that the Funds will be able to successfully identify and implement such improvements.

Use of Expert Networks and Data Analytics. In connection with the evaluation of potential investment opportunities, Chicago Pacific on occasion engages expert networks and/or makes use of data analytics, including data provided by third-party vendors. Chicago Pacific seeks to avoid inadvertently obtaining confidential information from such sources and has therefore implemented policies and procedures to mitigate the risk that the use of expert networks or data analytics could result in the receipt of confidential information by investment professionals. However, because Chicago Pacific's business operates on an integrated platform without ethical screens or information barriers, if such controls fail and an investment professional obtains material nonpublic information, Chicago Pacific would likely be restricted in acquiring or disposing of certain investments on behalf of the Funds, which could impact the returns generated for such Funds.

Risks Relating to Due Diligence of and Conduct at Portfolio Companies; Expedited Transactions. Before making investments, Chicago Pacific will conduct such due diligence as it deems reasonable and appropriate based on the facts and circumstances applicable to each investment. Due diligence entails evaluation of important and complex business, financial, tax, accounting, technical, environmental and legal

issues. Outside consultants, legal advisors, accountants, investment banks and other third parties are typically involved in the due diligence process to varying degrees depending on the type of investment and the facts and circumstances related thereto and the Firm will typically rely on the advice received from such third parties. Investment analyses and decisions by Chicago Pacific will often be undertaken on an expedited basis in order for the Funds to take advantage of investment opportunities. In such cases, the information available to the Firm at the time of an investment decision can be limited, and Chicago Pacific will not always have access to the detailed information necessary for a full evaluation of the investment opportunity. The due diligence investigation carried out with respect to any investment opportunity will not always reveal or highlight all relevant facts that are necessary or helpful in evaluating such investment opportunity. Moreover, such an investigation will not necessarily result in an investment being successful or even ensure a return on invested capital.

General Economic and Market Conditions. The private equity industry generally and the success of the Funds' investment activities specifically will be affected by general economic and market conditions, as well as by changes in laws, currency exchange controls, and national and international political and socioeconomic circumstances. Such factors are unpredictable and cannot be controlled by Chicago Pacific. General fluctuations in the market prices of securities and economic conditions will generally reduce the availability of attractive investment opportunities for the Funds and have the potential to affect the Funds' ability to make investments. Instability in the securities markets and economic conditions generally (including a slow down in economic growth and/or changes in interest rates or foreign exchange rates) will also increase the risks inherent in the Funds' investments and could have a negative impact on the performance and/or valuation of the Funds' portfolio companies. The Funds' performance can be affected by deterioration in the capital markets and by market events, including events similar to the credit crisis in the summer of 2007 or the downgrading of the credit rating of the United States in 2011, which, among other things, can impact the public market comparable earnings multiples used to value privately held portfolio companies and investors' risk free rate of return. Movements in foreign exchange rates can also adversely affect the value of investments in portfolio companies and the Funds' performance. Volatility and illiquidity in the financial sector can have an adverse effect on the ability of a Fund to sell and/or partially dispose of its portfolio company investments. Such adverse effects can include the requirement of the Funds to pay break-up, termination or other fees and expenses in the event a Fund is not able to close a transaction (whether due to the lenders' unwillingness to provide previously committed financing or otherwise) and/or the inability of a Fund to dispose of investments at prices that Chicago Pacific believes reflect the fair value of such investments. The impact of market and other economic events can also affect the Funds' ability to obtain funding to support its investment objective. Any of the foregoing events could result in substantial or total losses to the Funds in respect of certain portfolio companies, which losses will likely be exacerbated by the presence of leverage in a portfolio company's capital structure and also have the potential to be magnified by the expected limited geographic diversity of the Funds' investments.

Deterioration of Credit Markets; Ability to Finance and Consummate Investments. In the event that the global credit markets deteriorate and it becomes more difficult for investment funds such as the Funds to

obtain favorable financing for investments, the Funds' abilities to generate attractive investment returns will be adversely affected to the extent the Funds are unable to obtain favorable financing terms for their investments. Moreover, to the extent that such marketplace events are not temporary and continue, they would likely have an adverse impact on the availability of credit to businesses generally and could lead to an overall weakening of the U.S. and global economies. Such marketplace events also would restrict the abilities of the Funds to realize their investments at favorable times or for favorable prices.

Economic Disruptions Due to Public Health Emergencies. Pandemics and other widespread public health emergencies, such as, and including but not limited to the recent global spread of COVID-19 (the "coronavirus") have shown an ability to result in a broad-based economic decline and significant market volatility. In particular, the ongoing coronavirus outbreak has resulted in numerous deaths, adversely impacted global commercial activity and contributed to significant volatility in certain equity and debt markets. Pandemics represent economic threats that are subject to frequent and rapid change and therefore present material uncertainty and risk with respect to the Funds' performance and financial results. In an attempt to decrease the global impact of such pandemics, countries, states and municipalities have instituted quarantines, prohibitions on travel and the closure of offices, businesses, schools, retail stores and other public venues. Different countries, states and municipalities have instituted different levels of such security measures and have had varying levels of success in implementing such restrictions. This has resulted in sometimes stark geographic differences in economic activity as well as safety standards. Businesses have also implemented similar precautionary measures, notably including a significant shift to work-from-home during 2020 and restrictions on business travel. The extent of the impact of any public health emergency on the Funds' and their portfolio companies' operational and financial performance will depend on many factors, including the duration and scope of such public health emergency, the extent of any related travel advisories and restrictions implemented, the impact of such public health emergency on overall supply and demand, goods and services, investor liquidity, consumer confidence and levels of economic activity and the extent of its disruption to important global, regional and local supply chains and economic markets, how quickly vaccines can be rolled out and whether such vaccines will provide lasting benefits or if it will require annual inoculations, and governmental, regulatory and private sector safety precautions, all of which are highly uncertain and cannot be predicted.

Aside from the broad effects on the economy, the coronavirus has had specific implications for the Firm's operations and activities of its personnel, including employees needing to work from home to more significant impacts such as illness, restrictions on non-essential travel, difficulty hosting fundraising meetings and absence from in person board meetings. The Firm instituted procedures in the spring of 2020, as it deemed appropriate, to deal with operational impacts from the coronavirus. Many of these procedures mirror procedures contained in the Firm's Business Continuity Plan for dealing with other significant business disruption events. As the length of the current coronavirus pandemic has been extended, the Firm has considered additional or modified safeguards to reflect the fact that employees have often been required to work from home for an extended period of time.

Additionally, although the Funds generally invest on a long-term basis in privately held companies that are less correlated to broader market forces, the impact of a global economic slowdown, including from a pandemic, has the potential to impact the Funds' performance and/or financial results by negatively effecting the Firm's ability to, among other things, source new investments, diligence such potential investments, exit current investments (or exit them at the valuations previously expected) or obtain financing. Depending on the specific industries in which the Funds' portfolio companies operate and where their supply and distribution chains are located, the coronavirus and other pandemics are likely to have an outsized impact on individual portfolio companies.

In addition to the potential impact on the Firm's operations and the overall profitability of a Fund, the Firm's portfolio companies can face their own operational challenges in dealing with the current pandemic. These include, but are not limited to, the possibility that employees have had to work remotely for extended periods of time or a disruption to such portfolio company's supply chain. The Firm is assisting its portfolio companies with implementing procedures to mitigate the impact of the coronavirus; however, there can be no assurance that such measures will ultimately be effective or that even if effective, that such portfolio company will not sustain significant financial losses. Chicago Pacific's portfolio includes several independent living facilities, which are particularly vulnerable to the illness. Specifically, the elderly—especially those with certain underlying health conditions—have been particularly susceptible to severe complications and death from the coronavirus. While Chicago Pacific's independent living facilities have implemented strict safeguards, including stringent isolation measures, and operate in accordance with industry and governmental recommendations and regulations, the risk of viral infection in close-quarter living facilities can never be made zero and there have unfortunately been outbreaks of the coronavirus reported at the Firm's independent living facilities. In 2021 Chicago Pacific completed a vaccination program for all residents and employees in the independent living facilities.

Depending on the length and severity of the current pandemic, it is possible that Firm personnel will continue to spend a significant amount of time and attention addressing implications from the coronavirus, including minimizing the impact at the Firm, the Funds or a specific portfolio company which time generally would have been devoted to activities on behalf of the Funds.

Adequacy and Availability of Insurance. While the Funds will generally seek to make investments where insurance and other risk management products (to the extent available on commercially reasonable terms) are utilized to mitigate the potential loss resulting from catastrophic events and other risks customarily covered by insurance, it will not always be practicable or feasible. Moreover, it will not be possible to insure against all risks, and any insurance proceeds from covered risks might be inadequate to completely or even partially cover a loss of revenues, an increase in operating and maintenance expenses and/or a replacement or rehabilitation. Certain losses of a catastrophic nature, such as those caused by wars, earthquakes, terrorist attacks or other similar events, could be either uninsurable or insurable at such high rates as to adversely impact the Funds' profitability.

Control Person Liability. The Funds are expected to have controlling interests in a number of their portfolio companies. The exercise of control over a company generally imposes additional risks of liability for environmental damage, product defects, pension and other fringe benefits, failure to supervise management, violation of laws and governmental regulations (including securities laws) and other types of liability, for which the limited liability generally afforded to investors could in some cases be ignored. In particular, if determined to be a direct owner or operator of any of the portfolio companies' facilities or operations, the Funds could face strict, joint and several liability under environmental laws for hazardous substance or contamination-related liabilities. If any such liabilities were to arise, the Funds could suffer significant losses. While Chicago Pacific intends to manage the Funds in a manner that will minimize the exposure of these risks, the possibility of successful claims against the Funds and/or their affiliates cannot be precluded.

