

Appendix A
Legal Fee Discounts ADV Disclosures

Manager Name	ADV Statement	Source
Apollo Management, L.P.	<p>The Apollo Private Equity Managers or their affiliates from time to time enter into arrangements with service providers that provide for fee discounts for services rendered to the Apollo Private Equity Managers and their affiliates. For example, certain law firms retained by Apollo Management or one or more of its affiliates discount their legal fees for certain legal services, such as legal advice in connection with firm operational, compliance and related matters. To the extent such law firms also provide legal services to Clients with respect to such matters, such Clients also enjoy the benefit of such fee discount arrangements. Legal services rendered for investment transactions, however, are typically charged to the Apollo Private Equity Managers, their affiliates and Clients without a discount or at a premium. Legal fees for transactions that are not consummated are also typically charged at a discount.</p>	<p>http://www.adviserinfo.sec.gov/IAPD/Content/Common/crd_iapd_Brochure.aspx?BRCHR_VRSN_ID=381186</p>
ArcLight Capital Partners, LLC	<p>The Adviser and the Funds will generally engage common legal counsel and other advisers in a particular transaction, including a transaction in which there are conflicts of interest. Members of the law firms engaged to represent the Funds could be investors in a Fund, and could also represent one or more portfolio companies or investors in a Fund. In the event of a significant dispute or divergence of interest between Funds, the Adviser and/or its affiliates, the parties will at times engage separate counsel in the sole discretion of the Adviser and its affiliates, and in litigation and other circumstances separate representation will occasionally be required. Additionally, the Adviser and the Funds and the portfolio companies of the Funds will at times engage other common service providers. In certain circumstances, the service provider may charge varying rates or engage in different arrangements for services provided to the Adviser, the Funds, and/or the portfolio companies. This may result in the Adviser receiving a more favorable rate on services provided to it by such a common service provider than those payable by the Funds and/or the portfolio company, or the Adviser receiving a discount on services even though the Funds and/or the portfolio companies receive a lesser, or no, discount. This creates a conflict of interest between the Adviser, on the one hand, and the Funds and/or portfolio companies, on the other hand, in determining whether to engage such service providers, including the possibility that the Adviser will favor the engagement or continued engagement of such persons if it receives a benefit from such service providers, such as lower fees, that it would not receive absent the engagement of such service provider by the Funds and/or the portfolio companies.</p>	<p>http://www.adviserinfo.sec.gov/IAPD/Content/Common/crd_iapd_Brochure.aspx?BRCHR_VRSN_ID=371864</p>

<p>Castanea Partners, Inc.</p>	<p>The Adviser and the Funds will generally engage common legal counsel and other advisers in a particular transaction, including a transaction in which there are conflicts of interest. Members of the law firms engaged to represent the Funds may be investors in a Fund, and may also represent one or more portfolio companies or investors in a Fund. In the event of a significant dispute or divergence of interest between Funds, the Adviser and/or its affiliates, the parties may engage separate counsel in the sole discretion of the Adviser and its affiliates, and in litigation and other circumstances separate representation may be required. Additionally, the Adviser and the Funds and the portfolio companies may engage other common service providers. In such circumstances, the service provider may charge varying rates or engage in different arrangements for services provided to the Adviser, the Funds, and/or the portfolio companies. This may result in the Adviser receiving a more favorable rate on services provided to it by such a common service provider than those payable by the Funds and/or the portfolio company, or the Adviser receiving a discount on services even though the Funds and/or the portfolio companies receive a lesser, or no, discount. This creates a conflict of interest between the Adviser, on the one hand, and the Funds and/or the portfolio companies, on the other hand, in determining whether to engage such service providers, including the possibility that the Adviser will favor the engagement or continued engagement of such persons if it receives a benefit from such service providers, such as lower fees, that it would not receive absent the engagement of such service provider by the Funds and/or the portfolio companies.</p>	<p>http://www.adviserinfo.sec.gov/IAPD/Content/Common/crd_iapd_Brochure.aspx?BRCHR_VRSN_ID=361334</p>
