

# CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT and AFFIDAVIT Related to Contract/Amendment/Solicitation EDS # 161976

# **SECTION I -- GENERAL INFORMATION**

A. Legal name of the Disclosing Party submitting the EDS:

United Maintenance Co., Inc

Enter d/b/a if applicable:

The Disclosing Party submitting this EDS is:

the Applicant

B. Business address of the Disclosing Party:

1550 S. Indianna Ave. Chicago, IL 60605 United States

C. Telephone:

312-922-8558

Fax:

3129228545

D. Name of contact person:

Vicki Rosen-Sanetra

F. Brief description of contract, transaction or other undertaking (referred to below as the "Matter") to which this EDS pertains:

Comprehensive Custodial/Window Cleaning and Related Hygiene and Disposal Services for Chicago O'Hare Int'l Airport, Spec# 97533, Req# 59980, RFQ# 3741

G. Which City agency or department is requesting this EDS?

DEPT OF PROCUREMENT SERVICES

**Specification Number** 

97533

Contract (PO) Number

26971

**Revision Number** 

20

**Release Number** 

0

User Department Project Number

# **SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS**

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

Privately held business corporation

Is the Disclosing Party incorporated or organized in the State of Illinois?

Yes

B. DISCLOSING PARTY IS A LEGAL ENTITY:

1.a.1 Does the Disclosing Party have any directors?

Yes

1.a.3 List below the full names and titles of all executive officers and all directors, if any, of the entity. Do not include any directors who have no power to select the entity's officers.

| <b>Officer/Director:</b> | Mr. Richard A Simon          |
|--------------------------|------------------------------|
| Title:                   | President                    |
| Role:                    | Officer                      |
| Officer/Director:        | Mr. Robert Castillo          |
| Title:                   | Director                     |
| Role:                    | Director                     |
| Officer/Director:        | Ms. Kristin Marano           |
| Title:                   | Secretary/Treasurer/Director |
| Role:                    | Both                         |
| Officer/Director:        | Mr. Dustin Stitgen           |
| Title:                   | Director                     |
| Role:                    | Director                     |

## 2. Ownership Information

Please provide ownership information concerning each person or entity that holds, or is anticipated to hold (see next paragraph), a direct or indirect beneficial interest in excess of 7.5% of the Applicant. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture, interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate, or other similar entity. Note: Each legal entity below may be required to submit an EDS on its own behalf.

Please disclose present owners below. Please disclose anticipated owners in an attachment submitted through the "Additional Info" tab. "Anticipated owner" means an individual or entity in existence at the time application for City action is made, which is not an applicant or owner at such time, but which the applicant expects to assume a legal status, within six months of the time the City action occurs, that would render such individual or entity an applicant or owner if they had held such legal status at the time application was made.

- UNITED SERVICE COMPANIES HOLDINGS II, LLC 100.0% EDS 162011
  - United Service Companies Holdings, LLC 100.0% EDS 162012
    - INVISION DIVERSIFIED, LLC 100.0% EDS 162013
      - INVISION DIVERSIFIED HOLDINGS, LLC 100.0% EDS 162014
        - Aaron Bludworth 7.6%
        - Mr. ROBERT CASTILLO 20.3%
        - Richard A Simon 2012 Family Trust 9.5% EDS 162015
        - BCOF Capital, LP 11.1% EDS 162016
        - Brightwood Capital Fund IV, LP 21.7% EDS 162017

## **Owner Details**

| Name<br>Aaron Bludworth<br>BCOF Capital, LP     | Business Address<br>155 N Wacker Drive<br>Suite 4486<br>Chicago, IL<br>United States<br>810 Seventh Avenue<br>26th Floor |
|---|--|
| Brightwood Capital Fund IV,                     | New York, NY<br>United States<br>810 Seventh Avenue  |
| LP  | 26th Floor<br>New York, NY<br>United States  |
| INVISION DIVERSIFIED<br>HOLDINGS, LLC           | 155 N. WACKER DRIVE<br>SUITE 4480<br>CHICAGO, IL<br>United States  |
| INVISION DIVERSIFIED,<br>LLC                    | 155 N. WACKER DRIVE<br>SUITE 4480<br>CHICAGO, IL<br>United States  |
| Mr. ROBERT CASTILLO                             | 225 W. WASHINGTON STREET<br>SUITE 1155<br>Chicago, IL<br>United States   |
| Richard A Simon 2012<br>Family Trust            | 1550 S Indiana Ave<br>3rd Floor<br>Chicago, IL<br>United States  |
| UNITED SERVICE<br>COMPANIES HOLDINGS<br>II, LLC | 1550 SOUTH INDIANA AVENUE<br>CHICAGO, IL<br>United States  |

United Service Companies 1550 S. Indiana Ave Holdings, LLC Chicago, IL United States

# SECTION III -- INCOME OR COMPENSATION TO, OR OWNERSHIP BY, CITY ELECTED OFFICIALS

A. Has the Disclosing Party provided any income or compensation to any City elected official during the 12-month period preceding the date of this EDS?

No

B. Does the Disclosing Party reasonably expect to provide any income or compensation to any City elected official during the 12-month period following the date of this EDS?

No

D. Does any City elected official or, to the best of the Disclosing Party's knowledge after reasonable inquiry, any City elected official's spouse or domestic partner, have a financial interest (as defined in <u>Chapter 2-156 of the Municipal Code</u> ("MCC")) in the Disclosing Party?

No

## SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist (as defined in <u>MCC Chapter 2-156</u>), accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

1. Has the Disclosing Party retained or does it anticipate retaining any legal entities in connection with the Matter?

Yes

2. List below the names of all legal entities which are retained parties.

| Name:                    | TWIN CLEANING PROFESSIONALS              |
|--------------------------|--|
| Anticipated/Retained:    | Retained                                 |
| Business Address:        | 17W695 BUTTERFIELD RD                    |
|                          | SUITE G                                  |
|                          | OAKBROOK TERRACE, IL 60181 United States |
| Relationship:            | Subcontractor - MWDBE                    |
| Fees                     | 2,000,000.                               |
| (\$\$ or %):             |  |
| Estimated/Paid:          | Estimated                                |
| Name:                    | INTER-CITY SUPPLY CO., INC               |
| Anticipated/Retained:    | Retained                                 |
| <b>Business Address:</b> | 8830 SOUTH DOBSON AVE                    |
|                          | CHICAGO, IL 60619 United States          |
| Relationship:            | Subcontractor - MWDBE                    |
| Fees                     | 995,000.00                               |
| (\$\$ or %):             |  |
| Estimated/Paid:          | Estimated                                |
| Name:                    | EVERY BLOOMIN INDUSTRIAL SUPPLY, INC     |
| Anticipated/Retained:    |  |
| <b>Business Address:</b> | 2514 W. ARMITAGE AVE                     |
|                          | CHICAGO, IL 60647-5970 United States     |
| Relationship:            | Subcontractor - MWDBE                    |
| Fees                     | 1,000,000.00                             |
| (\$\$ or %):             |  |
| Estimated/Paid:          | Estimated                                |
| Name:                    | VARGAS GROUP, INC.                       |
| Anticipated/Retained:    | Retained                                 |
| <b>Business Address:</b> | 53 W. JACKSON BLVD                       |
|                          | SUITE 1310                               |
|                          | CHICAGO, IL 60604-2419 United States     |
| Relationship:            | Subcontractor - MWDBE                    |
| Fees<br>(\$\$ or %):     | 2,000,000.                               |
| Estimated/Paid:          | Estimated                                |
|                          |  |

| Name:                 | CORPORATE CLEANING   |
|-----------------------|--|
| Anticipated/Retained: | Retained   |
| Business Address:     | 21 WEST ELM STREET<br>2ND FLOOR<br>CHICAGO, IL 60610 United States |
| Relationship:         | Subcontractor - non MWDBE  |
| Fees (\$\$ or %):     | 588000   |
| Estimated/Paid:       | Estimated  |

3. Has the Disclosing Party retained or does it anticipate retaining any persons in connection with the Matter?

No

# **SECTION V -- CERTIFICATIONS**

## A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under <u>MCC Section 2-92-415</u>, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage of any child support obligations by any Illinois court of competent jurisdiction?

No

## **B. FURTHER CERTIFICATIONS**

1. [This certification applies only if the Matter is a contract being handled by the City's Department of Procurement Services.] In the 5-year period preceding the date of this EDS, neither the Disclosing Party nor any <u>Affiliated Entity</u> has engaged, in connection with the performance of any public contract, the services of an integrity monitor, independent private sector inspector general, or integrity compliance consultant (i.e. an individual or entity with legal, auditing, investigative, or other similar skills, designated by a public agency to help the agency monitor the activity of specified agency vendors as well as help the vendors reform their business practices so they can be considered for agency contracts in the future, or continue with a contract in progress).

I certify the above to be true

2. The Disclosing Party and its Affiliated Entities are not delinquent in the payment of any fine, fee, tax or other source of indebtedness owed to the City of Chicago, including, but not limited to, water and sewer charges, license fees, parking tickets, property taxes and sales taxes, nor is the Disclosing Party delinquent in the payment of any tax administered by the Illinois Department of Revenue.

I certify the above to be true

3. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II(B)(1) of this EDS:

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, during the 5 years before the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in subparagraph (b) above;
- d. have not, during the 5 years before the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, during the 5 years before the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

I certify the above to be true

4. The Disclosing Party understands and shall comply with the applicable requirements of MCC <u>Chapter 2-56 (Inspector General)</u> and <u>Chapter 2-156 (Governmental Ethics)</u>.

## I certify the above to be true

5. Neither the Disclosing Party, nor any <u>Contractor</u>, nor any <u>Affiliated Entity</u> of either the Disclosing Party or any <u>Contractor</u>, nor any <u>Agents</u> have, during the 5 years before the date of this EDS, or, with respect to a <u>Contractor</u>, an <u>Affiliated Entity</u>, or an <u>Affiliated Entity</u> of a <u>Contractor</u> during the 5 years before the date of such <u>Contractor's</u> or <u>Affiliated Entity's</u> contract or engagement in connection with the Matter:

a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or

any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;

- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in subparagraph (a) or (b) above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions referenced in <u>MCC Subsection 2-92-320(a)(4)(Contracts</u> <u>Requiring a Base Wage); (a)(5)(Debarment Regulations); or (a)(6)(Minimum Wage</u> <u>Ordinance)</u>.

I certify the above to be true

6. Neither the Disclosing Party, nor any <u>Affiliated Entity</u> or <u>Contractor</u>, or any of their employees, officials, <u>agents</u> or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of

- bid-rigging in violation of <u>720 ILCS 5/33E-3</u>;
- bid-rotating in violation of <u>720 ILCS 5/33E-4</u>; or
- any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

I certify the above to be true

7. Neither the Disclosing Party nor any <u>Affiliated Entity</u> is listed on a Sanctions List maintained by the United States Department of Commerce, State, or Treasury, or any successor federal agency.

I certify the above to be true

## 8. [FOR APPLICANT ONLY]

- i. Neither the Applicant nor any "controlling person" [see MCC Chapter 1-23, Article I for applicability and defined terms] of the Applicant is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any "sister agency"; and
- ii. the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City.

NOTE: If <u>MCC Chapter 1-23</u>, <u>Article I</u> applies to the Applicant, that Article's permanent compliance timeframe supersedes 5-year compliance timeframes in this Section V.

I certify the above to be true

9. [FOR APPLICANT ONLY] The Applicant and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed as having an active exclusion by the U.S. EPA on the <u>federal System for Award Management</u> ("SAM")

I certify the above to be true

10. [FOR APPLICANT ONLY] The Applicant will obtain from any contractors/ subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in Certifications (2) and (9) above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Applicant has reason to believe has not provide or cannot provide truthful certifications.

I certify the above to be true

11. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the date of this EDS, an employee, or elected or appointed official, of the City of Chicago.

None

12. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$25 per recipient, or (iii) a political contribution otherwise duly reported as required by law.

None

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

The Disclosing Party certifies, as defined in <u>MCC Section 2-32-455(b)</u>, the Disclosing Party

is not a "financial institution"

D. CERTIFICATION REGARDING FINANCIAL INTEREST IN CITY BUSINESS

Any words or terms defined in <u>MCC Chapter 2-156</u> have the same meanings if used in this Part D.

1. In accordance with <u>MCC Section 2-156-110</u>: To the best of the Disclosing Party's knowledge after reasonable inquiry, does any official or employee of the City have a

financial interest in his or her own name or in the name of any other person or entity in the Matter?

No

## E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

If the Disclosing Party cannot make this verification, the Disclosing Party must disclose all required information in the space provided below or in an attachment in the "Additional Info" tab. Failure to comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

I can make the above verification

# SECTION VI -- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

Is the Matter federally funded? For the purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

No

# **SECTION VII - FURTHER ACKNOWLEDGMENTS AND CERTIFICATION**

The Disclosing Party understands and agrees that:

- A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.
- B. The City's Governmental Ethics Ordinance, <u>MCC Chapter 2-156</u>, imposes certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of this ordinance and a training program is available on line at <u>www.cityofchicago.org/Ethics</u>, and may also be obtained from

the City's Board of Ethics, 740 N. Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with this ordinance.

I acknowledge and consent to the above

The Disclosing Party understands and agrees that:

- C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/ or declining to allow the Disclosing Party to participate in other City transactions. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.
- D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided in, and appended to, this EDS may be made publicly available on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.
- E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to MCC Chapter 1-23, Article I (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by MCC Chapter 1-23 and Section 2-154-020.

I acknowledge and consent to the above

# APPENDIX A - FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5%. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under <u>MCC Section 2-154-015</u>, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof

currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a, if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5% ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

No

# APPENDIX B - BUILDING CODE SCOFFLAW/PROBLEM LANDLORD CERTIFICATION

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5% (an "Owner"). It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

1. Pursuant to <u>MCC Section 2-154-010</u>, is the Applicant or any Owner identified as a building code scofflaw or problem landlord pursuant to <u>MCC Section 2-92-416?</u>?

No

# APPENDIX C-PROHIBITION ON WAGE & SALARY HISTORY SCREENING

This Appendix is to be completed only by an Applicant that is completing this EDS as a "contractor" as defined in <u>MCC Section 2-92-385</u>. That section, which should be consulted (www.amlegal.com), generally covers a party to any agreement pursuant

to which they: (i) receive City of Chicago funds in consideration for services, work or goods provided (including for legal or other professional services), or (ii) pay the City money for a license, grant or concession allowing them to conduct a business on City premises.