Director Liability. The Funds will often seek to obtain the right to appoint one or more representatives to the board of directors (or similar governing body) of the portfolio companies in which they invest (each, a "Board Representative"). In those instances where the Funds are not the sole shareholders of the applicable portfolio company, a Board Representative will have duties to persons other than the Funds. Serving on the board of directors (or similar governing body) of a portfolio company exposes the Board Representative, and ultimately the Funds, to potential liability. Not all portfolio companies will obtain insurance with respect to such liability, and the insurance that portfolio companies do obtain can be insufficient to adequately protect against such liability. In addition, involvement in litigation can be time consuming for such persons and can divert the attention of such persons from the Funds' investment activities.

Litigation. The transactional nature of the business of the Funds exposes the Funds, the General Partners and their respective affiliates generally to the risk of third party litigation. In the ordinary course of its businesses, the Funds are subject to litigation from time to time. Under the Governing Documents, the Funds will generally be responsible for indemnifying the General Partners and certain of their affiliates for costs they incur with respect to such litigation not covered by insurance. The outcome of litigation proceedings could materially adversely affect the value of the Funds and could continue without resolution for long periods of time. Additional regulation could also increase the risks of third party litigation. Any litigation would likely consume substantial amounts of the General Partners', the managing partners' and other Chicago Pacific employees' time and attention, and that time and the devotion of these resources to litigation could, at times, be disproportionate to the amounts at stake in the litigation.

Restricted Nature of Investment Positions. Generally, there will be no readily available market for a substantial number of the Funds' investments and hence, most of the Funds' investments will be difficult to value. In certain situations, it is possible that some Fund investments will be distributed in kind to the investors of a Fund and it will potentially be difficult to liquidate the securities received at a price or within a time period that is determined to be ideal by such investors. After a distribution of securities is made to investors, investors could decide to liquidate such securities within a short period of time, which could have an adverse impact on the price of such securities. It is possible that

the price at which such securities are eventually sold by such investors will 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 Chicago Pacific with respect to such investment.

Reliance on the General Partners. The Funds will be dependent on the General Partners and Chicago Pacific. Investors generally have no right or power to take part in the management of the Funds, or have control over the operation of the Funds, including decisions with respect to structuring, negotiating, purchasing, financing and eventually divesting investments on behalf of the Funds. Control over these decisions will be vested with Chicago Pacific and the General Partners. Consequently, the Funds' future profitability and investment performance will depend largely upon the business and investment acumen of the managing partners and other investment professionals of Chicago Pacific and the General Partners. The loss or reduction of service of one or more such persons could have an adverse effect on the Funds' abilities to realize their investment objectives. In addition, the managing partners currently, and will likely in the future, manage multiple Chicago Pacific Funds, which poses conflicts of interest in the allocation of their time. In addition, certain changes in Chicago Pacific and the General Partners or circumstances relating to Chicago Pacific and the General Partners could have an adverse effect on the Funds or one or more of their portfolio companies, including potential acceleration of debt facilities. The professionals comprising Chicago Pacific could change over time, and there can be no guarantee that the professionals included in such teams and who have contributed to the past performance of any prior Chicago Pacific Funds will continue to be members of the particular team or serve in the same or similar roles thereon (and in some cases, are no longer with Chicago Pacific, or will leave such team or Chicago Pacific during the life of the Fund) and any such changes could have an adverse effect on the Funds or one or more of their portfolio companies.

Reliance on Portfolio Company Management. The success of many of the Funds' portfolio companies is heavily dependent on the management of such companies. Each portfolio company's day-to-day operations will be the responsibility of such company's management team. Additionally, Chicago Pacific will generally establish the capital structure of portfolio companies in which the Funds invest on the basis of financial projections for such companies, which will contain significant judgment and input from the portfolio company management team. Although Chicago Pacific is responsible for monitoring the performance of each portfolio company and the Funds generally intend to invest in portfolio companies with strong management or recruit strong management to such companies, there can be no assurance that a portfolio company's existing management team, or any successor, will be able to successfully operate a company in accordance with the Funds' objectives. Portfolio companies also need to attract, retain and develop executives and members of their management teams. The market for executive talent can be extremely competitive. Further, the business and operations of software and technology companies in which the Funds invest often experience rapid organizational change that can strain the performance of the portfolio companies' management teams. There can be no assurance that the management team of a portfolio company on the date a portfolio company is made will remain the same or continue to be affiliated with the company throughout the period the portfolio company is held by the Funds.

Uncertainty of Projections. The Funds generally use financial projections to help analyze a potential investment, future capital raises and financing for portfolio companies or other transactions. 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, with adjustments to such projections made by Chicago Pacific in its discretion. In all cases, projections are only estimates of future results that are based upon information received from the company and third parties and assumptions made at the time the projections are developed. The inaccuracy of certain assumptions, the failure to satisfy certain financial requirements and the occurrence of other unforeseen events could impair the ability of a portfolio company to realize projected values. The Funds use financial projections to help analyze a potential investment or future capital raises and financing for portfolio companies or other transactions. There can be no assurance that the results set forth in the projections will be attained, and actual results can be significantly different from the projections. Also, general economic factors, which are not predictable, can have a material impact on the reliability of projections.

Recycling; Reinvestment. During a Fund's investment period, Chicago Pacific generally has the right to recall certain capital returned or distributed to investors. Accordingly, during the term of a Fund, an investor can be required to make capital contributions in excess of its commitment (with certain limitations), and to the extent such recalled or retained amounts are reinvested in investments, an investor will remain subject to investment and other risks associated with such investments. Delays in realizing investments due to market or other conditions can result in the lack of available capital for recycling, including for consummation of follow-on investments, which could affect the Funds as described in "Need for Follow-on Investments" immediately below. This could occur in situations where other Chicago Pacific Funds have sufficient capital remaining.

Need for Follow-On Investments. Following its initial investment in a given portfolio company, a Fund will from time to time decide to provide additional funds to such portfolio company or have the opportunity to increase its investment in a successful portfolio company (whether for opportunistic reasons, to fund the needs of the business, as an equity cure under applicable debt documents or for other reasons). There is no assurance that a Fund will make follow-on investments or that a Fund will have sufficient funds to make all or any of such investments. It is possible that any decision by a Fund not to make follow-on investments or its inability to make such investments will have a substantial negative impact on a portfolio company in need of such an investment (including an event of default under applicable debt documents in the event an equity cure cannot be made). Additionally, the failure to make a follow-on investment can result in a lost opportunity for a Fund to increase its participation in a successful portfolio company or the dilution of the Fund's ownership stake if a third party instead invests in such portfolio company.

Fees and Expenses. The Funds will pay and bear all expenses related to their operations, including Management Fees and the costs of holding, monitoring, maintaining and disposing of portfolio companies, including investment banking fees and consulting fees, whether or not the Funds make any profits. While it is difficult to predict the future expenses of the Funds, such expenses are likely to be substantial and can surpass the Funds' operating incomes. The amount of Fund expenses will

reduce the actual returns realized by investors on their investments in the Funds (and, in certain circumstances, reduce the amount of capital available to be deployed by the Funds for investments). Fund expenses include recurring and regular items, as well as extraordinary expenses for which it is difficult to budget or forecast. As a result, the amount of Fund expenses ultimately called or called at any one time can exceed expectations.

Investments Longer than Term. It is possible that a Fund will make investments that are not advantageously disposed of prior to the date such Fund is dissolved, either by expiration of the Fund's terms or otherwise, or the Fund's terms could be extended to facilitate the wind-down of the Fund. Although Chicago Pacific expects that investments will be disposed of prior to dissolution or be suitable for in-kind distribution at dissolution, the Firm only has a limited ability to extend the terms of the Funds, which could result in the Funds having to sell, distribute or otherwise dispose of investments at a disadvantageous time as a result of dissolution. To the extent that such investments are held in trust, the trust will likely incur operating and formation expenses. In addition, there can be no assurances with respect to the time frame in which the winding-up and the final distribution of proceeds to the investors will occur.

Lack of Unilateral Control. The Funds will at times hold meaningful minority stakes in privately held companies and in some cases have limited minority protection rights. In addition, during the process of exiting investments, the Funds at times will hold minority equity stakes of any size such as might occur if portfolio companies are taken public. As is the case with minority holdings in general, such minority stakes will generally not have either the control characteristics of majority stakes or the valuation premiums accorded majority or controlling stakes. Where a Fund holds a minority stake, it would likely be more difficult for such Fund to liquidate its interests than it would be had the Fund owned a controlling interest in such company. When taking non-control positions, the Funds generally will seek to obtain 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. Even if the Funds have contractual rights to seek liquidity of the Funds' minority interests in such companies, it would likely be very difficult to sell such interests or seek a sale of such company upon terms acceptable to the Funds, especially in cases where the interests of the other investors in such company have different business and investment objectives and goals.

Contingent Liabilities Upon Disposition. In connection with the disposition of an investment, a Fund and its General Partner would typically be required to make (and/or be responsible for another person's or entity's breach of) representations and warranties, e.g., about the business and financial affairs of the applicable portfolio company, the condition of its assets and the extent of its liabilities, in each case generally in the nature of representations and warranties typically made in connection with the sale of similar businesses, and would be responsible for the content of disclosure documents under applicable securities laws. Chicago Pacific, the General Partners and/or the Funds would also likely be required to indemnify the purchasers of such investment or underwriters to the extent that any such representations or disclosure documents are inaccurate. These arrangements could result in

contingent liabilities, which would be borne by the Funds and, ultimately, their investors. In such a situation, investors might be required to return distributions received by them to pay such indemnification obligations, subject to certain limitations provided in the Governing Documents.

Standard of Care; Indemnification. The Governing Documents contain provisions that, subject to applicable law, reduce, modify or eliminate the duties that the General Partner would otherwise owe to the Funds and the investors. Pursuant to the Governing Documents, the General Partners, the managing partners, Chicago Pacific and certain of their employees, affiliates, representatives and agents will generally be indemnified and held harmless from losses sustained from any act or omission in connection with the Funds' activities, and are entitled to receive advances for any fees, costs and expenses incurred in the defense or settlement of any claim that is subject to a right of indemnification. As a result, investors could have a more limited right of action in certain cases than they would in the absence of such standards. In addition, the Funds could be subject to significant financial losses even where such losses were caused by the General Partners and their affiliates. Such financial losses would likely have an adverse effect on the returns to the investors. The fees, costs and expenses (whether or not advanced) and other liabilities resulting from the Funds' indemnification obligations will generally be paid by or otherwise satisfied out of the assets of the Funds, including the unpaid capital obligations of the investors. In addition, if the assets of a Fund are insufficient to satisfy the Fund's indemnification obligations, the relevant General Partner is permitted to recall distributions previously made to the investors, subject to certain limitations set forth in the Governing Documents.