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Altamont Capital Management, LLC	<p>The Adviser and the Funds will generally engage common legal counsel and other advisers in a particular transaction, including a transaction in which there may be conflicts of interest. Members of the law firms engaged to represent the Funds could be investors in a Fund, and could also represent one or more portfolio companies or investors in a Fund. In the event of a significant dispute or divergence of interest between Funds and/or the Adviser, the parties will engage separate counsel in the sole discretion of the Adviser, and in litigation and other circumstances separate representation could be required. Additionally, the Adviser and the Funds will at times engage other common service providers. In certain circumstances, the service provider may charge varying rates or engage in different arrangements for services provided to the Adviser, the Funds, and/or the portfolio companies. This may result in the Adviser receiving a more favorable rate on services provided to it by such a common service provider than those payable by the Funds and/or the portfolio company, or the Adviser receiving a discount on services even though the Funds and/or the portfolio companies receive a lesser, or no, discount. This creates a conflict of interest between the Adviser and the Funds in determining whether to engage such service providers, including the possibility that the Adviser will favor the engagement or continued engagement of such persons if it receives a benefit from such service providers, such as lower fees, that it would not receive absent the engagement of such service provider by the Funds. In addition, the Adviser and its affiliates, including its employees, will, from time to time, receive discounts on services and/or products from portfolio companies. Such discounts are generally equal to, or less than, the discounts provided by the portfolio company to its own employees.</p>	<p>http://www.adviserinfo.sec.gov/IAPD/Content/Common/crd_iapd_Brochure.aspx?BRCHR_VRSN_ID=385559</p>
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Fenway Partners, LLC	<p>The Adviser and the Funds will generally engage common legal counsel and other advisers in a particular transaction, including a transaction in which there are conflicts of interest. Members of the law firms engaged to represent the Funds are often investors in a Fund, and will at times also represent one or more portfolio companies or investors in a Fund. In the event of a significant dispute or divergence of interest between Funds, the Adviser and/or its affiliates, the parties will engage separate counsel in the sole discretion of the Adviser and its affiliates, and in litigation and other circumstances separate representation will often be required. Additionally, the Adviser and the Funds and the portfolio companies of the Funds will from time to time engage other common service providers. In certain circumstances, the service provider may charge varying rates or engage in different arrangements for services provided to the Adviser, the Funds, and/or the portfolio companies. This may result in the Adviser receiving a more favorable rate on services provided to it by such a common service provider than those payable by the Funds and/or the portfolio company, or the Adviser receiving a discount on services even though the Funds and/or the portfolio companies receive a lesser, or no, discount. This creates a conflict of interest between the Adviser, on the one hand, and the Funds and/or portfolio companies, on the other hand, in determining whether to engage such service providers, including the possibility that the Adviser will favor the engagement or continued engagement of such persons if it receives a benefit from such service providers, such as lower fees, that it would not receive absent the engagement of such service provider by the Funds and/or the portfolio companies.</p>	<p>http://www.adviserinfo.sec.gov/IAPD/Content/Common/crd_iapd_Brochure.aspx?BRCHR_VRSN_ID=377779</p>
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<p>THL Managers VI, LLC</p>	<p>The Adviser, the Other THL Adviser, Other THL Funds, and/or Clients will at times engage common legal counsel and other advisors in a particular transaction, including a transaction in which there are conflicts of interest. Members of the law firms engaged to represent the Clients will typically be investors in a Client or Other THL Fund, and will at times also represent one or more portfolio companies of or investors in a Client or Other THL Fund. In the event of a significant dispute or divergence of interest between Clients or Other THL Funds, the Adviser, the Other THL Adviser, and/or their affiliates, the parties will engage separate counsel in the sole discretion of the Adviser and its affiliates, and in litigation and other circumstances separate representation will often be required. Additionally, the Adviser, the Other THL Adviser, Other THL Funds, Clients, and/or the portfolio companies of Clients or Other THL Funds will from time to time engage other common service providers. In certain circumstances, the service provider may charge varying rates or engage in different arrangements for services provided to the Adviser, the Clients, and/or the portfolio companies. There is a conflict of interest between the Adviser or the Other THL Adviser, on the one hand, and the applicable Other THL Fund, Client, or portfolio company, on the other hand, in determining whether to engage such service providers, including the possibility that the Adviser will favor the engagement or continued engagement of such persons if it or the Other THL Adviser receives a benefit from such service providers, such as lower fees, that it would not receive absent the engagement of such service provider by the Clients and/or the portfolio companies. The Adviser will from time to time receive a discount on services provided to it by such a common service provider even though the Adviser's Clients may receive a lesser, or no, discount.</p>	<p>http://www.adviserinfo.sec.gov/IAPD/Content/Common/crd_iapd_Brochure.aspx?BRCHR_VRSN_ID=381214</p>
