

**Part 2A Brochure of Form ADV**

**Wingspan Capital LLC**

**Item 1 - Cover Page**

March 27, 2023

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This Brochure provides information about the qualifications and business practices of Wingspan Capital LLC. If you have any questions about the contents of this brochure, please contact us at 917-722-3883. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority.

Wingspan Capital LLC (“Wingspan” or “the Adviser”) is a registered investment adviser. Registration of an investment adviser does not imply any level of skill or training. The oral and written communications of an investment adviser provide you with information about which you determine to hire or retain an investment adviser.

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

## **Item 2 - Material Changes**

In this item, Wingspan is required to discuss any material changes that have been made to the brochure since the last annual amendment. No such material changes have occurred.

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#### **Item 4 - Advisory Business**

- A. The Adviser is an investment advisory firm located in New York that specializes in providing investors with a diversified “fund of funds” pool of uncorrelated private niche investment fund interests. The Adviser provides investment advisory services on both a discretionary and non-discretionary basis to both private funds (each, a “Fund”) and separately managed accounts to high-net-worth individuals (each, a “Separate Account”) (together, the “Clients”). The Adviser’s Funds are structured as limited partnership vehicles in which investors are limited partners and an affiliate of the Adviser serves as the general partner. In some instances, the Adviser may establish Separate Accounts pursuant to investment management agreements directly with the underlying investors. The Adviser does not have investment discretion over the Separate Accounts.

The Adviser was formed in 2019 by Andrew Eberhart, the “Principal”.

- B. Investment advisory services include working with the Client to establish an investment objective and selecting portfolio investments utilizing the Adviser’s overall investment strategy, which focuses on private niche investments. Each Client portfolio is managed pursuant to an investment management agreement with the Client, any investment guidelines attached thereto, the Client’s investment policy, and any applicable regulations.
- C. While each of its Clients will follow the general strategy stated above, the Adviser may tailor the specific advisory services with respect to each Client based on the particular investment objectives and strategies described in the applicable Client’s (i) confidential offering memorandum and (ii) governing documents (referred to collectively as “Offering Documents”).
- D. The Adviser does not participate in wrap fee programs.
- E. As of December 31, 2022, the Adviser managed approximately \$75,916,685 in discretionary assets and \$14,242,652 in non-discretionary assets.

## **Item 5 - Fees and Compensation**

### **Fees**

Below is a discussion of how the Adviser is compensated in connection with providing advisory services to its Clients. The Adviser may enter into different fee arrangements on a Client by Client basis.

*Management Fees.* For its services to each Fund, the Adviser is entitled to a management fee (the “Management Fee”) based on a percentage of assets under management either quarterly or annually. The Management Fee will be negotiated with each Fund, but generally ranges from 0.25% to 2%. The Management Fee is typically calculated on a quarterly basis and paid each calendar quarter in advance. The Management Fee is generally deducted directly from the Fund’s account, but may be billed directly in the form of a capital call.

*Performance Fees.* In some instances, the Adviser, through the respective Fund’s general partner, may be entitled to an annual performance fee equal to a percentage of the total net profits of such Fund, subject to a 5% hurdle rate (the “Performance Fee”). The Performance Fee is generally deducted directly from the Fund’s account and may be waived or modified by the Adviser at its sole discretion.

*Advisory Fees.* For its service related to each Separate Account, the Adviser is entitled to an advisory fee calculated as a percentage of all allocations of such Separate Account to underlying funds of the Adviser (the “Advisory Fee”). The Advisory Fee is payable quarterly in arrears and is billed directly to the Separate Account client.

As stated above, fees are generally payable quarterly, with the exception of the Performance Fee which is paid annually. The Adviser will refund any pre-paid Management Fees by a Client if the advisory contract with such Client is terminated before the end of the billing period. Management Fee refunds are calculated on a pro-rata basis for partial periods.

Lower fees for comparable services may be available from other sources. Please see the relevant Offering Documents and investment management agreements for the respective Clients for detailed information regarding the fees that may be paid to the Adviser and its affiliates.

### **Expenses**

Clients may be subject to other third party fees and/or expenses, which may vary based on the amount of assets managed and the types of investments in the Client’s account. These fees may include certain custodial fees and transaction fees.