On behalf of an Applicant that is a contractor pursuant to <u>MCC Section 2-92-385</u>, I hereby certify that the Applicant is in compliance with <u>MCC Section 2-92-385</u>(b)(1) and (2), which prohibit: (i) screening job applicants based on their wage or salary history, or (ii) seeking job applicants' wage or salary history from current or former employers. I also certify that the Applicant has adopted a policy that includes those prohibitions.

This certification shall serve as the affidavit required by MCC Section 2-92-385(c)(1).

N/A - I am not an Applicant that is a "contractor" as defined in MCC Section 2-92-385.

# ADDITIONAL INFO

Please add any additional explanatory information here. If explanation is longer than 1000 characters, you may add an attachment below. Please note that your EDS, including all attachments, becomes available for public viewing upon contract award. Your attachments will be viewable "as is" without manual redaction by the City. You are responsible for redacting any non-public information from your documents before uploading.

List of vendor attachments uploaded by City staff

None.

List of attachments uploaded by vendor

Brightwood Capital ADV

## CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS, and all applicable appendices, on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS, and all applicable appendices, are true, accurate and complete as of the date furnished to the City. Submission of this form constitutes making the oath associated with notarization.

/s/ 05/05/2021 Vicki Rosen-Sanetra Vice President of Operations United Maintenance Co., Inc This is a printed copy of the Economic Disclosure Statement, the original of which is filed electronically with the City of Chicago. Any alterations must be made electronically, alterations on this printed copy are void and of no effect.

## FORM ADV

## UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION AND REPORT BY EXEMPT REPORTING ADVISERS

| Primary Business Name: BRIGHTWOOD CAPITAL ADVISORS, LLC | CRD Number: 167330 |
|---|--------------------|
| Annual Amendment - All Sections                         | Rev. 03/2020       |
| 3/30/2021 4:58:14 PM                                    |                    |

WARNING: Complete this form truthfully. False statements or omissions may result in denial of your application, revocation of your registration, or criminal prosecution. You must

keep this form updated by filing periodic amendments. See Form ADV General Instruction 4. Item 1 Identifying Information Responses to this Item tell us who you are, where you are doing business, and how we can contact you. If you are filing an umbrella registration, the information in Item 1 should be provided for the filing adviser only. General Instruction 5 provides information to assist you with filing an umbrella registration. Your full legal name (if you are a sole proprietor, your last, first, and middle names): **BRIGHTWOOD CAPITAL ADVISORS, LLC** B. (1) Name under which you primarily conduct your advisory business, if different from Item 1.A. **BRIGHTWOOD CAPITAL ADVISORS, LLC** List on Section 1.B. of Schedule D any additional names under which you conduct your advisory business. (2) If you are using this Form ADV to register more than one investment adviser under an *umbrella registration*, check this box 🗹 If you check this box, complete a Schedule R for each relying adviser. C. If this filing is reporting a change in your legal name (Item 1.A.) or primary business name (Item 1.B.(1)), enter the new name and specify whether the name change is of your legal name or vour primary business name: D. (1) If you are registered with the SEC as an investment adviser, your SEC file number: 801-78420 (2) If you report to the SEC as an exempt reporting adviser, your SEC file number: (3) If you have one or more Central Index Key numbers assigned by the SEC ("CIK Numbers"), all of your CIK numbers: No Information Filed E. (1) If you have a number ("CRD Number") assigned by the FINRA's CRD system or by the IARD system, your CRD number: 167330 If your firm does not have a CRD number, skip this Item 1.E. Do not provide the CRD number of one of your officers, employees, or affiliates. (2) If you have additional CRD Numbers, your additional CRD numbers:

No Information Filed

#### F. Principal Office and Place of Business

(1) Address (do not use a P.O. Box): Number and Street 1: 810 7TH AVENUE City: State: NEW YORK New York

Number and Street 2: 26TH FLOOR Country: United States

ZIP+4/Postal Code: 10019

If this address is a private residence, check this box:  $\square$ 

List on Section 1.F. of Schedule D any office, other than your principal office and place of business, at which you conduct investment advisory business. If you are applying for registration, or are registered, with one or more state securities authorities, you must list all of your offices in the state or states to which you are applying for registration or with whom you are registered. If you are applying for SEC registration, if you are registered only with the SEC, or if you are reporting to the SEC as an exempt reporting adviser, list the largest twenty-five offices in terms of numbers of employees as of the end of your most recently completed fiscal year.

(2) Days of week that you normally conduct business at your *principal office and place of business:* 

Monday - Friday ○ Other:

Normal business hours at this location: 9:00 AM - 5:00 PM

(3) Telephone number at this location: 646-957-9539

(4) Facsimile number at this location, if any: 646-395-1432

(5) What is the total number of offices, other than your *principal office and place of business*, at which you conduct investment advisory business as of the end of your most recently completed fiscal year?

1

| G.  | Mailing address, if different from                                    | n your principal office and place of busines  | ssaddress:  |  |           |         |
|-----|---|---|---|--|-----------|---------|
|     | Number and Street 1:  |   | Number and Street 2:  |  |           |         |
|     | City:   | State:  | Country:  | ZIP+4/Postal Code:   |           |         |
|     |   | <b>–</b>  |   |  |           |         |
|     | If this address is a private resid                                    | dence, check this box:  |   |  |           |         |
| H.  | If you are a sole proprietor, state                                   | e your full residence address, if different fro   | om your principal office and plac                                 | ce of business address in Item 1.F.:   |           |         |
|     | Number and Street 1:  |   | Number and Street 2:  |  |           |         |
|     | City:   | State:  | Country:  | ZIP+4/Postal Code:   |           |         |
|     | - ,   |   |   |  | Yes       | No      |
| I.  | Do you have one or more webs  | ites or accounts on publicly available socia  | al media platforms (including, bu                                 | It not limited to, Twitter, Facebook and LinkedIn)?  |           | 0       |
|     | address serves as a portal throu<br>information. You may need to li   | ugh which to access other information you<br>ist more than one portal address. Do not p   | have published on the web, you<br>rovide the addresses of website | e social media platforms on Section 1.1. of Schedule D. If a well<br>may list the portal without listing addresses for all of the other<br>s or accounts on publicly available social media platforms whe<br>the addresses of employee accounts on publicly available soci | ere you d |         |
| J.  | Chief Compliance Officer  |   |   |  |           |         |
| 0.  | (1) Provide the name and conta  | ct information of your Chief Compliance Of<br>one. If not, you must complete Item 1.K. be |   | rting adviser, you must provide the contact information for your   | Chief     |         |
|     | Name:   |   | Other titles, if any:   |  |           |         |
|     | Telephone number:   |   | Facsimile number, if any:   |  |           |         |
|     | Number and Street 1:  |   | Number and Street 2:  |  |           |         |
|     | City:   | State:  | Country:  | ZIP+4/Postal Code:   |           |         |
|     | Electronic mail (e-mail) addres                                       | ss, if Chief Compliance Officer has one:  |   |  |           |         |
| K.  | Name:<br>IRS Employer Identification Num                              | nber:<br>Person: If a person other than the Chief Co                                      |   | rson's name and IRS Employer Identification Number (if any):   | ו ADV, y  | you     |
|     |   | 16.   | Titloo  |  |           |         |
|     | Name:<br>Telephone number:  |   | Titles:<br>Facsimile number, if any:                              |  |           |         |
|     | Number and Street 1:  |   | Number and Street 2:  |  |           |         |
|     | City:   | State:  | Country:  | ZIP+4/Postal Code:   |           |         |
|     | oky.  |   | oounity.  |  |           |         |
|     | Electronic mail (e-mail) addres                                       | ss, if contact person has one:  |   |  |           |         |
|     |   |   |   |  | Yes       | No      |
| L.  | Do you maintain some or all of t<br>principal office and place of bus |   | keep under Section 204 of the A                                   | Advisers Act, or similar state law, somewhere other than your  | o         | 0       |
|     | If "yes," complete Section 1.L. o                                     | f Schedule D.   |   |  | Yes       | No      |
| M.  | Are you registered with a foreign                                     | n financial regulatory authority?   |   |  | 0         | O       |
|     | Answer "no" if you are not regist complete Section 1.M. of Sched      |   | hority, even if you have an affilia                               | te that is registered with a foreign financial regulatory authority  | -         |         |
| NI  | Are you a public reporting comp                                       | any under Sections 12 or 15(d) of the Sec   | uritian Explanate Act of 10242                                    |  | Yes       |         |
| IN. | The you a public reporting comp                                       | pany under Sections 12 or 15(d) of the Sec  | unites Exchange Act of 1934?                                      |  |           | $\odot$ |
| _   |   |   |   |  | Yes       | No      |
| О.  | If yes, what is the approximate a                                     | •   | ent fiscal year?  |  | 0         | •       |
|     | S1 billion to less than \$10  |   |   |  |           |         |
|     | S \$10 billion to less than \$5                                       | 0 billion   |   |  |           |         |
|     | <b>A</b> =0.1   |   |   |  |           |         |

O \$50 billion or more

For purposes of Item 1.O. only, "assets" refers to your total assets, rather than the assets you manage on behalf of clients. Determine your total assets using the total assets shown on the balance sheet for your most recent fiscal year end.

P. Provide your Legal Entity Identifier if you have one:

A legal entity identifier is a unique number that companies use to identify each other in the financial marketplace. You may not have a legal entity identifier.

#### **SECTION 1.B. Other Business Names**

List your other business names and the jurisdictions in which you use them. You must complete a separate Schedule D Section 1.B. for each business name.

Name: BRIGHTWOOD SPV ADVISORS, LLC (RELYING ADVISER)

Jurisdictions

| T AL  | Гц   | I NE  | □ sc     |  |
|-------|------|-------|----------|--|
| □ AK  |      | □ NV  | SD SD    |  |
| □ AZ  | AI   | I NH  | TN TN    |  |
| AR    | □ KS | □ NJ  | TX 🗆     |  |
| CA    | Гкү  |       | 🗖 UT     |  |
| □со   |      | NY NY | □ vt     |  |
| СТ    | I ME |       |          |  |
| 🗹 DE  | MD   | □ ND  | □ VA     |  |
| DC    | □ MA | ПОН   | T WA     |  |
| FL FL | □ MI | Гок   |          |  |
| GA    | I MN |       | l wi     |  |
| GU    | MS   | n PA  | L wy     |  |
| Пн    | MO   | PR    | C Other: |  |
| DID   | □ MT | 🗖 RI  |          |  |

#### **SECTION 1.F. Other Offices**

Complete the following information for each office, other than your *principal office and place of business*, at which you conduct investment advisory business. You must complete a separate Schedule D Section 1.F. for each location. If you are applying for SEC registration, if you are registered only with the SEC, or if you are an *exempt reporting adviser*, list only the largest twenty-five offices (in terms of numbers of *employees*).

| Number and Street 1: |        | Number and Street 2: |                    |
|----------------------|--------|----------------------|--------------------|
| 100 CRESCENT COURT   |        | SUITE 700            |                    |
| City:                | State: | Country:             | ZIP+4/Postal Code: |
| DALLAS               | Texas  | United States        | 75202              |
|                      |        |                      |                    |

If this address is a private residence, check this box:  $\square$ 

Telephone Number: 214-463-2963

1

Facsimile Number, if any:

If this office location is also required to be registered with FINRA or a state securities authority as a branch office location for a broker-dealer or investment adviser on the Uniform Branch Office Registration Form (Form BR), please provide the *CRD* Branch Number here:

How many employees perform investment advisory functions from this office location?

Are other business activities conducted at this office location? (check all that apply)

(1) Broker-dealer (registered or unregistered)

 $\square$  (2) Bank (including a separately identifiable department or division of a bank)

(3) Insurance broker or agent

(4) Commodity pool operator or commodity trading advisor (whether registered or exempt from registration)

🗖 (5) Registered municipal advisor

 $\Box$  (6) Accountant or accounting firm

(7) Lawyer or law firm

Describe any other *investment-related* business activities conducted from this office location:

| SECTION 1.I. Website Addresses   |                                      |   |  |              |
|--|--------------------------------------|---|--|--------------|
| List your website addresses, including addresses<br>Facebook and/or LinkedIn). You must complete a |                                      |   | control the content (including, but not limited to, Ty<br>ublicly available social media platform. | witter,      |
| Address of Website/Account on Publicly Available   | Social Media Platform: HTTP://W      | VWW.BRIGHTWOODLP.COM                        |  |              |
|  |                                      |   |  |              |
| Address of Website/Account on Publicly Available   | Social Media Platform: https://w     | ww.linkedin.com/company/brightwo            | od-capital-advisors-llc  |              |
| SECTION 1.L. Location of Books and Records   |                                      |   |  |              |
| Complete the following information for each location Schedule D, Section 1.L. for each location.   | on at which you keep your books      | and records, other than your <i>princip</i> | al office and place of business. You must complete   | e a separate |
| Name of entity where books and records are kept<br>U.S. BANK NATIONAL ASSOCIATION                  | :                                    |   |  |              |
| Number and Street 1:<br>214 NORTH TRYSON STREET  |                                      | Number and Street 2:                        |  |              |
| City:  | State:                               | Country:                                    | ZIP+4/Postal Code:   |              |
| CHARLOTTE  | North Carolina                       | United States                               | 28202  |              |
| If this address is a private residence, check this b   | ox: 🗖                                |   |  |              |
| Telephone Number:<br>(704) 335-4550  | Facsimile number, if any:            |   |  |              |
| This is (check one):<br>O one of your branch offices or affiliates.                                |                                      |   |  |              |
| a third-party unaffiliated recordkeeper.   |                                      |   |  |              |
| O other.   |                                      |   |  |              |
| Briefly describe the books and records kept at this CERTAIN FUND-RELATED BOOKS AND RECOR           |                                      |   |  |              |
| Name of entity where books and records are kept GLOBAL RELAY COMMUNICATIONS INC.                   | :                                    |   |  |              |
| Number and Street 1:   |                                      | Number and Street 2:                        |  |              |
| 286 MADISON AVENUE   |                                      | 7TH FLOOR                                   |  |              |
| City:<br>NEW YORK  | State:<br>New York                   | Country:<br>United States                   | ZIP+4/Postal Code:<br>10017  |              |
| If this address is a private residence, check this b   | ox:                                  |   |  |              |
| Telephone Number:<br>866.484.6630  | Facsimile number, if an 212.504.3163 | ıy:   |  |              |
| This is (check one):<br>o one of your branch offices or affiliates.                                |                                      |   |  |              |
| <ul> <li>a third-party unaffiliated recordkeeper.</li> </ul>                                       |                                      |   |  |              |
| o <sup>other.</sup>  |                                      |   |  |              |
| Briefly describe the books and records kept at this<br>ARCHIVED ELECTRONIC COMMUNICATIONS          | s location.                          |   |  |              |