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GI Manager L.P.	<p>The Adviser and the Clients will generally engage common legal counsel and other advisers in a particular transaction, including a transaction in which there are conflicts of interest. Members of the law firms engaged to represent the Clients will on occasion be investors in a Client, and will at times also represent one or more portfolio companies or investors in a Client. In the event of a significant dispute or divergence of interest between Clients, the Adviser, and/or its affiliates, the parties will engage separate counsel in the sole discretion of the Adviser and its affiliates, and in litigation and other circumstances separate representation will often be required. Additionally, the Adviser and the Clients will from time to time engage other common service providers. In certain circumstances, the service provider may charge varying rates or engage in different arrangements for services provided to the Adviser, the Clients, and/or the portfolio companies. This may result in the Adviser receiving a more favorable rate on services provided to it by such a common service provider than those payable by the Clients and/or the portfolio company, or the Adviser receiving a discount on services even though the Clients and/or the portfolio companies receive a lesser, or no, discount. This creates a conflict of interest between the Adviser, on the one hand, and the Clients and/or the portfolio companies, on the other hand, in determining whether to engage such service providers, including the possibility that the Adviser will favor the engagement or continued engagement of such persons if it receives a benefit from such service providers, such as lower fees, that it would not receive absent the engagement of such service provider by the Adviser and/or Clients.</p>	<p>http://www.adviserinfo.sec.gov/IAPD/Content/Common/crd_iapd_Brochure.aspx?BRCHR_VRSN_ID=386625</p>
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<p>Silver Lake Technology Management, L.L.C.</p>	<p>The Adviser and the Funds will generally engage common legal counsel and other advisers in a particular transaction, including a transaction in which there may be conflicts of interest. From time to time, members of the law firms engaged to represent the Funds invest in the Funds, and also represent one or more portfolio companies or investors in the Funds. In the event of a significant dispute or divergence of interest between a Fund and the Adviser, the parties may engage separate counsel in the sole discretion of the Adviser, and in litigation and other circumstances separate representation may be required. Legal counsel of the Adviser and the Funds renders legal services to the Adviser and the Funds and does not represent the interests of any investor in a Fund. Additionally, the Adviser and the Funds and the portfolio companies of the Funds engage other common service providers from time to time. In such circumstances, there may be a conflict of interest between the Adviser, on the one hand, and the Funds and/or portfolio companies, on the other hand, in determining whether to engage such service providers, including the possibility that the Adviser will favor the engagement or continued engagement of such persons if it receives a benefit from such service providers, such as lower fees, that it would not receive absent the engagement of such service provider by the Funds and/or the portfolio companies. In certain circumstances, advisors and service providers, or their affiliates, may charge different rates or have different arrangements for services provided to the Adviser or its affiliates as compared to services provided to the Funds and/or the portfolio companies, which may result in the Adviser or its affiliates receiving a more favorable rates or arrangements with respect to services provided to it by a common service provider than those payable by the Funds and/or the portfolio company, or the Adviser or its affiliates receiving a discount on services even through the Funds and/or the portfolio companies receive a lesser, or no, discount. For example, both the Adviser and the Funds benefit from a 10% discount from our primary outside law firm for non-transactional work. In addition, time spent by attorneys in such law firm's personal planning department, whether for transactional or non-transactional matters and whether for the Adviser or the Funds, is billed at a 30% discount to the law firm's regular hourly rates, reflecting what we understand to be the law firm's prevailing market rate for those lawyers' services. In practice, this 30% discount tends to benefit the Adviser and individuals affiliated with the Adviser as the Funds do not have a regular need for personal planning advice.</p>	<p>http://www.adviserinfo.sec.gov/IAPD/Content/Common/crd_iapd_Brochure.aspx?BRCHR_VRSN_ID=378758</p>
