

INVESTMENT ADVISER BROCHURE  
PART 2A OF FORM ADV



Radial Equity Partners LP  
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March 31, 2023

**This Investment Adviser Brochure (“*Brochure*”) provides information about the qualifications and business practices of Radial Equity Partners LP (the “*Management Company*”). If you have any questions about the contents of this Brochure, please contact us at (212) 551-4600. 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.**

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

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

***ITEM 2***      **MATERIAL CHANGES**

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This Brochure serves as an annual update to the previous Brochure for the Management Company, which was dated as of March 29, 2022. This Brochure reflects updated regulatory assets under management and contains certain routine updating changes, including certain enhancements to disclosures. In connection with the periodic update of this Brochure, we routinely make changes in an effort to improve and clarify the descriptions of our business practices and compliance policies and procedures or in response to evolving industry and firm practices.

This annual update of the Brochure includes certain material changes since its last filing, including to reflect a change to the Management Company's principal office and place of business.

Except as otherwise specified, all information set forth or referenced in this brochure is as of the date hereof. Subject to the requirements of the Advisers Act, and other applicable laws, Radial is under no obligation to update any such information.

We encourage all recipients to read this Brochure carefully in its entirety.

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#### **ITEM 4**      **ADVISORY BUSINESS**

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Radial Equity Partners LP (the “**Management Company**”) is a Delaware limited partnership and registered investment adviser that began operations in 2019. The Management Company (collectively with any future affiliated investment adviser to be formed by the Management Company, the “**Advisers**,” and each, an “**Adviser**”) provides investment advisory services to one or more private investment funds (collectively with any future private investment fund to which an Adviser provides investment advisory services, including employee and co-investment vehicles, the “**Funds**,” and each, a “**Fund**”). An affiliated entity formed by an Adviser serves as general partner to each Fund (collectively with any future general partner to a Fund, the “**General Partners**,” and each, a “**General Partner**”). The Advisers and the General Partners (collectively, “**Radial**”) generally operate as a single advisory business. Each of the Advisers is, or will be when formed, registered under the Advisers Act pursuant to the Management Company’s registration as an investment adviser in accordance with SEC guidance.

Radial is principally owned by Philip M. Carpenter III. Mr. Carpenter is also currently a principal owner of Irving Place Capital Management, L.P. (“**Irving Place Capital**”), a registered investment adviser that began operations in 2008 and provides investment advisory services to private investment funds (collectively, the “**IPC Funds**”). None of the IPC Funds is currently making new investments.

As of the date of this Brochure, the Funds include: Radial Equity I LP (“**Fund I**”). The General Partner of Fund I is Radial Equity I GP LP (“**Fund I GP**”). Interests in the Funds are privately offered to qualified investors in the United States and elsewhere. The Funds are private equity funds and invest through negotiated transactions in operating entities, generally referred to herein as “**portfolio companies**.” Radial’s investment advisory services to the Funds consist of identifying and evaluating investment opportunities, negotiating the terms of investments, managing and monitoring investments and achieving dispositions for such investments. Although investments are made predominantly in non-public companies, investments in public companies are permitted. From time to time, where such investments consist of portfolio companies, the senior principals or other personnel of or consultants to Radial expect to in most cases serve on such portfolio companies’ respective boards of directors or otherwise act to influence control over management of portfolio companies in which the Funds have invested.

Radial’s advisory services for the Funds are detailed in the applicable private placement memorandum or other offering document (each, a “**Memorandum**”) and/or limited partnership agreement or other operating agreement (each, a “**Limited Partnership Agreement**” and together with the Memorandum, the “**Governing Documents**”) and are further described below in “*Methods of Analysis, Investment Strategies and Risk of Loss*.” Investors in a Fund participate in the overall investment program for such Fund, but may be excused from a particular investment due to legal, regulatory or other agreed-upon circumstances pursuant to the relevant Limited Partnership Agreement. Radial has and may in the future enter into side letters or other similar agreements with certain investors that have the effect of establishing rights (including economic or other terms) under, or altering or supplementing the terms of, the relevant Limited Partnership Agreement with respect to such investors.

Additionally, from time to time, Radial provides (or agrees to provide) limited partners of the Funds as well as certain third-party investors or other persons, including Radial’s principals,

personnel and certain other persons associated with Radial (to the extent not prohibited by the applicable Limited Partnership Agreement), co-investment opportunities (including the opportunity to participate in co-invest vehicles) that will invest in certain portfolio companies alongside a Fund. Radial has sole discretion in offering such investment opportunities (through a co-invest vehicle or otherwise), and such investment opportunities typically will be offered to some and not to other Fund, third-party or other investors. Such co-investments typically involve investment and disposal of interests in the applicable portfolio company. However, from time to time, for strategic and other reasons, a co-investor (or co-invest vehicle) may purchase a portion of an investment from a Fund. Any such purchase from a Fund by a co-investor (or co-invest vehicle) generally occurs shortly after the Fund's completion of the investment to avoid any changes in valuation of the investment, and the co-investor (or co-invest vehicle) may be charged interest on the purchase to compensate the relevant Fund for the holding period, and generally will be required to reimburse the relevant Fund for related costs.

As discussed above, Radial has entered, and may in the future enter, into side letters or other similar agreements with certain investors that have the effect of establishing rights under, supplementing or altering a Limited Partnership Agreement or an investor's subscription agreement. Such rights or alterations could be regarding economic terms, fee structures, excuse rights, information rights, co-investment rights (including the provision of priority allocation rights to investors who have capital commitments in excess of certain thresholds to one or more Funds), or transfer rights. Other side letter rights are likely to confer benefits on the relevant investor at the expense of the relevant Fund or of investors as a whole, including in the event that a side letter confers additional reporting, information rights and/or transfer rights, the costs and expenses of which are expected to be borne by the relevant Fund. Generally, any rights established, or any terms altered or supplemented will govern only the investment of the specific investor and not the terms of a Fund as whole. Certain such additional rights but not all rights, terms or conditions have been and may in the future be elected by certain sizeable investors with "most favored nations" rights pursuant to a side letter. To the extent required by applicable law or otherwise agreed by a Fund or Radial, material terms of certain side letters have been and may in the future be made available to certain investors on a redacted basis without making such terms available to all investors. Investors generally will not otherwise receive disclosure of side letter agreements.

***The information provided herein about the investment advisory services provided by Radial is qualified in its entirety by reference to the Governing Documents and the Funds' subscription agreements.***

As of December 31, 2022, Radial managed client assets of approximately \$585,001,427 on a discretionary basis. Radial does not manage any client assets on a non-discretionary basis.

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## ***ITEM 5***      **FEES AND COMPENSATION**

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The Advisers receive a management fee (the "***Management Fee***") and the General Partners receive a carried interest in connection with advisory services provided to the Funds. Certain investors in the Funds may not pay a Management Fee or carried interest or may pay reduced amounts of a Management Fee or carried interest. The Advisers, General Partners or other Radial entities or affiliates receive additional compensation in connection with management and other services performed for portfolio companies of the Funds and such additional compensation offsets, subject to certain exceptions, in whole or in part the Management Fees otherwise payable to the

applicable Adviser. The specific management fees payable by a Fund or its investors are generally negotiated at the time the Fund is formed or such investor is accepted into the Fund. Except where the governing agreements expressly provide to the contrary, management fees will not be reduced (in whole or in part) in the case of partial distributions or partial sales of investments. Investors in each Fund also bear certain fund expenses with respect to such Fund, as set forth in the applicable Governing Documents.

### ***Management Fees***

The Management Fee generally is treated as a Fund expense and can be paid out of the current income and disposition proceeds of a Fund and, in the General Partner's sole discretion, from drawdowns that will reduce unfunded capital commitments made by such Fund's investors (collectively, "***Commitments***"). Generally, investors in the Funds are assessed the Management Fee on an annual basis, payable quarterly in advance to the relevant Adviser or its designated affiliate. As permitted under the applicable Governing Document(s), Radial has reduced or waived and may in the future reduce or waive the Management Fee with respect to an investor in its sole discretion.

#### ***Fund I***

Generally, investors in Fund I pay a Management Fee equal to: 2% of aggregate Commitments until the end of the Fund's commitment period; and, thereafter, 2% of the adjusted cost ("***Adjusted Cost***") of all unrealized investments after the end of the Fund's commitment period. The Adjusted Cost of an investment means (a) in the case of an investment that has not been the subject of a permanent write-down, the total capital contributions of all partners (*i.e.*, all limited partners and the General Partner) relating thereto, and (b) in the case of an investment that has been the subject of one or more permanent write-downs, its fair value as of the date of the most recent write-down, but no more than cost. Monitoring fees, transaction fees, and break-up fees (in each case net of fees) earned by Radial with respect to Fund I portfolio company investments are subject to a Management Fee offset, as further described in the applicable Limited Partnership Agreement. Generally, the Management Fee will be offset by 80% of the Fund's allocable share of any monitoring fees, transaction fees and break-up fees in excess of \$500,000 per portfolio company per calendar year.

The remaining 20% of such fees described in the preceding paragraph, if applicable, will not be credited as an offset against the Management Fee. To the extent that such an offset credit would reduce the Management Fee for a given period below zero, the credit will be carried forward for future application against payable Management Fees, and if a credit remains, a payment will be made crediting limited partners. As a matter of practice, from time to time the Management Company is paid fees of the type referred to in the preceding paragraph from, on behalf of or with respect to co-investors in an investment. The receipt of such fees will not reduce the Management Fee payable by any Fund(s) that have also invested in such investment. In addition, any fees relating to capital invested by co-investors will not reduce the Management Fee payable by any other limited partner.

#### ***Management Fee Waiver and Calculation***

For certain Funds, Radial reserves the right to waive all or a portion of any future installment of the Management Fee. Certain waived portions of the Management Fee are treated

by the Limited Partnership Agreement as a deemed capital contribution by the relevant General Partner or Adviser, which is effectively invested in the relevant Fund on such General Partner's or Adviser's behalf, and operates to reduce the amount of capital such General Partner or Adviser would otherwise be required to contribute to a Fund. The limited partners of a Fund have made and may be required to make a pro rata contribution according to their respective Commitments to fund any contribution that would otherwise be required of Radial in connection with any such waiver or reduction as described above and, as a result, the exercise of such waiver in certain cases can result in an acceleration (or delay) of investor capital contributions. Waived or reduced Management Fees generally are not subject to the Management Fee offsets described above, and the amount of such waived or reduced Management Fees may be significant. Due to waived or reduced Management Fees by Radial and/or timing of receipt of compensation subject to offsets, it is possible that Management Fee offsets will not be fully realized by investors in a Fund, which in certain situations may result in a net additional benefit to Radial.

### ***Carried Interest***

Each General Partner generally will receive, with respect to the relevant Fund, a carried interest representing a percentage of all realized net profits in excess of an 8% compound preferred return (subject to adjustment for certain events). The percentage of carried interest for Fund I is 20%, as more fully described in the relevant Governing Documents. Any such carried interest distributed to a General Partner is subject to a potential giveback at the end of the commitment period and the life of a Fund if such General Partner has received excess cumulative distributions. It is expected that any future Funds will have a similar fee structure.

Each Adviser may receive performance-based distributions based on realized investments in an amount determined in accordance with the relevant deal structure's Governing Documents.

Each Fund, in accordance with the applicable Limited Partnership Agreement of such Fund, may use credit facilities in connection with making investments prior to the receipt of capital contributions in response to capital calls. Since the General Partners of such Funds generally do not receive distributions of carried interest until the preferred return has been achieved, as outlined above, a General Partner's ability to use credit facilities could provide an incentive for each General Partner to cause a Fund to use a credit line in order to accelerate how quickly the preferred return is achieved, thereby allowing a General Partner to receive its carried interest earlier than it would absent a Fund's incurrence of such credit facility.

### ***Other Information***

Radial exempts certain investors in the Funds from payment of all or a portion of Management Fees and/or carried interest. Any such exemption from fees and/or carried interest may be made by a direct exemption, a rebate by Radial and/or its affiliates, or through other Funds which co-invest with the relevant investor's Fund. For example, in instances where a Radial professional or its affiliate invests in a Fund, such professional or its affiliate generally will be exempt from payment of the Management Fee and carried interest with respect to such Fund. Additionally, to the extent permitted by the relevant Limited Partnership Agreement, certain Advisers may have the right to permit and have permitted investors, affiliated with an Adviser or otherwise, to invest through the relevant General Partner or other vehicles that do not bear Management Fees or carried interest.

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

Principals or other current or former employees of Radial receive (or in the future may receive) a portion of the carried interest or other compensation, as applicable, received by the relevant Radial entity. Additionally, as described more fully in the relevant Governing Documents and below, certain senior advisors (“**Senior Advisors**”) or other personnel affiliated with, but not employed by, Radial provide services to (or with respect to) certain portfolio companies in which one or more of the Funds invest. In connection with such services, such Senior Advisors or other personnel receive fees and other compensation from such portfolio companies, and such fees or compensation typically do not offset the Management Fee.

In addition to any Management Fee and carried interest payable to the applicable Adviser and General Partner, each Fund bears certain costs, fees and expenses. Specific information regarding such costs, fees and expenses borne by each Fund can be found in the Governing Documents of such Fund.

Generally, as set forth in the Limited Partnership Agreements, each Fund will bear all costs, fees and expenses incurred in connection with organizing and establishing the Fund, the General Partner and the Adviser (and their respective general partners, as applicable) and the marketing and offering of limited partnership interests in the Fund, including, without limitation: all of the costs and expenses incurred in connection with the formation and qualification of the Fund, the General Partner and Radial (and their respective general partners, as applicable); all legal, tax and accounting fees and expenses; filing fees, printing costs, travel costs (which may include business or first-class airfare) and ancillary expenses (including, without limitation, ground transportation, accommodations, meals and travel agency fees) and all costs and expenses incurred in connection with the preparation of offering documents, marketing materials, organizational documents, operating documents and similar materials and the costs of qualifying, reproducing, amending, supplementing, mailing and distributing offering materials, and any placement agent fees and expenses, if any (collectively, “**Organizational Expenses**”). However, the amount of such Organizational Expenses charged to a Fund is generally subject to a cap set forth in such Fund’s respective Limited Partnership Agreement. To the extent a Fund pays any Organizational Expenses in excess of such cap, such excess amounts offset dollar-for-dollar the Management Fee paid to the applicable Adviser. Additionally, as further set forth in the Limited Partnership Agreements, each Fund will pay all costs and expenses relating to its activities and operations (to the extent not borne or reimbursed by a portfolio company), including, without limitation: (a) all costs, out-of-pocket fees, expenses, obligations and liabilities relating to or attributable to sourcing, investigating, identifying, analyzing, evaluating, researching, diligencing, pursuing, committing to, acquiring, purchasing, investing, syndicating, holding, monitoring, managing, seeking disposition opportunities for and disposing of, the Fund’s investments (and prospective investments), whether or not consummated, including, without limitation, commitment fees or other lenders’ fees that become payable in connection with a proposed investment, fees and expenses related to negotiating non-disclosure and confidentiality agreements, travel and entertainment costs and ancillary expenses (including, without limitation, airfare, ground transportation, accommodations, meals and travel agency fees, as well as overtime meals and transportation costs), third-party consulting and deal investigation and identification fees and



expenses, investment banking, legal and accounting fees and expenses, and printing expenses; (b) all fees, costs and expenses incurred in connection with prospective investments and other transactions that are not consummated (collectively, “**Broken Deal Expenses**”) but only to the extent Broken Deal Expenses exceed topping and break-up fees; (c) all legal, accounting, tax, auditing, administrative, custodian, appraisal, valuation, consulting, brokerage, public relations/communications consultants, service provider and other similar fees and expenses; (d) expenses of the Fund’s advisory committee incurred in accordance with the Limited Partnership Agreement and holding meetings thereof, and all costs and expenses of any votes or consents of the Fund’s partners or advisory committee or any amendments to or waivers of the Limited Partnership Agreement or any related agreement; (e) costs and expenses of D&O and/or E&O liability insurance, cybersecurity insurance or other insurance; (f) all costs, fees and expenses associated with developing, licensing, implementing, maintaining or upgrading all web portal, extranet tools, computer software or other administrative or reporting tools; (g) all costs, fees and expenses associated with any activities with respect to protecting the confidential or non-public nature of any information or data or providing for the cybersecurity of such data; (h) all AIFMD-related regulatory compliance costs, fees and expenses; (i) all fees, costs and expenses of the wind down of the Fund and its General Partner (and its general partner) and the liquidation of the assets of the Fund; (j) all debt service obligations, including principal, interest, premium, if any, fees, expenses and other amounts payable in respect of indebtedness of the Fund; (k) all taxes, duties, fees and other governmental charges levied against the Fund (other than any such taxes, fees or charges levied in respect of or otherwise in connection with any specific partner(s)); and (l) extraordinary expenses, liabilities, indemnities and other obligations of the Fund (including, but not limited to, litigation, audit, investigation and indemnification costs and expenses, judgments, penalties, fines and settlements) and the fees, costs and expenses of complying with applicable law, rules and regulations.