Other expenses that may be owed by the Client include: (i) all investment-related costs and expenses (i.e., expenses that, in the Adviser’s sole discretion, are related to the investment of the Client’s assets, whether or not such investments are consummated), expenses relating to consultants, attorneys, brokers or other professionals or advisors who provide research, advice or due diligence services with regard to investments; (ii) the Client’s legal, accounting, tax preparation and other tax-related expenses (including preparation and mailing costs of financial statements, tax returns and other reports to investors), auditing, consulting and other professional expenses; (iii) third-party administration, middle and back-office costs, fees and expenses (including any costs, fees and expenses related to investor communications, relations, reporting or other investor

materials, tax preparation and related reporting, performance information, data extraction and other types of reporting and any audit or accounting services provided by a third-party administrator); and (iv) compliance and reporting expenses and expenses attributable to regulatory filings that are made with respect to the Client (including Form D, Form PF, FATCA, anti-money laundering compliance, state security filings, general regulatory compliance and non-U.S. position reporting filings, if applicable, and non-U.S. filings, if any).

The Adviser does not maintain any trading accounts and does not use “soft” dollars. Please refer to Item 12, Brokerage Practices, for more information.

**Other Compensation**

Other than as described above, neither the Adviser nor any of its supervised persons receive any compensation from the sale of securities or other investment products.

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

### **Performance Fees.**

As stated in Item 5 above, the Adviser and/or its affiliates are entitled to receive performance-based compensation in connection with its advisory services (i.e. a performance allocation). In the case of certain Funds, the owners of the Adviser have an interest in such Fund's general partner, which receives the performance allocation. Such performance allocation is subject to Section 205(a)(1) of the Investment Advisers Act of 1940, as amended (the "Advisers Act"), in accordance with the available exemptions thereunder, including the exemption set forth in Rule 205-3.

Performance-based fees, in general, may create an incentive for an adviser or its supervised persons to make investments that are riskier and more speculative than would be the case in the absence of a performance-based fee. Such fee arrangements may also create an incentive to favor higher fee paying clients over other clients in the allocation of investment opportunities. The Adviser addresses these conflicts of interest by implementing policies and procedures to ensure that all Clients receive equitable and fair treatment over time with respect to the allocation of investment opportunities.

### **Side-By-Side Management.**

As stated in Item 5, the Adviser manages multiple Clients with similar investment strategies on a side-by side basis. As a result, the Adviser may have conflicts of interest in: (i) allocating its time and activity among the multiple Clients; (ii) allocating investments among the multiple Clients; and (iii) effecting transactions among the multiple Clients, including ones in which the Adviser may have a greater financial interest. These conflicts of interest may create an incentive for the Adviser to favor a Client in which the Adviser has a greater financial interest with respect to allocation of time and activity, limited investment opportunities, or investments that the Adviser regards as more attractive or better performing investments.

To address these conflicts of interest, the Adviser has implemented policies and procedures to ensure that all Clients receive equitable and fair treatment over time with respect to the allocation of investment opportunities. These policies and procedures require the Adviser to at all times allocate investments among the Clients in a manner which it believes to be fair and equitable and prohibit the Adviser from basing an allocation decision on any of the following, or similar, reasons: (i) to generate higher fees paid by one Client over another, or to produce greater fees to the Adviser or any of its affiliates; (ii) to develop a relationship with an existing or potential investor in a Client; (iii) to compensate an investor in a Client for past services or benefits rendered to the Adviser or any employee of the Adviser; or (iv) to induce future services or benefits to be rendered to the Adviser or any employee of the Adviser.

## **Item 7 - Types of Clients**

Wingspan provides investment advice and management to private funds and other separately managed accounts for high-net-worth individuals.

Wingspan intends to restrict the number of investors in its Funds and will offer interests only through non-public transactions in order to maintain their exclusion from “investment company” status under the Investment Company Act of 1940, as amended (the “Investment Company Act”). Prospective investors in the Funds must meet eligibility criteria and are subject to certain withdrawal requirements and limitations. Prospective investors are encouraged to thoroughly review a Fund’s offering documents, which set forth all of the terms in detail. Though the Clients generally pursue the same strategy, offering terms may differ. Terms for Separate Accounts are generally similar to the Funds, but can be negotiated on a case by case basis and may differ from those of the Funds.