| Name of entity where books and records are kept:<br>U.S. BANK GLOBAL FUND SERVICES (CAYMAN) LIMITED | )                         |                           |                             |
|---|---------------------------|---------------------------|-----------------------------|
| Number and Street 1:<br>433 HACKENSACK AVENUE   |                           | Number and Street 2:      |                             |
| -   | State:                    | Country:<br>United States | ZIP+4/Postal Code:<br>07601 |
| HACKENSACK  | New Jersey                | United States             | 07601                       |
| If this address is a private residence, check this box: $\Box$                                      |                           |                           |                             |
| Telephone Number:<br>201-708-9700   | Facsimile number, if any: |                           |                             |
| This is (check one):<br>o one of your branch offices or affiliates.                                 |                           |                           |                             |
| a third-party unaffiliated recordkeeper.  |                           |                           |                             |
| O other.  |                           |                           |                             |
| Briefly describe the books and records kept at this location CERTAIN FUND-RELATED BOOKS AND RECORDS | ٦.                        |                           |                             |
| Name of entity where books and records are kept:<br>PEF SERVICES LLC                                |                           |                           |                             |
| Number and Street 1:  |                           | Number and Street 2:      |                             |
| 300 EXECUTIVE DRIVE   | Chatas                    | SUITE 150                 |                             |
| -   | State:<br>New Jersey      | Country:<br>United States | ZIP+4/Postal Code:<br>07052 |
| If this address is a private residence, check this box: $\Box$                                      |                           |                           |                             |
| Telephone Number:<br>(212) 203-4685   | Facsimile number, if any: |                           |                             |
| This is (check one):<br>one of your branch offices or affiliates.                                   |                           |                           |                             |
| a third-party unaffiliated recordkeeper.  |                           |                           |                             |
| O other.  |                           |                           |                             |
| Briefly describe the books and records kept at this location CERTAIN FUND-RELATED BOOKS AND RECORDS | ٦.                        |                           |                             |
| Name of entity where books and records are kept:<br>WILMINGTON TRUST, NATIONAL ASSOCIATION          |                           |                           |                             |
| Number and Street 1:<br>1100 NORTH MARKET STREET  |                           | Number and Street 2:      |                             |
| City:<br>WILMINGTON   | State:<br>Delaware        | Country:<br>United States | ZIP+4/Postal Code:<br>19801 |
| If this address is a private residence, check this box:   | Dolawalt                  | United Old(65             |                             |
|   |                           |                           |                             |
| Telephone Number:<br>302-651-1000   | Facsimile number, if any: |                           |                             |
| This is (check one):<br>o one of your branch offices or affiliates.                                 |                           |                           |                             |
| a third-party unaffiliated recordkeeper.  |                           |                           |                             |

| $\circ$ | other. |
|---------|--------|
|         |        |

| Briefly describe the books and records kept at this location CERTAIN FUND-RELATED BOOKS AND RECORDS   | on.  |  |                                  |
|---|--|--|----------------------------------|
| Name of entity where books and records are kept:<br>TERRANUA U.S. CORP. (MYCOMPLIANCEOFFICE)  |  |  |                                  |
| Number and Street 1:<br>535 5TH AVENUE<br>City:<br>NEW YORK   | State:<br>New York   | Number and Street 2:<br>4TH FLOOR<br>Country:<br>United States | ZIP+4/Postal Code:<br>10017      |
| If this address is a private residence, check this box: $\Box$  |  |  |                                  |
| Telephone Number:<br>212-852-9028   | Facsimile number, if any:  |  |                                  |
| This is (check one):<br>o one of your branch offices or affiliates.   |  |  |                                  |
| <ul> <li>a third-party unaffiliated recordkeeper.</li> <li>o other.</li> </ul>  |  |  |                                  |
| Briefly describe the books and records kept at this location CERTAIN COMPLIANCE-RELATED BOOKS AND RECOR   |  | RE VENDOR)   |                                  |
| Name of entity where books and records are kept:<br>MICROSOFT CORPORATION   |  |  |                                  |
| Number and Street 1:  |  |  |                                  |
| ONE MICROSOFT WAY   |  | Number and Street 2:   |                                  |
|   | State:<br>Washington   | Number and Street 2:<br>Country:<br>United States              | ZIP+4/Postal Code:<br>98052-6399 |
| ONE MICROSOFT WAY<br>City:  | Washington   | Country:   |                                  |
| ONE MICROSOFT WAY<br>City:<br>REDMOND   | Washington   | Country:   |                                  |
| ONE MICROSOFT WAY<br>City:<br>REDMOND<br>If this address is a private residence, check this box:<br>Telephone Number:<br>425-882-8080<br>This is (check one):   | Washington   | Country:   |                                  |
| ONE MICROSOFT WAY<br>City:<br>REDMOND<br>If this address is a private residence, check this box:<br>Telephone Number:<br>425-882-8080<br>This is (check one):<br>one of your branch offices or affiliates.<br>a third-party unaffiliated recordkeeper.  | Washington   | Country:   |                                  |
| ONE MICROSOFT WAY<br>City:<br>REDMOND<br>If this address is a private residence, check this box:<br>Telephone Number:<br>425-882-8080<br>This is (check one):<br>one of your branch offices or affiliates.  | Washington   | Country:   |                                  |
| ONE MICROSOFT WAY<br>City:<br>REDMOND<br>If this address is a private residence, check this box:<br>Telephone Number:<br>425-882-8080<br>This is (check one):<br>one of your branch offices or affiliates.<br>a third-party unaffiliated recordkeeper.  | Washington<br>Facsimile number, if any:  | Country:   |                                  |
| ONE MICROSOFT WAY<br>City:<br>REDMOND<br>If this address is a private residence, check this box:<br>Telephone Number:<br>425-882-8080<br>This is (check one):<br>one of your branch offices or affiliates.<br>o a third-party unaffiliated recordkeeper.<br>o other.<br>Briefly describe the books and records kept at this location  | Washington<br>Facsimile number, if any:  | Country:   |                                  |
| ONE MICROSOFT WAY<br>City:<br>REDMOND<br>If this address is a private residence, check this box:<br>Telephone Number:<br>425-882-8080<br>This is (check one):<br>o one of your branch offices or affiliates.<br>o a third-party unaffiliated recordkeeper.<br>o other.<br>Briefly describe the books and records kept at this location<br>ELECTRONIC COMMUNICATIONS (MICROSOFT OFFIC<br>Name of entity where books and records are kept:  | Washington<br>Facsimile number, if any:  | Country:   |                                  |
| ONE MICROSOFT WAY<br>City:<br>REDMOND<br>If this address is a private residence, check this box:<br>Telephone Number:<br>425-882-8080<br>This is (check one):<br>one of your branch offices or affiliates.<br>one of the the books and records affiliates.<br>ELECTRONIC COMMUNICATIONS (MICROSOFT OFFICE)<br>Name of entity where books and records are kept:<br>AMERICAN ARCHIVING AND SHREDDING<br>Number and Street 1:  | Washington<br>Facsimile number, if any:  | Country:<br>United States                                      |                                  |
| ONE MICROSOFT WAY<br>City:<br>REDMOND<br>If this address is a private residence, check this box:<br>Telephone Number:<br>425-882-8080<br>This is (check one):<br>one of your branch offices or affiliates.<br>one of your branch offices or affiliates.<br>Number and Street 1:<br>of FREEWAY DRIVE<br>City: | Washington<br>Facsimile number, if any:<br>on.<br>E 365)<br>State:<br>New Jersey | Country:<br>United States                                      | 98052-6399<br>ZIP+4/Postal Code: |

This is (check one):

O one of your branch offices or affiliates.

♂ a third-party unaffiliated recordkeeper.

o other.

Briefly describe the books and records kept at this location. ARCHIVED BUSINESS-RELATED BOOKS AND RECORDS IN HARD COPY

SECTION 1.M. Registration with Foreign Financial Regulatory Authorities

No Information Filed

#### Item 2 SEC Registration/Reporting

Responses to this Item help us (and you) determine whether you are eligible to register with the SEC. Complete this Item 2.A. only if you are applying for SEC registration or submitting an *annual updating amendment* to your SEC registration. If you are filing an *umbrella registration*, the information in Item 2 should be provided for the *filing adviser* only.

A. To register (or remain registered) with the SEC, you must check **at least one** of the Items 2.A.(1) through 2.A.(12), below. If you are submitting an *annual updating amendment* to your SEC registration and you are no longer eligible to register with the SEC, check Item 2.A.(13). Part 1A Instruction 2 provides information to help you determine whether you may affirmatively respond to each of these items.

You (the adviser):

- (1) are a large advisory firm that either:
  - (a) has regulatory assets under management of \$100 million (in U.S. dollars) or more; or
  - (b) has regulatory assets under management of \$90 million (in U.S. dollars) or more at the time of filing its most recent *annual updating amendment* and is registered with the SEC;
- (2) are a mid-sized advisory firm that has regulatory assets under management of \$25 million (in U.S. dollars) or more but less than \$100 million (in U.S. dollars) and you are either:
  - (a) not required to be registered as an adviser with the state securities authority of the state where you maintain your principal office and place of business; or
  - (b) not subject to examination by the state securities authority of the state where you maintain your principal office and place of business;

Click HERE for a list of states in which an investment adviser, if registered, would not be subject to examination by the state securities authority.

- (3) Reserved
- (4) have your principal office and place of business outside the United States;
- (5) are an investment adviser (or subadviser) to an investment company registered under the Investment Company Act of 1940;
- (6) are an investment adviser to a company which has elected to be a business development company pursuant to section 54 of the Investment Company Act of 1940 and has not withdrawn the election, and you have at least \$25 million of regulatory assets under management;
- (7) are a pension consultant with respect to assets of plans having an aggregate value of at least \$200,000,000 that qualifies for the exemption in rule 203A-2(a);
- (8) are a related adviser under rule 203A-2(b) that controls, is controlled by, or is under common control with, an investment adviser that is registered with the SEC, and your principal office and place of business is the same as the registered adviser;

If you check this box, complete Section 2.A.(8) of Schedule D.

(9) are an adviser relying on rule 203A-2(c) because you expect to be eligible for SEC registration within 120 days;

If you check this box, complete Section 2.A.(9) of Schedule D.

(10) are a multi-state adviser that is required to register in 15 or more states and is relying on rule 203A-2(d);

If you check this box, complete Section 2.A.(10) of Schedule D.

- (11) are an Internet adviser relying on rule 203A-2(e);
- (12) have **received an SEC order** exempting you from the prohibition against registration with the SEC;

If you check this box, complete Section 2.A.(12) of Schedule D.

(13) are no longer eligible to remain registered with the SEC.

#### State Securities Authority Notice Filings and State Reporting by Exempt Reporting Advisers

C. Under state laws, SEC-registered advisers may be required to provide to state securities authorities a copy of the Form ADV and any amendments they file with the SEC. These are called notice filings. In addition, exempt reporting advisers may be required to provide state securities authorities with a copy of reports and any amendments they file with the SEC. If this is an initial application or report, check the box(es) next to the state(s) that you would like to receive notice of this and all subsequent filings or reports you submit to the SEC. If this is an amendment to direct your notice filings or reports to additional state(s), check the box(es) next to the state(s) that you would like to receive notice of this and all subsequent filings or reports you submit to the SEC. If this is an amendment to the SEC. If this is an amendment to the SEC. If this is an amendment to your registration to stop your notice filings or reports from going to state(s) that currently receive them, uncheck the box(es) next to those state(s).

Jurisdictions

| ouncalettone |      |       |      |
|--------------|------|-------|------|
| 🗖 AL         |      | ne ne | 🗖 sc |
| □ AK         | 🗖 IN | □ NV  | 🗖 SD |
| □ AZ         | ПА   | П NH  | 🗖 TN |
| AR           | Г кs | 🗖 NJ  | П тх |
| CA           | П кү | □ NM  | 🗖 UT |
| □ co         |      | ✓ NY  | □ vt |
| 🗖 ст         | Г ме | □ NC  | ПИ   |
| DE DE        | П MD | 🗖 ND  | □ va |
| DC           | □ MA | 🗖 он  | □ wa |
| 🗖 FL         | П    | 🗖 ок  |      |
| GA GA        | □ MN | C OR  | 🗖 wi |
| 🗖 GU         | □ MS | Г РА  | □ wy |
| Пн           | П мо | PR    |      |
| 🗖 ID         | П мт | 🗖 RI  |      |
|              |      |       |      |

If you are amending your registration to stop your notice filings or reports from going to a state that currently receives them and you do not want to pay that state's notice filing or report filing fee for the coming year, your amendment must be filed before the end of the year (December 31).

#### SECTION 2.A.(8) Related Adviser

If you are relying on the exemption in rule 203A-2(b) from the prohibition on registration because you *control*, are *controlled* by, or are under common *control* with an investment adviser that is registered with the SEC and your *principal office and place of business* is the same as that of the registered adviser, provide the following information:

Name of Registered Investment Adviser

CRD Number of Registered Investment Adviser

SEC Number of Registered Investment Adviser

#### SECTION 2.A.(9) Investment Adviser Expecting to be Eligible for Commission Registration within 120 Days

If you are relying on rule 203A-2(c), the exemption from the prohibition on registration available to an adviser that expects to be eligible for SEC registration within 120 days, you are required to make certain representations about your eligibility for SEC registration. By checking the appropriate boxes, you will be deemed to have made the required representations. You must make both of these representations:

- I am not registered or required to be registered with the SEC or a *state securities authority* and I have a reasonable expectation that I will be eligible to register with the SEC within 120 days after the date my registration with the SEC becomes effective.
- I undertake to withdraw from SEC registration if, on the 120th day after my registration with the SEC becomes effective, I would be prohibited by Section 203A(a) of the Advisers Act from registering with the SEC.

#### SECTION 2.A.(10) Multi-State Adviser

If you are relying on rule 203A-2(d), the multi-state adviser exemption from the prohibition on registration, you are required to make certain representations about your eligibility for SEC registration. By checking the appropriate boxes, you will be deemed to have made the required representations.