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

A General Partner may permit certain investors to co-invest in portfolio companies alongside one or more Funds. If a co-invest vehicle is formed, such entity will bear expenses related to its formation and operation, many of which are similar in nature to those borne by the Funds. In the event that a transaction in which a co-investment was planned, including a transaction for which a co-investment was believed necessary in order to consummate such transaction, ultimately is not consummated, all Broken Deal Expenses relating to such unconsummated transaction will be borne by the Fund(s) and/or Radial, and not by any prospective co-investors, that were to have participated in such transaction. However, to the extent that such co-investors have already invested in a co-invest or other vehicle in connection with such transaction, such vehicle may bear its share of such Broken Deal Expenses.

The Limited Partnership Agreements also generally permit fees, expenses and costs, including those similar to those described above, to be reimbursed by portfolio companies. Such amounts include amounts paid to certain consultants and service providers detailed herein.

Although the Limited Partnership Agreements generally do not limit the nature of fees, expenses or costs that may be charged to portfolio companies, the relevant Funds bear such amounts indirectly.

From time to time, a Fund may recruit a management team to pursue a new “platform” opportunity expected to lead to the formation of a future portfolio company. In other cases, a Fund may form a new portfolio company and recruit a management team to build the portfolio company through acquisitions and organic growth. In both cases, the Fund will bear the expenses of the management team or portfolio company, as the case may be, including any overhead expenses, diligence expenses or other related expenses in connection backing the management team or the build out of the platform company. Such expenses may be borne directly by the applicable Fund as partnership expenses or indirectly as the Fund will bear the start-up and ongoing expenses of the newly formed platform portfolio company. None of these expenses will offset any Management Fees.

Portfolio company-related fees also include amounts prepaid in anticipation of future services (*e.g.*, fees prepaid prior to an initial public offering), which will be offset against the Management Fee to the extent set forth in the relevant Limited Partnership Agreement. Such prepaid fees generally are benchmarked against the anticipated level and duration of services that the Management Company believes at the time are likely to be provided to the portfolio company; however, the prepaid amount may be greater or less than the amount that ultimately would have been incurred by the Management Company over time.

Radial and/or its affiliates generally have sole discretion over whether to charge transaction fees, monitoring fees or other compensation to a portfolio company and, if so, the rate, timing and/or amount of such compensation. The receipt of such compensation may give rise to conflicts of interest between the Funds, on the one hand, and Radial and/or its affiliates on the other hand.

The Advisers and their personnel can also be expected to receive certain intangible and/or other benefits arising or resulting from their activities on behalf of the Funds, which will not be subject to Management Fee, performance allocation or promote interest offsets or otherwise shared with the Funds, their investors and/or portfolio companies. For example, airline travel or hotel stays incurred as fund expenses may result in “miles” or “points” or credit in loyalty or status programs, and such benefits will accrue exclusively to the Advisers or their personnel (and not to the Funds, their investors and/or portfolio companies) even though the cost of the underlying expense is borne directly by the Funds or their portfolio companies and indirectly by the investors in such Fund.

The Advisers or their affiliates may from time to time enter into arrangements with service providers that provide for fee discounts for services rendered to the Funds and the Advisers. For example, certain law firms retained by the Advisers discount their legal fees for advice in connection with the firm operational, compliance and related matters. To the extent such law firms provide services to the Funds, such Funds also enjoy the benefit of the fee discount arrangements. In some cases discounts will be based on volume and so certain Funds or portfolio companies have the potential to receive a greater discount than others depending on the timing of their transactions (*e.g.*, if a transaction occurs early in a year it is possible it will not receive the same discount as a transaction that occurs later in the year).

The expenses described above are detailed, but do not include every possible expense a Fund could incur. In addition, the discussion herein generally summarizes the management fees, carried interest, fund expenses and other fee provisions applicable to the Funds; however, fees and expenses are negotiated on a vehicle-by-vehicle basis. Accordingly, investors should review the applicable Fund's offering materials and Limited Partnership Agreement for further details.

### ***Senior Advisors***

As further described herein and in the applicable Governing Documents of each Fund, it is the Advisers' practice to retain certain Senior Advisors (with such persons provided with such title or any successor title or functional equivalent thereof, including "Functional Specialist") as consultants on an exclusive or non-exclusive basis, and on either a full-time or part-time basis, to provide services to (or with respect to) one or more Funds, certain current or prospective portfolio companies in which one or more Funds invest, and/or to support Radial, the General Partners and their respective investment professionals in connection with their investments and investment activities on behalf of the Fund. Senior Advisors generally provide services in relation to the identification, acquisition, holding, improvement and disposition of portfolio companies, including operational aspects of such companies. These services also include serving in management or policy-making positions for portfolio companies or on the board of directors (or similar governing body) of such companies. Senior Advisors receive compensation in various forms depending on the agreement reached between Radial and the particular Senior Advisor, including, but not limited to cash income, transaction fees, a profits or equity interest in a portfolio company, profits or equity interests in one or more Funds or General Partners, or other compensation, which may be determined according to one or more methods, including the value of the time (including an allocation for overhead and other fixed costs) of such Senior Advisors, a percentage of the value of the portfolio company, the invested capital exposed to such portfolio company, amounts charged by other providers for comparable services and/or a percentage of cash flows from such company. No such compensation will offset the Management Fee. Senior Advisors may be retained on an exclusive and/or full-time, or non-exclusive basis, and their agreements generally provide for automatic renewals such that certain Senior Advisors effectively remain engaged for multiple years. The use of Senior Advisors subjects the Advisers to conflicts of interest, as discussed below in "*Conflicts of Interest*."

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

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As described above in "*Fees and Compensation*," each General Partner generally receives a carried interest allocation on certain realized net profits in the Funds, or the relevant Adviser, as applicable, receives a performance-based distribution based on realized investments. A carried interest allocation or performance-based distribution, as applicable, represents an investment adviser's compensation based on a percentage of net profits of the Funds (or deal structures, as applicable) it manages. Radial may waive or reduce the performance allocation in its sole discretion with respect to certain investors as described above. Although managing entities that are charged no or a lower performance-based fee could present a conflict of interest because Radial may have an incentive to favor Funds for which it receives the highest performance-based compensation, Radial addresses this potential conflict of interest by maintaining an investment allocations / co-investment policy designed to assist Radial in allocating investment opportunities among its clients (*i.e.*, Funds and/or deal structures) in a fair and equitable manner, consistent with Radial's fiduciary obligations to, and underlying documents (if applicable) for, the relevant

Fund(s) and/or deal structure(s) (which may also include provisions requiring that allocations be made in a particular manner). In addition, the method of calculating the carried interest poses potential conflicts of interest between the applicable General Partner and a Fund with respect to the management and disposition of investments, as well as the determination of the timing, method, and amount of distributions by a Fund.

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**ITEM 7 TYPES OF CLIENTS**

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Radial provides investment advice to the Funds, which include investment partnerships or other investment entities formed under U.S. domestic or non-U.S. laws and operated as exempt investment pools under the Investment Company Act of 1940, as amended (the “**Investment Company Act**”). The investors participating in the Funds may include individuals, banks or thrift institutions, other investment entities, university endowments, sovereign wealth funds, family offices, pension and profit-sharing plans, trusts, estates, charitable organizations or other corporations or business entities and include, directly or indirectly, principals or other employees of Radial and Irving Place Capital and their affiliates and members of their families, as well as Senior Advisors or other service providers or other relationships retained by Radial. Radial does not provide investment advice directly to investors in the Funds on an individual basis.

Fund interests are offered and sold generally to investors that are (a) “accredited investors” as defined under Regulation D of the Securities Act of 1933, as amended (the “**Securities Act**”), (b) “qualified clients” as defined under the Advisers Act or other “knowledgeable employees” of the Advisers, and (c) “qualified purchasers” as defined in Section 2(a)(51)(A) of the Investment Company Act.

Generally, each Fund requires a minimum Commitment of \$5 million, but such amount has been, and in the future will be, reduced with the prior agreement of an Adviser, subject to applicable legal requirements.

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

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The Advisers provide day-to-day investment advisory services to the Funds. The following is a summary of the investment strategies and methods of analysis generally used by Radial on behalf of the Funds. More detailed descriptions of the Funds’ investment strategies and methods of analysis are included in the applicable Governing Documents for each Fund. While the descriptions of the Funds’ investment strategies and methods of analysis are relevant to the co-invest fund(s), each co-invest fund will generally invest in one portfolio company of one of the main Funds and, therefore, will lack the potential benefit of diversification and will be particularly exposed to the legal and financial risks associated with that transaction, including the risk of loss.

The summary below should not be interpreted to limit in any way such Fund’s investment activities. There can be no assurance that Radial will achieve the investment objectives of a Fund, and a loss of investment is possible.

***Investment Strategies***

Radial focuses on investing in middle market industrial businesses that are headquartered in North America. Radial believes North America is a stable and diverse market with close proximity to a large and resilient consumer base that is a significant driver of the economy. Radial

views the region's economic output as not disproportionately reliant on any single industry, commodity or economic driver. In addition, Radial believes the region is comprised of a large number of middle market businesses from which Radial can select investment opportunities.

Radial targets specific sectors within the large industrial market that possess attributes that are conducive to Radial's style of investing. Radial believes these attributes include stable and growing end-markets where Radial is able to understand the supply chain dynamics and identify favorable long-term secular trends. These are sectors where the Radial investment team has had prior experience or the opportunity to build valuable knowledge or insight. Radial believes investment and business decisions are improved when they are made through the lens of an industry knowledgeable investor.

Within these sectors, Radial seeks to invest in companies that have established and defensible positions in their supply chain. Radial believes that businesses that enjoy such a position typically demonstrate strong and consistent returns on invested capital. Radial targets businesses that provide products, services or solutions that are differentiated or difficult for competitors to replicate. Examples of such value propositions include the ability to incorporate proprietary attributes or technology, meet demanding customer requirements, or deliver technical advice. Service flexibility is often a key attribute of competitive differentiation that offers nimble suppliers an advantage relative to their peers.

### ***Methods of Analysis***

Radial prioritizes developing domain expertise with the intention of operating as an industry knowledgeable investor with the flexibility and resources of a financial sponsor. The Radial investment team pursues a deep understanding of its target sectors and maintains a broad network of industry relationships. Radial's industry network is comprised of participants across its target sectors, including owners, executives, customers, suppliers and other industry participants.

The Radial investment team has developed relationships with the following types of individuals in each of its targeted sectors:

- Senior Advisors, who are senior industry veterans who have retired from active leadership roles and are assisting the Radial investment team in identifying and assessing investment opportunities as well as actively overseeing portfolio companies;
- Former industry professionals who are working with Radial as proprietary finders or business development professionals to help identify and approach prospective investment opportunities;
- Current industry executives who are in leadership roles and could serve in a management capacity at a Fund's portfolio companies;
- Current or former executives at customers and suppliers who can provide insights during due diligence, including perspectives on a company's competitive position;
- Owner-operators or investors in businesses that represent potential platform investments or add-on acquisitions; and

- Industry-focused transaction intermediaries, strategy or operational consultants, attorneys, audit firms, executive search firms and other well-connected industry participants.

The Radial investment team utilizes its industry relationships to develop sector knowledge, identify investment opportunities, enhance due diligence, assess management talent and gain perspective on potential growth initiatives and operational improvements.

*Sector Knowledge.* Radial believes that its industry network reinforces the investment team's domain expertise by providing insights into key industry and secular trends that often form the underpinnings of Radial's investment theses. Furthermore, Radial believes its ability to gain input and perspectives from different parts of the supply chain enables the Radial investment team to better understand the strength of a company's market position, opportunities for expansion and potential risks or weaknesses. In addition, Radial believes the insights and perspectives gained from its industry network allow for a deeper level of discussion and dialog with management teams of prospective portfolio companies that is recognized as a basis of differentiation vis-à-vis other investors.

*Sourcing.* Radial believes its industry relationships will enable the investment team to proactively identify attractive investment prospects and obtain early introductions or access to business owners and executives. The Radial investment team develops relationships with industry professionals who are expected to serve as proprietary finders to identify businesses that fit with Radial's investment mandate. These finders are expected to facilitate introductions to business owners and management teams, allowing Radial to introduce its approach and philosophy while gaining insights into the business and assessing the fit with Radial's investment criteria. The Radial investment team works patiently to develop these prospective opportunities, with the goal of converting these into actionable investments, either on a proprietary basis or with a basis of differentiation in the context of a competitive process. Radial believes its affiliation with well-regarded industry veterans reinforces its reputation as an industry insider, knowledgeable investor and trusted partner.

*Diligence.* Radial works alongside proven industry executives to screen opportunities efficiently, allocating time and resources to those situations that are aligned with Radial's investment criteria. This network provides access to subject matter experts who can actively support due diligence. Radial supplements this industry knowledge and perspective with more traditional business and financial diligence work streams including direct discussions with customers, suppliers, competitors and other industry participants. Radial's diligence is designed with the goal of identifying asymmetric situations with attractive upside potential relative to the downside risk. The Radial investment team's professional network and focus on domain expertise serves to enhance the process of validating and developing the investment thesis.

*Talent.* The Radial investment team's reputation as an industry insider coupled with the credibility gained from its executive network enhances Radial's ability to identify, assess, attract, retain and mentor management teams. Radial works closely with members of its industry network to gain introductions to and develop relationships with successful operating executives that have a proven track record of driving growth and profitability. The investment team maintains these relationships to identify management talent for specific portfolio company needs or in the context of new investment opportunities. Radial also seeks to deploy proven managers across its portfolio

companies and draws upon this executive network as appropriate. Management teams benefit from the support provided by Radial's internal operating resources to collaboratively execute against value creation projects.

*Operational Insights.* Radial's industry network brings perspectives on growth potential and operational improvement opportunities based on their prior experience, industry knowledge or specific technical expertise. Members of the Radial investment team utilize these perspectives in order to help to validate and prioritize the value creation strategy for portfolio companies. Introductions to potential new customers and suppliers or strategic senior-level relationships with existing customers and suppliers is a valuable benefit of Radial's industry network. Members of the Radial investment team's network have also served in acquisition-focused business development roles in order to facilitate the execution of a portfolio company's buildup strategy.

### ***Investment Process***

*Structure and Valuation.* Radial's work to refine its views on valuation and capital structure involves developing a financial projection model that incorporates key findings from commercial and financial diligence, insights from the industry network and the potential impact of value creation levers for which the Radial investment team has established a high degree of certainty. Radial simultaneously engages in active discussions with debt financing sources to design an appropriate capital structure. The investment team structures transactions with the objective of capturing all available transaction benefits from items such as tax benefits, working capital adjustments, other purchase price adjustments, capital structure efficiencies, and economic incentives (including but not limited to management equity).

*Decision Making.* The Radial investment committee is briefed on new investment opportunities on a weekly basis. During the initial stages of review, investment committee updates take the form of a discussion about the business and the industry and preliminary thoughts on valuation and returns. Following a positive meeting by the Radial investment team with management, the investment committee reviews a more detailed update on the business, the potential value creation levers available, and overall fit with Radial's investment criteria including the "sweet spot" analysis. With the investment committee's approval, the Radial investment team begins more thorough diligence, primarily consisting of industry, commercial and financial work streams.

*Value Creation.* The Radial investment team employs a hands-on, process-driven approach to managing a Fund's portfolio companies by providing active oversight, guidance and resources during its ownership. Radial utilizes investment professionals and operating resources on each transaction and applies a repeatable playbook to drive value creation. Radial's value creation playbook consists of specific strategies and tactics to (a) accelerate growth and (b) advance operational improvements. Radial's investment team focuses on identifying specific projects to address each of these two major areas of value creation. The team works closely with management to prioritize, execute and deliver against these identified value creation projects.

*Active Monitoring.* Radial utilizes standard processes for monitoring portfolio companies and interacting with management. Shortly after closing, the Radial investment team works with management to establish responsibilities and deliverables in order to clarify expectations around communication, timing and content. Radial's investment and operating professionals participate in the meetings of Radial's investment committee, along with Senior Advisors and relevant

industry executives as appropriate. Radial's oversight and reporting requirements are standardized in order to ensure reporting consistency and transparency across a Fund's portfolio. This is designed to allow the investment committee to monitor portfolio company performance actively and efficiently. The standardization of the reporting process reinforces communication and alignment of professionals across Radial.