Acceptance of fund and separate account relationships is determined on a case-by-case basis. Clients may have minimum investment amounts for investors set forth in the governing documents; however, the Adviser may waive the applicable minimum threshold at its sole discretion.

### **The Funds.**

Each investor in a Fund generally must be an “accredited investor” (as defined in Regulation D under the Securities Act of 1933) and must meet other criteria as specified in the offering documents. There is no minimum initial investment requirement.

### **Separate Accounts.**

Generally, similar terms will apply to Separate Accounts, though such Separate Account Clients may negotiate terms that differ or are more favorable than those for the Funds.



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

### **A. Introduction**

The Adviser's primary investment objective is to pursue investment opportunities that possess potential for significant upside. The Adviser seeks to do this through leveraging its Principals' proprietary network and extensive industry knowledge to identify and source opportunities for its Clients to make investments in private equity investments in a wide range of private niche investments.

#### **Private Equity Investments**

The Adviser identifies, researches, and invests through a fund of funds structure in a wide range of niche investments in basic industries that provide essential goods and services and that are often backed by hard assets. Each investment is sub-advised by an investment manager that we believe has extensive experience in the relevant industry. The Adviser seeks to employ its extensive network of relationships which provides access to an attractive and diverse deal flow.

The Adviser also seeks to leverage the transactional experience and industry knowledge of its Principals to identify and mitigate risk factors with respect to Client portfolio investments by (i) structuring investments to develop flexible deal terms and quickly evaluate transactions and opportunities; (ii) leverage industry networks and knowledge to continually assess portfolio investments; and (iii) time exits to maximize investments by analyzing each company's development risk and overall market conditions.

The Adviser intends to implement a process of disciplined and consistent due diligence through a rigorous investment process to select the best risk-adjusted opportunities.

- B. The Adviser's investment strategy focuses on private equity transactions which involve a high degree of business and financial risk that can result in substantial losses and is suitable only for investors prepared to bear such risk. The risk factors below are not intended to be exhaustive.

#### **Risks Associated with Fund of Funds Structure**

*Fund of Funds General Risks.* The Adviser invests in other private funds ("Underlying Funds") managed by other investment managers ("Underlying Managers"). This approach subjects the investments to risks and expenses of the Underlying Funds. Such risk encompasses the possibility of loss due to the Underlying Funds' fraud, intentional or inadvertent deviations from a predefined investment strategy, or simply poor judgment. The returns of the Underlying Funds are impacted by the ability of the Underlying Funds and their general partners or investment managers, in their capacity as the investment manager to the Underlying Funds, to successfully apply their investment techniques to generate profits for the Underlying Funds. The volatility of the Underlying Funds will depend on the nature of their exposure to investments and on each general partner or investment manager, in their capacity as the investment manager to the Underlying Funds, ability to reduce risk by trading and hedging techniques. There can be no assurance that the Underlying Funds will achieve their objectives or avoid substantial losses. During the lifetime of the Fund, there could be material changes in the Underlying Funds. The effect of such changes of the Underlying Funds cannot be predicted but could be material and adverse. Under certain circumstances, the Fund may not be able to exit an underlying investment or alter its portfolio allocation in response to any such changes, which may result in substantial losses from investing in the Underlying Funds. All of these

risks could cause the value of the Underlying Funds held by the Fund to decline, including to zero.

*Additional Fees.* The fund of funds structure exposes investors to multiple layers of expenses and fees. Fund investors will incur management, performance, advisory, sponsorship or other fees and expenses due to the Fund's investing in or allocating assets to Underlying Funds. Further, the Underlying Funds investments will subject the Client to normal operating fees and expenses, including exchange commissions or other fees and costs associated with their investments. The fees and expenses of the Underlying Funds are in addition to those incurred by investors through an investment in the Fund itself. Such layers of fees could be substantial and have a material adverse effect on performance of an investment in the Fund.