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<p>Technology Crossover Ventures</p>	<p>The Adviser and the Funds will generally engage common legal counsel and other advisers in a particular transaction, including a transaction in which there may be conflicts of interest. Members of the law firms engaged to represent the Funds may be investors in a Fund, and may also represent one or more portfolio companies or investors in a Fund. In the event of a significant dispute or divergence of interest between Funds, the Adviser and/or its affiliates, the parties may engage separate counsel in the sole discretion of the Adviser and its affiliates, and in litigation and other circumstances separate representation may be required. Additionally, the Adviser and the Funds and the portfolio companies of the Funds often engage other common service providers and consultants. In certain circumstances, the service provider or consultant may charge varying rates or engage in different arrangements for services provided to the Adviser, the Funds, and/or the portfolio companies. This may result in the Adviser receiving a more favorable rate on services provided to it by such a common service provider or consultant than those payable by the Funds and/or the portfolio company, or the Adviser receiving a discount on services even though the Funds and/or the portfolio companies receive a lesser, or no, discount. This would create a conflict of interest between the Adviser, on the one hand, and the Funds and/or portfolio companies, on the other hand, in determining whether to engage such service providers or consultants, including the possibility that the Adviser will favor the engagement or continued engagement of such persons if it receives a benefit from such service providers or consultants, such as lower fees or discounts, that it would not receive absent the engagement of such service provider or consultant by the Funds and/or the portfolio companies.</p>	<p>http://www.adviserinfo.sec.gov/IAPD/Content/Common/crd_iapd_Brochure.aspx?BRCHR_VRSN_ID=378875</p>
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BV Investment Partners, LLC	<p>The Adviser and the Funds will generally engage common legal counsel and other advisers in a particular transaction, including a transaction in which there are conflicts of interest. Members of the law firms engaged to represent the Funds have in the past and may in the future be investors in a Fund, and have in the past and may in the future also represent one or more portfolio companies or investors in a Fund. In the event of a significant dispute or divergence of interest between Funds, the Adviser and/or its affiliates, the parties will at times engage separate counsel in the sole discretion of the Adviser and its affiliates, and in litigation and other circumstances separate representation will occasionally be required. Additionally, the Adviser and the Funds and the portfolio companies of the Funds will at times engage other common service providers. In certain circumstances, the service provider may charge varying rates or engage in different arrangements for services provided to the Adviser, the Funds, and/or the portfolio companies. This may result in the Adviser receiving a more favorable rate on services provided to it by such a common service provider than those payable by the Funds and/or the portfolio company, or the Adviser receiving a discount on services even though the Funds and/or the portfolio companies receive a lesser, or no, discount. This creates a conflict of interest between the Adviser, on the one hand, and the Funds and/or portfolio companies, on the other hand, in determining whether to engage such service providers, including the possibility that the Adviser will favor the engagement or continued engagement of such persons if it receives a benefit from such service providers, such as lower fees, that it would not receive absent the engagement of such service provider by the Funds and/or the portfolio companies.</p>	<p>http://www.adviserinfo.sec.gov/IAPD/Content/Common/crd_iapd_Brochure.aspx?BRCHR_VRSN_ID=374803</p>
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<p>Sumeru Equity Partners, LP</p>	<p>The Adviser and the Funds have in the past and may in the future engage common legal counsel and other advisers in a particular transaction, including a transaction in which there may be conflicts of interest. Members of the law firms engaged to represent the Funds may be investors in a Fund, and may also represent one or more portfolio companies or investors in a Fund. In the event of a significant dispute or divergence of interest between a Fund and the Adviser, the parties may engage separate counsel in the sole discretion of the Adviser, and in litigation and other circumstances separate representation may be required. Legal counsel of the Adviser and the Funds renders legal services to the Adviser and the Funds and does not represent the interests of any investor in a Fund. Additionally, the Adviser and the Funds and the portfolio companies of the Funds may engage other common service providers. In certain circumstances, the service provider may charge varying rates or engage in different arrangements for services provided to the Adviser, the Funds, and/or the portfolio companies. This may result in the Adviser receiving a more favorable rate on services provided to it by such a common service provider than those payable by the Funds and/or the portfolio company, or the Adviser receiving a discount on services even though the Funds and/or the portfolio companies receive a lesser, or no, discount. This creates a conflict of interest between the Adviser, on the one hand, and the Funds and/or portfolio companies, on the other hand, in determining whether to engage such service providers, including the possibility that the Adviser will favor the engagement or continued engagement of such persons if it receives a benefit from such service providers, such as lower fees, that it would not receive absent the engagement of such service provider by the Funds and/or the portfolio companies.</p>	<p>http://www.adviserinfo.sec.gov/IAPD/Content/Common/crd_iapd_Brochure.aspx?BRCHR_VRSN_ID=378190</p>