*Exit.* Numerous factors influence the timing and process through which Radial expects to exit an investment. The topics below are actively evaluated throughout the investment period with regard to considering a monetization:

- The macro-economic environment;
- Industry-specific trends;
- The portfolio company's current and projected financial and operating performance;
- The progress made against the value creation plan;
- The potential of future value creation projects and the confidence interval in achieving these results;
- Management dynamics, including succession planning considerations; and
- The state of the capital markets and acquisition financing considerations.

While these topics are also discussed during quarterly portfolio review meetings, Radial covers these items in detail in the context of an exit. The deal team updates the investment committee frequently during the exit process, particularly as the transaction progresses to advanced due diligence, contract discussions and negotiation. Investment committee approval is required prior to making important decisions, including buyer selection and contract negotiations, and formal approval is required in advance of entering into definitive documentation.

### ***Risks of Loss***

There can be no assurance that Radial will achieve the investment objectives of any Fund, and a loss of investment capital is possible. Each Fund and its investors bear the risk of loss that Radial's investment strategy entails. While the discussion below often refers to a "Fund" or the "Funds," it enumerates certain risk factors that apply generally to an investment in a Fund. However, the following discussion does not describe all of the risks that may potentially be faced by a Fund. Prior to making any investment in a Fund, investors should review the applicable Fund's Governing Documents for additional information regarding risks and conflicts of interest specific to such Fund.

*An Investment in the Fund Will Not Be Suitable for All Investors.* An investment in a Fund requires a long-term commitment with no certainty of return. A Fund's portfolio investments, generally referred to herein as "**portfolio investments**," may not generate current income. Therefore, the return of capital and the realization of gains, if any, from a portfolio investment generally will occur upon the partial or complete realization or disposition of such portfolio



investment. While a portfolio investment may be realized or disposed of at any time, it is generally expected that the ultimate realization or disposition of most of a Fund's portfolio investments will not occur for a number of years after such portfolio investments are made. There can be no assurances that purchasers of, or realization opportunities for, a Fund's portfolio companies will be found. Furthermore, the terms of any disposition or realization transaction will necessarily be affected by economic and other market conditions at the time. Similarly, a Fund generally will not be able to sell securities of a portfolio company publicly unless the issuer has gone public and such sale is registered under applicable securities laws or unless an exemption from such registration requirements is available. In addition, in some cases, a Fund will be prohibited or limited by contract from selling certain portfolio company securities for a period of time and, as a result, may not be permitted to sell a portfolio investment at a time it might otherwise desire to do so.

An investment in a Fund is suitable only for certain sophisticated investors that have no need for immediate liquidity in their investment, who understand that they have the potential to lose all or a significant portion of their invested capital and who have the wherewithal to fund amounts due over time in respect of their commitments. Investors must be willing to bear the economic risk of an investment in a Fund for an indefinite period of time. Any investor interested in an investment in a Fund should conduct its own investigation and analysis of the product and consult its own professional advisers as to the risks involved in making such an investment.

*Restrictions on Transfer and Withdrawal; Lack of Liquidity for Interests.* Interests in the Funds have not been, and will not be, registered or qualified for sale under the Securities Act, the securities laws of any state of the United States or the securities laws of any other jurisdiction. Therefore, an interest in a Fund cannot be resold unless such interest is subsequently registered under the Securities Act and other applicable securities laws or an exemption from registration is available. It is not contemplated that registration of interests in the Funds under the Securities Act or other securities laws will ever be effected. There is no public or private market for such interests and none is expected to develop. In addition, interests in the Funds are not transferable and are not permitted to be sold, transferred, pledged, mortgaged, charged, assigned, hypothecated or otherwise encumbered except with the prior written consent of the General Partner (which may be withheld by the General Partner in its sole discretion), and subject to the terms and conditions of the Limited Partnership Agreement. Investors may not withdraw capital from a Fund. Consequently, limited partners may not be able to liquidate their investments prior to the end of a Fund's term.

*Dependence on Key Personnel.* The success of the Funds depends in substantial part upon the skill and expertise of Mr. Carpenter and the other members of Radial's investment team. There can be no assurance that Mr. Carpenter or such other personnel will continue to be members of, employed by or available to Radial. The loss of service to the Funds of Mr. Carpenter or such other personnel could have a material adverse effect on the success of the Funds. In addition, although Mr. Carpenter and the other members of Radial's investment team will devote such time and attention to the business of the Funds as they reasonably consider necessary to carry out the operations of the Funds effectively, subject to the terms of the Limited Partnership Agreements, Mr. Carpenter and the other members of the investment team may continue to be involved in certain activities other than the management of the Funds, including involvement with prior investments made by the IPC Funds and personal and family investments, all as more fully described in the Governing Documents.

*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 restructure and effect improvements in the operations of a portfolio company. The activity of identifying and implementing restructuring programs and operating improvements at portfolio companies entails a high degree of uncertainty. There can be no assurance that a Fund will be able to successfully identify and implement such restructuring programs and improvements.

*Growth Company Investments.* A Fund's strategy includes investing in packaging, industrial technology, automotive aftermarket and specialty chemicals businesses that operate in large fragmented end markets with multiple growth avenues. Such companies may be more volatile due to their limited product lines or services, markets or financial resources, or their susceptibility to major setbacks or downturns. As a result, such companies may be more vulnerable to general economic trends and to specific changes in markets and technology and may be dependent on smaller management groups. In addition, future growth may be dependent on additional financing, which may not be available on acceptable terms when required. In addition, the relative illiquidity of private equity investments generally, and the somewhat greater illiquidity of private investments in lower- and middle-market companies, could make it difficult for a Fund to react quickly to negative economic or political developments.

*Risks of Investments in Smaller, Less-Established Companies.* A Fund may invest in the securities of smaller, less-established companies, which may include founder-operated companies and family-owned businesses. These companies often experience unexpected problems in the areas of operations, marketing and general management, which, in some cases, cannot be adequately solved. In addition, such companies may require substantial amounts of financing which may not be available through institutional private placements or the public markets. The percentage of companies that survive and prosper can be small. In addition, the securities of such companies may be subject to more abrupt and erratic market price movements than larger, more-established companies, because trading volumes for their securities are generally quite low. Less-established companies tend to have less capital and fewer resources and, therefore, are often more vulnerable to financial failure. Such companies may also have shorter operating histories on which to judge future performance.

*Limited Operating History of Portfolio Companies.* The operations of a Fund's portfolio companies will likely depend on the successful development and sales of each portfolio company's respective product offerings and services and the customers' experience. Certain portfolio companies of a Fund may have limited operating histories with their respective products and services for which the Fund can use to evaluate their performance and prospects.

*Investments in Industrial Services Companies.* The industrial services industries in which portfolio companies may operate include a large number of participants and are intensely competitive. Portfolio companies may face competition from other multi-national companies, established businesses and financially stronger companies. These sectors require capital and infrastructure resources to become competitive and remain relevant. In addition, because there are relatively high barriers to entry, portfolio companies may face tremendous competition from larger more established firms. Competitors of portfolio companies may have a greater national and/or international presence, as well as have significantly greater personnel, financial, technical and marketing resources. In addition, these competitors may generate greater revenues and have greater name recognition than the portfolio companies of a Fund. A portfolio company may also

face competition from companies that are based in low cost countries. These companies may have lower cost structures and the availability of lower cost labor. To respond to competitive pressures, a portfolio company may be required to reduce its prices to customers or increase discounts to customers, which would result in lower gross profit margins and decreased revenue. A portfolio company's ability to compete also depends in part on the ability of its competitors to hire, retain and motivate skilled personnel, the price at which others offer comparable services and its competitors' responsiveness to their clients. If a portfolio company is unable to compete successfully with its existing competitors or with any new competitors, its financial results and the performance of the relevant Fund may be adversely affected.

*Intellectual Property.* Intellectual property may constitute an essential or important part of portfolio company assets and competitive strengths. One or more of a Fund's portfolio companies are likely to assert various forms of intellectual property protection, while other portfolio companies will have not acquired patents or other protections for their key inventions. Federal law, most typically, copyright, patent, trademark, and trade secret law, generally protects intellectual property rights. Although each Fund expects that its portfolio companies will take reasonable efforts to protect the rights to their intellectual property, third parties may develop similar intellectual property independently. Moreover, the complexity of trade secret, copyright, trademark and patent law, coupled with the limited resources of the portfolio companies and the demands of quick delivery of products and services to market, create a risk that portfolio company efforts to prevent misappropriation of their intellectual property will prove inadequate.

*Regulatory Compliance; Portfolio Investments in Regulated Industries.* The Funds may make investments in a number of different industries, some of which are or may become subject to regulation by one or more U.S. federal agencies and by various agencies of the states, localities, counties and countries in which they operate. New and existing regulations, changing regulatory schemes, and the burdens of regulatory compliance all may have a material negative impact on the performance of portfolio companies that operate in these industries. Radial cannot predict whether new legislation or regulation governing those industries will be enacted by legislative bodies or governmental agencies, nor can it predict what effect such legislation or regulation might have. There can be no assurance that new legislation or regulation, including changes to existing laws and regulations, will not have a material negative impact on the Fund's investment performance.

*Products and Services.* The business strategies of certain of a Fund's portfolio companies may be highly dependent upon the successful launch and commercialization of an innovative technology, device, manufacturing process, service, system, etc. There can be no assurance that the research or product development efforts of the portfolio companies or those of their collaborative partners will be successfully completed, that specific products or services can be manufactured or provided in adequate quantities at an acceptable cost and with appropriate quality, or that such products or services can be successfully marketed or achieve customer acceptance. In those situations, a Fund may incur a partial or total loss of the capital which it invested in such portfolio company.

*Limited Number of Investments; Lack of Diversity.* Each Fund is expected to participate in a limited number of investments. Radial and each Fund may not be able to identify or acquire an appropriate volume of investment opportunities and, as a consequence, the aggregate returns of a Fund may be substantially affected by the unfavorable performance of a single investment. Because a Fund may only make a limited number of investments and since a Fund's investments

generally will involve a high degree of risk, poor performance by one or more of the Fund's investments could materially affect the total returns to investors. On any given investment, loss of all or a portion of the investors' capital is possible. Investors have no assurance as to the degree of diversification in a Fund's investments. Each Fund is not required to make investments that are diversified geographically or otherwise. Because a Fund's investments may be concentrated within relatively few industries, sectors, countries or regions, portfolio diversification will be less than would be possible if the Fund were to invest in a broader range of industries, sectors, countries or regions. Such reduced diversification may increase the volatility of the Fund's returns, and could reduce the Fund's returns relative to more diversified funds to the extent that such industries, sectors, countries or regions do not perform as well as other industries, sectors, countries or regions.

*Available Opportunities and Competitive Marketplace.* The success of a Fund depends on the availability of appropriate investment opportunities and the ability of the Adviser, Mr. Carpenter and the other members of Radial's investment team to identify, select, close and exit those investments. There can be no assurance that there will be a sufficient number of suitable investment opportunities to enable a Fund to invest all of its committed capital or that such investment opportunities will lead to completed investments by the Fund. The Funds will be competing with other private equity funds, as well as institutional investors and strategic investors for investments in prospective portfolio companies. Even if investment opportunities are identified, there can be no assurance that the Funds' bids to acquire interests in such investments will succeed; and, upon a successful bid, legal or contractual transfer restrictions, including rights-of-first-refusal, change-of-control, and similar provisions applicable to such investment may prevent a Fund from acquiring all or a portion of such investment. In addition, Radial may be unable to obtain as favorable terms as it would otherwise in a less competitive investment environment. The availability of investment opportunities generally will be subject to market conditions as well as the prevailing regulatory or political climate. In addition, the current private equity environment has become even more competitive as other market participants, including hedge funds and special purpose acquisition companies, have been competing for investment opportunities that have traditionally been targeted by private equity funds. Furthermore, additional Funds with similar investment objectives may be formed in the future by other unrelated parties. As a result of this competition, there can be no assurance that a Fund will be able to locate suitable investment opportunities, acquire them for an appropriate level of consideration, achieve its targeted rate of return or fully invest its committed capital. Even so, limited partners will need to pay management fees based on aggregate commitments during the commitment period. The difficulty identifying and gaining access to attractive investment opportunities also applies to the management teams of portfolio companies, who may not be able to fully invest all the capital committed to those portfolio companies by a Fund. The Funds and the portfolio companies may incur significant expenses investigating potential investments that are ultimately not consummated, including expenses relating to due diligence, transportation, legal expenses and the fees of other third-party advisors.

*Leverage.* A Fund's investments have included, and may in the future include companies whose capital structures have the potential to utilize leverage. Such investments are inherently more sensitive to declines in revenues and to increases in expenses and interest rates. Although the General Partner will seek to use leverage in a prudent manner, the leveraged capital structure of such investments will increase the exposure of the portfolio companies to adverse economic factors such as rising interest rates, downturns in the economy or deterioration in the condition of the

portfolio companies or their respective industries. Additionally, the securities acquired by a Fund may be the most junior and thus subject to the greatest risk of loss. A Fund may also make investments for which third-party financing will be desirable but not necessarily available (on desired terms or at all) at the time of investment. Such financing may never become available, or a refinancing may not be able to be completed on desirable terms. If prevailing interest rates or other factors at the time of refinancing result in higher interest rates upon refinancing, then the interest expense relating to that refinanced indebtedness would increase. These risks could adversely affect the applicable portfolio company's financial condition and cash flows and ultimately adversely affect the Fund's return on its investments. Except where otherwise required by the relevant Governing Documents, a Fund will not be obligated to borrow on behalf of a portfolio company, even in circumstances where the Fund's creditworthiness would permit borrowing at a lower rate than is available to the portfolio company.

*Certain Risks and Costs of Leverage Below a Fund.* Even though it presents many of the same risks as Fund-level borrowing, indebtedness of entities other than a Fund will not be treated as Fund-level borrowing for purposes of the Governing Documents, even if the special purpose vehicles or other entities incurring such leverage engage in borrowings that are cross-collateralized with or among multiple investments such that multiple investments and a substantial portion of a Fund's value are at risk. As a result, these borrowings will not be subject to any limitations on Fund-level borrowing in the Governing Documents. Since Radial has more flexibility to engage in these structures, Radial has an incentive to incur significant leverage at the level of holding companies beneath a Fund. The negative performance of one asset may materially and adversely impact the performance of other investments or a Fund as a whole.

*Credit Support.* A Fund may make contingent funding commitments to its portfolio companies and provide credit support for such obligations ("**Credit Support**"). Such Credit Support may take the form of guarantees, letters of credit or pledges of a portion of the Commitments to a lender or other counterparty. Such funding commitments may be secured by an assignment of the General Partner's right to draw down capital from the Fund's limited partners. It is possible that the limited partners will be required to acknowledge and consent to any such pledge or Credit Support and provide certain information and/or legal opinions as required by the lender or other counterparty. The General Partner and/or the Adviser may be required to segregate unfunded Commitments sufficient to satisfy a Fund's obligations with respect to any such Credit Support. Utilization of Credit Support will result in fees, expenses and interest costs to the relevant Fund, and may result in an under-utilization of the Fund's capital. In the event that one or more limited partners fail to satisfy a drawdown or otherwise default on their contribution obligations pursuant to any such Credit Support, such amount would be drawn from non-defaulting limited partners. In certain circumstances, a Fund's obligations in respect of credit support may survive the Fund's disposition of the investment to which such credit support related.

*Bridge Financing; Over Commitment.* A Fund may, in connection with, or in anticipation of, any portfolio investment, make additional investments intended to be of a temporary nature and refinanced, repaid, assigned, redeemed, sold, or disposed of within twelve (12) months (any such short-term investment, a "**Bridge Financing**"). For example, in order to facilitate the acquisition of investments, the Adviser or its affiliates may make (or commit to make), or may cause a Fund to make (or commit to make), an investment in a potential portfolio company with a view to selling a portion of such investment to co-investors or other persons or obtaining financing prior to or within a period after the closing of the acquisition. In such event, the Fund will bear the

risk that any or all of the excess portion of such investment may not be sold or may only be sold on unattractive terms, or that financing may not be available, and that, as a consequence, the Fund may bear the entire portion of any breakup fee or other fees, costs and expenses related to such investment, or be required to hold a larger than expected investment. Additionally, if such portfolio company were unable to complete a refinancing, the Fund could have a long-term investment in a junior security and the interest rate on such Bridge Financing may not adequately reflect the risk associated with the unsecured position taken by the Fund. This could result in the Fund having a variety of unintended long-term investments or reduced diversification. Furthermore, there can be no assurance that any such Bridge Financing will generate any returns for the Fund or result in a full return of capital on any such refinancing.

*Uncertainty of Financial Projections.* The General Partner will generally establish the capital structure of portfolio companies on the basis of financial projections for such portfolio companies. Projected operating results will typically be based primarily on management judgments. In all cases, projections are only estimates of future results that are based upon assumptions made at the time that the projections are developed. There can be no assurance that the projected results will be obtained, and actual results could vary significantly from the projections. General economic, political and market conditions, which are not predictable, can have a material adverse impact on the reliability of such projections.