*Access to Information from Portfolio Managers.* The Adviser selects Underlying Managers based upon numerous factors. The Adviser will request detailed information from each Underlying Manager regarding the Underlying Manager's historical performance and investment strategy. However, the Adviser may not always be provided with such information because certain of this information may be considered proprietary information by the particular Underlying Manager. This lack of access to information may make it more difficult for the Adviser to select, allocate among and evaluate Underlying Managers.

*Activities of Underlying Managers.* Although the Adviser seeks to select only Underlying Managers who will invest the Client's assets with the highest level of integrity, the Adviser has no control over the day-to-day operations of any of its selected Underlying Managers. As a result, there can be no assurance that every Underlying Manager engaged by the Client will invest on the basis expected by the Adviser.

*"Fund of Funds" Structure.* Under certain circumstances, the Client's "fund of funds" structure may be disadvantageous to investors as compared with maintaining investments directly. The Client's operating expenses will be in addition to the Client's pro rata share of the investment and other expenses of the Underlying Manager indirectly borne by the Client. Accordingly, the expenses of the Client may be a higher percentage of net assets than in other investment entities.

*Dependence on Portfolio Managers.* The Client is highly dependent upon the expertise and abilities of the Underlying Managers who have investment discretion over the Client's assets and, therefore, the death, incapacity or retirement of any key personnel of the Underlying Manager may adversely affect investment results. The Client also can be negatively affected by adverse price movements of significant positions held by one or more of the Underlying Managers in which the Client invests.

### **Other General Risks**

*Side-By-Side Management.* The Adviser manages multiple Clients with similar investment strategies on a side-by side basis. Conflicts of interest may arise in the allocation of investment opportunities among such accounts. The Adviser will seek to allocate investment opportunities among clients in a manner the Adviser believes to be fair and equitable over time under the circumstances based upon various factors, including, but not limited to, the investment objectives, guidelines and restrictions, risk profiles, financial condition, available capital to invest and tax status of such clients. There can, however, be no assurance that a particular investment opportunity that comes to Adviser's attention will be allocated in any particular manner.

*Business Risks.* A Client's investment portfolio may consist primarily of securities issued by privately held companies, and operating results in a specified period will be difficult to predict. Such investments involve a high degree of business and financial risk that can result in substantial losses.

*Future and Past Performance.* The performance of the Principals' prior investments is not necessarily indicative of a Fund's future results. While the General Partner intends for the Funds to make investments that have estimated returns commensurate with the risks undertaken, there can be no assurances that any targeted internal rate of return will be achieved. On any given investment, loss of principal is possible.

*Concentration of Investments.* A Fund will participate in a limited number of investments and may seek to make several investments in one industry or one industry segment or within a short period of time. As a result, a Client's investment portfolio could become highly concentrated, and the performance of a few holdings or of a particular industry may substantially affect its aggregate return. Furthermore, to the extent that the capital raised is less than the targeted amount, a Fund may invest in fewer portfolio companies and thus be less diversified.

*General Economic and Other Conditions.* The Adviser's business may be adversely affected from time to time by such matters as: (i) changes in general economic, industrial, political, and international conditions; (ii) national or global pandemics or acts of war, terrorism, or international boycott; (iii) changes in taxes and prices of raw materials and components; and (iv) other factors of a general nature that are beyond the control of the Adviser. The Adviser may be materially and adversely affected by the unavailability of credit due to disruption in the credit markets.

*Lack of Sufficient Investment Opportunities.* The business of identifying, structuring and completing private equity transactions is highly competitive and involves a high degree of uncertainty. It is possible that a Client will never be fully invested if enough sufficiently attractive investments are not identified. However, limited partners will be required to bear Management Fees through a Fund during the investment period based on the entire amount of the limited partners' Commitments and other expenses as set forth in the relevant Partnership Agreement.

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

*Limited Transferability of Fund Interests.* There will be no public market for Fund interests, and none is expected to develop. There are substantial restrictions upon the transferability of Fund interests under the relevant Partnership Agreement and applicable securities laws. In general, withdrawals of Fund interests are not permitted. In addition, Fund interests are not redeemable.