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J.C. Flowers & Co.	<p>In addition, JCF expects to engage one or more administrators to perform certain functions in relation to the Funds, including but not limited to maintaining the books and records of the Funds calculations of carried interest, unpaid capital commitments, management fees, contributions and distributions, preparing contribution and distribution notices, maintaining an investor portal and posting to investors, assisting in the audit process, assisting with investor requests, preparing internal rate of return calculations and financial highlight ratios, preparing quarterly GAAP financial statements, providing domiciliation in foreign jurisdictions, preparing wire transfers, reconciling cash accounts, providing anti-money laundering and “know your client” services, and maintaining a database with investor information. In certain circumstances, advisors and service providers, or their affiliates, may charge different rates or have different arrangements for services provided to JCF or its affiliates as compared to services provided to the Funds and their portfolio companies, which may result in more favorable rates or arrangements than those payable by the Funds or such portfolio companies</p>	http://www.adviserinfo.sec.gov/IAPD/Content/Common/crd_iapd_Brochure.aspx?BRCHR_VRSN_ID=388243
TSG Consumer Partners LLC	<p>Service Providers. Certain advisors and other service providers, or their affiliates (including accountants, administrators, lenders, bankers, brokers, attorneys, consultants, and investment or commercial banking firms) to the Funds, TSG and/or Portfolio Companies may also provide goods or services to, or have business, personal, financial or other relationships with, TSG. Such advisors and service providers may be investors in the Funds or affiliates of TSG, sources of investment opportunities or co-investors or commercial counterparties. These relationships may influence TSG in deciding whether to select or recommend such service providers to perform services for the Funds or a Portfolio Company (the cost of which will generally be borne directly or indirectly by the Funds). Notwithstanding the foregoing, transactions relating to the Funds that require the use of a service provider will generally be allocated to service providers on the basis of best execution, the evaluation of which includes, among other considerations, such service provider’s provision of certain investment-related services and research that the TSG believes to be of benefit to the Funds. In certain circumstances, advisors and service providers, or their affiliates, may charge different rates or have different arrangements for services provided to TSG as compared to services provided to the Funds and the Portfolio Companies, which in certain circumstances may result in more favorable rates or arrangements than those payable by the Funds or such Portfolio Companies.</p>	http://www.adviserinfo.sec.gov/IAPD/Content/Common/crd_iapd_Brochure.aspx?BRCHR_VRSN_ID=384087

Ares Management LLC	<p>Certain advisors and other service providers, to Ares, our Funds, or certain entities in which our Funds have an investment (including accountants, administrators, lenders, bankers, brokers, attorneys, consultants, and investment or commercial banking firms) also provide goods or services to, or have business, personal, financial or other relationships with, Ares, our affiliates and portfolio companies. These relationships may influence Ares or its affiliates in deciding whether to select or recommend such service providers to perform services for the Funds or a portfolio company. Ares will generally select a Fund's service providers and will determine the compensation of such providers without review by or consent of the Fund's investors. To the extent allowable under the Governing Documents, the Funds, regardless of the relationship to Ares of the person performing the services, will bear the fees, costs and expenses related to such services. This may create an incentive for Ares or its affiliates to select an affiliated service provider or to select service providers based on the potential benefit to Ares or such affiliates rather than the Funds. Ares seeks to address this conflict of interest by using reasonable diligence to ascertain whether each service provider provides its service on a "best execution" basis, taking into account factors such as expertise, availability and quality of service and the competitiveness of compensation rates in comparison with other service providers satisfying Ares' service provider selection criteria. In certain circumstances, advisors and service providers, or their affiliates, may charge different rates or have different arrangements for services provided to Ares or its affiliates as compared to services provided to the Funds, and their portfolio companies, which may result in more favorable rates or arrangements than those payable by the Funds, or such portfolio companies, due to the varying types of services provided to each.</p>	http://www.adviserinfo.sec.gov/IAPD/Content/Common/crd_iapd_Brochure.aspx?BRCHR_VRSN_ID=381774