If you are applying for registration as an investment adviser with the SEC, you must make both of these representations:

- I have reviewed the applicable state and federal laws and have concluded that I am required by the laws of 15 or more states to register as an investment adviser with the state securities authorities in those states.
- I undertake to withdraw from SEC registration if I file an amendment to this registration indicating that I would be required by the laws of fewer than 15 states to register as an investment adviser with the state securities authorities of those states.

If you are submitting your annual updating amendment, you must make this representation:

Within 90 days prior to the date of filing this amendment, I have reviewed the applicable state and federal laws and have concluded that I am required by the laws of at least 15 states to register as an investment adviser with the *state securities authorities* in those states.

#### SECTION 2.A.(12) SEC Exemptive Order

If you are relying upon an SEC order exempting you from the prohibition on registration, provide the following information:

Application Number: 803-

### Item 3 Form of Organization If you are filing an umbrella registration, the information in Item 3 should be provided for the filing adviser only. A. How are you organized? C Corporation Sole Proprietorship 0 Limited Liability Partnership (LLP) 0 Partnership $\circ$ Limited Liability Company (LLC) $\odot$ Limited Partnership (LP) O Other (specify): O If you are changing your response to this Item, see Part 1A Instruction 4. В. In what month does your fiscal year end each year? DECEMBER C. Under the laws of what state or country are you organized? State Country **Delaware United States**

If you are a partnership, provide the name of the state or country under whose laws your partnership was formed. If you are a sole proprietor, provide the name of the state or country where you reside.

If you are changing your response to this Item, see Part 1A Instruction 4.

#### **Item 4 Successions**

A. Are you, at the time of this filing, succeeding to the business of a registered investment adviser, including, for example, a change of your structure or legal status (e.g., form of organization or state of incorporation)?

Yes No

If "yes", complete Item 4.B. and Section 4 of Schedule D.

B. Date of Succession: (MM/DD/YYYY)

If you have already reported this succession on a previous Form ADV filing, do not report the succession again. Instead, check "No." See Part 1A Instruction 4.

**SECTION 4 Successions** 

No Information Filed

#### Item 5 Information About Your Advisory Business - Employees, Clients, and Compensation

Responses to this Item help us understand your business, assist us in preparing for on-site examinations, and provide us with data we use when making regulatory policy. Part 1A Instruction 5.a. provides additional guidance to newly formed advisers for completing this Item 5.

#### **Employees**

If you are organized as a sole proprietorship, include yourself as an employee in your responses to Item 5.A. and Items 5.B.(1), (2), (3), (4), and (5). If an employee performs more than one function, you should count that employee in each of your responses to Items 5.B.(1), (2), (3), (4), and (5).

- A. Approximately how many *employees* do you have? Include full- and part-time *employees* but do not include any clerical workers.
   42
- B. (1) Approximately how many of the employees reported in 5.A. perform investment advisory functions (including research)?
  - 24

- (2) Approximately how many of the *employees* reported in 5.A. are registered representatives of a broker-dealer?
- (3) Approximately how many of the *employees* reported in 5.A. are registered with one or more *state securities authorities* as *investment adviser representatives*?
- (4) Approximately how many of the *employees* reported in 5.A. are registered with one or more *state securities authorities* as *investment adviser representatives* for an investment adviser other than you?

0

- (5) Approximately how many of the employees reported in 5.A. are licensed agents of an insurance company or agency?

0

(6) Approximately how many firms or other persons solicit advisory clients on your behalf?

0

In your response to Item 5.B.(6), do not count any of your employees and count a firm only once – do not count each of the firm's employees that solicit on your behalf.

#### Clients

In your responses to Items 5.C. and 5.D. do not include as "clients" the investors in a private fund you advise, unless you have a separate advisory relationship with those investors.

C. (1) To approximately how many *clients* for whom you do not have regulatory assets under management did you provide investment advisory services during your most recently completed fiscal year?

0

- (2) Approximately what percentage of your *clients* are non-*United States persons*?
   39%
- D. For purposes of this Item 5.D., the category "individuals" includes trusts, estates, and 401(k) plans and IRAs of individuals and their family members, but does not include businesses organized as sole proprietorships.

The category "business development companies" consists of companies that have made an election pursuant to section 54 of the Investment Company Act of 1940. Unless you provide advisory services pursuant to an investment advisory contract to an investment company registered under the Investment Company Act of 1940, do not answer (d)(1) or (d)(3) below.

Indicate the approximate number of your *clients* and amount of your total regulatory assets under management (reported in Item 5.F. below) attributable to each of the following type of *client*. If you have fewer than 5 *clients* in a particular category (other than (d), (e), and (f)) you may check Item 5.D.(2) rather than respond to Item 5.D.(1).

The aggregate amount of regulatory assets under management reported in Item 5.D.(3) should equal the total amount of regulatory assets under management reported in Item 5.F.(2)(c) below.

If a *client* fits into more than one category, select one category that most accurately represents the *client* to avoid double counting *clients* and assets. If you advise a registered investment company, business development company, or pooled investment vehicle, report those assets in categories (d), (e), and (f) as applicable.

| Type of <i>Client</i>   | (1) Number of<br><i>Client(s)</i> | (2) Fewer than 5<br><i>Client</i> s | (3) Amount of Regulatory Assets under<br>Management |
|---|-----------------------------------|-------------------------------------|---|
| (a) Individuals (other than high net worth individuals)   |                                   |                                     | \$  |
| (b) High net worth individuals  |                                   |                                     | \$  |
| (c) Banking or thrift institutions  |                                   |                                     | \$  |
| (d) Investment companies  |                                   |                                     | \$  |
| (e) Business development companies  |                                   |                                     | \$  |
| (f) Pooled investment vehicles (other than investment companies and business development companies) | 18                                |                                     | \$ 4,383,782,452                                    |
| (g) Pension and profit sharing plans (but not the plan participants or government pension plans)    |                                   |                                     | \$  |
| (h) Charitable organizations  |                                   |                                     | \$  |
| (i) State or municipal government entities (including government pension plans)                     |                                   |                                     | \$  |
| (j) Other investment advisers   |                                   |                                     | \$  |
| (k) Insurance companies   |                                   |                                     | \$  |
| (I) Sovereign wealth funds and foreign official institutions  |                                   |                                     | \$  |
| (m) Corporations or other businesses not listed above   |                                   |                                     | \$  |
| (n) Other:  |                                   |                                     | \$  |

#### **Compensation Arrangements**

E. You are compensated for your investment advisory services by (check all that apply):

- ☑ (1) A percentage of assets under your management
- (2) Hourly charges
- (3) Subscription fees (for a newsletter or periodical)

|  | (4) | Fixed fees | (other than | subscription fees) |
|--|-----|------------|-------------|--------------------|
|--|-----|------------|-------------|--------------------|

(5) Commissions

☑ (6) Performance-based fees

 $= (7) \quad Other (appoints):$ 

| (7) | Other ( | (specify): |  |
|-----|---------|------------|--|
|-----|---------|------------|--|

| Iten | n 5 Information About Your Advisory Busir   | ness - Regulatory A | ssets Under Management           |             |                          |        |
|------|---|---------------------|----------------------------------|-------------|--------------------------|--------|
| Re   | egulatory Assets Under Management   |                     |                                  |             |                          |        |
|      |   |                     |                                  |             |                          | Yes No |
| F.   | (1) Do you provide continuous and regulation  | ar supervisory or m | anagement services to securities | portfolios? |                          | • •    |
|      | (2) If yes, what is the amount of your regulatory assets under management and total number of accounts? |                     |                                  |             |                          |        |
|      |   |                     | U.S. Dollar Amount               |             | Total Number of Accounts |        |
|      | Discretionary:  | (a)                 | \$ 4,042,138,662                 | (d)         | 17                       |        |
|      | Non-Discretionary:  | (b)                 | \$ 341,643,790                   | (e)         | 1                        |        |
|      | Total:  | (c)                 | \$ 4,383,782,452                 | (f)         | 18                       |        |
|      |   |                     |                                  |             |                          |        |

Part 1A Instruction 5.b. explains how to calculate your regulatory assets under management. You must follow these instructions carefully when completing this Item.

(3) What is the approximate amount of your total regulatory assets under management (reported in Item 5.F.(2)(c) above) attributable to *clients* who are non-*United States* persons?

\$ 1,943,912,717

#### Item 5 Information About Your Advisory Business - Advisory Activities

#### **Advisory Activities**

G. What type(s) of advisory services do you provide? Check all that apply.

- (1) Financial planning services
- (2) Portfolio management for individuals and/or small businesses
- (3) Portfolio management for investment companies (as well as "business development companies" that have made an election pursuant to section 54 of the Investment Company Act of 1940)
- (4) Portfolio management for pooled investment vehicles (other than investment companies)
- (5) Portfolio management for businesses (other than small businesses) or institutional *clients* (other than registered investment companies and other pooled investment vehicles)
- □ (6) Pension consulting services
- (7) Selection of other advisers (including *private fund* managers)
- $\square$  (8) Publication of periodicals or newsletters
- (9) Security ratings or pricing services
- (10) Market timing services
- (11) Educational seminars/workshops
- (12) Other(specify):

Do not check Item 5.G.(3) unless you provide advisory services pursuant to an investment advisory contract to an investment company registered under the Investment Company Act of 1940, including as a subadviser. If you check Item 5.G.(3), report the 811 or 814 number of the investment company or investment companies to which you provide advice in Section 5.G.(3) of Schedule D.

H. If you provide financial planning services, to how many *clients* did you provide these services during your last fiscal year?

- 0 0
- O 1-10
- O 11 25
- O 26 50
- o 51 100
- o 101 250
- o 251 500
- More than 500

If more than 500, how many? (round to the nearest 500)

In your responses to this Item 5.H., do not include as "clients" the investors in a private fund you advise, unless you have a separate advisory relationship with those investors.

(1) Do you participate in a wrap fee program?

(2) If you participate in a wrap fee program, what is the amount of your regulatory assets under management attributable to acting as:

(a) sponsor to a wrap fee program

(b) portfolio manager for a wrap fee program?

\$

I.

Yes No ○ ⊙

| (c) sponsor to and portfoli | o manager for the same | wrap fee program? |
|-----------------------------|------------------------|-------------------|
| \$                          |                        |                   |

If you report an amount in Item 5.1.(2)(c), do not report that amount in Item 5.1.(2)(a) or Item 5.1.(2)(b).

If you are a portfolio manager for a wrap fee program, list the names of the programs, their sponsors and related information in Section 5.1.(2) of Schedule D.

If your involvement in a wrap fee program is limited to recommending wrap fee programs to your clients, or you advise a mutual fund that is offered through a wrap fee program, do not check Item 5.1.(1) or enter any amounts in response to Item 5.1.(2).

|    |  | Yes     | No      |
|----|--|---------|---------|
| J. | (1) In response to Item 4.B. of Part 2A of Form ADV, do you indicate that you provide investment advice only with respect to limited types of investments?   | $\odot$ | $\circ$ |
|    | (2) Do you report <i>client</i> assets in Item 4.E. of Part 2A that are computed using a different method than the method used to compute your regulatory assets under management?   | 0       | $\odot$ |
| K. | Separately Managed Account Clients   |         |         |
|    |  | Yes     | No      |
|    | (1) Do you have regulatory assets under management attributable to <i>clients</i> other than those listed in Item 5.D.(3)(d)-(f) (separately managed account <i>clients</i> )?   | 0       | $\odot$ |
|    | If yes, complete Section 5.K.(1) of Schedule D.  |         |         |
|    | (2) Do you engage in borrowing transactions on behalf of any of the separately managed account <i>clients</i> that you advise?   | 0       | 0       |
|    | If yes, complete Section 5.K.(2) of Schedule D.  |         |         |
|    | (3) Do you engage in derivative transactions on behalf of any of the separately managed account <i>clients</i> that you advise?  | 0       | 0       |
|    | If yes, complete Section 5.K.(2) of Schedule D.  |         |         |
|    | (4) After subtracting the amounts in Item 5.D.(3)(d)-(f) above from your total regulatory assets under management, does any custodian hold ten percent or more of this remaining amount of regulatory assets under management? | 0       | 0       |

If yes, complete Section 5.K.(3) of Schedule D for each custodian.

SECTION 5.G.(3) Advisers to Registered Investment Companies and Business Development Companies

No Information Filed

SECTION 5.I.(2) Wrap Fee Programs

No Information Filed

#### SECTION 5.K.(1) Separately Managed Accounts

After subtracting the amounts reported in Item 5.D.(3)(d)-(f) from your total regulatory assets under management, indicate the approximate percentage of this remaining amount attributable to each of the following categories of assets. If the remaining amount is at least \$10 billion in regulatory assets under management, complete Question (a). If the remaining amount is less than \$10 billion in regulatory assets under management, complete Question (b).

Any regulatory assets under management reported in Item 5.D.(3)(d), (e), and (f) should not be reported below.

If you are a subadviser to a separately managed account, you should only provide information with respect to the portion of the account that you subadvise.

End of year refers to the date used to calculate your regulatory assets under management for purposes of your *annual updating amendment*. Mid-year is the date six months before the end of year date. Each column should add up to 100% and numbers should be rounded to the nearest percent.

Investments in derivatives, registered investment companies, business development companies, and pooled investment vehicles should be reported in those categories. Do not report those investments based on related or underlying portfolio assets. Cash equivalents include bank deposits, certificates of deposit, bankers' acceptances and similar bank instruments.