*Restricted Nature of Investment Positions.* Generally, there will be no readily available market for Fund investments, and hence, most of a Fund's investments will be difficult to value. Certain investments may be distributed in kind to the partners and it may be difficult to liquidate the securities received at a price or within a time period that is determined to be ideal by such

partners. After a distribution of securities is made to the partners, many partners may decide to liquidate such securities within a short period of time, which could have an adverse impact on the price of such securities. The price at which such securities may be sold by such partners may be lower than the value of such securities determined pursuant to the relevant Partnership Agreement.

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

*Enhanced Scrutiny and Certain Effects of Potential Regulatory Changes.* There continue to be discussions regarding enhanced governmental scrutiny and/or increased regulation of the private equity industry. There can be no assurance that any such scrutiny or regulation will not have an adverse impact on a Fund's activities, including the ability of a Client to effectively and timely address such regulations, implement operating improvements or otherwise execute its investment strategy or achieve its investment objectives.

The combination of such scrutiny of private equity firms (along with other alternative asset managers) and their investments by various politicians, regulators and market commentators, and the public perception that certain alternative asset managers, including private equity firms, contributed to the recent downturn in the U.S. and global financial markets, may complicate or prevent a Fund's efforts to structure, consummate and/or exit investments, both in general and relative to competing bidders outside of the alternative asset space. As a result, a Fund may invest in fewer transactions or incur greater expenses or delays in completing or exiting investments than it otherwise would have.

Additionally, Congress has considered proposed legislation that would treat certain income allocations to service providers by partnerships such as a Fund (including any carried interest) as ordinary income for U.S. federal income tax purposes that under current law is treated as an allocation of the partnership's income, which may be taxed at lower rates than ordinary income. Enactment of any such legislation, whether during or after the initial closing of a Fund, could adversely affect the ability of the Principals, employees or other individuals associated with such Fund or Align Capital Partners who were or may in the future be granted direct or indirect interests in the General Partner, to benefit from carried interest taxed at lower rates. This may reduce such persons' after-tax returns from a Fund and the General Partner, which could make it more difficult for the Advisor to incentivize, attract and retain individuals to perform services for such Fund. These same issues may also apply to officers, directors and employees of a Fund's portfolio companies if such persons receive a profits interest in such companies.

*Need for Follow On Investments.* Following its initial investment in a given investment opportunity, a Fund may decide to provide additional funds or may have the opportunity to increase its investment in a successful 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. Any decision by a Fund not to make follow on investments or its inability to make such investments may have a substantial negative effect 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, such failure to make such investments may result in a lost opportunity for a Fund to increase its participation in a successful portfolio company or the dilution of a Fund's ownership in a portfolio company if a third party invests in such portfolio company.

*Dilution.* Limited partners admitted or that increase their respective commitments to a Fund at subsequent closings generally will participate in then-existing investments of a Fund, thereby diluting the interest of existing limited partners in such investments. Although any such new limited partner will be required to contribute its pro rata share of previously made capital contributions, there can be no assurance that this contribution will reflect the fair value of a Fund's existing investments at the time of such contributions.

*General Partner's Carried Interest.* In the event the General Partner, the fact that the General Partner's carried interest is based on a percentage of net profits may create an incentive for the Adviser to cause a Client to make riskier or more speculative investments or to hold an investment longer than otherwise would be the case.

*Non-controlling Investments.* Although not part of the Funds' anticipated strategy, a Fund may hold meaningful minority stakes in privately held companies and in some cases may have limited minority protection rights. In addition, during the process of exiting investments, a Fund at times may 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 that a Fund may hold will have neither the control characteristics of majority stakes nor the valuation premiums accorded majority or controlling stakes. Where a Fund holds a minority stake, it may be more difficult for a Fund to liquidate its interests than it would be had such Fund owned a controlling interest in such company. Even if a Fund has contractual rights to seek liquidity of a Fund's minority interests in such companies, it may be very difficult to sell such interests or seek a sale of such company upon terms acceptable to a Fund, especially in cases where the interests of the other investors in such company have different business and investment objectives and goals.