Leonard Green & Partners, L.P.	<p>In certain circumstances, services providers or their affiliates may charge different rates or have different arrangements for services provided to the general partner of a Fund, the Firm or their affiliates (other than a Fund) as compared to services provided to a Fund or its Portfolio Companies, which may result in more favorable rates or arrangements than those payable by a Fund or such Portfolio Companies.</p>	http://www.adviserinfo.sec.gov/IAPD/Content/Common/crd_iapd_Brochure.aspx?BRCHR_VRSN_ID=381692

<p>Constitution Capital Partners, LLC</p>	<p>Adviser and the Funds will generally engage common legal counsel and other advisers in a particular transaction, including a transaction in which there may be conflicts of interest. Members of the law firms engaged to represent the Funds may be investors in a Fund, and may also represent one or more portfolio companies or investors in a Fund. However, such law firms generally do not represent the limited partners as a group. In the event of a significant dispute or divergence of interest between Funds, Adviser and/or its affiliates, the parties may engage separate counsel in the sole discretion of Adviser and its affiliates and/or investors, and in litigation and other circumstances separate representation may be required. Additionally, Adviser and the Funds and the portfolio companies of the Funds will, from time to time engage other common service providers. In certain circumstances, the service provider may charge varying rates or engage in different arrangements for services provided to Adviser, the Funds, and/or the portfolio companies. This may result in Adviser receiving a more favorable rate on services provided to it by such a common service provider than those payable by the Funds and/or the portfolio company, or Adviser receiving a discount on services even though the Funds and/or the portfolio companies receive a lesser, or no, discount. This creates a conflict of interest between Adviser, on the one hand, and the Funds and/or portfolio companies, on the other hand, in determining whether to engage such service providers, including the possibility that Adviser will favor the engagement or continued engagement of such persons if it receives a benefit from such service providers, such as lower fees, that it would not receive absent the engagement of such service provider by the Funds and/or the portfolio companies.</p>	<p>http://www.adviserinfo.sec.gov/IAPD/Content/Common/crd_iapd_Brochure.aspx?BRCHR_VRSN_ID=381544</p>
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<p>First Reserve Management, L.P.</p>	<p>Certain advisors and other service providers (including accountants, administrators, lenders, bankers, brokers, attorneys, consultants, investment or commercial banking firms and certain other advisors and agents), or their affiliates, to a First Reserve Fund or its portfolio companies also provide goods or services to or have business, personal, political, financial or other relationships with First Reserve. Such advisors and service providers may be investors in a First Reserve Fund, affiliates of First Reserve, sources of investment opportunities or co-investors or counterparties with them. These relationships may influence First Reserve in deciding whether to select or recommend such a service provider to perform services for a First Reserve Fund or a portfolio company (the cost of which will generally be borne directly or indirectly by such First Reserve Fund or such portfolio company, as applicable). Notwithstanding the foregoing, investment transactions for a First Reserve Fund that require the use of a service provider will generally be allocated to service providers on the basis of First Reserve’s judgment as to best execution, the evaluation of which includes, among other considerations, such service provider’s provision of certain investment-related services and research that First Reserve believes to be of benefit to the First Reserve Fund. In certain circumstances, advisors and service providers, or their affiliates, charge different rates or have different arrangements for services provided to First Reserve and its affiliates as compared to services provided to the First Reserve Funds and their portfolio companies, which results in more favorable rates or arrangements than those payable by the First Reserve Funds or such portfolio companies, although First Reserve typically shares the benefit of such favorable arrangements with the First Reserve Funds.</p>	<p>http://www.adviserinfo.sec.gov/IAPD/Content/Common/crd_iapd_Brochure.aspx?BRCHR_VRSN_ID=381428</p>