Some assets could be classified into more than one category or require discretion about which category applies. You may use your own internal methodologies and the conventions of your service providers in determining how to categorize assets, so long as the methodologies or conventions are consistently applied and consistent with information you report internally and to current and prospective clients. However, you should not double count assets, and your responses must be consistent with any instructions or other guidance relating to this Section.

| (a | Asset Type                                 | Mid-year | End of year |
|----|--|----------|-------------|
|    | (i) Exchange-Traded Equity Securities      | %        | %           |
|    | (ii) Non Exchange-Traded Equity Securities | %        | %           |
|    | (iii) U.S. Government/Agency Bonds         | %        | %           |

| (v)       Sovereign Bonds       %         (vi)       Investment Grade Corporate Bonds       %  | % |
|--|---|
| (vi) Investment Grade Corporate Bonds       %  | % |
|  |   |
| (vii) Non-Investment Grade Corporate Bonds %   | % |
| (viii) Derivatives %   | % |
| (ix) Securities Issued by Registered Investment Companies or Business Development Companies %  | % |
| (x) Securities Issued by Pooled Investment Vehicles (other than Registered Investment Companies or Business Development Companies) % | % |
| (xi) Cash and Cash Equivalents %   | % |
| (xii) Other %  | % |

Generally describe any assets included in "Other"

| Ass    | et Type  | End of year |
|--------|--|-------------|
| (i)    | Exchange-Traded Equity Securities  | %           |
| (ii)   | Non Exchange-Traded Equity Securities  | %           |
| (iii)  | U.S. Government/Agency Bonds   | %           |
| (iv)   | U.S. State and Local Bonds   | %           |
| (v)    | Sovereign Bonds  | %           |
| (vi)   | Investment Grade Corporate Bonds   | %           |
| (vii)  | Non-Investment Grade Corporate Bonds   | %           |
| (viii) | Derivatives  | %           |
| (ix)   | Securities Issued by Registered Investment Companies or Business Development Companies   | %           |
| (x)    | Securities Issued by Pooled Investment Vehicles (other than Registered Investment Companies or Business Development Companies) | %           |
| (xi)   | Cash and Cash Equivalents  | %           |
| (xii)  | Other  | %           |

Generally describe any assets included in "Other"

#### SECTION 5.K.(2) Separately Managed Accounts - Use of Borrowingsand Derivatives

In No information is required to be reported in this Section 5.K.(2) per the instructions of this Section 5.K.(2)

If your regulatory assets under management attributable to separately managed accounts are at least \$10 billion, you should complete Question (a). If your regulatory assets under management attributable to separately managed accounts are at least \$500 million but less than \$10 billion, you should complete Question (b).

(a) In the table below, provide the following information regarding the separately managed accounts you advise. If you are a subadviser to a separately managed account, you should only provide information with respect to the portion of the account that you subadvise. End of year refers to the date used to calculate your regulatory assets under management for purposes of your *annual updating amendment*. Mid-year is the date six months before the end of year date.

In column 1, indicate the regulatory assets under management attributable to separately managed accounts associated with each level of gross notional exposure. For purposes of this table, the gross notional exposure of an account is the percentage obtained by dividing (i) the sum of (a) the dollar amount of any *borrowings* and (b) the gross notional *value* of all derivatives, by (ii) the regulatory assets under management of the account.

In column 2, provide the dollar amount of *borrowings* for the accounts included in column 1.

In column 3, provide aggregate gross notional value of derivatives divided by the aggregate regulatory assets under management of the accounts included in column 1 with respect to each category of derivatives specified in 3(a) through (f).

You may, but are not required to, complete the table with respect to any separately managed account with regulatory assets under management of less than \$10,000,000.

Any regulatory assets under management reported in Item 5.D.(3)(d), (e), and (f) should not be reported below.

(i) Mid-Year

| Gross Notional<br>Exposure | (1) Regulatory Assets Under<br>Management | (2)<br>Borrowings |                                 | (3)                                | Derivative Exp           | osures                   |                             |                         |
|----------------------------|---|-------------------|---------------------------------|------------------------------------|--------------------------|--------------------------|-----------------------------|-------------------------|
|                            |   |                   | (a) Interest Rate<br>Derivative | (b) Foreign Exchange<br>Derivative | (c) Credit<br>Derivative | (d) Equity<br>Derivative | (e) Commodity<br>Derivative | (f) Other<br>Derivative |
| Less than 10%              | \$  | \$                | %                               | %                                  | %                        | %                        | %                           | %                       |
| 10-149%                    | \$  | \$                | %                               | %                                  | %                        | %                        | %                           | %                       |

|  |  | 1 | 50% or more | \$ | \$ | % | % | % | % | % | % |
|--|--|---|-------------|----|----|---|---|---|---|---|---|
|--|--|---|-------------|----|----|---|---|---|---|---|---|

Optional: Use the space below to provide a narrative description of the strategies and/or manner in which *borrowings* and derivatives are used in the management of the separately managed accounts that you advise.

(ii) End of Year

| Gross Notional<br>Exposure | (1) Regulatory Assets Under<br>Management |    |                                 |                                    | Derivative Exp           | ative Exposures          |                             |                         |  |
|----------------------------|---|----|---------------------------------|------------------------------------|--------------------------|--------------------------|-----------------------------|-------------------------|--|
|                            |   |    | (a) Interest Rate<br>Derivative | (b) Foreign Exchange<br>Derivative | (c) Credit<br>Derivative | (d) Equity<br>Derivative | (e) Commodity<br>Derivative | (f) Other<br>Derivative |  |
| Less than 10%              | \$  | \$ | %                               | %                                  | %                        | %                        | %                           | %                       |  |
| 10-149%                    | \$  | \$ | %                               | %                                  | %                        | %                        | %                           | %                       |  |
| 150% or more               | \$  | \$ | %                               | %                                  | %                        | %                        | %                           | %                       |  |

Optional: Use the space below to provide a narrative description of the strategies and/or manner in which *borrowings* and derivatives are used in the management of the separately managed accounts that you advise.

(b) In the table below, provide the following information regarding the separately managed accounts you advise as of the date used to calculate your regulatory assets under management for purposes of your *annual updating amendment*. If you are a subadviser to a separately managed account, you should only provide information with respect to the portion of the account that you subadvise.

In column 1, indicate the regulatory assets under management attributable to separately managed accounts associated with each level of gross notional exposure. For purposes of this table, the gross notional exposure of an account is the percentage obtained by dividing (i) the sum of (a) the dollar amount of any *borrowings* and (b) the *gross notional value* of all derivatives, by (ii) the regulatory assets under management of the account.

In column 2, provide the dollar amount of *borrowings* for the accounts included in column 1.

You may, but are not required to, complete the table with respect to any separately managed accounts with regulatory assets under management of less than \$10,000,000.

Any regulatory assets under management reported in Item 5.D.(3)(d), (e), and (f) should not be reported below.

| Gross Notional Exposure | (1) Regulatory Assets Under Management | (2) Borrowings |
|-------------------------|--|----------------|
| Less than 10%           | \$                                     | \$             |
| 10-149%                 | \$                                     | \$             |
| 150% or more            | \$                                     | \$             |

Optional: Use the space below to provide a narrative description of the strategies and/or manner in which *borrowings* and derivatives are used in the management of the separately managed accounts that you advise.

SECTION 5.K.(3) Custodians for Separately Managed Accounts

No Information Filed

#### **Item 6 Other Business Activities**

In this Item, we request information about your firm's other business activities.

- A. You are actively engaged in business as a (check all that apply):
  - (1) broker-dealer (registered or unregistered)
  - (2) registered representative of a broker-dealer
  - (3) commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
  - (4) futures commission merchant
  - $\Box$  (5) real estate broker, dealer, or agent
  - (6) insurance broker or agent
  - (7) bank (including a separately identifiable department or division of a bank)
  - (8) trust company
  - (9) registered municipal advisor
  - (10) registered security-based swap dealer
  - (11) major security-based swap participant
  - (12) accountant or accounting firm
  - (13) lawyer or law firm
  - (14) other financial product salesperson (specify):

|   | If you engage in other business using a name that is different from the names reported in Items 1.A. or 1.B.(1), complete Section 6.A. of Schedule D. |  |         |         |  |  |
|---|---|--|---------|---------|--|--|
|   |   |  | Yes     | No      |  |  |
| E | 8. (1)  | Are you actively engaged in any other business not listed in Item 6.A. (other than giving investment advice)?  | $\odot$ | $\circ$ |  |  |
|   | (2)   | If yes, is this other business your primary business?  | 0       | $\odot$ |  |  |
|   |   | If "yes," describe this other business on Section 6.B.(2) of Schedule D, and if you engage in this business under a different name, provide that name. |         |         |  |  |
|   |   |  | Yes     | No      |  |  |
|   | (3)   | Do you sell products or provide services other than investment advice to your advisory clients?  | $\odot$ | $\circ$ |  |  |
|   |   |  |         |         |  |  |

SECTION 6.A. Names of Your Other Businesses

No Information Filed

If "yes," describe this other business on Section 6.B.(3) of Schedule D, and if you engage in this business under a different name, provide that name.

#### SECTION 6.B.(2) Description of Primary Business

Describe your primary business (not your investment advisory business):

If you engage in that business under a different name, provide that name:

#### SECTION 6.B.(3) Description of Other Products and Services

Describe other products or services you sell to your *client*. You may omit products and services that you listed in Section 6.B.(2) above. BRIGHTWOOD CAPITAL ADVISORS, LLC PROVIDES MANAGERIAL AND ADMINISTRATIVE SERVICES TO CERTAIN SPECIAL PURPOSE VEHICLES THAT ARE EACH WHOLLY OWNED SUBSIDIARIES OF CERTAIN PRIVATE FUND CLIENTS.

If you engage in that business under a different name, provide that name:

#### Item 7 Financial Industry Affiliations

In this Item, we request information about your financial industry affiliations and activities. This information identifies areas in which conflicts of interest may occur between you and your *clients*.

A. This part of Item 7 requires you to provide information about you and your *related persons*, including foreign affiliates. Your *related persons* are all of your *advisory affiliates* and any *person* that is under common *control* with you.

You have a *related person* that is a (check all that apply):

- (1) broker-dealer, municipal securities dealer, or government securities broker or dealer (registered or unregistered)
- (2) other investment adviser (including financial planners)
- (3) registered municipal advisor
- (4) registered security-based swap dealer
- (5) major security-based swap participant
- (6) commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- (7) futures commission merchant
- (8) banking or thrift institution
- (9) trust company
- (10) accountant or accounting firm
- (11) lawyer or law firm
- (12) insurance company or agency
- (13) pension consultant
- (14) real estate broker or dealer
- (15) sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
- (16) sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

Note that Item 7.A. should not be used to disclose that some of your employees perform investment advisory functions or are registered representatives of a broker-dealer. The number of your firm's employees who perform investment advisory functions should be disclosed under Item 5.B.(1). The number of your firm's employees who are registered representatives of a broker-dealer should be disclosed under Item 5.B.(2).

Note that if you are filing an umbrella registration, you should not check Item 7.A.(2) with respect to your relying advisers, and you do not have to complete Section 7.A. in Schedule D for your relying advisers. You should complete a Schedule R for each relying adviser.

For each related person, including foreign affiliates that may not be registered or required to be registered in the United States, complete Section 7.A. of Schedule D.

You do not need to complete Section 7.A. of Schedule D for any related person if: (1) you have no business dealings with the related person in connection with advisory services you provide to your clients; (2) you do not conduct shared operations with the related person; (3) you do not refer clients or business to the related person, and the related person does not refer prospective clients or business to you; (4) you do not share supervised persons or premises with the related person; and (5) you have no reason to believe that your relationship with the related person otherwise creates a conflict of interest with your clients.

You must complete Section 7.A. of Schedule D for each related person acting as qualified custodian in connection with advisory services you provide to your clients (other than any mutual fund transfer agent pursuant to rule 206(4)-2(b)(1)), regardless of whether you have determined the related person to be operationally independent under rule 206(4)-2 of the Advisers Act.

|     |  |         |         | _ |
|-----|--|---------|---------|---|
| SEC | CTION 7.A. Financial Industry Affiliations   |         |         |   |
| Coi | mplete a separate Schedule D Section 7.A. for each related person listed in Item 7.A.  |         |         |   |
| 1.  | Legal Name of <i>Related Person:</i><br>BRIGHTWOOD CAPITAL FUND MANAGERS V, LLC  |         |         |   |
| 2.  | Primary Business Name of <i>Related Person</i> :<br>BRIGHTWOOD CAPITAL FUND MANAGERS V, LLC  |         |         |   |
| 3.  | Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)   |         |         |   |
|     | or<br>Other  |         |         |   |
| 4.  | Related Person's<br>(a) CRD Number (if any):   |         |         |   |
|     | (b) CIK Number(s) (if any):  |         |         |   |
|     | No Information Filed   |         |         |   |
| 5.  | Related Person is: (check all that apply)         (a)       broker-dealer, municipal securities dealer, or government securities broker or dealer         (b)       other investment adviser (including financial planners)         (c)       registered municipal advisor         (d)       registered security-based swap dealer         (e)       major security-based swap participant         (f)       commodity pool operator or commodity trading advisor (whether registered or exempt from registration)         (g)       futures commission merchant         (h)       banking or thrift institution         (i)       trust company         (j)       accountant or accounting firm         (k)       lawyer or law firm         (j)       insurance company or agency         (m)       pension consultant |         |         |   |
|     | (n) real estate broker or dealer   |         |         |   |
|     | <ul> <li>(o) sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles</li> <li>(p) sponsor, general partner, managing member (or equivalent) of pooled investment vehicles</li> </ul>   |         |         |   |
| 6.  | Do you <i>control</i> or are you <i>controlled</i> by the <i>related person</i> ?  | Yes     | No<br>© |   |
|     |  | Č       | e       |   |
| 7.  | Are you and the <i>related person</i> under common <i>control</i> ?  | $\odot$ | 0       |   |
| 8.  | <ul> <li>(a) Does the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory services you provide to <i>clients</i>?</li> <li>(b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients</i>' funds or securities that are maintained at the <i>related person</i>?</li> <li>(c) If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients</i>' assets:</li> </ul>                  | 00      | •<br>•  |   |
|     | Number and Street 1:       Number and Street 2:         City:       State:       Country:       ZIP+4/Postal Code:   |         |         |   |
|     | If this address is a private residence, check this box:  |         |         |   |
| ٥   | (a) If the <i>related person</i> is an investment adviser, is it exempt from registration?   | Yes     |         |   |
| 9.  | <ul><li>(a) If the <i>related person</i> is an investment adviser, is it exempt from registration?</li><li>(b) If the answer is yes, under what exemption?</li></ul>   | 0       | 0       |   |
| 10. | (a) Is the related person registered with a foreign financial regulatory authority?  | 0       | o       |   |
|     | (b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.  |         |         |   |
| 11. | No Information Filed<br>Do you and the <i>related person</i> share any <i>supervised persons</i> ?   | o       | 0       |   |
| 12. | Do you and the <i>related person</i> share the same physical location?   | $\odot$ | 0       |   |