Possibility of Fraud or Other Misconduct of Employees and Service Providers. Misconduct by: (i) Chicago Pacific employees; (ii) portfolio company directors, officers or employees; and (iii) service providers to the foregoing and/or their respective affiliates could undermine the due diligence efforts of the Funds and/or the Firm and cause significant losses to the Funds. Misconduct can include entering into transactions without authorization, the failure to comply with operational and risk procedures, including due diligence procedures, misrepresentations as to investments being considered by the Funds, the improper use or disclosure of confidential or material nonpublic information, which could result in litigation or serious financial harm, including limiting the Funds' business prospects or future marketing activities, and non-compliance with applicable laws or regulations (and the concealment of any of the foregoing). Such activities could result in reputational damage, litigation, business disruption, market or industry segment volatility and/or financial losses to the Funds. Chicago Pacific has controls and procedures through which it seeks to minimize the risk of such misconduct occurring; however, no assurances can be given that such misconduct will be able to be identified or prevented.

Recourse to the Funds' Assets. The Funds' assets, including all investments made by the Funds and any capital held by the Funds, are available to satisfy all liabilities and other obligations of the Funds, including indemnification of the General Partners and others as provided in the Governing Documents or certain other contractual counterparty arrangements. If the Funds become subject to a liability, parties seeking to have the liability satisfied will have recourse to the Funds' assets generally and not be limited to any particular asset, such as the investment giving rise to the liability. Accordingly, investors could find their interests in the Funds' assets adversely affected by a liability

arising out of an investment in which they did not participate in the event that, for example, they were excluded or excused from such investment by the General Partner.

Agreements with Certain Investors. The General Partners will from time to time enter into a side letter or other similar agreement with a particular investor in connection with its admission to a Fund without the approval of any other investor, which would have the effect of establishing rights under, altering or supplementing the terms of, or confirming the interpretation of the Governing Documents with respect to such investor in a manner that is more favorable to such investor than those applicable to other investors. Such rights can be significant, including: (i) excuse, exclusion or withdrawal rights applicable to particular investments or investors (which could increase the percentage interest of other investors in, and contribution obligations of other investors with respect to, certain investments); (ii) reporting obligations of the Firm; (iii) waiver of certain confidentiality obligations; (iv) consent of a General Partner to certain transfers by such investor; (v) a reduction or waiver of Management Fees and/or Carried Interest; or (vi) rights or terms necessary in light of particular legal, regulatory or public policy characteristics of such investor.

Disclosure of Confidential Fund and Investor Information. Fund investors are expected to include entities that are subject to public disclosure requirements, including state public records or similar freedom of information laws which compel public disclosure of confidential information regarding the Funds, their investments and their investors. There has been a recent increase in the number of requests under such laws for contracts (including limited partnership agreements, subscription agreements and side letters) that investors who are subject to such laws have in place with private equity funds. The Funds can incur expenses in connection with responding to any such disclosure requests, even if the Funds ultimately succeed in asserting confidentiality for any requested documentation. Moreover, notwithstanding the obligation that the investors will have pursuant to the Governing Documents to maintain the confidentiality of Fund information, there can be no assurance that such information will not be disclosed either publicly or to regulators, law enforcement or otherwise. Chicago Pacific will also in certain circumstances, in an effort to protect any such potential disclosure, withhold all or any part of the information otherwise to be provided to such an investor, as more fully described in the Governing Documents. There can be no assurance that such information will not be disclosed by the Funds, the General Partners, Chicago Pacific, their employees, affiliates, portfolio companies or service providers to any of them, including to comply with laws, regulations or policies to which they are or become subject. In addition, under the U.S. Dodd-Frank Wall Street Reform and Consumer Protection Act, the SEC has authority to require private equity fund advisers, such as Chicago Pacific, to file additional reports regarding their Funds and investment activities. Any public disclosure of Fund information could have an adverse effect on the Funds and their investors, for example, by affecting the Funds' competitive advantage in finding attractive investment opportunities.

Cybersecurity Breaches and Identity Theft. Cybersecurity incidents and cyber-attacks, both generally and within the financial services industry, have been occurring globally at a more frequent and secure level and will likely continue to increase in frequency in the future. The Funds and their portfolio companies' information and technology systems are subject to damage or interruption from computer

viruses, network failures, computer and telecommunication failures, infiltration by unauthorized persons and security breaches, usage errors by their respective professionals, power outages and catastrophic events such as fires, tornadoes, floods, hurricanes and earthquakes. Although Chicago Pacific has implemented various measures to manage risks relating to these types of events, if these systems are compromised, become inoperable for extended periods of time or cease to function properly, the Firm, the Funds and/or portfolio companies would likely require time and expense to fix or replace them and to seek to remedy the effects of such issues. The failure of these systems and/or of disaster recovery plans for any reason could cause significant interruptions in the Firm's, the Funds' and/or portfolio companies' operations and result in a failure to maintain the security, confidentiality or privacy of sensitive data, including personal information relating to investors (and the beneficial owners of investors). Data taken in such breaches can be used by criminals in identity theft, to commit insider trading, in obtaining loans or payments under false identities and other crimes that could affect the investors directly as well as affect the value of assets in which a Fund invests. Such a breach or failure could harm Chicago Pacific, the Funds' and/or portfolio companies' reputation, subject any such entity and its respective affiliates to legal claims or otherwise affect their business and financial performance.

Conflicts of Interest

If any matter arises that Chicago Pacific determines constitutes an actual or potential conflict of interest, the Firm will take such actions as, in its good faith judgment, it deems necessary or appropriate to ameliorate such conflict. The following summary is not intended to be an exhaustive list of all conflicts or their potential consequences and the Governing Documents for each Fund provide a more complete description of what Chicago Pacific believes to be the most significant conflicts of interest associated with an investment in such Fund. Identifying potential conflicts of interest is complex and fact intensive and it is not possible to foresee every conflict of interest that will arise during a Fund's life. Investors should be aware that Chicago Pacific, its personnel, and its affiliates are likely to in the future engage in further activities that will potentially result in additional conflicts of interest not addressed below. There can be no assurance that Chicago Pacific will identify or resolve all conflicts of interest and, if resolved, that such conflicts will be resolved in a manner that is favorable to the Funds. To the extent that Chicago Pacific identifies conflicts of interest in the future, the Firm will potentially, but is under no obligation to, disclose these conflicts and their implications to investors through a variety of channels, including in subsequent Brochures or in other written or oral communications to the advisory boards or to investors. Investors should carefully consider the conflicts of interest herein as well as those outlined in the Governing Documents prior to investing in a Fund.

Other Chicago Pacific Funds; Allocation of Investment Opportunities. It is expected that Chicago Pacific will in the future sponsor and manage a variety of investment funds with objectives, strategies, scope and investment criteria that are similar to or differ from the Funds. Additionally, Chicago Pacific is permitted, in its discretion, to allocate a portion of any investment opportunity to co-investors. To the extent any of the General Partners, Chicago Pacific or its affiliates is able to commence the

operation of a new pooled investment fund pursuant to the terms of the Governing Documents, such newly formed Chicago Pacific funds and/or their respective portfolio companies could compete with the existing Funds and/or portfolio companies of the Funds.

Until such time as the General Partners are permitted to raise successor investment funds to the Funds, the managing partners generally will pursue substantially all appropriate investment opportunities that meet the investment criteria of the Funds principally for the benefit of the Funds, subject to certain exceptions set forth in the Governing Documents. Future funds organized by Chicago Pacific and its affiliates are permitted to invest side-by-side with the Funds. In determining which Funds should participate in investment opportunities, Chicago Pacific, the managing partners and the General Partners are subject to potential conflicts of interest among investors in different Funds. Chicago Pacific will determine the allocation of investment opportunities among its Funds in such manner as, in its sole discretion, it determines in good faith to be fair and equitable, consistent with the Governing Documents. Chicago Pacific generally assesses whether an investment opportunity is appropriate for the relevant Fund and will also consider certain factors, including, but not limited to, the amount of available capital commitments of the applicable Funds, anticipated future capital requirements of an investment opportunity, expected time to obtain liquidity, life-cycle, limitations in the Governing Documents, investment guidelines, diversification guidelines, investment strategies and objectives, legal, tax and regulatory considerations, and any other factors deemed relevant by Chicago Pacific.

The allocation of investment opportunities among the Funds often will not be proportional. Therefore, such allocations can be more advantageous to certain Funds relative to other Funds. There can be no assurance that the actual allocation of an investment opportunity, if any, or terms on which an allocation is made, will be as favorable as it would be if the potential conflicts of interest did not exist. Additionally, if a follow-on investment is to be made in a portfolio company owned by more than one Fund, such follow-on investment will generally be made in the same proportions as the original investment, unless Chicago Pacific determines another proportion is appropriate. As a result, a Fund could invest in an opportunity that another Fund has declined, or decline to invest in an opportunity which another Fund has taken.

Investor Transfer of Interest. In certain cases, Chicago Pacific will have an opportunity (but, subject to any applicable restrictions or procedures in the relevant Governing Documents, no obligation) to identify one or more secondary transferees of interest in a Fund. In the case of ordinary transfers, Chicago Pacific will not receive compensation for identifying such transferees and will use its discretion to select such transferees based on eligibility 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.