*Risks Relating to Due Diligence and Conduct at Portfolio Companies; Fraud.* Before a Fund makes an investment, Radial will conduct such due diligence as it deems reasonable and appropriate based on the facts and circumstances applicable to the investment. Due diligence will often entail, but is not limited to, marketing studies, business plan development, evaluation of important and complex business, financial, tax, accounting, environmental and legal issues as well as background investigations of individuals and feasibility and technical studies. Outside professionals, experts, consultants, legal advisors, accountants, investment banks and other third parties may be involved in the due diligence process to varying degrees depending on the type of investment. The involvement of such third-parties is expected to present a number of risks primarily relating to reduced control of the functions that are outsourced and may entail significant third party expenses, which will be borne by the relevant Fund. In addition, if a Fund is unable to timely engage third-party providers, its ability to make investments could be adversely affected. Due diligence investigations with respect to any investment opportunity may not reveal or highlight all relevant facts that may be necessary or helpful in evaluating the investment opportunity. Moreover, there can be no assurance that attempts to identify risks associated with an investment will achieve their desired effect. Prospective investors should regard an investment in a Fund as being speculative and having a high degree of risk.

Instances of fraud, material misrepresentations or omissions, professional negligence and other deceptive practices committed by any seller of securities or assets of a portfolio company or such seller's representatives, by a portfolio company or any of its affiliates, members of senior management, employees, officers or directors, or by any other third party may undermine Radial's due diligence efforts with respect to such companies and, if such fraud or other action or omission occurs, the relevant Fund has the potential to suffer a material loss of capital and the value of the Fund's investments may be adversely impacted. The Funds will rely upon the accuracy and completeness of representations made by various persons in the due diligence process, and cannot guarantee such accuracy or completeness. In addition, when discovered, financial fraud may contribute to overall market volatility that can negatively impact a Fund's investment program.

*Early Termination of a Fund.* Pursuant to the Limited Partnership Agreement, a Fund is permitted to be dissolved and terminated prematurely, and as a result, may not be able to accomplish its objectives and could be required to dispose of its investments at a disadvantageous time or make an in-kind distribution (resulting in limited partners not having their capital invested and/or deployed in the manner originally contemplated).

*Distributions in Kind.* Although, under normal circumstances, the Funds intend to make distributions in cash or in publicly traded securities, it is possible that under certain circumstances (including the liquidation of a Fund) distributions could be made in kind and could consist of securities for which there is no readily available public market. In such circumstances, there is a potential conflict of interest between a General Partner (and its beneficial owners) and the relevant Fund's investors. For example, the General Partner and its beneficial owners may intend to hold securities distributed in-kind for a different time period than Radial deems suitable for the Fund.

*Recourse to a Fund's Assets.* A Fund's assets, including any investments made by such Fund and any capital held by the Fund, are available to satisfy all liabilities and other obligations of the Fund. If a Fund itself becomes subject to a liability, parties seeking to have the liability satisfied could have recourse to the Fund's assets generally and not be limited to any particular asset, such as the investment giving rise to the liability.

*Indemnification.* The General Partners, manager, partners, members of the investment team and their respective members, partners, shareholders, directors, officers, employees, agents and affiliates, will have a right to indemnification from the Funds, except in certain circumstances. The assets of a Fund and unfunded commitments will be available to satisfy these indemnification obligations, and partners may need to return distributions to satisfy such obligations. Such obligations will survive the dissolution of a Fund.

*Expedited Transactions.* Investment analyses and decisions by Radial may be undertaken on an expedited basis in order for a Fund to take advantage of investment opportunities. In such cases, the information available to the relevant Fund at the time of an investment decision may be limited, and the Fund may not have access to the detailed information necessary for a full evaluation of the investment opportunity.

*Recall and Reinvestment; Reserves.* Under certain circumstances, proceeds distributable (or previously distributed) to the limited partners of a Fund that constitute a return of capital contributions may be retained and reinvested (or recalled for reinvestment) by the Fund or used (or recalled for use) by the Fund for any other proper purpose. Amounts available for recall will be restored to the limited partners' respective unfunded Commitments. Accordingly, a limited partner may be required to fund for investments or expenses during the term of a Fund in an aggregate amount that significantly exceeds its Commitment, and to the extent such recalled or retained amounts are reinvested by a Fund, a limited partner will remain subject to investment and other risks associated with such investments. As a general matter, recycling and reinvestment will have the effect of amplifying a Fund's returns, either negative or positive, depending on the performance of investments.

Radial expects to set-off against distributions amounts necessary to satisfy and create reserves for partnership expenses, Management Fees, other liabilities of a Fund, as well as for future investments.

*Uncertain Exit Strategies.* Due to the illiquid nature of the investments which each Fund expects to make, there can be no assurances as to what, if any, exit strategy will ultimately be available for any given investment position. Exit strategies which appear to be viable when an investment is initiated may be precluded when the investment is deemed to be ready for realization due to economic, legal, political or other factors. The larger the transaction, the greater the risk to a Fund's total returns and success if there is uncertainty around the Fund's exit strategy. Further, the terms of any disposition or realization transaction will necessarily be affected by economic and other market conditions at the time. Similarly, a Fund generally will not be able to sell securities of a portfolio company publicly unless the issuer has gone public and such sale is registered under applicable securities laws or unless an exemption from such registration requirements is available. In addition, in some cases, a Fund may be prohibited or limited by contract from selling certain portfolio company securities for a period of time and, as a result, may not be permitted to sell an portfolio company investment at a time it might otherwise desire to do so.

*Control Position Risk.* A Fund may make investments that allow the Fund to acquire control or exercise influence over management and the strategic direction of a portfolio company. The exercise of control over a company imposes additional risks of liability in circumstances where the limited liability characteristic of business operations of the company may be ignored. In a U.S. court ruling, the court held that a private equity fund was liable for the pension withdrawal liabilities of one of its portfolio companies because the private equity fund was engaged in a "trade or business" through its management and operational control of its portfolio company. Thus, the exercise of control over a portfolio company by a Fund could expose the assets of the Fund to claims by such portfolio company and/or its executives, employees, pension beneficiaries, security holders and creditors and liability for environmental damage or clean-up obligations, product defects, failure to supervise management, pension and other fringe benefits, violation of laws and governmental regulations (including securities laws), violation of fiduciary duties to minority owners and other types of liability. While Radial intends to conduct the affairs of the Funds in a manner that will minimize the exposure of these risks, the possibility of successful claims cannot be precluded.

*Investment Platforms.* A Fund, alone or co-investing alongside third parties may create or acquire companies that serve as a platform for investment in a particular sector, geographic area or other niche (such arrangements, "*Investment Platforms*"). In the case of acquired Investment Platforms, a Fund may rely on the existing management, board of directors (or similar governing body) and other shareholders of such companies, which may include representation of other financial investors with whom the Fund is not affiliated and whose interests may conflict with the interests of the Fund. In other cases, a Fund may recruit a management team to pursue a new Investment Platform expected to lead to the formation of a future Investment Platform. A Fund may also form a new portfolio company and recruit a management team to build the Investment Platform through acquisitions and organic growth. The Fund or the Investment Platform, as applicable, will bear the expenses of such management team and their activities, including any overhead expenses (including salary, benefits and other compensation), diligence expenses or other related expenses in connection with backing the management team or building out the Investment Platform. Such expenses may be borne directly by a Fund or indirectly as the Fund bears the start-up and ongoing expenses of the newly formed Investment Platform. There can be no assurance that such management team will lead to a successful Investment Platform or other portfolio company investments. In certain cases the services provided by such management team may overlap with the services provided by the Adviser to the Fund. The compensation of



management of an Investment Platform may include interests in the profits of the Investment Platform, including profits realized in connection with the disposition of an asset. Although an Investment Platform may be controlled by a Fund, members of the management team will not be treated as affiliates of the General Partner for purposes of the Limited Partnership Agreement. Accordingly, none of the expenses, profit interests or other arrangements described above will offset the Management Fee.

*Toehold Investments.* While not a primary focus of a Fund's strategy, a Fund may accumulate minority positions in the outstanding debt securities or in voting stock, or securities convertible into the voting stock, of potential portfolio companies. While the General Partner will seek to achieve such accumulation through open market purchases, registered tender offers, negotiated transactions or private placements, the General Partner may be unable to accumulate a sufficiently large position in a portfolio company to execute its strategy. In such circumstances, a Fund may dispose of its position in the portfolio company within a short time of acquiring it; there can be no assurance that the price at which the Fund can sell such securities will not have declined since the time of acquisition. Moreover, this may be exacerbated by the fact that securities of the companies that a Fund may target may be thinly traded and that the Fund's position may nevertheless have been substantial, although not controlling, and its disposal may depress the market price for such securities.

*Public Disclosure Obligations.* A Fund in certain circumstances will be required to disclose confidential information relating to its portfolio investments and its financial results to third parties that could request such information if and to the extent required by federal, state or local law or regulation applicable to the Fund or any of its limited partners, including those limited partners that are public agencies or governmental bodies. There can be no assurance that such information will not be disclosed either publicly or to regulators, or otherwise. In addition, in order to comply with regulations and policies to which a Fund, the General Partners, Radial, portfolio companies, or service providers (including financial institutions) are or could become subject, or to satisfy regulatory or other requirements in connection with transactions, the Fund, the General Partners or Radial could be required to disclose information about the limited partners, including their identities. Such disclosure obligations in certain cases will adversely affect certain limited partners, particularly limited partners who are not otherwise subject to public disclosure of information relating to the private holdings of funds in which they invest. Such disclosure obligations in certain cases will adversely affect certain limited partners, particularly limited partners who are not otherwise subject to public disclosure of information relating to the private holdings of funds in which they invest.

*Freedom of Information Act.* The General Partner or Radial could withhold all or any part of the information otherwise to be provided to a limited partner (pursuant to the Limited Partnership Agreement or otherwise) under certain circumstances in order to prevent public disclosure of such information under the U.S. Freedom of Information Act ("*FOIA*"), any governmental public records access law, any state, provincial or other jurisdiction's laws similar in intent or effect to FOIA, or any other similar statutory or regulatory requirement.

*Limited Access to Information.* Limited partners' rights to information regarding a Fund will be specified, and strictly limited, in the Limited Partnership Agreement. In particular, it is anticipated that the General Partner will obtain certain types of material information from investments that will not be disclosed to limited partners because such disclosure is prohibited by

contractual, legal or other obligations. Decisions by the General Partner to withhold information could have adverse consequences for limited partners in a variety of circumstances. For example, a limited partner that seeks to transfer its Interests could have difficulty in determining an appropriate price for such interests. Decisions to withhold information could also make it difficult for Investors to monitor the General Partner and its performance. Additionally, it is expected that limited partners who designate representatives to participate on the board of advisors could, by virtue of such participation, have more information about a Fund and investments in certain circumstances than other limited partners generally and could be disseminated information in advance of communication to other investors generally.

*Accuracy of Third-Party Information.* Radial or the General Partners may select investments for the Funds, in part, based on information and data made available directly or indirectly by third parties. Radial or the General Partner may be unable to confirm the completeness, genuineness or accuracy of such information and data, and in some cases, complete and accurate information may not be available.

*Legal, Tax and Regulatory Risks.* The regulatory considerations affecting the ability of a Fund to achieve its investment objectives are complicated and subject to change and can result in significant compliance costs and expenses. During the term of a Fund, legal, tax and regulatory changes could occur that adversely affect the Fund. For example, from time to time, the market for private investment fund transactions has been adversely affected by a decrease in the availability of senior and subordinated financing for transactions, in part in response to regulatory pressures on providers of financing to reduce or eliminate their exposure to such transactions. In addition, private investment funds and their investment advisers could be subject to increased regulation, taxation or other scrutiny by regulators or other market participants. Any such scrutiny or initiatives could have an adverse impact on the private investment fund industry generally or on a Fund, the General Partner or Radial, including the ability of the Fund to take the measures necessary to effect operating improvements or restructurings of portfolio companies or otherwise achieve its objectives.

*Regulatory Status.* Radial is registered as an investment adviser under the Advisers Act and, as such, is subject to the Advisers Act. Failure to comply with the requirements imposed on us because of its current registrations or requirements that may be imposed as a result of future registrations may have a material adverse effect on Radial's ability to perform its duties to the Funds. Radial's ability to source and execute transactions for the Funds may also be adversely affected by negative publicity arising from any regulatory compliance failures or other inappropriate behavior attributed to or any other publicity related to Radial, any affiliate of Radial or any of their respective investment professionals.

*Increased Regulatory Scrutiny of Private Fund Sponsors.* In recent years, the SEC has particularly scrutinized the private equity industry, including conducting numerous examinations and bringing a number of enforcement actions against private fund managers. Changes in law or regulations could adversely affect the value of instruments held (directly or indirectly) by a Fund, could affect the ability of such Fund to pursue its investment strategies, or could restrict or prevent the General Partner and/or Radial from continuing to perform services for such Fund in the manner currently contemplated. The SEC has also more recently proposed a number of new rules and regulations that, if finalized, would prohibit private fund adviser activities that had previously been addressed through disclosure and significantly expand the information disclosed to investors and

the SEC. The effect of any future regulatory changes on Radial, the General Partner, any Fund, and/or any investor, could be substantial and result in material amendments to the terms of the applicable Governing Documents.

*U.S. Taxation of Carried Interest.* U.S. federal income tax law treats certain allocations of capital gains to service providers by partnerships such as the Funds as short-term capital gain (taxed at higher ordinary income rates) unless the partnership has held the asset that generated such gain for more than three years. 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 are treated as an allocation of the partnership's income (and which could be taxed at lower rates than ordinary income). Such rules, as well as any such legislation that could be enacted in the future, could apply to reduce the after-tax returns of individuals associated with a Fund, its general partner, or Radial who were or may in the future be granted direct or indirect interests in carried interest, which could make it more difficult for the relevant General Partner and its affiliates to incentivize, attract and retain individuals to perform services for a Fund. This creates potential incentives for Radial to cause a Fund to hold investments for a longer period than would be the case if such greater-than-three-year holding period requirement did not exist.

*Investments in Public Companies.* While none of the Funds expects investments in public companies to be a meaningful focus of its efforts, a Fund may invest in public companies. Investments in public companies may subject a Fund to risks that differ in type or degree from those involved with investments in privately held companies. Such risks include, without limitation, greater volatility in the valuation of such companies, increased obligations to disclose information regarding such companies, limitations on the ability of a Fund to dispose of such securities at certain times (including due to the possession by the Fund of material non-public information), increased likelihood of shareholder litigation against such companies' board members, which may include Mr. Carpenter and other members of the Radial investment team, regulatory action by the domestic or foreign securities regulators and increased costs associated with each of the aforementioned risks.

In addition, in connection with investments in public companies, a Fund may be unable to obtain financial covenants or other contractual rights that it might otherwise be able to obtain in making directly originated or otherwise privately negotiated investments. Moreover, a Fund may not have the same access to information in connection with investments in public securities, either when investing a potential investment or after making an investment, as compared to privately negotiated investments. A Fund may also be limited in its ability to make investments, and to sell existing investments, in public securities because the Fund may be deemed to have material, non-public information regarding the issuers of those securities. The inability to sell public securities in these circumstances could materially adversely affect the investment results of the relevant Fund.

*Special Risks Associated with Non-U.S. Investments.* Subject to the terms of the relevant Limited Partnership Agreement, a Fund may invest a portion of its Commitments in portfolio companies that are headquartered and have their principal operations outside of the United States. These investments may involve special risks not typically associated with investments in securities of U.S. issuers, including, without limitation: (a) the risk of nationalization or expropriation of assets or confiscatory taxation, (b) social, economic and political uncertainty, including war and

revolution, (c) dependence on exports and the corresponding importance of international trade, (d) differences between U.S. and non-U.S. markets, including price fluctuations, market volatility, less liquidity and smaller capitalization of securities markets, (e) currency exchange rate fluctuations, (f) rates of inflation, (g) controls on, and changes in controls on, non-U.S. investment and limitations on repatriation of invested capital and on a Fund's ability to exchange local currencies for U.S. dollars (and the costs and other risks associated therewith), (h) governmental involvement in and control over the economies, (i) governmental decisions to discontinue support of economic reform programs generally and impose centrally planned economies, (j) differences in auditing, accounting and financial reporting standards that may result in the unavailability of material information about issuers, (k) less extensive regulation of the securities markets, (l) longer settlement periods for securities transactions, (m) less developed corporate laws regarding fiduciary duties and the protection of investors, (n) less reliable judicial systems to enforce contracts and applicable law, (o) certain considerations regarding the maintenance of a Fund's portfolio securities and cash with non-U.S. sub-custodians and securities depositories, (p) the possible imposition of non-U.S. taxes on income and gains recognized with respect to such non-U.S. investments and other tax-related issues, including the possibility of withholding taxes, confiscatory foreign taxes, and double taxation of income earned overseas, (q) restrictions and prohibitions on ownership of property by non-U.S. entities and changes in laws relating thereto, (r) additional administrative burdens as a result of local legal requirements, and (s) crime, corruption, terrorism, political unrest and war. A Fund may be adversely affected by the foregoing events, or by future adverse developments in global or regional economic conditions or in the financial or credit markets.