| 1.  | -          | al Name of <i>Related Person</i> :<br>GHTWOOD CAPITAL SBIC MANAGERS III, LLC  |         |         |
|-----|------------|---|---------|---------|
| 2.  |            | nary Business Name of <i>Related Person</i> :<br>GHTWOOD CAPITAL SBIC MANAGERS III, LLC   |         |         |
| 3.  | Rela       | ated Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)   |         |         |
|     | -<br>or    |   |         |         |
|     | Othe       | er  |         |         |
| 4.  | Rela       | ated Person's   |         |         |
|     | (a)        | CRD Number (if any):  |         |         |
|     | (b)        | CIK Number(s) (if any):   |         |         |
|     | (6)        | No Information Filed  |         |         |
|     |            |   |         |         |
| 5.  | Rela       | ated Person is: (check all that apply)  |         |         |
|     | (a)        | broker-dealer, municipal securities dealer, or government securities broker or dealer   |         |         |
|     | (b)<br>(c) | <ul> <li>other investment adviser (including financial planners)</li> <li>registered municipal advisor</li> </ul>   |         |         |
|     | (c)<br>(d) | registered multipla advisor registered security-based swap dealer   |         |         |
|     | (e)        | major security-based swap participant   |         |         |
|     | (f)        | commodity pool operator or commodity trading advisor (whether registered or exempt from registration)   |         |         |
|     | (g)<br>(h) | <ul> <li>futures commission merchant</li> <li>banking or thrift institution</li> </ul>  |         |         |
|     | (i)        | T trust company   |         |         |
|     | (j)        | accountant or accounting firm   |         |         |
|     | • •        | <ul> <li>lawyer or law firm</li> <li>insurance company or agency</li> </ul>   |         |         |
|     | (n)<br>(m) |   |         |         |
|     | (n)        | real estate broker or dealer  |         |         |
|     | (o)        | sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles   |         |         |
|     | (p)        | Sponsor, general partner, managing member (or equivalent) of pooled investment vehicles   | Yes     | No      |
| 6.  | Do y       | rou control or are you controlled by the related person?  | 0       | o       |
| 7.  | Are        | you and the <i>related person</i> under common <i>control</i> ?   | $\odot$ | 0       |
| 8.  | (a)        | Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?  | 0       | o       |
|     | (b)        | If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not  | õ       | _       |
|     |            | operationally independent (pursuant to rule 206(4)-2(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients'</i> funds or securities that are maintained at the <i>related person</i> ? |         |         |
|     | (c)        | If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> assets:<br>Number and Street 1: Number and Street 2:                            |         |         |
|     |            | City:     State:     Country:     ZIP+4/Postal Code:  |         |         |
|     |            | If this address is a private residence, check this box: 🗖   |         |         |
| 9.  | (a)        | If the <i>related person</i> is an investment adviser, is it exempt from registration?  | Yes     |         |
| 0.  | (u)<br>(b) | If the answer is yes, under what exemption?   | 0       | O       |
|     | ( )        |   |         |         |
| 10. |            | Is the related person registered with a foreign financial regulatory authority?   | 0       | $\odot$ |
|     | (b)        | If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.<br>No Information Filed   |         |         |
| 11. | Do y       | you and the related person share any supervised persons?  | o       | 0       |
|     |            |   | _       | _       |
| 12. | Do y       | you and the <i>related person</i> share the same physical location?   | $\odot$ | 0       |
|     |            |   |         |         |
| 1   |            | al Name of Related Person   |         |         |

| BRIGHTWOOD CAPITAL SBIC MANAGERS II, LLC |  |         |         |  |  |  |  |
|--|--|---------|---------|--|--|--|--|
| 3.                                       | <i>Related Person's</i> SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)<br>-   |         |         |  |  |  |  |
|  | or<br>Other  |         |         |  |  |  |  |
| 4.                                       | . Related Person's   |         |         |  |  |  |  |
|  | (a) <i>CRD</i> Number (if any):  |         |         |  |  |  |  |
|  | (b) CIK Number(s) (if any):<br>No Information Filed  |         |         |  |  |  |  |
|  |  |         |         |  |  |  |  |
| 5.                                       | Related Person is: (check all that apply)  |         |         |  |  |  |  |
|  | <ul> <li>(a)  broker-dealer, municipal securities dealer, or government securities broker or dealer</li> <li>(b)  sther investment advisor (including financial planners)</li> </ul>   |         |         |  |  |  |  |
|  | <ul> <li>(b)  other investment adviser (including financial planners)</li> <li>(c)  registered municipal advisor</li> </ul>  |         |         |  |  |  |  |
|  | (d) 🗖 registered security-based swap dealer  |         |         |  |  |  |  |
|  | (e) amajor security-based swap participant   |         |         |  |  |  |  |
|  | <ul> <li>(f) commodity pool operator or commodity trading advisor (whether registered or exempt from registration)</li> <li>(g) futures commission merchant</li> </ul>   |         |         |  |  |  |  |
|  | <ul> <li>(g) L futures commission merchant</li> <li>(h) □ banking or thrift institution</li> </ul>   |         |         |  |  |  |  |
|  | (i) 🗖 trust company  |         |         |  |  |  |  |
|  | (j) accountant or accounting firm  |         |         |  |  |  |  |
|  | <ul> <li>(k) lawyer or law firm</li> <li>(l) insurance company or agency</li> </ul>  |         |         |  |  |  |  |
|  | (m) D pension consultant   |         |         |  |  |  |  |
|  | (n) Treal estate broker or dealer  |         |         |  |  |  |  |
|  | <ul> <li>(o) sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles</li> <li>(p) sponsor, general partner, managing member (or equivalent) of pooled investment vehicles</li> </ul>   |         |         |  |  |  |  |
|  |  | Yes     | s No    |  |  |  |  |
| 6.                                       | Do you control or are you controlled by the related person?  | 0       | $\odot$ |  |  |  |  |
| 7.                                       | Are you and the <i>related person</i> under common <i>control</i> ?  | $\odot$ | 0       |  |  |  |  |
| 8.                                       |  | 0       | $\odot$ |  |  |  |  |
|  | (b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients'</i> funds or securities that are maintained at the <i>related person</i> ? | 0       | 0       |  |  |  |  |
|  | (c) If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> assets:<br>Number and Street 1:  |         |         |  |  |  |  |
|  | City:     State:     Country:     ZIP+4/Postal Code:   |         |         |  |  |  |  |
|  | If this address is a private residence, check this box: $\square$  | Vaa     | Na      |  |  |  |  |
| 9.                                       | (a) If the <i>related person</i> is an investment adviser, is it exempt from registration?   |         | s No    |  |  |  |  |
|  | (b) If the answer is yes, under what exemption?  | 0       | 0       |  |  |  |  |
|  |  |         |         |  |  |  |  |
| 10.                                      | (a) Is the related person registered with a foreign financial regulatory authority?  | 0       | $\odot$ |  |  |  |  |
|  | (b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.<br>No Information Filed  |         |         |  |  |  |  |
| 11.                                      | Do you and the <i>related person</i> share any supervised persons?   | $\odot$ | 0       |  |  |  |  |
| 12.                                      | Do you and the <i>related person</i> share the same physical location?   | o       | 0       |  |  |  |  |
|  |  |         |         |  |  |  |  |
| 1.                                       | Legal Name of <i>Related Person</i> :<br>BRIGHTWOOD CAPITAL ADVISORS GP, LLC   |         |         |  |  |  |  |
| 2.                                       | Primary Business Name of <i>Related Person</i> :<br>BRIGHTWOOD CAPITAL ADVISORS GP, LLC  |         |         |  |  |  |  |
| 3.                                       | <i>Related Person's</i> SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)  |         |         |  |  |  |  |
|  | <i>Related Person's</i> SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)<br>-<br>or<br>Other  |         |         |  |  |  |  |

Other

| 4.  | Rela  | ated Person's  |         |            |
|-----|---|--|---------|------------|
|     | (a)   | CRD Number (if any):   |         |            |
|     | (b)   | CIK Number(s) (if any):<br>No Information Filed  |         |            |
|     |   |  |         |            |
| 5.  | Rela<br>(a)<br>(b)<br>(c)<br>(d)<br>(e)<br>(f)<br>(g)<br>(h)<br>(i)<br>(j)<br>(k)<br>(l)<br>(n) | ated Person is: (check all that apply)         broker-dealer, municipal securities dealer, or government securities broker or dealer         other investment adviser (including financial planners)         registered municipal advisor         registered security-based swap dealer         major security-based swap participant         commodity pool operator or commodity trading advisor (whether registered or exempt from registration)         futures commission merchant         banking or thrift institution         trust company         accountant or accounting firm         lawyer or law firm         insurance company or agency         pension consultant         real estate broker or dealer |         |            |
|     | (o)<br>(p)  | <ul> <li>sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles</li> <li>sponsor, general partner, managing member (or equivalent) of pooled investment vehicles</li> </ul>   |         |            |
|     | (P)   |  | Yes     | No         |
| 6.  | Do y  | you control or are you controlled by the related person?   | $\odot$ | $^{\circ}$ |
| 7.  | Are   | you and the <i>related person</i> under common <i>control</i> ?  | o       | 0          |
| 8.  | (a)   | Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?   | 0       | $\odot$    |
|     | (b)<br>(c)  | If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients'</i> funds or securities that are maintained at the <i>related person</i> ?<br>If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> assets:<br>Number and Street 1:<br>City: State: Country: ZIP+4/Postal Code:  | 0       | 0          |
|     |   | If this address is a private residence, check this box:  |         |            |
| 9.  | (a)   | If the <i>related person</i> is an investment adviser, is it exempt from registration?   | Yes     |            |
| 0.  | (u)<br>(b)  | If the answer is yes, under what exemption?  | 0       | 0          |
|     | . ,   |  |         |            |
| 10. |   | Is the related person registered with a foreign financial regulatory authority?<br>If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.<br>No Information Filed   | 0       | •          |
| 11. | Do y  | you and the related person share any supervised persons?   | $\odot$ | 0          |
|     |   |  |         |            |
| 12. | Do y  | you and the <i>related person</i> share the same physical location?  | o       | 0          |
| 1.  | -   | al Name of <i>Related Person</i> :<br>GHTWOOD CAPITAL FUND MANAGERS III, LLC   |         |            |
| 2.  |   | nary Business Name of <i>Related Person</i> :<br>GHTWOOD CAPITAL FUND MANAGERS III, LLC  |         |            |
| 3.  | Rela<br>-   | ated Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)  |         |            |
|     | or<br>Othe  | ).<br>J  |         |            |
| 4.  | Rela  | ated Person's  |         |            |
|     | (a)   | CRD Number (if any):   |         |            |
|     | (b)   | CIK Number(s) (if any):  |         |            |

| 5.  | Rols       | ated Person is: (check all that apply)   |         |         |
|---|------------|--|---------|---------|
| 5.  |            | broker-dealer, municipal securities dealer, or government securities broker or dealer  |         |         |
| (b) 🗖 other investment adviser (including financial planners) |            |  |         |         |
|   | (c)        | registered municipal advisor   |         |         |
|   | (d)        | <ul> <li>registered security-based swap dealer</li> <li>major security-based swap participant</li> </ul>   |         |         |
|   | ( )        | <ul> <li>Inajor security-based swap participant</li> <li>commodity pool operator or commodity trading advisor (whether registered or exempt from registration)</li> </ul>  |         |         |
|   | (g)        | futures commission merchant  |         |         |
|   | (h)        | banking or thrift institution  |         |         |
|   | (i)        | trust company  |         |         |
|   | (j)        | accountant or accounting firm  |         |         |
|   | (k)<br>(l) | <ul> <li>lawyer or law firm</li> <li>insurance company or agency</li> </ul>  |         |         |
|   | .,         |  |         |         |
|   | (n)        | real estate broker or dealer   |         |         |
|   | (-)        | sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles  |         |         |
|   | (p)        | sponsor, general partner, managing member (or equivalent) of pooled investment vehicles  |         |         |
| 6.  | Ποι        | you control or are you controlled by the related person?   |         | No      |
| 0.  | DOy        |  | 0       | 0       |
| 7.  | Are        | you and the <i>related person</i> under common <i>control</i> ?  | ~       | 0       |
|   |            |  | U       | 0       |
| 8.  | (a)        | Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?   | 0       | $\odot$ |
|   | (b)        | If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not   | õ       | õ       |
|   |            | operationally independent (pursuant to rule 206(4)-2(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients'</i> funds                                       |         |         |
|   | (a)        | or securities that are maintained at the <i>related person</i> ?   |         |         |
|   | (c)        | If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> assets:<br>Number and Street 1: Number and Street 2: |         |         |
|   |            | City: State: Country: ZIP+4/Postal Code:   |         |         |
|   |            | If this address is a private residence, check this box: 🗖  |         |         |
|   | (-)        |  |         | No      |
| 9.  | (a)        | If the <i>related person</i> is an investment adviser, is it exempt from registration?   | 0       | 0       |
|   | (b)        | If the answer is yes, under what exemption?  |         |         |
| 10.   | (a)        | Is the related person registered with a foreign financial regulatory authority?  | 0       | $\odot$ |
|   |            | If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.  | 0       | e       |
|   |            | No Information Filed   |         |         |
| 11.   | Do y       | you and the <i>related person</i> share any supervised persons?  | $\odot$ | $\circ$ |
| 10  | Dev        | you and the <i>related person</i> share the same physical location?  | _       | _       |
| 12.   | DUy        |  | $\odot$ | 0       |
|   |            |  |         |         |
| 1   | Log        | al Name of Related Person:   |         |         |
| 1.  | -          | GHTWOOD CAPITAL FUND MANAGERS IV, LLC  |         |         |
|   |            |  |         |         |
| 2.  |            | nary Business Name of Related Person:  |         |         |
|   | BRIC       | GHTWOOD CAPITAL FUND MANAGERS IV, LLC  |         |         |
| 3.  | Rela       | a <i>ted Person's</i> SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)  |         |         |
|   | -          |  |         |         |
|   | or         |  |         |         |
|   | Othe       |  |         |         |
| 4.  | Rela       | ated Person's  |         |         |
|   |            | CRD Number (if any):   |         |         |
|   |            |  |         |         |
|   | (b)        | CIK Number(s) (if any):<br>No Information Filed  |         |         |
|   |            |  |         |         |
|   |            |  |         |         |
| 5.  |            | ated Person is: (check all that apply)   |         |         |
|   | ()         | <ul> <li>broker-dealer, municipal securities dealer, or government securities broker or dealer</li> <li>other investment adviser (including financial planners)</li> </ul>   |         |         |
|   | (b)<br>(c) | <ul> <li>other investment adviser (including financial planners)</li> <li>registered municipal advisor</li> </ul>  |         |         |
| 1   |            |  |         |         |