Platform Companies. At times a Fund establishes or invests in portfolio companies that in turn seek to acquire interests in related companies or assets. The Funds are generally authorized to fund these platform companies up front or gradually over time. While a Fund is, by virtue of the control it

exercises over a platform company, involved in the strategy, governance and oversight of such platform company (and Chicago Pacific provides services to the platform company similar to the services typically rendered to other portfolio companies), a platform company also retains its own qualified management team to operate, administer and manage the platform company on a daily basis. Such a management team provides services that are similar to, and that overlap with, services Chicago Pacific provides to the Fund. Some members of the management team render services exclusively to the platform company or provide the same or similar services to other Funds or portfolio companies.

A platform company compensates its management team in a number of ways, including through annual salaries and bonuses, incentive-based compensation (such as profits interests, Carried Interest, equity, options and warrants), fees for services or a combination of the foregoing. In any case, the Funds generally indirectly bear the cost of such compensation, as well as all other platform company expenses, including start-up, operating and overhead expenses, through their direct or indirect interest in the platform company.

Any compensation the management team receives, regardless of whether a Fund or portfolio company pays, is in addition to, and does not offset, the Management Fee paid by investors. Similarly, such compensation generally do not trigger the advisory board disclosure, review or consent provisions of the Governing Documents.

A platform company's structure and relationship to the Firm creates conflicts of interest. For example, although Chicago Pacific (by virtue of our control of the Funds) would form the platform company and in doing so would have the ability to determine or significantly influence the form and amount of compensation paid to a platform company's management team, the platform company (and ultimately the Fund) bears the attendant expense. The close business or personal relationships that Chicago Pacific has with certain members of management give Chicago Pacific less incentive to limit their compensation. In addition, given that Chicago Pacific (and not the Funds) otherwise pays the salaries of Chicago Pacific employees, Chicago Pacific has the incentive to cause a platform company to retain its own management team instead of relying on Chicago Pacific employees to provide managerial services, or to convert existing employees into members of a platform company's management team.

Certain Affiliate Transactions. It is possible that a Fund will hold interests in portfolio companies that are of a different class or type than the class or type of interests held by the other Funds. For example: (i) one Fund could hold debt while another Fund holds equity securities of the same portfolio company, or (ii) one Fund could hold a certain class of equity securities while another Fund holds a different class of equity securities of the same portfolio company. To the extent that one Fund invests in a debt instrument of a portfolio company in which another Fund holds equity securities, Chicago Pacific would be subject to conflicts of interest due to the different legal rights associated with equity and debt investments. For example, questions could arise as to whether payment obligations and covenants should be enforced, modified or waived, or whether debt investments should be refinanced or restructured. In troubled situations, certain decisions, including whether to enforce claims, advocate or initiate a restructuring or liquidation inside or outside of bankruptcy, and the terms of any

workout or restructuring, are expected to raise conflicts of interest for Funds with diverging interests. For example, one Fund could be more senior or more junior to another Fund in the capital structure of a portfolio company, which could mean that in a workout or other distressed scenario one Fund might recover all, part or none of its investment while the other Fund recovers more or less. Conflicts could also arise between the Funds in negotiating the price of debt securities or interests, the characterization of such debt securities or interests, the terms of inter-creditor agreements, the interest rate or stated dividend yield of such securities or interests, the nature of the covenants running in favor of lenders and the other terms and conditions of investment or in addressing subsequent amendments or waivers. There can also be conflicts if one Fund desires optimal flexibility to grow a portfolio company, while another Fund wants to place tighter restrictions on the type and amounts of permitted investments and acquisitions. While not required, Chicago Pacific will likely seek the approval or recommendation of the applicable advisory boards if a known or potential conflict of interest arises between the Funds.

There can be no assurance that the Funds will exit a common investment at the same time or on the same terms, and there can be no assurance that the Funds' return on such an investment will be the same. If additional capital is necessary for the portfolio company as a result of financial or other difficulties, or to finance growth or other opportunities, the Funds could provide such additional capital, and each generally will supply such additional capital in such amounts, if any, as determined in the discretion of the applicable General Partner, subject the terms of the relevant Governing Documents. Given the nature of these conflicts, there can be no assurance that the resolution of these conflicts will be beneficial to a Fund.

Shared Expense of Certain Employee Salaries. On occasion, Chicago Pacific employs individuals whose salary are at least partially paid by one or more of the portfolio companies. The compensation paid to any such employees will be reflective of both the cost that the portfolio company would bear if forced to contract for services with an independent third-party and the amount of time that such employee devotes to such portfolio company.

Time and Attention of the Managing Partners. The managing partners are expected to spend a portion of their business time and attention pursuing investment opportunities that do not fall within the objectives, strategy, scope and investment criteria of the Funds. Chicago Pacific believes that the investment of the managing partners in the Funds, as well as the managing partners' interest in the Carried Interest, operate to align, to some extent, the interest of the managing partners with the interest of the investors. At such time as the Firm is permitted to raise successor investment funds to the current Funds, the managing partners will continue to manage the Funds' investments, but likely will focus investment activities on other opportunities and areas unrelated to the Funds' investments.

Transactions Among Funds. Chicago Pacific expects that, in certain circumstances, a portion of a Fund's investments will be made in or with a portfolio company of another Fund. For example, the Firm can determine that a Fund should invest in an existing portfolio company of another Fund. Any investment by such Fund in an entity in which another Fund has a pre-existing investment (or vice

versa) could be viewed, especially in hindsight, to have been made based on a non-arms-length valuation. Similarly, other Funds will potentially later invest in entities in which another Fund has invested, and such investment is likely to have an effect (either positive or negative) on the market value of such Fund's investments. Generally, except as provided in the relevant Governing Documents, such transactions would be subject to the approval of the relevant advisory board.

Chicago Pacific reserves the right to make independent decisions regarding recommendations of when a Fund should purchase and sell investments. As a result, a Fund will potentially be purchasing an investment at a time when another Fund is selling the same or a similar investment, or vice versa. There can be no assurance that the return on a Fund's investments will not be less than the returns obtained by other Funds participating in the investment.

In addition, Chicago Pacific receives and generates various kinds of portfolio company data and other information, including information related to financial, industry, market, business operations, trends, budgets, customers, suppliers, competitors and other metrics. This information can, in certain instances, include material nonpublic information received or generated in connection with efforts on behalf of one Fund's investment in a portfolio company or prospective investment. This information allows Chicago Pacific to better anticipate macroeconomic and other trends and otherwise develop investment strategies. As a result, Chicago Pacific often gains industry, sector and other general expertise and knowledge in connection with a portfolio company that will benefit others, as well as Chicago Pacific and its affiliates, whether or not such other companies are in the same or a different Fund. This can result in a transfer of value from one Fund to another. Chicago Pacific is likely in the future to enter into governance arrangements and confidentiality arrangements with portfolio companies and can also have access to other sources of information and research that limits the internal distribution and use of such data. Chicago Pacific has in the past used, and is likely in the future, in certain instances to use this information in a manner that will provide a material benefit to, or present a conflict of interest between, Chicago Pacific, its affiliates, or to certain other Funds or investors without compensating or otherwise benefitting the portfolio company, Fund or Funds from which such information was obtained. In addition, Chicago Pacific can have an incentive to pursue investments in portfolio companies based on the data and information expected to be received or generated.

Products or Services Received From Portfolio Companies. From time to time, certain portfolio companies of the Funds will provide Chicago Pacific and its affiliates, the Funds, members of the Operations Group or board members of such portfolio companies appointed by Chicago Pacific with products or services that such portfolio companies regularly produce or provide as part of their business operations at market rates or cost. Specifically, one of the Chicago Pacific portfolio companies provides management services to the independent living facilities owned by the Funds.

Co-Investments. As described in Item 7 above, Chicago Pacific will from time to time provide co-investment opportunities to one or more investors and/or other persons (including members of the Operations Group), in each case on terms to be determined by such Chicago Pacific in its sole

discretion. Co-investments with third parties involve risks not present in investments where a third party is not involved, including the possibility that a co-investor will have economic or business interests or goals that are inconsistent with those of the Funds, have financial difficulties (which increase the possibility of default) or be in a position to take (or block) action contrary to the investment objectives of the Funds. In addition, the Funds in certain circumstances could be liable for actions of their third party co-investors. In circumstances where such third parties involve a management group, such third parties could receive compensation arrangements relating to such co-investments, including incentive compensation arrangements. There can be no assurance that a Fund's returns from a transaction would be equal to, and no less than, the return of another party that was allocated a co-investment opportunity and that is participating in the same transaction.

Furthermore, decisions regarding whether and to whom to offer co-investment opportunities will sometimes be made by Chicago Pacific in consultation with other participants in the relevant transactions, such as a co-sponsor. Co-investment opportunities are typically offered to some and not to other investors. The Firm's allocation of co-investment opportunities will not always result in proportional allocations among such parties, and such allocations will likely be more or less advantageous to some such parties relative to others.

Cross-Transactions. Chicago Pacific can, in certain circumstances, arrange for a transaction (a "cross-transaction") in which: (i) a Fund buys a security from, or sells a security to, the account of one or more Funds if it deems such transaction to be appropriate for each participating Fund or (ii) in connection with a re-balancing, as provided in the relevant Governing Documents, parallel Funds buy or sell a security from the account of one another. Chicago Pacific generally will not receive compensation to effect such transaction. Any compensation expenses or other transaction costs associated with a cross-transaction are expected to be allocated among the Funds participating in such cross-transaction pro rata based upon the expenses that relate to each, unless the Firm determines that a different allocation would be more fair or equitable. When effecting cross-transactions between Funds, Chicago Pacific can have conflicting responsibilities with respect to such Funds. In certain circumstances, a cross-transaction with respect to such entities will be deemed to be a "principal transaction" under the Advisers Act, and any such principal transaction will be conducted in accordance with the provisions of Section 206(3) of the Advisers Act and/or any advisory board consultation or approval as set forth under the Governing Documents of the applicable Funds.