*Investments in Distressed Companies.* A Fund may make investments in portfolio companies that are experiencing or are expected to experience financial difficulties which may never be overcome. These financial difficulties may cause such portfolio companies to become subject to bankruptcy proceedings and would, in certain circumstances, subject the relevant Fund to certain additional potential liabilities which may exceed the value of the Fund's investment therein. For example, under certain circumstances, lenders who have inappropriately exercised control over the management and policies of a debtor will under certain circumstances have their claims subordinated or disallowed or be found liable for damages suffered by parties as a result of such actions. Certain of a Fund's investments may be originated by or acquired from persons or entities, including financial institutions, that are insolvent, in serious financial difficulty or are no longer in existence and, as a result, the standards by which such investments were originated, the recourse to the seller or the standards by which such investments are being developed would likely be materially and adversely affected. Additionally, under certain circumstances, payments to a Fund and distributions by the Fund to the investors would be reclaimed if any such payment or distribution is later determined to have been a fraudulent conveyance, preferential payment or similar transaction under applicable bankruptcy and insolvency laws.

*Failure to Make Capital Contributions.* The interests of a Fund in certain cases could be materially and adversely affected by the failure of a limited partner to meet its contribution or other payment obligations to the Fund (whether arising through a limited partner's default, its excuse or exclusion from one or more investments, or a permitted withdrawal or removal from the Fund). If a limited partner fails to make any contribution or payment to a Fund for any reason, the other limited partners may be required to fund the shortfall, with the consequence that the non-defaulting limited partners may have greater exposure to the Fund's investments or liabilities than they otherwise would. A limited partner's failure to make any contribution or payment to a Fund for

any reason could also cause the Fund to be unable to meet the Fund's obligations when due, which could materially and adversely impair the Fund's ability to execute on its investment strategy or to otherwise continue operations. In such event, the relevant Fund may be subjected to significant liabilities or penalties that could materially reduce the returns to the participating limited partners (including non-defaulting limited partners). A substantial default by (or discontinued participation of) one or more limited partners would leave a Fund with less available capital commitments and would limit opportunities for investment diversification and likely reduce returns to the Fund.

*Consequences of Failure to Pay Contribution in Full.* If a limited partner fails to pay any installment of its commitment, the General Partner could elect to cause the defaulting limited partner to forfeit all or a portion of its interest in a Fund, including any future profits that otherwise would have been allocable to the defaulting limited partner, and to lose its voting rights with respect to any matter to come before the limited partners. The General Partner could require that the remainder of the defaulting limited partner's commitment be cancelled, and could designate a person or entity to assume the entire unpaid balance of the defaulting limited partner's commitment and succeed to all of the rights of the defaulting limited partner's interest. In addition, the General Partner could pursue any available legal or equitable remedies, with the expenses of collection of the unpaid amount, including attorneys' fees, to be paid by the defaulting limited partner. The General Partner will retain the discretion to employ such remedies in respect of a limited partner's default as it could determine on a case-by-case basis in its sole discretion. There is no requirement that remedies be applied consistently among defaulting limited partners, and the General Partner could determine for a variety of reasons to apply different remedies to different defaulting limited partners.

*Need for Follow-On Investments.* Following its initial investment in a given portfolio company, a Fund may decide to provide additional funds to such portfolio company or may have the opportunity to increase its investment in a portfolio company, whether for opportunistic reasons, to fund the needs of the business, as an equity cure under applicable debt documents or for other reasons. There is no assurance that any Fund will make such follow-on investments or that any Fund will have sufficient funds to make all or any of such investments. Any decision by a Fund not to make follow-on investments or its inability to make such investments may have a substantial negative impact on a portfolio company in need of such an investment (including an event of default under applicable debt documents in the event an equity cure cannot be made) or may result in a lost opportunity for such Fund to increase its participation in a successful operation. To the extent a portfolio company receives additional investments or other funding and the applicable Fund does not participate, such Fund's interest in such portfolio company would be diluted.

*Difficulty in Valuing Investment Portfolio.* The General Partner will value the portfolio investments of a Fund from time to time at their fair market values. Fund assets that are publicly traded securities for which market prices are readily available will be valued based on trading prices; however, for almost every portfolio company, there will likely be no public market for its securities. Thus, the valuation of portfolio investments inherently is highly subjective and imprecise and requires the use of techniques that are costly and time consuming and ultimately provide no more than an estimate of value. In establishing the value of the Fund's portfolio investments, the relevant General Partner in certain cases will also consult with accounting firms, investment banks and other third parties when needed, to assist with the valuation of the Fund's investments, although third-party pricing information may not be available regarding certain

portfolio investments. The value set by the General Partner may not reflect the price at which the Fund could dispose of its interests in a particular portfolio company at any given time.

*Cyber Security.* Radial, each Fund, portfolio companies and service providers to Radial, rely on the Internet, computer networks, and various software and hardware (collectively, “*information technology*” or “*IT*” systems) for both internal and external-facing operations. Radial manages certain IT systems but also relies on third-party service providers and vendors that manage other IT systems and provide products and services critical to our business.

All IT systems are subject to cybersecurity threats, risks and vulnerabilities. While we have taken steps to protect our IT systems and confidential information, threat actors are increasingly sophisticated and using advanced tools and techniques to circumvent security controls, obfuscate data access and delete forensic evidence, which impacts our ability to timely and effectively detect, investigate and mitigate attacks and incidents. Additionally, continued remote and hybrid working arrangements present potentially increased risks associated with the prevalence of social engineering attacks and vulnerabilities inherent in many non-corporate and home networks.

The confidentiality, integrity and availability of our IT systems and confidential information is increasingly subject to the risk of cyberattacks, computer viruses (for example, ransomware), network failures, computer and telecommunication failures, infiltration by unauthorized persons, software “bugs” and vulnerabilities, usage errors, employee negligence, social engineering (for example, third parties inducing employees, investors, service providers or other users of our IT systems to gain access to our confidential information or that of a Fund’s investors), power outages and catastrophic events such as fires, tornadoes, floods, hurricanes and earthquakes. If any security systems, counter measures or other controls designed to mitigate cyber-related risks are compromised, are disrupted or cease to function properly, Radial, each Fund and their respective affiliates may incur significant costs and liability due to the theft of Fund assets (including proprietary information and intellectual property) and/or numerous other events including, but not limited to: disruption to our operations or the operations of any Funds, portfolio companies or critical third parties; litigation and regulatory enforcement; fines and penalties; increased preventative and protective costs; increased remediation and compliance costs; reputational or brand damage, including the loss of current and future investors; and the loss of liquidity. Any of the foregoing could materially impact Radial’s business prospects and/or financial position, as well as each Fund’s ability to achieve their investment objectives and/or conduct their operations, and there is no guarantee that any insurance policy would partially or fully cover such exposure.

Similar types of operational and technology risks are also present for the portfolio companies in which the Funds invest, which could have material adverse consequences for such companies, and may cause a Fund’s investments to lose value and negatively impact returns to investors.

*Information Technology; Disaster Recovery.* Information and technology systems of Radial, the Funds, the portfolio companies, and service providers may be vulnerable 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. If any systems designed to manage such risks are compromised, become

inoperable for extended periods of time or cease to function properly, Radial, a Fund and/or a portfolio company may have to make a significant investment to fix or replace them. The failure of these systems and/or of disaster recovery plans for any reason could cause significant interruptions in Radial's, a Fund's and/or a portfolio company's 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). Such a failure could harm Radial's, a Fund's and/or a portfolio company's reputation, subject them and their respective affiliates to legal claims and otherwise affect their business and financial performance.

*Natural Disasters, Geopolitical Events and Similar Dislocations.* Upon the occurrence of a natural disaster such as flood, hurricane, or earthquake, or upon an incident of war, riot or civil unrest, the impacted country may not efficiently and quickly recover from such event, which can have a materially adverse effect on portfolio companies and other developing economic enterprises in such country. Terrorist attacks and related events can result in increased short-term economic volatility. The effects of future terrorist acts (or threats thereof), ongoing and future wars (including the recent outbreak of war between Ukraine and the Russian Federation) or other military actions or similar events on the economies and securities markets of countries cannot be predicted. Such disruptions of the global financial markets could affect interest rates, ratings, credit risk, inflation and other factors relating to a Fund's investments.

*Global Economic Conditions; Market Dislocation.* General global economic conditions may affect a Fund's activities. Interest rates, general levels of economic activity, fluctuations in the market prices of securities and participation by other investors in the financial markets may affect the value of investments made by a Fund. Instability in the securities markets may increase the risks inherent in portfolio investments made by a Fund and instability in the fixed income markets may cause significant dislocations, illiquidity and volatility in the structured credit, leveraged loan and high yield bond markets, as well as in the wider global financial markets. To the extent a Fund's portfolio companies participate in such markets, the results of their operations may suffer. In addition, certain market events may 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. Any resulting economic downturn could adversely affect the financial resources of a Fund's portfolio companies and their ability to make principal and interest payments on, or refinance, outstanding debt when due. In the event of such defaults, such Fund could lose both invested capital in and anticipated profits from such portfolio companies.

In addition, current global economic conditions may materially and adversely affect: (a) the ability of a Fund, its portfolio companies or their respective affiliates to access the credit markets on favorable terms or at all in connection with the financing or refinancing of investments; (b) the ability or willingness of certain counterparties to do business with a Fund or its affiliates; (c) a Fund's exposure to the credit risk of others in its dealings with various counterparties (for example, in connection with joint ventures or the maintenance with financial institutions of reserves in cash or cash equivalents); (d) consumer spending and demand for the products and services offered by a Fund's portfolio companies; (e) growth opportunities for a Fund's investments; (f) a Fund's ability to exit its investments at desired times, on favorable terms or at all; (g) availability of reliable insurance on favorable terms or at all; and (h) the ability of a Fund's limited partners to meet their obligations to such Fund in a timely manner or at all.

National and global market and economic conditions may deteriorate during the term of a Fund, and such conditions could deteriorate materially and for an extended period of time. National and global concerns about future economic growth, rising unemployment, changes in demographics, lower consumer sentiment, market instability, inflationary pressures, fluctuating oil prices, adverse developments in the credit markets and mixed corporate earnings may present significant challenges to the national and global economies and equity markets. Any of the foregoing could have a material adverse impact on a Fund.

*Inflation.* Certain countries have experienced and could in the future experience substantial, and in some periods extremely high, rates of inflation. Inflation and rapid fluctuations in inflation rates have had and may continue to have very negative effects on the economies and securities markets (both public and private) of certain countries in which a Fund may invest. There can be no assurance that high rates of inflation will not have a material adverse effect on the investments of a Fund.

*Non-U.S. Investments.* The Funds may invest in companies that are organized and/or have substantial sales or operations outside of the U.S., its territories and possessions. Such investments may be subject to certain additional risks due, among other things, to potentially unsettled points of applicable governing law, the risks associated with fluctuating currency exchange rates and capital repatriation regulations (as such regulations may be given effect during the term of a Fund) and the application of complex tax rules to cross border investments, possible imposition of non-U.S. taxes on a Fund and/or the partners with respect to such Fund's income, and possible non-U.S. tax return filing requirements for such Fund and/or the partners.

*Brexit.* The United Kingdom ("**UK**") withdrew from the European Union (the "**EU**") on January 31, 2020 ("**Brexit**"). In connection with Brexit the UK and the EU agreed on the Trade and Cooperation Agreement ("**TCA**"), which took effect from January 1, 2021, that governs the future trading relationship between the UK and the EU in specified areas. Notably, the TCA does not include an EU-wide cooperation arrangement for financial services, with UK firms instead having to negotiate individual EU member state regulations and cooperation/recognition arrangements. There can be no assurance that any negotiated laws, taxation and/or regulations will not have an adverse impact on the Funds and its investments, including the ability of the Funds to achieve its investment objectives. The ongoing effects of Brexit could result in significant market dislocation, heightened counterparty risk, an adverse effect on the management of market risk and, in particular, asset and liability management (due in part to redenomination of financial assets and liabilities,) an adverse effect on the ability of Radial to manage, operate and invest the Funds and increased legal, regulatory or compliance burden for the General Partners, Radial, or the Funds, each of which could have a negative impact on the operations, financial condition, returns or prospects of the Funds.

*Russia-Ukraine Conflict.* The Russian Federation invaded Ukraine on February 24, 2022. Geopolitical tensions have mounted in response and the U.S., the United Kingdom, EU member states, and other countries have imposed economic sanctions on the Russian Federation, parts of Ukraine, as well as various designated parties. As further military conflicts and economic sanctions continue to evolve, it has become increasingly difficult to predict the effect of these events or how long they will last. Depending on direction and timing, the Russian Federation-Ukraine conflict could significantly exacerbate the normal risks associated with a Fund and lead to adverse changes to, among other things: (i) general economic and market conditions; (ii) shipping, energy and



transportation costs and supply chain constraints; (iii) interest rates, currency exchange rates, and expenses associated with currency management transactions; (iv) demand for investments; (v) available credit in certain markets; (vi) import and export activity from certain markets; and (vii) laws, regulations, treaties, pacts, accords and governmental policies. Economic and military sanctions related to the Russian Federation-Ukraine conflict, or other conflicts, could affect markets, global supply and demand, import/export policies, and the availability of labor in certain markets. There is no guarantee that such sanctions and economic actions will abate or that more restrictive measures will not be put in place in the near term. It is also expected that the Russian Federation-Ukraine conflict could spark further sanctions or military conflicts which will impact other regions. The foregoing could seriously impact each Fund's operations and its ability to realize its investment objectives timely.

*Data Privacy and Protection Laws and Regulations.* Radial, each Fund and their respective affiliates are, and may in the future become, subject to U.S. federal and state, as well as non-U.S., laws, rules and regulations related to data privacy, data protection and information security which may apply to personal data provided by, or on behalf of, the investor. For instance, the federal Gramm-Leach-Bliley Act of 1999 ("**GLBA**") imposes certain obligations on financial institutions that offer financial products or services. The California Consumer Privacy Act of 2018 ("**CCPA**"), which went into effect on January 1, 2020, grants California consumers certain privacy rights and imposes additional obligations on companies and firms that are subject to the law. Data subject to the GLBA is excluded from the CCPA, but businesses like each Fund and Radial generally hold data subject to one or the other. In addition, other laws outside the U.S., such as the EU and UK General Data Protection Regulation, impose obligations on certain companies that may be more onerous than obligations under U.S. data privacy and protection laws. Generally, the current and future privacy, data protection and information security laws may impact the collection, use, sharing, retention and safeguarding of personal data provided by, or on behalf of, the investors and some of the Radial's and each Fund's current and planned business activities.

*Data Privacy Risk - GDPR.* The protection of personal data has been the subject of national, international, and other regulatory guidance and proposals for reform. Among other such regulatory reforms, the General Data Protection Regulation ("**GDPR**") provides for the protection of the individual's right to privacy with respect to the processing of personal data and is directly applicable in all EEA member states. Following Brexit, the GDPR has been imposed in UK law, as the UK General Data Protection Regulation ("**UK GDPR**"). The UK's data protection regime primarily consists of the UK GDPR and the UK Data Protection Act 2018 (the "**UK DP Laws**"). To the extent Radial or its agents offers investment opportunities to, or monitors the behavior of, natural persons located in the EEA and the UK ("**Data Subjects**"), Radial will be deemed to be a "controller" with respect to personal data collected from such Data Subjects and will be required to comply with the provisions of the GDPR and related UK laws, which are extensive and implement stringent operational requirements and onerous accountability obligations for controllers and processors of personal data, including, for example, requiring expanded disclosures about how personal information is to be used, limitations on retention of information, mandatory data breach notification requirements, and higher standards for controllers to demonstrate that they have obtained valid consent or have another legal basis in place to justify their data processing activities. The GDPR provides that EEA member states may make their own additional laws and regulations in relation to certain data processing activities, and may impose stricter governance requirements, which could limit Radial's ability to use and share personal data or could require localized changes to Radial's or a Fund's operating model, if applicable. The provisions of the

GDPR and related UK laws may also apply to a Fund's investments, to the extent that they are established in the EU and the UK, or offer goods or services to, or monitor the behavior of, EEA and UK Data Subjects. Radial is also subject to certain rules with respect to cross-border transfers of personal data out of the EEA and the UK.