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<p>Riverstone Investment Group LLC</p>	<p>Certain advisors and other service providers, or their affiliates (including any accountants, administrators, lenders, brokers, attorneys, consultants, investment or commercial banking firms and certain other advisors and agents) to a fund, the firm or their portfolio companies may also provide goods or services to or have business, personal, political, financial or other relationships with the firm. Such advisors and service providers may be investors in a fund, affiliates of a general partner and/or sources of investment opportunities and co investors or counterparties therewith. These relationships may influence a general partner in deciding whether to select or recommend such a service provider to perform services for a fund or a portfolio company (the cost of which will generally be borne directly or indirectly by a fund or such portfolio company, as applicable). Notwithstanding the foregoing, investment transactions for a fund that require the use of a service provider will generally be allocated to service providers on the basis of best execution, the evaluation of which includes, among other considerations, such service provider's provision of certain investment-related services and research that the general partner believes to be of benefit to a fund. In certain circumstances, advisors and service providers, or their affiliates, may charge different rates or have different arrangements for services provided to the firm and its affiliates as compared to services provided to a fund and its portfolio companies, which will result in more favorable rates or arrangements than those payable by a fund or such portfolio companies.</p>	<p>http://www.adviserinfo.sec.gov/IAPD/Content/Common/crd_iapd_Brochure.aspx?BRCHR_VRSNID=381047</p>
<p>MS Capital Partners Adviser Inc.</p>	<p>Certain advisors and other service providers to the Fund (including accountants, administrators, lenders, bankers, brokers, agents, attorneys, consultants, and investment or commercial banking firms), and/or their affiliates, also provide goods or services to or have business, personal, political, financial or other relationships with Morgan Stanley, the General Partner, the Adviser or their affiliates. Such advisors and other service providers may be investors in the Fund, affiliates of the General Partner, sources of investment opportunities or co-investors or counterparties therewith. These other services and relationships may influence the General Partner and the Adviser in deciding whether to select or recommend such a service provider to perform services for the Fund (the cost of which generally will be borne by the Fund and, indirectly, the Limited Partners). In certain circumstances, advisors and other service providers, or their affiliates, may charge different rates or have different arrangements for services provided to Morgan Stanley, the General Partner, the Adviser or their affiliates as compared to services provided to the Fund, which may result in more favorable rates or arrangements than those payable by the Fund. Item 10 further describes material relationships with Morgan Stanley and other affiliated entities.</p>	<p>http://www.adviserinfo.sec.gov/IAPD/Content/Common/crd_iapd_Brochure.aspx?BRCHR_VRSNID=379073</p>

<p>Freeman Spogli Management Co., L.P</p>	<p>The Firm and the Funds will generally engage common legal counsel and other advisers in a particular transaction, including a transaction in which there could be conflicts of interest. Members of the law firms engaged to represent the Funds are on occasion investors in a Fund, and could also represent one or more portfolio companies or investors in a Fund. In the event of a significant dispute or divergence of interest between Funds, the Firm and/or its affiliates, the parties will in the sole discretion of the Firm and its affiliates engage separate counsel, and in litigation and other circumstances separate representation will often be required. Additionally, the Firm and the Funds and the portfolio companies of the Funds have in the past and may in the future engage other common service providers. In such circumstances, the service provider may charge varying rates or engage in different arrangements for services provided to the Firm, the Funds, and/or the portfolio companies. This may result in the Firm receiving a more favorable rate on services provided to it by such a common service provider than those payable by the Funds and/or the portfolio company, or the Firm receiving a discount on services even though the Funds and/or the portfolio companies receive a lesser, or no, discount. This creates a conflict of interest between the Firm, on the one hand, and the Funds and/or portfolio companies, on the other hand, in determining whether to engage such service providers, including the possibility that the Firm will favor the engagement or continued engagement of such persons if it receives a benefit from such service providers, such as lower fees, that it would not receive absent the engagement of such service provider by the Funds and/or the portfolio companies.</p>	<p>http://www.adviserinfo.sec.gov/IAPD/Content/Common/crd_iapd_Brochure.aspx?BRCHR_VRSN_ID=376961</p>