Allocation of Expenses. Chicago Pacific and its affiliates will from time to time incur fees, costs and expenses, including in connection with transactions not consummated, on behalf of the Funds. To the extent practicable, any fees, costs and expenses that are incurred in connection with a consummated investment will be charged to the applicable portfolio company. To the extent such fees, costs and expenses are not charged to a portfolio company, they will be paid by each Fund that participated or was expected to participate in such investment as determined by Chicago Pacific to be fair and equitable. To the extent a co-investment vehicle was contemplated but not formed and such co-investors were contractually committed to participate in such co-investment, such co-investors will bear broken deal expenses incurred in connection with such co-investment vehicle; to the extent there

is no contractual commitment by co-investors, broken deal expenses will be borne by the relevant Fund. Each Fund will typically bear a portion of any such fees, costs, and expenses in proportion to the size of its actual or proposed investment, or in such other manner as Chicago Pacific considers, in good faith, to be fair and equitable. Although Chicago Pacific and its affiliates will endeavor to allocate such fees, costs and expenses on a fair and equitable basis as described herein, there can be no assurance that such fees, costs and expenses will in all cases be allocated appropriately. Any such determinations involve inherent matters of discretion and conflicts of interest. Notwithstanding the foregoing, Chicago Pacific and its affiliates have developed policies and procedures to address the allocation of expenses, which are subject to change over time and which will potentially differ from the Firm's current practice.

There are occasions when one Fund (the "Payor Fund") pays an expense common to multiple Funds (the "Allocated Funds"). On such occasions, each Allocated Fund will reimburse the Payor Fund for its share of such expense, without interest, promptly after the payment is made by the Payor Fund. There are also occasions where the Firm or a Payor Fund pays an expense on behalf of a portfolio company. On such occasions, the portfolio company will reimburse the Firm or Payor Fund for the expense, without interest, and such reimbursement will not be subject to the fee offset provision.

In addition, the Funds, either directly or indirectly through portfolio companies, will bear the cost, including compensation, of directors, executives or consultants to portfolio companies, which can include former principals or employees of Chicago Pacific, in connection with management or consulting services provided by such persons. Any such cost will generally not offset Management Fees paid to Chicago Pacific. Because such persons are former principals or employees of Chicago Pacific, the Firm could have a potential conflict of interest in approving such arrangement, although it seeks to do so generally at market rates for the services provided. There can be no assurance, however, that such rates are the lowest cost available.

Finally, some expenses are incurred on behalf of one Fund which can benefit other Funds. For example, information Chicago Pacific obtains in connection with a Fund's research, due diligence and investment activities will be valuable to other Funds. Additionally, tools and resources developed at Chicago Pacific's expense will be the intellectual property of Chicago Pacific and not the Funds.

Industry Relationships. As with many other private equity fund sponsors, as part of Chicago Pacific's business, the managing partners, the Firm and its employees have developed relationships with third parties which have the potential to raise conflicts of interest. Such third parties include investment bankers, lenders, consultants, professional advisers (such as attorneys and accountants), co-investors, current and former directors, officers and employees of current and former portfolio companies and former employees and members of Chicago Pacific. Certain of these third parties will on occasion: (i) introduce investment opportunities to Chicago Pacific; (ii) arrange for, or facilitate the financing of, the purchase or recapitalization of current and potential portfolio companies; (iii) introduce portfolio companies to potential acquisition or merger candidates; (iv) facilitate the disposition of portfolio companies; or (v) provide investment banking, consulting, legal or advisory services to Chicago

Pacific, the Funds or portfolio companies. Such third parties will also provide goods or services to or have business, personal, political, financial or other relationships with the managing partners. In addition, such third parties can invest in one or more Funds; co-invest in one or more portfolio companies; or provide other significant business or investment services to Chicago Pacific, the Funds and their portfolio companies. These relationships can influence the Firm in deciding whether to select or recommend any such third party to perform services for the Funds or a portfolio company. The cost of any services provided by such third parties will generally be borne directly or indirectly by the Funds or their portfolio companies, as applicable.

Valuation of Assets. There is not expected to be an actively traded market for most of the securities owned by the Funds. When estimating fair market value, Chicago Pacific will apply a methodology it determines to be appropriate based on accounting guidelines and the applicable nature, facts and circumstances of the respective investments. However, the process of valuing securities for which reliable market quotations are not available is based on inherent uncertainties and the resulting values can differ from values that would have been determined had an active market existed for such securities and can also differ from the prices at which such securities are ultimately sold. The exercise of discretion in valuation by the Firm generally gives rise to conflicts of interest, including in connection with determining the amount and timing of distributions of Carried Interest and the calculation of Management Fees.

In addition, the Firm regularly reports to Fund investors, prospective investors and the investor community more generally, metrics of each Fund's performance, such as rates of return and multiples-of-money, whose calculation depends on the value of the Funds' investments, including unrealized investments. These reports are an indication of the overall health of a Fund and are important to the Firm's efforts to attract investors to the Firm and any current or future Fund. An objective of Chicago Pacific's valuation methodologies and procedures is to eliminate any influence these incentives have on fair value determinations.

Advisory Boards. Each Fund's General Partners will appoint one or more investor representatives to a Fund's advisory board, which has the ability to review and waive compliance with certain provisions of the Governing Documents, including resolving potential conflicts of interest situations, and whose approval is required or will be requested in certain circumstances under the Governing Documents, including certain approvals or consents required by the Advisers Act. Pursuant to the terms of the Governing Documents, all investors in a Fund are bound by the determinations of such Fund's advisory board, regardless of whether an investor is represented by a member of the advisory board. The Governing Documents generally provide that to the fullest extent permitted by applicable law, none of the advisory boards' members owe any fiduciary duties to the Funds or any other investor. Members of the advisory board could have conflicts of interest that do not disqualify such members from voting or consenting to matters for consideration or review. Members of the advisory boards can have various business and other relationships with Chicago Pacific and its members, partners, managers, directors, officers, employees and affiliates. These relationships can influence their decisions as members of an advisory board. To the extent that an investor is not represented by a

member of the advisory board, such investor will have no influence over matters submitted to the advisory board for review or approval. On any issue involving actual conflicts of interest, Chicago Pacific will be guided by its good faith discretion.

In addition, members of one Fund's advisory board will, in some cases, also be a member of another Fund's advisory board. In such instances, a conflict of interest exists because advisory boards are often requested to provide consent with respect to transactions which involve conflicts of interest between two or more Funds on which such advisory board members serve, and such members are unlikely to recuse themselves from any such vote.

Conflicting Investor Interests. It is possible that investors will have conflicting investment, tax and other interests with respect to their investments in the Funds, including conflicts relating to the structuring of the acquisition of portfolio companies and the timing of the disposition of investments. As a consequence, conflicts of interest could arise in connection with decisions made by Chicago Pacific that are more beneficial for one investor than another investor, especially with respect to investors' individual tax situations. In structuring, acquiring and disposing of investments, Chicago Pacific generally considers the investment, tax and other relevant objectives of a Fund and its respective investors as a whole, and not the individual investment, tax or other objectives of any particular investor.

Fees from Portfolio Companies. Chicago Pacific, the General Partners, the managing partners or any of their respective affiliates, subject to certain limitations, will from time to time earn Transaction Fees from portfolio companies and from other persons or entities in connection with potential or actual portfolio companies. Such fees can create a conflict of interest with respect to the roles of Chicago Pacific, the General Partners, the managing partners or any of their respective affiliates. Except for the Management Fee offset, investors will receive no benefit from such fees.

Chicago Pacific will generally have the right to appoint portfolio company board members (including current or former Chicago Pacific employees or persons serving at their request), or to influence their appointment, and to determine or influence the determination of their compensation. Additionally, from time to time, portfolio company board members approve compensation and other amounts payable to Chicago Pacific or the General Partners in connection with services provided by the Firm and its affiliates to such portfolio company, and, except to the extent such amounts are subject to the offset provisions in the Governing Documents, are in addition to the Management Fees or Carried Interest. The Firm's authority to appoint or influence the appointment of portfolio company board members who are involved in approving compensation payable to Chicago Pacific or the General Partners subjects the Firm and any such portfolio company board appointees to potential conflicts of interest.

Additionally, a portfolio company typically will reimburse Chicago Pacific or service providers retained at the Firm's discretion for expenses (including travel expenses) incurred by the Firm, the General Partners or such service providers in connection with the performance of services for such portfolio

company. 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. Subject to the Governing Documents and Chicago Pacific's internal reimbursement policies and practices, the Firm will determine the amount of these reimbursements for such services in their own discretion.

Employees and Service Providers. Chicago Pacific and/or its affiliates will, from time to time, employ persons with pre-existing ownership interests in portfolio companies owned by the Funds; conversely, former employees or executives of Chicago Pacific and/or its affiliates serve in significant management roles at portfolio companies or service providers recommended by Chicago Pacific. Similarly, Chicago Pacific, its affiliates and/or employees maintain relationships with (or can invest in) financial institutions, service providers and other market participants, including managers of private funds, banks and brokers. Certain of these persons or entities will invest (or will be affiliated with an investor) in, engage in transactions with or provide services (including services at reduced rates) to Chicago Pacific, its affiliates or the Funds. Chicago Pacific is subject to 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 Chicago Pacific information about markets and industries in which Chicago Pacific operates (or is contemplating operations) or will provide other services that are beneficial to Chicago Pacific. Chicago Pacific will generally have a conflict of interest in making such recommendations in that Chicago Pacific has an incentive to maintain goodwill between it and the existing and prospective portfolio companies, while the products or services recommended will not necessarily be the best available to the portfolio companies held by a Fund. Certain principals of Chicago Pacific have pre-existing ownership interests in a portfolio company in which the Funds have invested. Those interests are exempted from provisions in the Governing Documents that would otherwise limit outside investments or activities of Chicago Pacific's principals. As the principals' terms of investment vary from those of the Funds, the principals are subject to conflicts of interest with the Funds in determining whether to vote, maintain or sell their ownership interests in such portfolio company in the future.