As regulatory authorities issue further guidance on the collection and use of personal data and/or start taking enforcement action, Radial may incur additional costs, and/or become subject to regulatory investigations or fines, which may affect the manner in which Radial conducts its business. Radial may also face civil claims including representative actions and other class action type litigation (where individuals have suffered harm), potentially amounting to significant compensation or damages liabilities, as well as associated costs and diversion of internal resources. An assessment by a regulatory authority that Radial has not complied with the requirements of the GDPR, UK GDPR or other application privacy regimes could result in serious financial and reputational damage to Radial or a Fund. These laws (if applicable) also could cause costs of a Fund and its investments to increase and result in further administrative burden, which is likely to reduce capital and time that can be deployed for making investments.

*Environmental, Social & Governance ("ESG") Matters.* ESG matters have been the subject of increased focus by regulators in the US and EU, among other jurisdictions. While Radial strives to implement ESG practices, there can be no assurance that Radial will be able to identify all ESG issues or will be able to successfully implement its ESG policies. The use of ESG metrics in the investment process may be subjective and are not subject to uniform standards, and, as such, there is no guarantee that Radial will be able to accurately assess and measure the ESG risks and ESG compliance of a Fund's investments and/or potential investments. In evaluating an investment's ESG characteristics, Radial may also rely on information and data from third party providers, which may be incomplete, inaccurate or unavailable. As a result, there is a risk that Radial could incorrectly assess an investment or potential investment. There is also a risk that Radial may not apply the relevant ESG criteria correctly or that a portfolio could have indirect exposure to issuers that do not meet the relevant ESG criteria used by such portfolio. While Radial views ESG considerations as having the potential to contribute to an investment's long-term performance, there is no guarantee that such results will be achieved. The use of ESG criteria may affect a Fund's investment performance (including by increasing expenses) and, as such, a Fund may perform differently compared to similar Funds that do not use such criteria. Additionally, it should not be assumed that any ESG practices or standards will apply to every investment in which the Funds invest or that they have been applied to all of the Funds' prior investments. ESG is only one of many considerations that Radial takes into account when making investment decisions and when seeking to maximize investment returns, and other considerations can be expected in certain circumstances to outweigh ESG considerations. Any ESG information provided is intended solely to provide an indication of ESG initiatives and standards that the firm applies when seeking to evaluate and/or improve the ESG characteristics of an investment as part of the larger goal of maximizing financial returns on investments. Accordingly, certain investments may exhibit characteristics that are inconsistent with the practices or standards described herein.

*Disease and Epidemics.* The impact of disease, epidemics and pandemics may have a negative impact on a Fund, its investments and their performance and financial position. Coronavirus (or new variants thereof), renewed outbreaks of other epidemics or pandemics or the outbreak of new epidemics or pandemics could result in health or other government authorities requiring the closure of offices or other businesses and could also result in a general economic

decline. For example, as is currently the case, such events may adversely impact economic activity through disruption in supply and delivery chains. Moreover, Radial's operations and those of a Fund and its investments could be negatively affected if personnel are quarantined as the result of, or in order to avoid, exposure to a contagious illness. Similarly, travel restrictions or operational issues resulting from the rapid spread of contagious illnesses may have a material adverse effect on business and results of operations. A resulting negative impact on economic fundamentals and consumer confidence may negatively impact market value, increase market volatility, cause credit spreads to widen, and reduce liquidity, all of which could have an adverse effect on the business of Radial, a Fund and its investments.

*Business Continuity Plans.* In the event of unforeseen catastrophic events such as natural disasters, terrorist attacks, pandemics and epidemics, Radial is likely to initiate its business continuity plan to safeguard that its employees have the resources and technology necessary to continue their responsibilities and meet portfolio investment and investor needs. The business continuity plan is tested to ensure that appropriate measures are put in place to manage any such catastrophic events. However, Radial is not able to predict the level of disruption that such catastrophic events may have on its operation or the ability of the plan to succeed in a time of crisis. Thus, its business continuity plan may be insufficient to continue operating Radial's business as usual. The failure of the business continuity plan for any reason could cause significant interruptions in Radial's, a Fund's and/or a portfolio company's operations. Similar types of operational risks are also present for the portfolio companies in which a Fund invests and the vendors, third-party suppliers or counterparties with whom a Fund or its portfolio companies transact, which could have material adverse consequences for such companies and may cause a Fund's investments to lose value.

Radial initiated its business continuity plan in response to the spread of COVID-19. Radial's offices have, from time to time, been closed and Radial's employees have, from time to time, been working from home and may do so in future. Radial's employees have the necessary technology to continue meeting investor and investment needs, including access to laptops with remote working capabilities and audio and video conferencing technology, and Radial's servers are capable of handling its workforce working remotely, although such technology is subject to certain factors not within the control of Radial, such as internet service outages or similar technology disruptions. In addition, due to restrictions on travel and in-person meetings and other COVID-19 mitigation efforts, Radial's ability to conduct due diligence on potential portfolio company investments and monitor its current investments at times has been and may in the future be limited until its operations and the operation of portfolio companies and potential investments are no longer disrupted by the COVID-19 pandemic.

*Social Unrest.* Recent events concerning discrimination, race relations and inequality have led to protests, demonstrations, marches and other forms of political and social activism on a local, regional, national and international level. Such activism has resulted in curfews, the deployment of the national guard and other local and national interference, and could lead to increased political and social volatility and uncertainty, which was already heightened in wake of the COVID-19 pandemic. While the overall effect of such activism remains unknown, investors should note that this type of volatility and uncertainty could have a material adverse effect on a Fund's investments.

*Banking System Volatility.* As of March 2023, the U.S. banking system has experienced, and could continue to experience, significant volatility. The closing of Silicon Valley Bank

(“SVB”) and Signature Bank could negatively impact the availability of certain financial services to their respective former clients, which could include Radial, the General Partners, the Funds, a portfolio company or service providers and could require former clients to establish new bank relationships. These closures, and any additional closures that could occur within the banking system, could increase Radial’s, the General Partners’ and the Funds’ costs, negatively impact the Funds’ ability to execute on pending transactions, including with respect to the ability to draw down amounts under credit facilities, and divert Radial’s time, attention and resources away from the pursuit of a Fund’s investment strategy. Furthermore, these closures, and any additional closures that could occur within the banking system, have the potential to also increase counterparty risk, including raising the likelihood of defaults or bankruptcies by counterparties and their major customers that rely on such bank relationships. Depending on ongoing developments, regulatory guidance and timing, the closing of SVB and Signature Bank could exacerbate the normal risks associated with a Fund and result in adverse changes to, among other things: (i) general economic and market conditions; (ii) interest rates, currency exchange rates, and expenses associated with currency management transactions; (iii) demand for investments; (iv) availability of credit in certain markets; and (v) laws, regulations and governmental policies. Furthermore, the closing of SVB and Signature Bank could lead to financial system and participant regulatory reform, and such increased regulatory oversight could impose additional administrative burden on Radial, the General Partners and the Funds. It is currently unclear what the ultimate effect of the situation will be on the Funds, the private equity industry and global markets as a whole.

*Access to Deposits.* Radial maintains the majority of its and the Funds’ cash and cash equivalents in accounts with major U.S. financial institutions, and Radial’s and the Funds’ deposits at these institutions are expected to, from time to time, exceed insured limits. Market conditions can impact the viability of these institutions. In the event of failure of any of the financial institutions where Radial maintains its and the Funds’ cash and cash equivalents, there can be no assurance that Radial would be able to access uninsured funds in a timely manner or at all. Any inability to access or delay in accessing these funds could adversely affect Radial’s or the Funds’ business and financial positions.

*Boards of Directors—Director Liability and Compensation.* The Funds will often obtain the right to appoint a representative to the board of directors (or similar governing body) of the companies in which they invest. Serving on the board of directors (or similar governing body) of a portfolio company exposes a Fund’s representatives, and ultimately the Fund, to potential liability. Although portfolio companies often seek insurance to protect directors and officers from such liability, not all portfolio companies may obtain such insurance, which may be insufficient if obtained.

As a result of certain Funds’ controlling interests in portfolio companies, Radial and/or its affiliates typically have the right to appoint portfolio company board members, or to influence their appointment, and to determine or influence a determination of their compensation. From time to time, portfolio company board members approve compensation and/or other amounts payable to Radial and/or its affiliates. Such amounts will be in addition to any Management Fees or carried interest paid by a Fund to Radial. Such payments subject Radial and its affiliates to conflicts of interest because the Funds generally do not have an interest or share in these payments (other than, in certain cases, subject to the fee offsets described in “*Management Fees*” above) and the amount of such payments may be substantial.

*Risk upon Disposition of Certain Investments.* In connection with the disposition of an investment in a portfolio company, the Funds may be required to make representations about the business and financial affairs of the portfolio company typical of those made in connection with the sale of a business and may be responsible for the content of disclosure documents under applicable securities laws. They may also be required to indemnify the purchasers of such investment to the extent that any such representations or disclosure documents turn out to be inaccurate. These arrangements in certain cases will result in contingent liabilities, which might ultimately have to be funded by the Fund partners to the extent of their Commitments, plus any income or gains distributed in excess of their Commitments. Furthermore, under the Delaware Revised Uniform Limited Partnership Act, each limited partner that receives a distribution in violation of such Act will, under certain circumstances, be obligated to return such distribution to the Fund.

*Material Non-Public Information.* As a result of the operations of Radial and its affiliates, Radial frequently comes into possession of confidential or material non-public information. Therefore, Radial and its affiliates will have access to material, non-public information that could be relevant to an investment decision to be made by a Fund. Consequently, a Fund will likely, from time to time, be restricted from initiating a transaction or selling an investment which, if such information had not been known to it, may have been undertaken on account of applicable securities laws or Radial's internal policies. Due to these restrictions, a Fund may not be able to make an investment that it otherwise might have made or sell an investment that it otherwise might have sold.

*Capital Calls and Use of Revolving Credit Facilities.* A Fund may make investments with proceeds from drawdowns under one or more revolving credit facilities (the collateral for which can be, for example, the undrawn capital commitments of investors, *i.e.*, subscription lines) prior to calling capital commitments. The interest expense and other costs of any such borrowings will be borne by the applicable Fund and, accordingly, may decrease net returns of such Fund. A Fund's use of borrowed funds will impact the calculation of net performance metrics (*e.g.*, internal rate of return ("**IRR**") and multiple of invested capital) as these calculations generally depend on the amount and timing of capital contributions and will generally make net IRR and net multiple of invested capital calculations higher than they would be without fund-level borrowing. Accordingly, Radial has an incentive to fund the acquisition and ongoing capital needs of portfolio companies and the Funds with the proceeds of such borrowings in lieu of drawing down investor commitments on a long-term basis.

*Broken Deal Expenses.* In connection with pursuing investment opportunities in furtherance of a Fund's investment strategy, a Fund, Radial and their respective affiliates expect to incur fees, costs and expenses in connection with prospective investments and other transactions that are not consummated, including, without limitation, all due diligence fees, costs and expenses, legal and accounting fees, costs and expenses, fees, costs and expenses of lenders, investment banks and other financing sources in connection with arranging financing for such prospective investment or other transaction, deposits or draw-down payments that are forfeited in connection therewith, and reverse break-up fees or termination fees, expense reimbursement amounts or other amounts payable to the sellers, targets, advisors, service providers or other counterparties or third-parties, related to such transaction, or other liabilities or obligations in respect of such unconsummated transactions or investment opportunities (including travel costs and ancillary expenses (which may include first or business class commercial airfare or private or charter airfare,

incurred in connection therewith)) (collectively, “**Broken Deal Expenses**”), subject to any limitations thereon set forth in the applicable Governing Documents. Broken Deal Expenses could be significant, and accordingly, a Fund could incur substantial costs and expenses with no opportunity for a return.

With respect to investments in which co-investors co-invest with the Fund, any investment expenses or indemnification obligations related to such investments are generally expected to be borne by the Fund and such co-investors (whether directly or through a co-investment vehicle) in an equitable manner as determined by Radial in its sole discretion and subject to legal, tax and regulatory considerations. If a proposed co-investment opportunity and/or co-investment vehicle is not consummated, the Fund will bear some or all of the costs of such proposed co-investment or that would have been allocable to such co-investment (including Broken Deal Expenses, diligence and pursuit expenses, and other third-party out-of-pocket expenses).

*Other Business Activities of Radial.* A Fund’s Governing Documents generally place limited restrictions upon the business activities that Radial and/or its personnel may pursue, where such activities might be viewed to be directly competitive with those of the Fund. Radial and its personnel are otherwise free to engage in such other business activities as Radial and such personnel desire. Neither a Fund nor its investors will, by purchasing the interests in the Fund, acquire an interest, direct or indirect, in such other business activities. As described below in “*Other Financial Industry Activities and Affiliations*,” Mr. Carpenter and the Radial team will continue to provide certain services to the IPC Funds solely with respect to existing investments, including dispositions of such investments, while the IPC Funds conclude their activities. None of the IPC Funds is currently making new investments. During the time that Radial personnel are also providing services to Irving Place Capital generally and to the IPC Funds specifically, Radial expects that such personnel will devote such business time and attention to Irving Place Capital and the IPC Funds as they reasonably consider necessary.

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

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

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

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As described above in “*Advisory Business*,” the Management Company is affiliated with each of the other Advisers, each of which is (or will be when formed) registered under the Advisers Act pursuant to the Management Company’s registration as an investment adviser in accordance with SEC guidance. These affiliated investment advisers operate as a single advisory business together with the Management Company and serve as managers or general partners of private investment funds and other pooled vehicles and may share common owners, officers, partners, employees, consultants or persons occupying similar positions. All of the Advisers are under common control and subject to Radial’s Code of Ethics and compliance programs adopted pursuant to the requirements of the Advisers Act.

Radial is principally owned by Mr. Carpenter, who is also currently a principal owner of Irving Place Capital, a registered investment adviser that began operations in 2008. As of the date of this Brochure, Mr. Carpenter serves as Co-Managing Partner of Irving Place Capital. Mr. Carpenter and the Radial team will continue to provide certain services to the IPC Funds solely with respect

to existing investments, including dispositions of such investments, while the IPC Funds conclude their activities. None of the IPC Funds is currently making new investments. During the time that Radial personnel are also providing services to Irving Place Capital generally and to the IPC Funds specifically, Radial expects that such personnel will devote such business time and attention to Irving Place Capital and the IPC Funds as they reasonably consider necessary.

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

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Radial has adopted the Radial Code of Ethics and Securities Trading Policy and Procedures (the “**Code**”), which sets forth standards of conduct that are expected of Radial principals and employees (and certain Senior Advisors who have access to Radial’s office space and/or information systems) and addresses conflicts that arise from personal trading. The Code (a) requires certain Radial personnel to report their personal securities transactions, (b) prohibits, or requires pre-clearance for, Radial personnel directly or indirectly acquiring beneficial ownership or disposing of any securities (with limited regulatory exceptions), and (c) prohibits Radial personnel from directly or indirectly acquiring beneficial ownership of securities in which Radial has material non-public information, without first obtaining approval from the Radial Chief Compliance Officer. These requirements also apply to family members living in the same household as such Radial personnel. In addition, the Code requires such personnel to comply with procedures designed to prevent the misuse of, or trading upon, material non-public information. A copy of the Code will be provided to any investor or prospective investor upon request to Swen Kupferschmid-Rojas, the Chief Compliance Officer, at (212) 551-4600. Personal securities transactions by employees who manage client accounts are required to be conducted in a manner that prioritizes the client’s interests in client eligible investments.

To the extent Radial personnel are also employed by Irving Place Capital as described above in “*Other Financial Industry Activities and Affiliations*,” such personnel are additionally subject to the Irving Place Capital Code of Ethics and Securities Trading Policy and Procedures, which is substantially similar to the Code.

Radial and its affiliated persons may come into possession, from time to time, of material non-public or other confidential information about public companies which, if disclosed, might affect an investor’s decision to buy, sell or hold a security. Under applicable law, Radial and its affiliated persons would be prohibited from improperly disclosing or using such information for their personal benefit or for the benefit of any person, regardless of whether such person is a client of Radial. Accordingly, should Radial or any of its affiliated persons come into possession of material non-public or other confidential information with respect to any public company, Radial would be prohibited from communicating such information to clients, and Radial will have no responsibility or liability for failing to disclose such information to clients as a result of following their policies and procedures designed to comply with applicable law. Similar restrictions may be applicable as a result of Radial personnel serving as directors of public companies and may restrict trading on behalf of clients, including the Funds.

***Conflicts of Interest***

Radial and its related entities engage in a broad range of advisory and non-advisory activities, including investment activities for their own account and for the account of other Funds, and providing transaction-related, investment advisory, management and other services to Funds

and portfolio companies. In the ordinary course of Radial conducting its activities, the interests of a Fund may conflict with the interests of Radial, one or more other Funds, portfolio companies or their respective affiliates. Certain of these conflicts of interest are discussed herein.