- (d) 
  registered security-based swap dealer

|     | <ul> <li>(e)</li> <li>(f)</li> <li>(g)</li> <li>(h)</li> <li>(i)</li> <li>(j)</li> <li>(k)</li> <li>(l)</li> <li>(n)</li> <li>(o)</li> <li>(p)</li> </ul> | <ul> <li>major security-based swap participant</li> <li>commodity pool operator or commodity trading advisor (whether registered or exempt from registration)</li> <li>futures commission merchant</li> <li>banking or thrift institution</li> <li>trust company</li> <li>accountant or accounting firm</li> <li>lawyer or law firm</li> <li>insurance company or agency</li> <li>pension consultant</li> <li>real estate broker or dealer</li> <li>sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles</li> <li>sponsor, general partner, managing member (or equivalent) of pooled investment vehicles</li> </ul> | Yes     | Νο      |
|-----|---|---|---------|---------|
| 6.  | Doy   | you control or are you controlled by the related person?  |         | o       |
| 7.  | Are   | you and the <i>related person</i> under common <i>control</i> ?   | $\odot$ | 0       |
| 8.  | (a)   | Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?  | 0       | $\odot$ |
|     | (b)   | If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients'</i> funds or securities that are maintained at the <i>related person</i> ?  | 0       |         |
|     | (c)   | If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:  |         |         |
|     |   | Number and Street 1:     Number and Street 2:   |         |         |
|     |   | City: State: Country: ZIP+4/Postal Code:  |         |         |
|     |   | If this address is a private residence, check this box: $\square$   | Yes     | Na      |
| 9.  | (a)   | If the <i>related person</i> is an investment adviser, is it exempt from registration?  |         |         |
| 9.  | . ,   |   | 0       | 0       |
|     | (b)   | If the answer is yes, under what exemption?   |         |         |
| 10  | (a)   | Is the related person registered with a foreign financial regulatory authority?   | ~       | ~       |
| 10. | (u)<br>(b)  | If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.   | O       | $\odot$ |
|     | (0)   | No Information Filed  |         |         |
| 11  | Do  | you and the related person share any supervised persons?  | ~       | ~       |
|     | 00  |   | $\odot$ | 0       |
| 12. | Do  | you and the <i>related person</i> share the same physical location?   | o       | 0       |
| 1.  | -   | al Name of <i>Related Person</i> :<br>GHTWOOD-NJ FUND MANAGER I, LLC  |         |         |
| 2.  |   | nary Business Name of <i>Related Person:</i><br>GHTWOOD-NJ FUND MANAGER I, LLC  |         |         |
| 3.  | Rol   | ated Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)   |         |         |
| 0.  | -   |   |         |         |
|     | or<br>Oth   | er  |         |         |
| 4.  | Rel   | ated Person's   |         |         |
|     |   | CRD Number (if any):  |         |         |
|     |   |   |         |         |
|     | (b)   | CIK Number(s) (if any):   |         |         |
|     |   | No Information Filed  |         |         |
|     |   |   |         |         |
| 5.  |   | ated Person is: (check all that apply)         broker-dealer, municipal securities dealer, or government securities broker or dealer         other investment adviser (including financial planners)         registered municipal advisor         registered security-based swap dealer         major security-based swap participant         commodity pool operator or commodity trading advisor (whether registered or exempt from registration)         futures commission merchant         banking or thrift institution   |         |         |
|     | (i)   | trust company   |         |         |
| 1   | (j)   | accountant or accounting firm   |         |         |

|     | (k) 🗖 lawyer or law firm   |         |   |  |  |  |  |
|-----|--|---------|---|--|--|--|--|
|     | (I) 🗖 insurance company or agency  |         |   |  |  |  |  |
|     | (m) pension consultant   |         |   |  |  |  |  |
|     | (n)<br>real estate broker or dealer  |         |   |  |  |  |  |
|     | (o) sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles  |         |   |  |  |  |  |
|     | (p) 🗹 sponsor, general partner, managing member (or equivalent) of pooled investment vehicles  |         |   |  |  |  |  |
|     | Do you control or one you controlled by the veloted percent?   |         | No  |  |  |  |  |
| 6.  | Do you control or are you controlled by the related person?  | 0       | $\odot$   |  |  |  |  |
| -   | Are you and the valated nerven under common control  |         |   |  |  |  |  |
| 1.  | Are you and the <i>related person</i> under common <i>control</i> ?  | $\odot$ | 0   |  |  |  |  |
| 0   | (a) Deep the related person act as a qualified sustedian for your clients in connection with advisory services you provide to cliente?   | -       | -   |  |  |  |  |
| 8.  | (a) Does the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory services you provide to <i>clients</i> ?   |         | $\odot$   |  |  |  |  |
|     | (b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients'</i> funds or securities that are maintained at the <i>related person</i> ? | 0       | 0   |  |  |  |  |
|     | (c) If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> assets:<br>Number and Street 1:  |         |   |  |  |  |  |
|     | City: State: Country: ZIP+4/Postal Code:   |         |   |  |  |  |  |
|     | If this address is a private residence, check this box: $\square$  |         |   |  |  |  |  |
|     |  | Yes     | No  |  |  |  |  |
| 9.  | (a) If the <i>related person</i> is an investment adviser, is it exempt from registration?   | 0       | $\odot$   |  |  |  |  |
|     | (b) If the answer is yes, under what exemption?  |         |   |  |  |  |  |
|     |  |         |   |  |  |  |  |
| 10. | (a) Is the related person registered with a foreign financial regulatory authority?  | 0       | $\odot$   |  |  |  |  |
|     | (b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.<br>No Information Filed  |         |   |  |  |  |  |
| 11. | Do you and the <i>related person</i> share any <i>supervised persons</i> ?   | $\odot$ | $\circ$   |  |  |  |  |
|     |  |         |   |  |  |  |  |
| 12. | Do you and the <i>related person</i> share the same physical location?   | $\odot$ | 0   |  |  |  |  |
|     |  |         |   |  |  |  |  |
|     |  |         |   |  |  |  |  |
| 1.  | Legal Name of Related Person:  |         |   |  |  |  |  |
|     | BCOF CAPITAL MANAGERS, LLC   |         |   |  |  |  |  |
|     |  |         |   |  |  |  |  |
| 2.  | Primary Business Name of Related Person:   |         |   |  |  |  |  |
|     | BCOF CAPITAL MANAGERS, LLC   |         |   |  |  |  |  |
|     |  |         |   |  |  |  |  |
| 3.  | <i>Related Person's</i> SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)  |         |   |  |  |  |  |
|     |  |         |   |  |  |  |  |
|     | or<br>Other  |         |   |  |  |  |  |
|     |  |         |   |  |  |  |  |
| 4.  | Related Person's   |         |   |  |  |  |  |
|     | (a) CRD Number (if any):   |         |   |  |  |  |  |
|     |  |         |   |  |  |  |  |
|     | (b) CIK Number(s) (if any):  |         |   |  |  |  |  |
|     | No Information Filed   |         |   |  |  |  |  |
|     |  |         |   |  |  |  |  |
|     |  |         |   |  |  |  |  |
| 5.  | Related Person is: (check all that apply)  |         |   |  |  |  |  |
|     | <ul> <li>(a) broker-dealer, municipal securities dealer, or government securities broker or dealer</li> <li>(b) other investment adviser (including financial planners)</li> </ul>   |         |   |  |  |  |  |
|     | <ul> <li>(b) L other investment adviser (including financial planners)</li> <li>(c) C registered municipal advisor</li> </ul>  |         |   |  |  |  |  |
|     | (d) □ registered security-based swap dealer  |         |   |  |  |  |  |
|     | (e) and major security-based swap participant  |         |   |  |  |  |  |
|     | (f) Commodity pool operator or commodity trading advisor (whether registered or exempt from registration)  |         |   |  |  |  |  |
|     | (g) 🗖 futures commission merchant  |         |   |  |  |  |  |
|     | (h) 🗖 banking or thrift institution  |         |   |  |  |  |  |
|     | (i) 🗖 trust company  |         |   |  |  |  |  |
|     | (j) accountant or accounting firm  |         |   |  |  |  |  |
|     | (k) 🔲 lawyer or law firm   |         |   |  |  |  |  |
|     | (I) insurance company or agency  |         |   |  |  |  |  |
|     | (m) pension consultant   |         |   |  |  |  |  |
|     | <ul> <li>(n) real estate broker or dealer</li> <li>(a) real estate broker or dealer</li> <li>(a) real estate broker or syndicator of limited partnerships (or equivalent), evaluding peoled investment vehicles</li> </ul>   |         |   |  |  |  |  |
|     | <ul> <li>(o) sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles</li> <li>(p) sponsor, general partner, managing member (or equivalent) of pooled investment vehicles</li> </ul>   |         |   |  |  |  |  |
|     |  |         | (p) 📙 sponsor, general partner, managing member (or equivalent) of pooled investment vehicles |  |  |  |  |

|     |  | Yes     | No      |  |  |  |
|-----|--|---------|---------|--|--|--|
| 6.  | Do you control or are you controlled by the related person?  | 0       | $\odot$ |  |  |  |
| 7.  | Are you and the <i>related person</i> under common <i>control</i> ?  |         |         |  |  |  |
| 8.  | a. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?  |         |         |  |  |  |
|     | (b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients'</i> funds or securities that are maintained at the <i>related person</i> ? |         |         |  |  |  |
|     | <ul> <li>(c) If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> assets:</li> <li>Number and Street 1:</li> </ul>  |         |         |  |  |  |
|     | City: State: Country: ZIP+4/Postal Code:   |         |         |  |  |  |
|     | If this address is a private residence, check this box:  | Yes     | No      |  |  |  |
| 9.  | (a) If the <i>related person</i> is an investment adviser, is it exempt from registration?   |         | 0       |  |  |  |
|     | (b) If the answer is yes, under what exemption?  |         |         |  |  |  |
| 10. | (a) Is the related person registered with a foreign financial regulatory authority?  | 0       | $\odot$ |  |  |  |
|     | (b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.<br>No Information Filed  | č       | Č       |  |  |  |
| 11. | Do you and the related person share any supervised persons?  | $\odot$ | 0       |  |  |  |
| 4.0 |  |         |         |  |  |  |
| 12. | Do you and the <i>related person</i> share the same physical location?   | $\odot$ | 0       |  |  |  |
|     |  |         |         |  |  |  |
| 1.  | Legal Name of <i>Related Person</i> :  |         |         |  |  |  |
|     | BRIGHTWOOD CAPITAL ADVISORS, LP  |         |         |  |  |  |
| 2.  | Primary Business Name of <i>Related Person</i> :<br>BRIGHTWOOD CAPITAL ADVISORS, LP  |         |         |  |  |  |
| 3.  | <i>Related Person's</i> SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)  |         |         |  |  |  |
|     | n  |         |         |  |  |  |
|     | Other  |         |         |  |  |  |
| 4.  | Related Person's   |         |         |  |  |  |
|     | (a) CRD Number (if any):   |         |         |  |  |  |
|     | (b) CIK Number(s) (if any):<br>No Information Filed  |         |         |  |  |  |
|     |  |         |         |  |  |  |
| 5.  | Related Person is: (check all that apply)  |         |         |  |  |  |
|     | (a) 🗖 broker-dealer, municipal securities dealer, or government securities broker or dealer  |         |         |  |  |  |
|     | <ul> <li>(b)  other investment adviser (including financial planners)</li> <li>(c)  registered municipal advisor</li> </ul>  |         |         |  |  |  |
|     | (d) registered security-based swap dealer  |         |         |  |  |  |
|     | (e) major security-based swap participant  |         |         |  |  |  |
|     | <ul> <li>(f) commodity pool operator or commodity trading advisor (whether registered or exempt from registration)</li> <li>(g) futures commission merchant</li> </ul>   |         |         |  |  |  |
|     | <ul> <li>(g) futures commission merchant</li> <li>(h) banking or thrift institution</li> </ul>   |         |         |  |  |  |
|     | (i) 🗖 trust company  |         |         |  |  |  |
|     | (j) accountant or accounting firm  |         |         |  |  |  |
|     | (k) lawyer or law firm   |         |         |  |  |  |
|     | <ul> <li>(I) insurance company or agency</li> <li>(m) pension consultant</li> </ul>  |         |         |  |  |  |
|     | (n) 🗖 real estate broker or dealer   |         |         |  |  |  |
|     | (o) Sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles  |         |         |  |  |  |
|     | (p) 🔲 sponsor, general partner, managing member (or equivalent) of pooled investment vehicles  | Yee     | No      |  |  |  |
| 6.  | Do you control or are you controlled by the related person?  |         | 0       |  |  |  |
|     |  | ~       | ~~      |  |  |  |
| 7.  | Are you and the <i>related person</i> under common <i>control</i> ?  | $\odot$ | 0       |  |  |  |
|     |  |         |         |  |  |  |

8. (a) Does the *related person* act as a qualified custodian for your *clients* in connection with advisory services you provide to *clients*?