Over the life of a Fund, the Firm generally expects to exercise its discretion to recommend to such Fund or to a portfolio company thereof that it contracts for services with various service providers, potentially including, among others: (i) the Firm (or an affiliate, which can include other portfolio companies of the Funds) and at rates determined or substantively influenced by Chicago Pacific; (ii) an entity with which the Firm or its affiliates or current or former members of their personnel has a relationship or from which such person derives a financial or other benefit; or (iii) an investor in any of the Funds. This subjects Chicago Pacific to potential conflicts of interest because although it intends to select service providers that it believes are aligned with its operational strategies and that will enhance portfolio company performance, it will have an incentive to recommend the related or other person because of its financial or business interest. Additionally, there is a possibility that Chicago Pacific, because of such incentive or for other reasons (including whether the use of such persons could establish, recognize, strengthen or cultivate relationships that have the potential to provide longer-term benefits to the Firm or the Funds), will favor such retention or continuation even

if a better price and/or quality of service provider could be obtained from another person. Whether or not Chicago Pacific has a relationship with 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.

Outsourced Services to Third-Party Service Providers. Services required by a Fund (including some services historically provided by Chicago Pacific or its affiliates to the Funds) can be, for certain reasons including efficiency and economic considerations, outsourced in whole or in part to third parties in the discretion of Chicago Pacific. Chicago Pacific has an incentive to outsource such services to third parties at the expense of the Funds to, among other things, leverage the time and use of Firm personnel and/or for other purposes in a manner which recoups the costs of some of its overhead. Such services can include, without limitation, deal sourcing via consultants or other third parties, information technology, license software, data processing, client relations, administration, custodial, accounting, legal and tax support and other similar services. Outsourcing will not necessarily occur universally for all Funds and accordingly, certain costs can be incurred by a Fund for a third-party service provider that is not incurred for comparable services by other Funds. The decision by Chicago Pacific to initially perform a service for a Fund in-house does not preclude a later decision to outsource such services (or any additional services) in whole or in part to a third-party service provider in the future. The costs and expenses of any such third-party service providers will be borne by the Funds in accordance with a Fund's Governing Documents.

Employees Seconded to Portfolio Companies. From time to time, current employees, former employees, executives or other Chicago Pacific personnel serve in management roles at, or otherwise are employed by, a Chicago Pacific portfolio company. Any compensation received by such person from the relevant portfolio company is not subject to the Management Fee offset described in Item 5 above. Selection on which employees to serve in a role at a portfolio company will be made by Chicago Pacific in its discretion, often also in consultation with the portfolio company, taking into account the portfolio company's size, the location of the portfolio company, the complexity of the work and the employee's experience. These seconded arrangements have the potential to create conflicts of interest in that amounts paid by a portfolio company in connection with secondees will not result in additional offsets to the Management Fee. Due to the nature of secondees, which are often initiated to meet a temporary portfolio company need, the arrangements between such employees and the related portfolio company are expected to change over time, and in many cases will be terminated when the portfolio company is sold. There can be no guarantee that employees will return to Chicago Pacific at the end of such seconded arrangement.

Intangible Benefits. Chicago Pacific and its employees receive certain intangible and/or other benefits or perquisites arising or resulting from their activities on behalf of a Fund, including benefits and other discounts provided from service providers. For example, airline travel or hotel stays incurred as Fund expenses often result in "miles" or "points" or credit in loyalty/status programs to Chicago Pacific and/or its employees, and such rewards or amounts will exclusively benefit Chicago Pacific and/or

such employees and will not be subject to the offset arrangements or otherwise shared with such Fund, its investors or the portfolio companies.

Conflicts Related to the Interpretation of Governing Documents and Other Legal Requirements. The Governing Documents of each Fund and related documents are detailed agreements that establish complex arrangements among Chicago Pacific, the investors, the Fund, the General Partner and other entities and individuals. Questions arise under these agreements regarding the parties' rights and obligations in certain situations, some of which will not have been contemplated at the time of the agreements' drafting and execution. In these instances, the operative provisions of the agreements, if any, can be broad, general, ambiguous or conflicting, and permit more than one reasonable interpretation. At times there will not be a provision directly applicable to the situation. While Chicago Pacific will construe the relevant agreements in good faith and in a manner consistent with its legal obligations (and, when appropriate, in consultation with external legal counsel), the interpretations Chicago Pacific adopts will not necessarily be, and need not be, the interpretations that are the most favorable to the Funds or their investors.

C. If you recommend primarily a particular type of security, explain the material risks involved. If the type of security involves significant or unusual risks, discuss these risks in detail.

For information regarding the types of securities and portfolio companies in which Funds invest, please see Item 4.B and Item 8.A, above.

Item 9 – Disciplinary Information

If there are legal or disciplinary events that are material to a client's or prospective client's evaluation of your advisory business or the integrity of your management, disclose all material facts regarding those events.

Like other registered investment advisers, Chicago Pacific is required to disclose all material facts regarding any legal or disciplinary events that would materially impact an investor's evaluation of Chicago Pacific or the integrity of Chicago Pacific's management. Chicago Pacific and its management persons have not been subject to any material legal or disciplinary events requiring disclosure to this Item 9.

On occasion, in the ordinary course of its business, Chicago Pacific, the Funds or the Funds' portfolio companies (or their respective directors and executive officers) are named as defendants in a legal action. Although there can be no assurance of the outcome of such legal actions, Chicago Pacific does not believe that any current legal proceedings or claims to which Chicago Pacific, the Funds or the Funds' portfolio companies (or their respective directors and executive officers) are a party, if any, would individually or in the aggregate materially affect an investor's or prospective investor's evaluation of the Firm or the integrity of the Firm's management.

Item 10 – Other Financial Industry Activities and Affiliations

A. If you or any of your management persons are registered, or have an application pending to register, as a broker-dealer or a registered representative of a broker-dealer, disclose this fact.

Neither Chicago Pacific nor any of its management persons are registered or have an application pending to register as a broker-dealer or registered representative of a broker-dealer.

B. If you or any of your management persons are registered, or have an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading advisor, or an associated person of the foregoing entities, disclose this fact.

Neither Chicago Pacific nor any of its management persons are registered, or have an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading advisor or an associated person of the foregoing.

C. Describe any relationship or arrangement that is material to your advisory business or to your clients that you or any of your management persons have with any related person listed below. Identify the related person and if the relationship or arrangement creates a material conflict of interest with clients, describe the nature of the conflict and how you address it.

1. Broker-dealer, municipal securities dealer, or government securities dealer or broker
2. Investment company or other pooled investment vehicle (including a mutual fund, closed-end investment company, unit investment trust, private investment company or “hedge fund,” and offshore fund)
3. Other investment adviser or financial planner
4. Futures commission merchant, commodity pool operator, or commodity trading advisor
5. Banking or thrift institution
6. Accountant or accounting firm
7. Lawyer or law firm
8. Insurance company or agency
9. Pension consultant
10. Real estate broker or dealer
11. Sponsor or syndicator of limited partnerships.

Chicago Pacific has no arrangement with a related person who is a broker-dealer, municipal securities dealer, government securities dealer or broker, investment company, other investment adviser or financial planner, futures commission merchant, commodity pool operator, commodity trading advisor, banking or thrift institution, accountant or accounting firm, insurance company or agency,

pension consultant, real estate broker or dealer, or sponsor or syndicator of limited partnerships that is material to its advisory business or to the Funds or its investors. Chicago Pacific has and will continue to develop relationships with professionals who provide services it does not provide, including: legal; accounting; banking; investment banking, tax preparation; insurance brokerage; investment management services; and other services. Some of these professionals provide services to the principals, the Funds or their portfolio companies. Additionally, some of these professionals are investors in the Funds, either personally or through their company.

Two employees of Chicago Pacific have a relationship with two separate law firms. A law firm owned by a Chicago Pacific managing partner's spouse performs legal services on behalf of various portfolio companies owned by the Funds. These services are performed at or below market rates and have been disclosed to the relevant Fund's investor advisory board. Additionally, the son of Chicago Pacific's Chief Compliance Officer/Chief Financial Officer is a partner at a law firm that Chicago Pacific engages to perform legal services for the General Partners, the Funds and various portfolio companies. The services are performed at market rates. From time to time the son works on Chicago Pacific matters. Finally, one of the Firm's managing partners is related to the Firm's Chief Operating Officer/Head of Investor Relations. Chicago Pacific does not believe the provision of such services nor the familial relationships create a conflict of interest with its Funds.

As mentioned in Item 4 above, Chicago Pacific is affiliated with the Funds' General Partners which are deemed registered with the SEC under the Advisers Act pursuant to Chicago Pacific's registration. These General Partners operate as a single advisory business together with Chicago Pacific and serve as the General Partner, other adviser, affiliate or managing members of private investment funds and other pooled vehicles and share common owners, officers, partners, employees, consultants, operating partners, Operations Group members or persons occupying similar positions. The General Partners do not have employees of their own.

From time to time, Chicago Pacific receives training, information, promotional material, meals, entertainment, gifts or perquisites from vendors and others with whom it does business or to whom it makes referrals. At no time will Chicago Pacific accept any benefits, entertainment, gifts or other arrangements that are conditioned on directing individual Fund transactions to a specific security, product or provider. Similarly, Firm employees have in the past, and expect in the future, to speak at and attend conferences and programs for potential investors interested in investing in private funds or other industry events that are sponsored by various investment bankers, broker-dealers or others. Through such capital introduction and other events, prospective investors have the opportunity to meet with Chicago Pacific. Neither Chicago Pacific nor any Fund compensates investment bankers, broker-dealers or others for organizing such events or for investments ultimately made by prospective investors attending such events other than registration, sponsorship, membership or other similar fees paid to attend such events.

D. If you recommend or select other investment advisers for your clients and you receive compensation directly or indirectly from those advisers that creates a material conflict of

interest, or if you have other business relationships with those advisers that create a material conflict of interest, describe these practices and discuss the material conflicts of interest these practices create and how you address them.

Chicago Pacific does not recommend or select other investment advisers for the Funds.

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

A. If you are an SEC-registered adviser, briefly describe your Code of Ethics adopted pursuant to SEC Rule 204A-1 or similar state rules. Explain that you will provide a copy of your Code of Ethics to any client or prospective client upon request.