*Successor Funds.* Until such time as Radial is permitted to raise a successor investment fund to the then-current primary Fund, Radial will pursue all appropriate investment opportunities principally for the benefit of such Fund, subject to certain limited exceptions in accordance with its investment guidelines and subject to approval of its investment committee. Radial believes the significant investment by Radial in the Funds, as well as Radial's interest in the carried interest, operate to align the interest of Radial with the interest of its Funds' investors, although Radial has economic interests in such other investment funds and investments as well and may receive Management Fees and carried interest relating to such interests. Such other investment funds and investments that Radial may control may compete with a Fund or companies acquired by such Fund. At such time as Radial is permitted to raise a successor investment fund to a particular Fund, Radial will continue to manage such prior Fund's investments but also may, and likely will, focus its investment activities on other opportunities and areas unrelated to such Fund's investments and because the investment strategy of a successor fund will overlap with the investment focus of such Fund, not all investment opportunities suitable for such Fund will be allocated to such Fund, which may create certain conflicts of interest in respect of the allocation of time, resources and investment opportunities.

*Overlapping Investment Opportunities.* Investment opportunities may be appropriate for multiple Funds at the same, different or overlapping levels of a portfolio company's capital structure. Conflicts may arise in determining the terms of each such investment, particularly where certain Funds are intended to invest in different types of securities in a single portfolio company. Questions may arise subsequently as to whether payment obligations and covenants should be enforced, modified or waived, or whether debt should be refinanced or restructured. In troubled situations, decisions including whether to enforce claims, or whether to advocate or initiate a restructuring or liquidation inside or outside of bankruptcy, and the terms of any workout or restructuring may raise conflicts of interest, particularly with respect to Funds that have invested in different securities within the same portfolio company.

*Fees and Reimbursement.* A portfolio company typically will reimburse Radial, including the senior advisor group, or service providers retained at Radial's discretion for expenses (including without limitation meals and travel expenses) incurred by Radial or such service providers in connection with its performance of services for such portfolio company. This subjects Radial and its affiliates to conflicts of interest because the Funds generally do not have an interest or share in these reimbursements, and the amount of such reimbursements may be substantial. Radial determines the amount of these reimbursements for such services in its own discretion, subject to the management services agreement entered into with the respective portfolio company and Radial's internal reimbursement policies and practices. Radial may not necessarily seek out the lowest cost options when incurring (or causing a Fund or its portfolio companies to incur) such expenses. Fee payment or expense reimbursement practices of Radial or such service providers generally is subject to: arrangements with sellers, buyers and management teams; the review and supervision of the board of directors (or similar governing body) of or lenders to portfolio companies; and/or third-party co-investors in its transactions. These factors help to mitigate related conflicts of interest.



*Intangible Benefits.* Radial and its respective affiliates and their respective personnel can be expected to receive certain intangible and/or other benefits, rebates and/or discounts or perquisites arising or resulting from their activities on behalf of a Fund that will not offset or reduce the Management Fee or otherwise be shared with the limited partners and/or portfolio companies. For example, airline travel or hotel stays incurred in connection with Fund business may result in “miles” or “points” or credit in loyalty/status programs, and such benefits and/or amounts will, whether or not *de minimis* or difficult to value, inure exclusively to Radial and/or its respective affiliates and/or its respective personnel even though the cost of the underlying service is borne by the Fund or its portfolio companies. Radial, its personnel and other related persons also receive discounts on products and services provided by portfolio companies and/or customers or suppliers of such portfolio companies. Such other benefits or fees may give rise to conflicts of interest in connection with a Fund’s investment activities, and while Radial will seek to resolve any such conflicts in a fair and equitable manner, there is no assurance that any such conflicts will be resolved in favor of a Fund.

*Conflicts Related to the Provision of Certain Information.* The operating documents of certain Funds generally permit Radial to withhold information from certain investors in such Funds in certain circumstances. Radial will also from time to time elect to withhold certain information for reasons relating to overall business strategy, despite the potential benefits to limited partners of receiving such information.

Additionally, due in part to the fact that actual and/or potential investors in a Fund often ask different questions and request different information, Radial has in the past and expects in the future to provide certain information to one or more actual and/or prospective investors that is not necessarily provided to all prospective investors or limited partners in a Fund.

*Service Providers and Senior Advisors.* As described above in “*Fees and Compensation*,” Radial and its personnel may maintain relationships with service providers (including lenders, brokers, attorneys, investment banking firms and other professional service providers), and such service providers may be investors in a Fund or may be sources of opportunities for or counterparties in other transactions with the Fund or Radial. Radial and its personnel may receive other benefits from these relationships that are not made available to the Fund. This presents a conflict of interest, as it may influence the Fund or Radial in deciding whether to select such a service provider or have other relationships with that service provider. Senior Advisors and other service providers to a Fund or Radial may charge different rates for their services or may have different arrangements for specific types of services, which may be more beneficial to certain of such persons than others or may benefit Radial or its affiliates to a greater degree than the benefit accorded to the Fund. These benefits may include more favorable rates or arrangements available to Radial than those payable by the Fund, and the Fund will not be entitled to share in any such benefits.

Radial generally exercises its discretion to recommend to a Fund or to a portfolio company thereof that it contract for services with (a) Radial or a related person of Radial (which may include a portfolio company of such Fund), (b) an entity with which Radial or its affiliates or current or former members of their personnel has a relationship or from which Radial or its affiliates or their personnel otherwise derives financial or other benefit, or (c) Senior Advisors and/or certain limited partners or their affiliates. For example, Radial from time to time is presented with opportunities to receive portfolio company management services in connection with a Fund’s investments from

Senior Advisors and/or certain limited partners that have relevant executive and/or management experience as determined by Radial. Such limited partners or other service providers from time to time are granted the right to purchase a portfolio company equity interest or receive compensation in the form of a portfolio company equity interest or cash fees in connection with their management services to such portfolio company, and such interest from time to time is granted at a valuation made at a date prior to the date of such investment, including the date of the Fund's original investment in such portfolio company. To the extent that such limited partners or service providers, including Senior Advisors, receive a portfolio company equity interest, it generally would be dilutive to the Fund's investment in such portfolio company. This subjects Radial to conflicts of interest, because although Radial selects service providers that it believes are aligned with its operational strategies and will enhance portfolio company performance and, relatedly, returns of the relevant Fund, Radial may have an incentive to recommend the related or other person because of its financial or other business interest. Service providers may be granted the right to co-invest or otherwise participate alongside a Fund in transactions that they source or for which they provide advice. Such co-investment rights may result in a Fund investing less capital than it otherwise would have in such transactions. Fees or other payments or benefits received by service providers in connection with their services, including any amounts paid in connection with particular transactions or investments, will not reduce the Management Fee paid by a Fund. The decision by Radial to initially perform particular services in-house for a Fund will not preclude a later decision to outsource such services, or any additional services, in whole or in part to third parties, and Radial has no obligation to inform a Fund of such a change. There is a possibility that Radial, because of such belief or for other reasons, (including whether the use of such persons could establish, recognize, strengthen and/or cultivate relationships that have the potential to provide longer-term benefits to the relevant Funds or Radial) may favor such retention or continuation even if a better price and/or quality of service could be obtained from another person. Whether or not Radial has a relationship or receives financial or other benefit from recommending a particular service provider, there can be no assurance that no other service provider is more qualified to provide the applicable services or could provide such services at lesser cost. A Fund will also generally bear, directly or indirectly, its share of any travel costs or other out-of-pocket expenses incurred by service providers in connection with the provision of their services. Accounting, network, communications, administration and other support benefits, including office space, may be provided by Radial or their respective affiliates to service providers without charge. To the extent that communications or other equipment or services are provided by a Fund to a service provider, these costs may be borne by such Fund as a partnership expense.

In addition, the Funds typically pay certain fees to Senior Advisors (although in certain instances such Senior Advisors' fees are paid by the relevant portfolio company or the Management Company) and other third-party consultants (including consultants introduced or arranged by Radial and/or its affiliates that may regularly provide services to one or more Fund portfolio companies) and service providers, and such fees generally will not offset the Management Fee as described herein. Some Senior Advisors make use of Radial resources and are otherwise associated with Radial, including being listed on the Radial website and receiving Radial business cards. The Management Company or another Radial entity may bear the cost of certain former investment personnel used as third-party consultants, although in some cases such former personnel will be retained by the relevant portfolio company or Fund. Although the use of Senior Advisors and the allocation of compensation paid to them by Radial, its affiliates and/or the portfolio companies may subject Radial and/or its affiliates to conflicts of interest, Radial believes that such conflicts are mitigated by the anticipated cost savings to portfolio companies (which is

expected to be to the benefit of the applicable Fund(s)) that will result if the cost of the Senior Advisor is lower than market rates for the services provided and/or if the quality of the services of the Senior Advisor make a greater contribution to the success of the portfolio company. Although Radial seeks to retain Senior Advisors with a view to reducing costs to portfolio companies and, ultimately, the Funds, a number of factors may result in limited or no cost savings from such retention. Radial also seeks to reduce conflicts of interest resulting from such arrangements by structuring compensation packages for such persons in a manner that Radial believes will align such persons' interests with those of the Funds' limited partners.

*Pre-Existing Relationships.* Radial and/or its affiliates from time to time may employ personnel with pre-existing ownership interests in portfolio companies owned by the Funds or other investment vehicles advised by Radial and/or its affiliates; conversely, former personnel or executives of Radial and/or its affiliates may serve in significant management roles at portfolio companies or service providers recommended by Radial. Similarly, Radial, its affiliates and/or personnel maintain relationships with (and 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 and/or provide services (including services at reduced rates), to Radial and/or its affiliates and/or the Funds or other investment vehicles they advise. In such a case, Radial will have a conflict of interest with a Fund in recommending the retention or continuation of a third-party service provider to such Fund or a portfolio company if such recommendation, for example, is motivated by a belief that the service provider or its affiliate(s) will continue to invest in one or more Funds, will provide Radial information about markets and industries in which Radial operates (or is contemplating operations) or will provide other services that are beneficial to Radial. Radial will have a conflict of interest in making such recommendations, in that Radial has an incentive to maintain goodwill between it and the existing and prospective portfolio companies for a Fund, while the products or services recommended may not necessarily be the best available to the portfolio companies held by a Fund.

*Securities Trading.* Radial, its affiliates, equity holders, officers, principals and employees may buy or sell securities or other instruments that Radial has recommended to a Fund. In addition, officers, principals and employees may buy securities in transactions offered to but rejected by a Fund. Such transactions are subject to the policies and procedures set forth in Radial's Code of Ethics. The investment policies, fee arrangements and other circumstances of these investments may vary from those of any Fund.

*Write-Downs.* Radial will exercise its discretion in determining the fair value of an investment that has been, or may be, the subject of one or more permanent write-downs. Radial or its affiliates may be incentivized to hold on to investments that have poor prospects for improvement and/or avoid or otherwise delay determining that an investment has been subject to a permanent write-down, in either case, in order to receive ongoing Management Fees in the interim.

*Side Letters.* Radial and a Fund may from time to time enter into side letters and other agreements with one or more investors whereby, in consideration for agreeing to invest certain amounts in the Fund or other consideration, such investors may be granted rights not otherwise afforded to any or all investors. Such agreements may entitle an investor to make an investment in the Fund on terms not available to other investors. Any such terms, including with respect to (a)

access to information and reporting obligations of the Fund, (b) transfer rights, (c) preferential withdrawal or liquidity rights, (d) consent rights to certain acts or amendments, (e) economic incentives, (f) purchase rights, (g) advisory board seats, or (h) other matters, may be more favorable than those offered to any other investors. Such agreements will have the effect of establishing rights under, or altering or supplementing the terms of, the Governing Documents with respect to such investor. Radial or a Fund may enter into such agreements with any party as Radial or the Fund may determine, in its sole discretion, at any time. Other investors in the Fund will not necessarily have most-favored-nation rights in respect of all or any of the more favorable terms provided to others, and investors will have no recourse against the Fund, Radial or any other person in the event that certain investors receive additional benefits or other rights pursuant to such agreements that are more favorable than the terms received by all investors. To the extent required by applicable law or otherwise agreed by Radial or the Fund, material terms of certain side letters may be made available to certain investors on a redacted basis without making such terms available to all investors. Investors generally will not otherwise receive disclosure of side letter agreements. As a result of certain side letters, investors holding the same interests will have different returns, or receive different information, depending on any arrangements applicable to a given investor's interest in a Fund. In addition, if Radial enters into a side letter entitling an investor to be excused or excluded from a particular investment, (a) any election to be excused or excluded by such investor will increase the percentage interest of other investors in, and contribution obligations of other investors with respect to, future investments, and reduce the overall size of a Fund and/or (b) a Fund's ability to consummate certain investments may be inhibited. Any co-investment rights granted to an investor in a side letter or other similar agreement may result in fewer co-investment opportunities (or reduced or no allocations) being made available to other investors.

*Diverse Investor Group.* Investors in a Fund may have conflicting investment, tax and other interests with respect to their investments in a Fund or a particular Fund vehicle. These conflicting interests of individual investors and of different Fund vehicles may relate to or arise from, among other things, the nature of investments in portfolio companies made by a Fund, the structuring or the acquisition of investments and the structure, timing or manner of disposition of investments. As a consequence, conflicts of interest may arise in connection with decisions made by Radial, including with respect to the nature or structuring of investments or dispositions, that may be more beneficial for one investor or for one Fund vehicle than for another investor or Fund vehicle, especially with respect to investors' individual tax situations and the tax treatment of the different Fund vehicles. In selecting and structuring investments appropriate for a Fund, Radial will generally consider the investment and tax objectives of a Fund and its investors as a whole, not the investment, tax or other objectives of any investor individually or of any Fund vehicle individually.

*Special Capital Contributions.* From time to time, and as permitted by the applicable Limited Partnership Agreement, Radial may borrow funds on behalf of a Fund and contributes such borrowed amounts to the relevant Fund as a special capital contribution for investment, to be redeemed at a later date. Interest in connection with such borrowing is borne by the relevant Fund as a Fund expense, consistent with the Limited Partnership Agreement (or other governing document) and the expense policy described above in "*Fees and Compensation.*" In borrowing on behalf of a Fund, Radial is subject to conflicts of interest between repaying its obligations and retaining such borrowed amounts for the benefit of the Fund. Radial will effect such borrowings

in a manner it believes to be fair and equitable to the Fund, and consistent with Radial's obligations to the Fund and under the Limited Partnership Agreement.

*Use of Subscription Lines.* As described above in "*Fees and Compensation*," the Funds may fund the making of investments with proceeds from drawdowns under one or more revolving credit facilities (the collateral for which can be, for example, the undrawn capital commitments of investors, *i.e.*, subscription lines) prior to calling capital commitments. The interest expense and other costs of any such borrowings will be borne by the relevant Fund and, accordingly, may decrease net returns of such Fund. It is expected that interest will accrue on any such outstanding borrowings at a rate lower than the preferred return, which will begin accruing when capital contributions to fund such investments, or repay borrowings used to fund such investments, are actually made to the relevant Fund. In light of the foregoing, Radial has an incentive to cause such vehicle to borrow in this manner in lieu of drawing down capital commitments, subject to the operating and offering documents of each Fund.

*Use of Placement Agents.* As described below in "*Brokerage Practices*," a Fund or Radial may engage placement agents in respect of the offering of interests in the Fund to certain prospective investors. Any such placement agent acts for the Fund or Radial and not as an investment adviser to prospective investors in connection with the offering of such interests. Prospective investors must independently evaluate the offering and make their own investment decisions. In making those decisions, prospective investors should be aware that a placement agent would generally be paid a placement fee based upon the amount of capital invested or committed to the Fund by investors that such placement agent introduces to Radial or the Fund. Any placement agent fees and expenses will be borne by the Fund. In the event any placement agent is engaged in respect of the Fund, prospective investors should also note that at various times such placement agent may act as placement agent for other fund sponsors and funds, including fund sponsors and funds that are not affiliated with Radial, and including fund sponsors and funds that may offer interests that are similar to the interests in the Fund. Such unaffiliated fund sponsors may pay placement fees on terms different from the fees placement agents may receive in respect of the Fund, and such differences in fees may influence a placement agent's decision to introduce prospective investors to the Fund. Furthermore, a placement agent may seek to do business with and earn fees or commissions from affiliates or investments of a Fund and Radial (*e.g.*, in connection with financing or investment banking services, securitization activity, lending or arranging credit, or other transactions). Accordingly, prospective investors should recognize that each placement agent's participation as a placement agent for interests in a Fund may be influenced by its interest in such current or future fees and commissions. Prospective investors should also be aware that affiliates or employees of a placement agent could invest in the Fund on their own behalf and/or on behalf of their clients. Each prospective investor should consider these issues in making its investment decision.