*Director Liability.* A Fund may seek to obtain the right to appoint one or more representatives to the board of directors (or similar governing body) of the companies in which it invests. Serving on the board of directors (or similar governing body) of a portfolio company exposes a Fund's representatives, and ultimately a Fund, to potential liability. Not all portfolio companies may obtain insurance with respect to such liability, and the insurance that portfolio companies do obtain may be insufficient to adequately protect officers and directors from such liability. In addition, involvement in litigation can be time consuming for such persons and can divert the attention of such persons from a Fund's investment activities.

*Advisory Board Appointments.* Certain of the Adviser's personnel serve on the Advisory Boards of select underlying investments in exchange for fixed-fee compensation. Duties of the Advisory Board include periodic calls, attendance at meetings, and other general consulting services. While such representation may enable the firm to enhance its investment, it also creates a conflict of interest, as the individual owes both a fiduciary duty to its Clients while also owing duties to the Advisory Board.

*Limitation of Recourse and Indemnification.* A Fund's Partnership Agreement will limit the circumstances under which the General Partner and its affiliates will be held liable to a Fund. As a result, limited partners may have a more limited right of action in certain cases than they would have in the absence of such provision. In addition, the relevant Partnership Agreement will provide that a Fund will indemnify the General Partner and its affiliates for certain claims, losses, damages and expenses arising out of their activities on behalf of a Fund. Such indemnification obligations could materially impact the returns to limited partners.

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

*Market Conditions.* The capital markets have experienced great volatility and financial turmoil. Moreover, governmental measures undertaken in response to such turmoil (whether regulatory or financial in nature) may have a negative effect on market conditions. General fluctuations in the market prices of securities and economic conditions generally may reduce the availability of attractive investment opportunities for a Fund and may affect a Fund's 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) may also increase the risks inherent in a Fund's investments and could have a negative impact on the performance and/or valuation of the portfolio companies. A Fund's performance can be affected by deterioration in the capital markets and by market events, such as the onset of 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 may adversely affect the value of investments in portfolio companies and a Fund's performance. Volatility and illiquidity in the financial sector may have an adverse effect on the ability of a Fund to sell and/or partially dispose of its portfolio company investments. The impact of market and other economic events may also affect a Fund's ability to raise funding to support its investment objective.

C. See Section 8.B. above.

**Item 9 - Disciplinary Information**

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of the adviser or the integrity of adviser's management.

There are no legal or disciplinary events that are material to an evaluation of the Adviser's advisory services or the integrity of management.

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

- A. The Adviser is not registered, and does not have an application pending to register, as a broker-dealer or registered representative of a broker-dealer. Currently, no employees of the Adviser are registered representatives of a broker-dealer.
- B. Neither the Adviser nor any of its management persons are registered, or have an application pending to register, as a futures commission merchant, commodity pool operator, commodity trading advisor, or an associated person of the foregoing entities.
- C. Certain of the Adviser's personnel may serve on the Advisory Boards of select underlying investments in exchange for fixed-fee compensation. Duties of the Advisory Board include periodic calls, attendance at meetings, and other general consulting services. While such representation may enable the firm to enhance its investment, it also creates a conflict of interest, as the individual owes both a fiduciary duty to its Clients while also owing duties to the Advisory Board. In these cases, the Firm may take steps, such as establishing information barriers or placing the security in question on a restricted list, which may limit or preclude the purchase or sale of such securities for Clients and Firm employees.
- D. The Adviser does not currently recommend or select other investment advisers for its Clients. In the event this becomes applicable, the Firm will update this section.



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

- A. The Adviser has adopted a written Code of Ethics (the “Code”) designed to address and avoid potential conflicts of interest as required under Rule 204A-1 under the Advisers Act. The Code sets forth a standard of business conduct and compliance with federal securities laws by all of the Adviser's employees. The Code contains policies and procedures that ensure that all personal securities trading by employees of the Adviser is conducted in such a manner as to avoid actual or potential conflicts of interest or any abuse of an individual's position of trust and responsibility. The Adviser requires pre-clearance of purchases in IPOs or private placements; requires periodic reporting of employees' personal securities transactions and holdings; and requires prompt internal reporting of Code violations.