Pursuant to Rule 204A-1 of the Advisers Act, Chicago Pacific has adopted a written Code of Ethics (“Code of Ethics”) which sets forth standards of conduct that are expected of Chicago Pacific supervised persons as well as addresses personal trading and reporting of personal securities transactions, gifts and entertainment and outside business activities, among other topics. The Code of Ethics requires all supervised persons to place Fund interests ahead of the Firm’s interests, to avoid taking advantage of his or her position and to maintain full compliance with the federal securities laws.

Supervised persons are required to certify their compliance with the Firm’s Code of Ethics upon hire and on an annual basis. Supervised persons who violate the Code of Ethics will be subject to remedial actions, including, but not limited to, censure, suspension or dismissal. Supervised persons are also required to promptly report any violations of the Code of Ethics of which they become aware.

Chicago Pacific will provide a copy of its Code of Ethics to any investor upon request to Chicago Pacific’s Chief Compliance Officer, Mike Wilson at (312) 273-4769 or mwilson@cpfounders.com.

B. If you or a related person recommends to clients, or buys or sells for client accounts, securities in which you or a related person has a material financial interest, describe your practice and discuss the conflicts of interest it presents. Describe generally how you address conflicts that arise.

Participation or Interest in Client Transactions

Prior to the close of Chicago Pacific Founders Fund, L.P. (“Fund I”), Chicago Pacific purchased two portfolio companies which it later sold to Fund I upon closing. These principal transactions were disclosed to investors and were effected for a fee which was not subsequently offset against Management Fees.

Certain employees and their family members have invested in the Funds through the General Partner and/or as Fund investors. Similarly, certain employees and their family members, Chicago Pacific affiliates and/or Operations Group members of Chicago Pacific and other third parties have also invested in co-investment opportunities either through a co-investment Fund managed by the Firm

or directly in a particular portfolio company. As mentioned in Item 5 above, Chicago Pacific generally reduces all or a portion of the Management Fee and Carried Interest related to investments held by such persons.

Principal transactions are generally defined as transactions where an adviser, acting as principal for its own account, knowingly buys from or sells a security to an advisory client. This also applies to any affiliates or controlling persons of the adviser (*i.e.*, an owner, employee or affiliate of the adviser). Cross trades between Funds can also be deemed to be principal transactions if the adviser (and/or its affiliates, owners or controlling persons) own, in the aggregate, 25% or more of either Fund. In the context of Chicago Pacific's business, a principal transaction would most likely refer to the practice of warehousing an investment for the formation of a future Fund or Chicago Pacific or a Fund General Partner purchasing the interest of an existing investor.

Agency cross transactions occur when an adviser or an affiliate arranges a transaction (*i.e.*, acts as a broker) between two or more different funds or accounts that are managed by that same adviser or an affiliate. Agency cross transactions also arise where an adviser is dually registered as a broker-dealer or has an affiliated broker-dealer. An adviser is not "acting as a broker" if the adviser receives no compensation (other than the advisory fee earned in the ordinary course of managing the assets) for effecting the transaction and therefore is not considered to be conducting an agency cross transaction under Section 206(3). In the context of Chicago Pacific's business, an agency cross transaction would occur when selling a portfolio company, investment or other asset from one Fund to another.

In the event Chicago Pacific recommends a principal transaction or agency cross transaction, it is only after: (i) the Firm has determined the transaction to be in the best interest of participating clients; (ii) the transaction is permitted by the relevant Governing Documents; (iii) proper disclosure is given to the relevant General Partner, advisory board or investors, as appropriate; (iv) consent is obtained from the appropriate parties; and (v) the Firm ensures that best execution is achieved for the transaction.

Conflicts of Interest

If any matter arises that Chicago Pacific determines in its good faith constitutes an actual conflict of interest, Chicago Pacific will take such actions as it deems necessary or appropriate, in accordance with the Governing Documents, to address the conflict.

C. If you or a related person invests in the same securities (or related securities, e.g., warrants, options or futures) that you or a related person recommends to clients, describe your practice and discuss the conflicts of interest this presents and generally how you address the conflicts that arise in connection with personal trading.

The personal trading policy for all Chicago Pacific supervised persons is set forth in the Firm's Code of Ethics and is acknowledged as received and understood by each supervised person. Chicago Pacific's personal trading policies are designed to ensure that no Fund is disadvantaged by the

transactions executed by a supervised person and that supervised persons in no respect misappropriate any benefit properly belonging to a Fund.

Chicago Pacific supervised persons are prohibited from trading, either personally or on behalf of others, in securities while in possession of material nonpublic information regarding these securities or communicating material nonpublic information to others. The Code of Ethics establishes guidelines for personal trading requirements, insider trading and reporting of personal securities transactions, including certain pre-clearance and reporting obligations. Chicago Pacific maintains a restricted list of issuers about which it has or may have material nonpublic information. Pre-clearance is required by supervised persons for certain personal securities transactions, including trading in restricted list securities, initial public offerings and limited offerings. In addition, supervised persons are required to file certain reports and submit their brokerage account statements to the Chief Compliance Officer for review.

Supervised persons occasionally carry on investment activities for their own account and for family members, friends or others who do not invest in the Funds, and in connection therewith can potentially give advice and recommend securities to vehicles which differs from advice given to, or securities recommended or bought for, the Funds, even if their investment objectives are the same or similar. In addition, supervised persons and/or Operations Group members are permitted to buy securities in transactions offered to but rejected by the Funds or outside of the Funds' mandate.

D. If you or a related person recommends securities to clients, or buys or sells securities for client accounts, at or about the same time that you or a related person buys or sells the same securities for your own (or the related person's own) account, describe your practice and discuss the conflicts of interest it presents. Describe generally how you address conflicts that arise.

Because of the private nature of the Funds' investments, Chicago Pacific does not typically face a situation where a supervised person buys or sells a security for his or her own account at or about the same time that the Firm is also buying or selling the same security for the Funds. A supervised person wishing to purchase or sell an interest in a Chicago Pacific portfolio company is required to seek pre-approval from the Chief Compliance Officer for such transaction.

Item 12 – Brokerage Practices

A. Describe the factors that you consider in selecting or recommending broker-dealers for client transactions and determining the reasonableness of their compensation (e.g., commissions).

Generally, Chicago Pacific focuses on securities transactions of private companies and purchases and sells such companies through privately negotiated transactions. In pursuing privately negotiated transactions, Chicago Pacific will, on occasion engage the services of a broker-dealer or investment banker in connection with the purchase or sale of a portfolio company. In such privately negotiated

transactions, best execution is met by the consummation of the deal with the best possible terms for the Fund. Whether for private or public securities transactions, Chicago Pacific selects a broker-dealer or investment banker based on the Firm's best judgment of who can provide best execution and will consider a variety of factors as specified in its compliance manual, including but not limited to: Chicago Pacific's prior experience in working with the broker-dealer or investment banker; the broker-dealer or investment banker's execution capability; financial responsibility, reputation and expertise within the industry; the broker-dealer or investment banker's responsiveness to the Firm; the broker-dealer or investment banker's expertise in dealing with investments that may be restrictive or illiquid in nature; the type and size of the transaction involved; the value of any research services provided; and commission rates, among other factors the Firm deems relevant to the specific transaction.

Although Chicago Pacific generally seeks competitive commission rates, it will not necessarily pay the lowest commission or commission equivalent, especially in private securities transactions that rely heavily on the specialty services or experience of a broker-dealer or investment banker that operate outside of a competitive bidding environment. Transactions that involve such specialized services on the part of the broker-dealer or investment banker can thereby entail higher commissions or their equivalents than would be the case with other transactions requiring more routine services.

- 1. Research and Other Soft Dollar Benefits.** If you receive research or other products or services other than execution from a broker-dealer or a third party in connection with client securities transactions ("soft dollar benefits"), disclose your practices and discuss the conflicts of interest they create.

Chicago Pacific does not receive research or other soft dollar benefits in connection with securities transactions for the Funds.

- 2. Brokerage for Client Referrals.** If you consider, in selecting or recommending broker-dealers, whether you or a related person receives client referrals from a broker-dealer or third party, disclose this practice and discuss the conflicts of interest it creates.

Chicago Pacific does not receive client referrals in connection with selecting or recommending broker-dealers for the Funds.

- 3. Directed Brokerage.**

Chicago Pacific does not engage in directed brokerage arrangements.

B. Discuss whether and under what conditions you aggregate the purchase or sale of securities for various client accounts. If you do not aggregate orders when you have the opportunity to do so, explain your practice and describe the costs to clients of not aggregating.

In the event Chicago Pacific were to aggregate the purchase or sale of securities for Fund accounts, it would do so on a pro rata basis.

Item 13 – Review of Accounts

A. Indicate whether you periodically review client accounts or financial plans. If you do, describe the frequency and nature of the review, and the titles of the supervised persons who conduct the review.

The investment portfolios of each Fund are generally private, illiquid and long-term in nature. Accordingly, the investment review process is not directed toward a short-term decision to dispose of securities. Decisions as to when to purchase or sell a portfolio company are made by the relevant investment committee. Chicago Pacific closely monitors the portfolio companies in which its Funds invest and maintains an ongoing oversight position in such portfolio companies. Portfolio reviews occur at least weekly by a team of investment professionals comprised of principals and other investment professionals of Chicago Pacific and encompass reviews of margins, profitability, material business developments, competitive landscape and management, among other factors. Chicago Pacific holds board seats for most of the investments it makes. Moreover, partners of Chicago Pacific monitor portfolio company performance through regular management meetings, as well as detailed reviews of specific portfolio companies that occur as needed. Additionally, the Firm's Chief Compliance Officer periodically checks to confirm that each Fund is maintained in accordance with its stated objectives.

B. If you review client accounts on other than a periodic basis, describe the factors that trigger a review.

The Firm principals and/or the Chief Compliance Officer would perform additional reviews in the event that a portfolio company needs subsequent financing, in the event of a potential acquisition or liquidity event or if there were a serious performance issue at a portfolio company.