*Conflicts Related to Continuation Funds, GP-Led Secondary Transactions and Other Similar Transactions.* In certain circumstances, a General Partner of a Fund is permitted, in its sole discretion, to structure the realization of an investment in a manner that offers one or more investors (and/or one or more co-investors or other direct or indirect investors in such investment) the ability to retain a direct or indirect interest in such investment, including by way of making a distribution in kind to such investor or organizing a liquidation vehicle.

*Advisory Committee.* Radial may present potential conflicts of interest to the advisory committee of a Fund made up from representatives of limited partners in a Fund as appointed by Radial. The Limited Partnership Agreement of a Fund provides that to the fullest extent permitted by applicable law, none of the advisory committee members shall owe any fiduciary or other duties to such Fund or any other partner, other than to act in good faith. In addition, representatives of the advisory committee may have various business and other relationships with Radial and its partners, employees and affiliates which may influence their decisions as members of the advisory committee. The members of the advisory committee of a Fund may disproportionately represent one or more of the entities or categories of limited partners comprising such Fund. Additionally, the composition of the advisory committee of a Fund may have substantial overlap with the composition of the advisory committee of another Fund, which could lead to conflicts of interest if there are transactions between such Funds that require advisory committee consent or approval.

*Possible Future Activities.* Radial and its affiliates in certain cases could expand the range of services it provides over time. Except as provided herein and in a Fund's private placement memorandum or Limited Partnership Agreement, Radial and its affiliates will not be restricted in the scope of their business or in the performance of any such services (whether now offered or undertaken in the future) even if such activities could give rise to conflicts of interest, and whether such conflicts are described herein.

To the extent a former Radial employee becomes employed by a portfolio company, no compensation earned by such former Radial employee from such portfolio company will offset the management fee notwithstanding that such former employee has a remaining interest in the relevant Fund's General Partner of affiliated entity.

*Other Private Vehicles.* Radial's principals, employees or Senior Advisors invest in other private investment vehicles (including single investor-co-investments) managed by other advisers. In some cases, Radial, its affiliates or the Funds may purchase portfolio companies that are owned by such other investment vehicles, which may indirectly benefit any such principals, employees or Senior Advisors.

*Co-Investment Opportunities.* Principals and employees of Radial and its affiliates may, directly or indirectly, own an interest in the Funds or certain co-investment vehicles. Any co-investment vehicles may invest in one or more of the same portfolio companies as the Funds. Co-investment opportunities may also be presented to certain affiliates of Radial, as well as third-party investors and other persons, and such co-investments may be effected through co-investment vehicles or directly in a particular portfolio company. Additionally, the Funds may invest together with other private investment funds advised by an affiliate of Radial in the manner set forth in the Limited Partnership Agreements and Radial's Allocation / Co-Investment Policy. Radial will allocate investment opportunities in a manner it believes in its sole discretion is fair and equitable to its clients, consistent with its fiduciary obligations, and may take into consideration factors such as the following: the client's investment restrictions, objectives, criteria, operating guidelines and/or limitations (including those set forth in the relevant client's governing documents, where applicable), strategy, risk profile, time horizon, tax sensitivity, tolerance for turnover, asset composition (including diversification limitations) and cash level; applicable regulatory restrictions; potential conflicts caused by a particular allocation; whether an investment opportunity is a follow-on investment for a Fund; whether a Fund is in its investment period and whether a Fund has fully subscribed to the particular investment opportunity. In the case of co-

invests, Radial may grant certain third-party investors the opportunity to evaluate specified amounts of prospective co-investments in a Fund's portfolio companies or otherwise to have priority in co-investment opportunities.

Any of these situations subjects Radial and/or its affiliates to conflicts of interest. Radial attempts to resolve such conflicts of interest in light of its obligations to investors in its Funds and the obligations owed by Radial's advisory affiliates to investors in investment vehicles managed by them, and attempts to allocate investment opportunities among a Fund, other Funds and such investment vehicles in a fair and equitable manner. Radial may allocate a portion of any investment opportunity to one or more third-party investors, including a co-investment vehicle formed to participate in such investment alongside a Fund in accordance with the Limited Partnership Agreement of the relevant Fund. Such co-investment opportunities may be allocated to one or more existing limited partners of such Fund, lenders, consultants, advisors (including Senior Advisors), employees and/or strategic or other investors, in each case subject to the terms of the Limited Partnership Agreement of the relevant Fund. Co-investment opportunities typically will be offered to some and not to other Fund investors, and the consideration of the factors set forth above likely will result in certain investors receiving multiple opportunities to co-invest while others expressing interest in co-investments have the potential to receive none. Radial's exercise of discretion in allocating investment opportunities could, and often will, result in disproportionate allocations among investors that have expressed interest in co-investment opportunities, and such allocations will likely be more or less advantageous to some such investors relative to other such investors. To the extent that an investment or relationship raises particular conflicts of interest, Radial will review the circumstances of such investment or relationship with a view to addressing and reducing the potential for conflict. Where necessary, Radial consults and receives consent to conflicts from an advisory committee consisting of limited partners of the relevant Fund and such other investment vehicles.

In circumstances where an entire investment could be made by a Fund, Radial is still permitted to allocate a portion of such investment to one or more co-investment funds or other co-investors in accordance with such Fund's Limited Partnership Agreement and Radial's allocation policy if, for example, Radial believes in its good faith judgment that the full investment would unreasonably limit the diversification of the applicable Fund or that a particular co-investor would add value to the Fund or the investment. Finally, Radial's allocation of investment opportunities often will not result in proportional allocations, and such allocations likely will be more or less advantageous to some such persons relative to others. While Radial will allocate investment opportunities in a manner that it believes is fair and equitable under the circumstances over time and considering relevant factors, Funds will, in certain cases, involve different terms and fee structures, which could incentivize Radial to make more (or less) of such investment opportunities available to a Fund and/or such Funds and result in conflicts of interest in respect of the managing and monitoring of such investments and evaluating and executing on disposition opportunities. Accordingly, Radial cannot assure equal treatment across the Funds, and there can be no assurance that a Fund's actual allocation of an investment opportunity, if any, or the terms on which that allocation is made, will be as favorable as they would be if the potential conflicts of interest to which Radial expects to be subject, discussed herein, did not exist.

The General Partner or any of its affiliates could require such co-investors to bear a carried interest, management fee and other costs with respect to any co-investment.

From time to time, for strategic and other reasons, a co-investment fund could subsequently purchase a portion of an investment from a Fund. Radial generally aims to complete such co-invest buy-down shortly after the applicable Fund's consummation of the investment to avoid any potential change in valuation of the investment; however, in certain instances if a material period of time has elapsed, Radial will make a determination in good faith as to the valuation at which co-investors buy-in. Such co-investment funds typically dispose of their investments in the applicable portfolio company at the same time and on the same terms as the Fund making the investment.

Investors that participate in co-investments, whether directly or through a co-investment vehicle could be in a position to obtain additional information regarding the applicable portfolio company that may not generally be available to investors in the Fund. In addition, co-investors' interests are not always aligned with the Funds' interests and, if third party investors co-invest directly into a portfolio company, the General Partner's ability to control or influence such third parties will likely be more limited than if the co-investors were participating in a vehicle managed by Radial. Co-investors typically bear their share of investment expenses related to portfolio investments, subject to certain exceptions. For example, if a potential investment or co-investment is not consummated, the full amount of any expenses relating to such potential but not consummated investment will typically be borne entirely by the primary Fund or Funds allocated such investment rather than the co-investment vehicle or other co-investor. Similarly, subscription credit facility fees and expenses are generally allocated entirely to the applicable Fund that is the borrower under such facility. In addition, the Funds are permitted to co-invest with third parties through partnerships, joint ventures or other entities, which could have larger or controlling ownership interests in such portfolio companies than the Funds. Such investments could involve risks in connection with such third-party involvement, including the possibility that a third party could have financial difficulties resulting in a negative impact on such investment. Furthermore, a third-party co-investor could have economic or business interests or goals that are inconsistent with those of the Fund, or could be in a position to take (or block) action in a matter contrary to the Fund's investment objectives. In addition, the Fund could in certain circumstances be liable for the actions of its third-party co-investors. Investments made with third parties in joint ventures or other entities have involved, and may in the future involve, compensation arrangements including carried interest and/or other fees payable to such third-party partners or co-investors, particularly in those circumstances where such third-party partners or co-investors include a management group. There can be no assurance that minority rights will be available or that such rights will provide sufficient protection of the Fund's interests.

In the event that Radial is not successful in offering a co-investment opportunity to potential co-investors, in whole or in part, one or more Funds will consequently hold a greater concentration and have a larger exposure in the related investment opportunity than was intended, which could make such Funds more susceptible to fluctuations in value resulting from adverse economic and/or business conditions with respect thereto. In addition, a Fund will bear the risk that any or all of the excess portion of such investment could only be sold on unattractive terms, including for example the risk that a portion of the investment will be syndicated at reduced cost, at cost, or at a lower amount at a time when the General Partner believes the value of such investment has appreciated or should be higher than that paid (or willing to be paid) by a co-investor. To the extent such a syndication is made, the General Partner's interest in limiting the Fund's exposure to a given investment while providing a potential benefit to co-investors investing at such lower values will give rise to a potential conflict of interest. As a consequence of a failed



co-investment syndication process or a co-investment syndication on unattractive terms, the relevant Fund would be required to (i) bear the entire portion of any break-up, topping or other fees, costs, and expenses related to such investment (including the proportionate share of such amounts that were expected to have been borne by co-investors), (ii) hold a larger-than-expected investment in such portfolio company, (iii) receive less-than-fair-market value for the syndicated portion of the investment and/or (iv) be diluted or realize lower than expected returns from such investment. Moreover, an investment by a Fund which is not syndicated to co-investors as anticipated could significantly impact the Fund's overall investment returns.

## ***ITEM 12***      **BROKERAGE PRACTICES**

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

If Radial sells publicly traded securities for a Fund, it is responsible for directing orders to broker-dealers to effect securities transactions for accounts managed by Radial. In such event, Radial will seek to select brokers on the basis of best price and execution capability. In selecting a broker to execute client transactions, Radial may consider a variety of factors, including: (a) execution capabilities with respect to the relevant type of order; (b) commissions charged; (c) the reputation of the firm being considered; (d) the gross compensation paid to the broker; and (e) the financial strength of the broker.

Radial has no duty or obligation to seek in advance competitive bidding for the most favorable commission rate applicable to any particular client transaction or to select any broker on the basis of its purported or "posted" commission rate, but will endeavor to be aware of the current level of the charges of eligible brokers and to reduce the expenses incurred for effecting client transactions to the extent consistent with the interests of such clients. Although Radial generally seeks competitive commission rates, it may not necessarily pay the lowest commission or commission equivalent. Transactions may involve specialized services on the part of the broker involved and thereby entail higher commissions or their equivalents than would be the case with other transactions requiring more routine services.

Consistent with Radial seeking to obtain best execution, brokerage commissions on client transactions may be directed to brokers in recognition of research furnished by them, although Radial generally does not make use of such services at the current time and has not made use of such services since its inception. As a general matter, research provided by these brokers would be used to service all of the Funds. However, each and every research service may not be used for the benefit of each and every Fund managed by Radial, and brokerage commissions paid by one Fund may apply towards payment for research services that might not be used in the service of such Fund.

To the extent that Radial allocates brokerage business on the basis of research services, it may have an incentive to select or recommend broker-dealers based on the interest in receiving such research or other products or services, rather than based on its Funds' interest in receiving most favorable execution.

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

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

When an aggregate order is partially filled, the securities purchased or sold will normally be allocated on a pro rata basis to each Fund participating in such buy or sell order in accordance with the amount of securities originally requested for such Fund. Each Fund generally will receive the average price obtained on all such purchases or sales made during such trading day. Exceptions to pro rata allocations are permissible provided they are fair and equitable to the Funds over time.

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

From time to time, Radial may engage a broker-dealer or placement agent (“*Agent*”) to assist with the sale of Fund interests to third parties. In accordance with the Governing Documents of the relevant Fund, the cost associated with the use of such Agent will typically constitute a permissible fund expense, but analysis should be done to determine the proper allocation among Funds, Radial, or other entities. Radial will conduct an initial “best execution” review of placement agents prior to their engagement. This review will include: an evaluation of the Agent’s capabilities and service offerings compared to its peers; the competitiveness of fees charged by the Agent; the Agent’s reputation in the industry, including recommendations received from professional advisors and industry contacts; the network of prospective limited partner relationships maintained by the Agent; experience placing limited partners into the strategy of a particular fund; recent track record of the Agent in executing similar transactions; control procedures, including cybersecurity and capital controls, among others; and FINRA’s broker check and any disciplinary history at the placement agent or its executives.

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

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The investments made by the Funds are generally private, illiquid and long-term in nature. Accordingly, the review process is not directed toward a short-term decision to dispose of

securities. However, Radial closely monitors the portfolio companies in which the Funds invest, and the Chief Compliance Officer periodically checks to confirm that each Fund is maintained in accordance with its stated objectives. Radial principals, including Mr. Carpenter, serve on the investment committee of the Advisers and work closely with other Radial professionals to oversee and monitor the operations, financial performance and strategic direction of each Fund and its investment(s).

Radial will generally provide to a Fund's limited partners (a) audited financial statements annually, (b) unaudited financial statements for the first three quarters of each fiscal year, (c) annual tax information necessary for each partner's U.S. tax returns, and (d) descriptive investment information for each portfolio company at least annually. In addition to the information provided to all investors, the Advisers may provide certain investors with additional information or more frequent reports that other investors will not receive.

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**ITEM 14      CLIENT REFERRALS AND OTHER COMPENSATION**

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

The Advisers have entered into and may in future enter into placement arrangements pursuant to which they compensate third parties for referrals that result in a potential investor becoming an investor in a Fund.

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**ITEM 15      CUSTODY**

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Due to Radial's affiliates serving as General Partners of each Fund, Radial is deemed under Rule 206(4)-2 of the Advisers Act to have custody of the Funds' cash and securities. The Funds' cash and securities are held by one or more qualified custodians that are not affiliated with Radial, and Radial regularly reconciles its records to those of the qualified custodians.

The Funds are subject to an annual audit in accordance with generally accepted accounting principles as promulgated in the United States. Audited financial statements are distributed to limited partners within 120 days of each Fund's fiscal year end in accordance with Rule 206(4)-2 of the Advisers Act.

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**ITEM 16      INVESTMENT DISCRETION**

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Radial has discretionary authority to manage investments on behalf of the Funds. As a general policy, Radial does not allow a Fund's limited partners to place limitations on this authority. Pursuant to the terms of the Limited Partnership Agreements, however, Radial enters into "side letter" arrangements with certain limited partners whereby the terms applicable to such limited partner's investment in a Fund may be altered or varied, including, in some cases, the right to opt-out of certain investments for legal, tax, regulatory or other similar reasons. Radial assumes this discretionary authority pursuant to the terms of the Governing Documents and powers of attorney executed by the limited partners of the Funds.

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**ITEM 17      VOTING CLIENT SECURITIES**

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Radial has adopted the Radial Proxy Voting Policies and Procedures (the “**Proxy Policy**”) to address how it will vote proxies, as applicable, for a Fund’s portfolio investments. The Proxy Policy seeks to ensure that Radial votes proxies (or similar instruments) in the best interest of the Funds, including where there may be material conflicts of interest in voting proxies. Radial generally believes its interests are aligned with those of a Fund’s investors through the principals’ beneficial ownership interests in the Funds and therefore will not seek investor approval or direction when voting proxies. In the event that there is or may be a conflict of interest in voting proxies, the Proxy Policy provides that Radial may address the conflict using several alternatives, including by seeking the approval or concurrence of a Fund’s advisory board on the proposed proxy vote or through other alternatives set forth in the Proxy Policy. Additionally, a Fund’s advisory board may approve Radial’s vote in a particular solicitation. Radial does not consider service on portfolio company boards by Radial personnel or Radial’s receipt of management or other fees from portfolio companies to create a material conflict of interest in voting proxies with respect to such companies. In addition, the Proxy Policy sets forth certain specific proxy voting guidelines followed by Radial when voting proxies on behalf of a Fund. A copy of the Proxy Policy or information regarding how Radial voted proxies for particular portfolio companies will be provided to any investor or prospective investor upon request to Swen Kupferschmid-Rojas, the Chief Compliance Officer, at (212) 551-4600.

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**ITEM 18      FINANCIAL INFORMATION**

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Radial does not require prepayment of Management Fees more than six months in advance or have any other events requiring disclosure under this item of the Brochure. None of the Advisers has been the subject of any bankruptcy petition.