As part of its Code, the Adviser has established procedures to prevent the abuse of material, non-public information, which includes procedures for, among other things, the use and maintenance of restricted trading lists. Because the structure of the Adviser would make information barriers impractical, the firm has not imposed information barriers to restrict the internal flow of possible material, non-public information. Thus, all professionals are deemed to be in receipt of material, non-public information, in all instances where any professional of the Adviser has received material, non- public information, and, therefore, may not trade on the basis of that information.

The Adviser will provide a copy of the Code to any investor or prospective investor upon request.

- B. The Adviser's affiliates may serve as the General Partners of Private Funds that the Adviser advises, and the Adviser, its affiliate, or its Principals may invest in such Private Funds pursuant to their General Partner commitments or personal investments. Such investments are designed to align the interests of the Adviser's personnel with those of its clients. These arrangements do, however, also present potential conflicts of interest. For example, the Adviser or its Principals may have an incentive to recommend the acquisition or disposition of assets based on their personal interests rather than the best interests of the applicable Private Fund. The Adviser has implemented policies and procedures, including the Code, that are reasonably designed to help mitigate these potential conflicts and ensure that the Adviser's personnel act in the best interests of the Adviser's clients at all times.
- C. See Item 13.B. above.
- D. The Adviser does not recommend investments to Clients, or make investments for Clients, at or about the same time that the Adviser or its related persons buys or sells the same investments for their own account. As a best practice, as indicated in Item 13.B. above, the Adviser has implemented policies and procedures, including the Code, that are reasonably designed to help mitigate any potential conflicts of interests and ensure that the Adviser's personnel act in the best interests of the Adviser's clients at all times.

**Item 12 - Brokerage Practices**

- A. The Adviser's investment strategy involves making investments for Clients in other private equity funds. As a result, the Adviser does not select or recommend broker-dealers for the purchase and sales of securities. Furthermore, the Adviser does not maintain any trading accounts and does not use "soft" dollars received from broker-dealers from the purchase and sales of securities for its Clients.
- B. Not Applicable.

**Item 13 - Review of Accounts**

- A. The Adviser maintains comprehensive review procedures for the ongoing monitoring of the portfolio investments of its Clients. In connection therewith, the Adviser conducts periodic reviews of all portfolio company investments held in each Client portfolio. All firm investment and operational staff participate in the ongoing monitoring of Client portfolios, although responsibilities vary by individual.
- B. See Item 13.A. above.
- C. The Adviser provides audited financial statements and written periodic reports to all of its Clients at a frequency determined by each Client, but at least annually. Reports typically disclose holdings, transactions, and other related information regarding Client portfolios.

**Item 14 - Client Referrals and Other Compensation**

- A. The Adviser does not receive any economic benefit, including sales awards or prizes, from any third party for providing advisory services to its Clients.
- B. The Adviser does not compensate any third party for providing Client referrals.

## **Item 15 - Custody**

Rule 206(4)-2 of the Advisers Act (the “Custody Rule”) defines custody as holding client securities or assets or having any authority to obtain possession of them, including the authority to withdraw funds or securities from a client’s account or ownership of or access to client funds or securities. By this definition, the Adviser is deemed to have custody of funds and securities held by the Funds. All funds and securities of the Funds are held by qualified custodians. As noted in Item 13 above, Fund investors receive annual financial statements audited by an independent public accounting firm. Fund investors are urged to carefully review these statements. The Adviser does not have custody of the Separate Accounts.

**Item 16 - Investment Discretion**

The Adviser may contractually assume discretionary authority with each Fund under an investment management agreement with the Fund. The Adviser's authority to manage Fund accounts is in all cases subject to the specific objectives, guidelines, and limitations set forth in the applicable investment management agreement. The Adviser does not have investment discretion over the Separate Accounts.

**Item 17 - Voting Client Securities**

The Adviser's investment strategy involves private equity investments. As a result, the Adviser does not generally hold Clients' investments in public equity securities and therefore does not generally receive proxies on behalf of its Clients.

**Item 18 - Financial Information**

- A. The Adviser does not require or solicit prepayment of any fees more than 6 months in advance.
- B. The Adviser does not believe it has any financial condition that is reasonably likely to impair its ability to meet its contractual commitments to its Clients.
- C. The Adviser has not been the subject of a bankruptcy petition at any time during the past ten years.