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<p>The Gores Group, LLC</p>	<p>Gores and the Partnerships will generally engage common legal counsel and other advisers in a particular transaction, including a transaction in which there are conflicts of interest. Members of the law firms engaged to represent the Partnerships could be investors in a Partnership, and could also represent one or more portfolio companies or investors in a Partnership. In the event of a significant dispute or divergence of interest between Partnerships, Gores and/or its affiliates, the parties will at times engage separate counsel in the sole discretion of Gores and its affiliates, and in litigation and other circumstances separate representation will occasionally be required. Additionally, Gores and the Partnerships and the portfolio companies of the Partnerships will at times engage other common service providers. In certain circumstances, the service provider may charge varying rates or engage in different arrangements for services provided to Gores, the Partnerships, and/or the portfolio companies. This may result in Gores receiving a more favorable rate on services provided to it by such a common service provider than those payable by the Partnerships and/or the portfolio companies, or Gores receiving a discount on services even though the Partnerships and/or the portfolio companies receive a lesser, or no, discount. This creates a conflict of interest between Gores, on the one hand, and the Partnerships and portfolio companies, on the other hand, in determining whether to engage such service providers, including the possibility that Gores will favor the engagement or continued engagement of such persons if it receives a benefit from such service providers, such as lower fees, that it would not receive absent the engagement of such service provider by the Partnerships and/or the portfolio companies.</p>	<p>http://www.adviserinfo.sec.gov/IAPD/Content/Common/crd_iapd_Brochure.aspx?BRCHR_VRSN_ID=375193</p>
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<p>Hellman & Friedman LLC</p>	<p>H&F and the Funds will generally engage common legal counsel and other advisors in a particular transaction, including a transaction in which there may be conflicts of interest. Members of the law firms engaged to represent the Funds also from time-to-time represent one or more portfolio companies or investors in a Fund. In the event of a significant dispute or divergence of interest between Funds, H&F and/or its affiliates, the parties may engage separate counsel in the sole discretion of H&F and its affiliates, and in litigation and other circumstances separate representation may be required. Additionally, H&F and the Funds from time-to-time engage other common service providers. In certain circumstances, the service provider may charge varying rates or engage in different arrangements for services provided to H&F, the Funds, and/or the portfolio companies. This may result in H&F receiving a more favorable rate on services provided to it by such a common service provider than those payable by the Funds and/or the portfolio company, or H&F receiving a discount on services even though the Funds and/or the portfolio companies receive a lesser, or no, discount. This creates a conflict of interest between H&F and the Funds in determining whether to engage such service providers, including the possibility that H&F may favor the engagement or continued engagement of such service provider if it receives a benefit from such service providers, such as lower fees, that it would not receive absent the engagement of such service provider by the Funds. In addition, H&F and its related persons, in certain instances, receive discounts on products and services provided by portfolio companies, customers and suppliers of such portfolio companies and/or service providers of Funds.</p>	<p>http://www.adviserinfo.sec.gov/IAPD/Content/Common/crd_iapd_Brochure.aspx?BRCHR_VRSN_ID=374110</p>
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Cressey & Company LP	<p>C&C and the Funds will generally engage common legal counsel and other advisers in a particular transaction, including a transaction in which there may be conflicts of interest. Members of the law firms engaged to represent the Funds may be investors in a Fund, and may also represent one or more portfolio companies or investors in a Fund. In the event of a significant dispute or divergence of interest between Funds, C&C and/or its affiliates, the parties may engage separate counsel in the sole discretion of C&C and its affiliates, and in litigation and other circumstances separate representation may be required. Additionally, C&C and the Funds and the portfolio companies of the Funds will, from time to time engage other common service providers. Although typically it is not the case, in certain circumstances, the service provider may charge varying rates or engage in different arrangements for services provided to C&C, the Funds, and/or the portfolio companies. This may result in C&C receiving a more favorable rate on services provided to it by such a common service provider than those payable by the Funds and/or the portfolio company, or C&C receiving a discount on services even though the Funds and/or the portfolio companies receive a lesser, or no, discount. This creates a conflict of interest between C&C, on the one hand, and the Funds and/or portfolio companies, on the other hand, in determining whether to engage such service providers, including the possibility that C&C will favor the engagement or continued engagement of such persons if it receives a benefit from such service providers, such as lower fees, that it would not receive absent the engagement of such service provider by the Funds and/or the portfolio companies.</p>	<p>http://www.adviserinfo.sec.gov/IAPD/Content/Common/crd_iapd_Brochure.aspx?BRCHR_VRSN_ID=372934</p>
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