C. Describe the content and indicate the frequency of regular reports you provide to clients regarding their accounts. State whether these reports are written.

Chicago Pacific provides to investors on behalf of the Funds the following written reports: (i) annual audited financial statements prepared in accordance with United States generally accepted accounting principles ("GAAP"), as promulgated by the Financial Accounting Standards Board ("FASB"), accompanied by a report of the independent certified public accountant, within 120 days of fiscal year end; (ii) unaudited financial statements for the first three quarters of each fiscal year; (iii) annual tax information necessary for each investor's U.S. tax returns; and (iv) descriptive investment information for each portfolio company periodically. All reports are sent to investors electronically through an investor portal. The Firm also has contact with investors (*e.g.*, personal visits, telephone, email) throughout the year as conditions warrant.

In the course of conducting due diligence or otherwise, investors periodically request information pertaining to Chicago Pacific's investments. Chicago Pacific responds to these requests, and in answering such requests, provides information that is not generally made available to other investors

who have not requested such information. Additionally, as it pertains to existing investors, upon request or pursuant to contractual obligations, certain investors receive additional information and reporting that other investors do not receive. The fact that Chicago Pacific provides such information upon request to one or more investors does not obligate Chicago Pacific to affirmatively provide such information to all investors. As a result, certain investors will have more information about a Fund than other investors, and Chicago Pacific has no duty to, and does not intend to, ensure all investors seek, obtain or possess the same information regarding a Fund and its investments and/or portfolio companies.

Item 14 – Client Referrals and Other Compensation

A. If someone who is not a client provides an economic benefit to you for providing investment advice or other advisory services to your clients, generally describe the arrangement, explain the conflicts of interest, and describe how you address the conflicts of interest. For purposes of this Item, economic benefits include any sales awards or other prizes.

As mentioned in Item 5 above, Chicago Pacific is permitted to receive Transaction Fees, monitoring fees and reimbursements from the portfolio companies held by the Funds. These fees are paid pursuant to separate agreements entered into with the portfolio companies to provide certain consulting services that Chicago Pacific believes will ultimately enhance the value of the companies and benefit the Funds and their investors. As mentioned above, to date Chicago Pacific has not taken Transaction Fees.

These types of fee arrangements present potential conflicts of interest and provide Chicago Pacific with an incentive to recommend investments based on compensation received rather than the best interests of a Fund. To help mitigate this potential conflict of interest, an allocable portion of such benefits received by Chicago Pacific or its employees (but not Operations Group members) in connection with services rendered to portfolio companies or transactions of the Fund are offset against Management Fees payable by the Fund, as described further above in Item 5 and as detailed in each Fund's Governing Documents. As some Funds do not pay Management Fees, any such reduction will not benefit such Funds.

B. If you or a related person directly or indirectly compensates any person who is not your supervised person for client referrals, describe the arrangement and the compensation.

As of the date hereof, Chicago Pacific does not directly or indirectly compensate any person who is not a supervised person for client referrals and does not use placement agents to assist in its fundraising efforts. In connection with the fundraise for Fund I, Chicago Pacific engaged a placement agent to serve as an agent for Fund units. Such placement agent continues to receive fees from Chicago Pacific (not from Fund I or the Fund I investors) for commission tails on investors introduced to Fund I who have subscribed as investors in Fund II. No placement agent was engaged

for Fund II.

Item 15 – Custody

If you have custody of client funds or securities and a qualified custodian sends quarterly, or more frequent, account statements directly to your clients, explain that clients will receive account statements from the broker-dealer, bank or other qualified custodian and that clients should carefully review those statements. If your clients also receive account statements from you, your explanation must include a statement urging clients to compare the account statements they receive from the qualified custodian with those they receive from you.

Chicago Pacific is deemed to have custody over the Funds' assets because of its affiliation with each Fund's General Partner and the General Partners' ability to deduct fees from Fund accounts. In order to comply with the Advisers Act Rule 206(4)-2 (the "Custody Rule"), the Firm has elected to undergo an annual GAAP financial statement audit by an independent public accountant registered with and subject to examination by the Public Company Accounting Oversight Board ("PCAOB") for each of the Funds over which it is deemed to have custody, copies of which are (or will be, for newly closed Funds) delivered to the Funds and their respective investors within 120 days of the fiscal year end. In addition, upon the final liquidation of a Fund, Chicago Pacific will obtain a final audit and distribute audited financial statements prepared in accordance with GAAP with respect to such Fund to all underlying investors promptly upon completion of the audit. Investors in the Funds are encouraged to carefully review such financial statements.

Chicago Pacific does not accept physical custody of Fund assets (other than certain privately offered securities to the extent permitted by the Advisers Act). Called capital is directly sent or wired to the respective Fund's custodial account. Chicago Pacific receives monthly statements from all of its custodians on behalf of the Funds. For more information about Chicago Pacific's qualified custodians, please see Form ADV Part 1, Schedule D, Section 7.B.(1).

Item 16 – Investment Discretion

If you accept discretionary authority to manage securities accounts on behalf of clients, disclose this fact and describe any limitations clients may (or customarily do) place on this authority. Describe the procedures you follow before you assume this authority (e.g., execution of a power of attorney).

Chicago Pacific is retained on a fully discretionary basis and is authorized to determine and direct the execution of portfolio transactions pursuant to the terms of each Fund's Governing Documents. Investment advice is provided directly to the Funds, subject to the discretion and control of the relevant General Partner, and not to investors individually. To become an investor in a Fund, an investor must execute, among other documents, a subscription agreement and a limited partnership agreement (or similar agreement) with such Fund. Such documents generally contain a power of attorney that grants Chicago Pacific or the applicable Fund's General Partner certain powers related

to the orderly administration of the affairs of the Funds. Once an investor executes these documents, with limited exceptions discussed elsewhere in this Brochure, Chicago Pacific is not required to contact an investor prior to transacting business in a Fund.

Generally, Chicago Pacific's only restrictions with respect to managing a Fund, such as, but not limited to, the type of securities in which a Fund may invest, will be contained in the relevant Fund's Governing Documents. However, an investor can seek to impose limitations on Chicago Pacific's authority through a side letter agreement, and the Firm and/or the relevant General Partner can choose to accept reasonable limitations or restrictions at its discretion. All limitations and restrictions placed upon Chicago Pacific's investment authority with respect to an investor's investment must be presented to Chicago Pacific and the relevant Fund's General Partner in writing and agreed to by all applicable parties. Other investors meeting certain commitment thresholds are typically provided with notification provisions regarding such side letter agreements and may be given the opportunity to enact similar investment restrictions with regard to their investment via the most favored nations process, but are not provided with consent rights over such agreements. To date, investors have not limited Chicago Pacific's or a Fund's discretionary authority to provide investment advice.

Item 17 – Voting Client Securities

A. If you have, or will accept, authority to vote client securities, briefly describe your voting policies and procedures, including those adopted pursuant to SEC Rule 206(4)-6. Describe whether (and, if so, how) your clients can direct your vote in a particular solicitation. Describe how you address conflicts of interest between you and your clients with respect to voting their securities. Describe how clients may obtain information from you about how you voted their securities. Explain to clients that they may obtain a copy of your proxy voting policies and procedures upon request.

By virtue of the Governing Documents, Chicago Pacific has the authority to vote proxy statements on behalf of the Funds. The majority of "proxies" received by the Firm are written shareholder consents or similar instruments for private companies owned by the Funds. As such, Chicago Pacific has adopted proxy voting policies and procedures pursuant to Advisers Act Rule 206(4)-6. Chicago Pacific's proxy voting policy seeks to ensure that the Firm vote proxies in the best interest of the Funds, including where there are material conflicts of interest in voting proxies. Chicago Pacific generally believes its interests are aligned with those of its Funds' investors through the principals' beneficial ownership interests in the Funds. In the event that there is a conflict of interest in voting proxies, Chicago Pacific's proxy voting policy provides that the Firm can address the conflict using several alternatives, including by seeking the approval or concurrence of an advisory board on the proposed proxy vote, or through other alternatives as set forth in Chicago Pacific's proxy voting policy. Investors in the Funds cannot direct how Chicago Pacific votes proxies or shareholder consents, nor is Chicago Pacific required to seek investor approval or direction when voting proxies or when giving consent on any matter requiring the consent of shareholders.

Firm principals and affiliated or unaffiliated third parties appointed by Chicago Pacific often sit on the boards of portfolio companies to which Chicago Pacific provides operational, management and consulting services and, as such, exercise authority with respect to various issues faced by the portfolio companies. Chicago Pacific does not consider service on portfolio company boards by the aforementioned persons or their receipt of nominal board fees, if any, to create a material conflict of interest in voting proxies with respect to such companies.

For more information about regarding Chicago Pacific's proxy policy or information regarding how Chicago Pacific voted proxies, if any, please contact Mike Wilson, Chicago Pacific's Chief Compliance Officer, at (312) 273-4769.

B. If you do not have authority to vote client securities, disclose this fact. Explain whether clients will receive their proxies or other solicitations directly from their custodian or a transfer agent or from you, and discuss whether (and, if so, how) clients can contact you with questions about a particular solicitation.

This Item is not applicable to Chicago Pacific.

Item 18 – Financial Information

A. If you require or solicit prepayment of more than \$1,200 in fees per client, six months or more in advance, include a balance sheet for your most recent fiscal year.

Chicago Pacific does not require or solicit prepayment of more than \$1,200 in fees per Fund six months or more in advance.

B. If you have discretionary authority or custody of client funds or securities, or you require or solicit prepayment of more than \$1,200 in fees per client, six months or more in advance, disclose any financial condition that is reasonably likely to impair your ability to meet contractual commitments to clients.

Chicago Pacific has no financial condition that impairs its ability to meet contractual and fiduciary commitments to investors.

C. If you have been the subject of a bankruptcy petition at any time during the past ten years, disclose this fact, the date the petition was first brought, and the current status.

Chicago Pacific has not been the subject of a bankruptcy petition.