 $\circ$ 

|     | (b)  | If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients'</i> funds or securities that are maintained at the <i>related person</i> ? | 0       | 0       |  |
|-----|--|--|---------|---------|--|
|     | (c)  | If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:   |         |         |  |
|     |  | Number and Street 1:     Number and Street 2:       City:     State:     Country:     ZIP+4/Postal Code:   |         |         |  |
|     |  | City: State: Country: ZIP+4/Postal Code:<br>If this address is a private residence, check this box:  |         |         |  |
|     |  |  | Yes     | No      |  |
| 9.  | (a)  | If the <i>related person</i> is an investment adviser, is it exempt from registration?   | 0       | $\circ$ |  |
|     | (b)  | If the answer is yes, under what exemption?  |         |         |  |
|     | <i>.</i> .   |  |         |         |  |
| 10. | (a)  | Is the related person registered with a foreign financial regulatory authority?  | 0       | $\odot$ |  |
|     | (b)  | If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.<br>No Information Filed  |         |         |  |
| 11. | . Do you and the <i>related person</i> share any supervised persons? |  |         |         |  |
|     | -  |  | $\odot$ | 0       |  |
| 12. | Do y   | you and the related person share the same physical location?   | o       | 0       |  |
| 1.  | -  | al Name of <i>Related Person</i> :<br>GHTWOOD CAPITAL SBIC MANAGERS, LLC   |         |         |  |
| 2.  |  | nary Business Name of <i>Related Person</i> :<br>GHTWOOD CAPITAL SBIC MANAGERS, LLC  |         |         |  |
| 3.  | Pole   | ated Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)  |         |         |  |
| 5.  | -  |  |         |         |  |
|     | or   |  |         |         |  |
|     | Othe   |  |         |         |  |
| 4.  | Rela<br>(a)  | ated Person's<br>CRD Number (if any):  |         |         |  |
|     | (b)  | CIK Number(s) (if any):  |         |         |  |
|     | . ,  | No Information Filed   |         |         |  |
|     |  |  |         |         |  |
| 5.  | Rela   | ated Person is: (check all that apply)   |         |         |  |
|     | (a)  | broker-dealer, municipal securities dealer, or government securities broker or dealer  |         |         |  |
|     | (b)  | other investment adviser (including financial planners)  |         |         |  |
|     | (c)  | registered municipal advisor   |         |         |  |
|     | (d)  | registered security-based swap dealer  |         |         |  |
|     | (e)<br>(f)   | <ul> <li>major security-based swap participant</li> <li>commodity pool operator or commodity trading advisor (whether registered or exempt from registration)</li> </ul>   |         |         |  |
|     | (I)<br>(g)   | futures commission merchant  |         |         |  |
|     | (9)<br>(h)   | banking or thrift institution  |         |         |  |
|     | (i)  | T trust company  |         |         |  |
|     | (j)  | accountant or accounting firm  |         |         |  |
|     | (k)  | lawyer or law firm   |         |         |  |
|     | (I)  | insurance company or agency  |         |         |  |
|     | (m)  | <ul> <li>pension consultant</li> <li>real estate broker or dealer</li> </ul>   |         |         |  |
|     | (n)<br>(o)   | <ul> <li>sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles</li> </ul>  |         |         |  |
|     | (0)<br>(p)   | sponsor, general partner, managing member (or equivalent) of pooled investment vehicles  |         |         |  |
|     |  |  | Yes     | No      |  |
| 6.  | Do y   | you control or are you controlled by the related person?   | 0       | $\odot$ |  |
| 7   | ۸  | way and the valated person under common centre?  |         |         |  |
| 1.  | Are  | you and the <i>related person</i> under common <i>control</i> ?  | $\odot$ | 0       |  |
| 8.  | (a)  | Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?   | 0       | o       |  |
|     | (b)  | If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients'</i> funds  | õ       | õ       |  |
|     | (-)  | or securities that are maintained at the <i>related person</i> ?   |         |         |  |
|     | (C)  | If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients</i> ' assets:<br>Number and Street 1: Number and Street 2:  |         |         |  |

Country:

ZIP+4/Postal Code:

City:

State:

|    |   | If this address is a private residence, check this box:   | V.       | No   |  |  |  |
|----|---|---|----------|------|--|--|--|
| 9. |   |   |          |      |  |  |  |
|    | (b) If the answer is yes, under what exemption? |   |          |      |  |  |  |
| 10 | . (a)   | Is the related person registered with a foreign financial regulatory authority?   | 0        | o    |  |  |  |
|    | (b)   | If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.<br>No Information Filed   |          |      |  |  |  |
| 11 | . Doy   | you and the related person share any supervised persons?  | o        | 0    |  |  |  |
| 12 | Dov   | row and the related person share the same physical location?  | -        |      |  |  |  |
| 12 | . Do y  | ou and the <i>related person</i> share the same physical location?  | O        | 0    |  |  |  |
|    |   |   |          |      |  |  |  |
| 1. | •   | al Name of <i>Related Person</i> :<br>GHTWOOD LOAN SERVICES LLC   |          |      |  |  |  |
|    |   |   |          |      |  |  |  |
| 2. |   | nary Business Name of <i>Related Person</i> :<br>GHTWOOD LOAN SERVICES LLC  |          |      |  |  |  |
| 3. | Pol   | ated Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)   |          |      |  |  |  |
| 5. | -   |   |          |      |  |  |  |
|    | or<br>Othe                                      |   |          |      |  |  |  |
| 4. | Pol   | ated Person's   |          |      |  |  |  |
| 4. | (a)   | CRD Number (if any):  |          |      |  |  |  |
|    | (b)   | CIK Number(s) (if any):   |          |      |  |  |  |
|    |   | No Information Filed  |          |      |  |  |  |
| 5. | (a)<br>(b)<br>(c)<br>(d)                        | <ul> <li>other investment adviser (including financial planners)</li> <li>registered municipal advisor</li> <li>registered security-based swap dealer</li> <li>major security-based swap participant</li> <li>commodity pool operator or commodity trading advisor (whether registered or exempt from registration)</li> <li>futures commission merchant</li> <li>banking or thrift institution</li> <li>trust company</li> <li>accountant or accounting firm</li> <li>lawyer or law firm</li> <li>insurance company or agency</li> </ul> | Yes      | ; No |  |  |  |
| 6. | Do y  | ou control or are you controlled by the related person?   | $\odot$  |      |  |  |  |
| 7. | Are   | you and the <i>related person</i> under common control?   | $\odot$  | 0    |  |  |  |
| 8. | (a)   | Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?  | 0        | o    |  |  |  |
|    | (b)   | If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients</i> ' funds or securities that are maintained at the <i>related person</i> ?   | õ        | õ    |  |  |  |
|    | (c)   | If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets:  |          |      |  |  |  |
|    |   | Number and Street 1:     Number and Street 2:       City:     State:     Country:     ZIP+4/Postal Code:  |          |      |  |  |  |
|    |   | If this address is a private residence, check this box:   | Vec      | No   |  |  |  |
| 9. | (a)   | If the related person is an investment adviser, is it exempt from registration?   | res<br>O |      |  |  |  |
|    | (b)   | If the answer is yes, under what exemption?   | _        | -    |  |  |  |
| 10 | . (a)   | Is the related person registered with a foreign financial regulatory authority?   | 0        |      |  |  |  |

| (b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered. |                 |
|---|-----------------|
| No Information Filed  |                 |
| 11. Do you and the <i>related person</i> share any <i>supervised persons</i> ?  | • •             |
| 12. Do you and the <i>related person</i> share the same physical location?  | © 0             |
| Item 7 Private Fund Reporting   |                 |
|   | Yes No          |
| B. Are you an adviser to any <i>private fund</i> ?  | $\circ$ $\circ$ |

If "yes," then for each private fund that you advise, you must complete a Section 7.B.(1) of Schedule D, except in certain circumstances described in the next sentence and in Instruction 6 of the Instructions to Part 1A. If you are registered or applying for registration with the SEC or reporting as an SEC exempt reporting adviser, and another SECregistered adviser or SEC exempt reporting adviser reports this information with respect to any such private fund in Section 7.B.(1) of Schedule D of its Form ADV (e.g., if you are a subadviser), do not complete Section 7.B.(1) of Schedule D with respect to that private fund. You must, instead, complete Section 7.B.(2) of Schedule D.

In either case, if you seek to preserve the anonymity of a private fund client by maintaining its identity in your books and records in numerical or alphabetical code, or similar designation, pursuant to rule 204-2(d), you may identify the private fund in Section 7.B.(1) or 7.B.(2) of Schedule D using the same code or designation in place of the fund's name.

| TION 7.B.(1) Private  | Fund Reporting   |     |            |  |  |  |
|---|--|-----|------------|--|--|--|
|   |  |     |            |  |  |  |
| PRIVATE FUND  |  |     |            |  |  |  |
| formation About the   |  |     |            |  |  |  |
| formation About the   |  |     |            |  |  |  |
| . (a) Name of the   | private fund:  |     |            |  |  |  |
|   | CAP I BRIGHTWOOD FUND, LP  |     |            |  |  |  |
| (b) Private fund i  | identification number:   |     |            |  |  |  |
| (include the "  | "805-" prefix also)  |     |            |  |  |  |
| 805-1932699   | 9051   |     |            |  |  |  |
|   |  |     |            |  |  |  |
| . Under the laws of   | f what state or country is the <i>private fund</i> organized:  |     |            |  |  |  |
| State:  | Country:   |     |            |  |  |  |
| Delaware  | United States  |     |            |  |  |  |
| (a) Name(s) of G  | Constal Partner, Manager, Trustee, or Directors (or persons cerving in a cimilar conscitu):  |     |            |  |  |  |
| (a) Name(s) of General Partner, Manager, Trustee, or Directors (or <i>persons</i> serving in a similar capacity):   |  |     |            |  |  |  |
| Name of Conora  | N Partner Manager Trustee, er Director   |     |            |  |  |  |
|   | al Partner, Manager, Trustee, or Director<br>NJ FUND MANAGER I. LLC  |     |            |  |  |  |
|   | al Partner, Manager, Trustee, or Director<br>NJ FUND MANAGER I, LLC  |     |            |  |  |  |
| BRIGHTWOOD-I  | NJ FUND MANAGER I, LLC   |     |            |  |  |  |
| BRIGHTWOOD-I  | NJ FUND MANAGER I, LLC   |     |            |  |  |  |
| BRIGHTWOOD-I<br>(b) If filing an <i>un</i><br><i>Filing Adviser/R</i>   | NJ FUND MANAGER I, LLC<br>mbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.<br>Relying Adviser Name  |     |            |  |  |  |
| BRIGHTWOOD-I<br>(b) If filing an <i>un</i><br><i>Filing Adviser/R</i>   | NJ FUND MANAGER I, LLC   |     |            |  |  |  |
| BRIGHTWOOD-I<br>(b) If filing an <i>um</i><br><i>Filing Adviser/R</i><br>BRIGHTWOOD (   | NJ FUND MANAGER I, LLC<br>mbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.<br>Relying Adviser Name<br>CAPITAL ADVISORS, LLC   |     |            |  |  |  |
| BRIGHTWOOD-I<br>(b) If filing an <i>um</i><br><i>Filing Adviser/R</i><br>BRIGHTWOOD (<br>. The <i>private fund</i> (  | NJ FUND MANAGER I, LLC<br>mbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.<br>Relying Adviser Name<br>CAPITAL ADVISORS, LLC<br>(check all that apply; you must check at least one):   |     |            |  |  |  |
| BRIGHTWOOD-I<br>(b) If filing an <i>um</i><br><i>Filing Adviser/R</i><br>BRIGHTWOOD (<br>. The <i>private fund</i> (<br>☑ (1) qualifies for   | NJ FUND MANAGER I, LLC mbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund. Relying Adviser Name CAPITAL ADVISORS, LLC (check all that apply; you must check at least one): for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940   |     |            |  |  |  |
| BRIGHTWOOD-I<br>(b) If filing an <i>um</i><br><i>Filing Adviser/R</i><br>BRIGHTWOOD (<br>. The <i>private fund</i> (<br>☑ (1) qualifies for   | NJ FUND MANAGER I, LLC<br>mbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.<br>Relying Adviser Name<br>CAPITAL ADVISORS, LLC<br>(check all that apply; you must check at least one):   |     |            |  |  |  |
| <ul> <li>BRIGHTWOOD-I</li> <li>(b) If filing an um</li> <li>Filing Adviser/R</li> <li>BRIGHTWOOD C</li> <li>The private fund (</li> <li>✓ (1) qualifies for</li> <li>✓ (2) qualifies for</li> </ul>   | NJ FUND MANAGER I, LLC mbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund. Relying Adviser Name CAPITAL ADVISORS, LLC (check all that apply; you must check at least one): for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940   |     |            |  |  |  |
| <ul> <li>BRIGHTWOOD-I</li> <li>(b) If filing an um</li> <li>Filing Adviser/R</li> <li>BRIGHTWOOD C</li> <li>The private fund (</li> <li>✓ (1) qualifies for</li> <li>✓ (2) qualifies for</li> </ul>   | NJ FUND MANAGER I, LLC<br>mbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.<br>Relying Adviser Name<br>CAPITAL ADVISORS, LLC<br>(check all that apply; you must check at least one):<br>for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940<br>for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940   |     |            |  |  |  |
| <ul> <li>BRIGHTWOOD-I</li> <li>(b) If filing an um</li> <li>Filing Adviser/R</li> <li>BRIGHTWOOD C</li> <li>The private fund (</li> <li>✓ (1) qualifies for</li> <li>✓ (2) qualifies for</li> </ul>   | NJ FUND MANAGER I, LLC<br>Inbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.<br>Relying Adviser Name<br>CAPITAL ADVISORS, LLC<br>(check all that apply; you must check at least one):<br>for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940<br>for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940<br>for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940<br>d country, in English, of each foreign financial regulatory authority with which the private fund is registered. | Yes |            |  |  |  |
| BRIGHTWOOD-I         (b) If filing an um <i>Filing Adviser/R</i> BRIGHTWOOD C         .         The private fund (         ☑       (1) qualifies for         ☑       (2) qualifies for         List the name and  | NJ FUND MANAGER I, LLC<br>mbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.<br>Relying Adviser Name<br>CAPITAL ADVISORS, LLC<br>(check all that apply; you must check at least one):<br>for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940<br>for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940<br>d country, in English, of each foreign financial regulatory authority with which the private fund is registered.<br>No Information Filed   | Yes |            |  |  |  |
| <ul> <li>BRIGHTWOOD-I</li> <li>(b) If filing an unit</li> <li><i>Filing Adviser/R</i></li> <li>BRIGHTWOOD C</li> <li>The <i>private fund</i> (</li> <li>☑ (1) qualifies for</li> <li>☑ (2) qualifies for</li> <li>List the name and</li> <li>. (a) Is this a "mastering the second se</li></ul> | NJ FUND MANAGER I, LLC<br>mbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.<br>Relying Adviser Name<br>CAPITAL ADVISORS, LLC<br>(check all that apply; you must check at least one):<br>for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940<br>for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940<br>d country, in English, of each foreign financial regulatory authority with which the private fund is registered.<br>No Information Filed<br>ster fund" in a master-feeder arrangement?   | Yes | 5 <b>r</b> |  |  |  |
| <ul> <li>BRIGHTWOOD-I</li> <li>(b) If filing an unit</li> <li><i>Filing Adviser/R</i></li> <li>BRIGHTWOOD C</li> <li>The <i>private fund</i> (</li> <li>☑ (1) qualifies for</li> <li>☑ (2) qualifies for</li> <li>List the name and</li> <li>. (a) Is this a "mastering the second se</li></ul> | NJ FUND MANAGER I, LLC<br>mbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.<br>Relying Adviser Name<br>CAPITAL ADVISORS, LLC<br>(check all that apply; you must check at least one):<br>for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940<br>for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940<br>d country, in English, of each foreign financial regulatory authority with which the private fund is registered.<br>No Information Filed   | _   |            |  |  |  |
| <ul> <li>BRIGHTWOOD-I</li> <li>(b) If filing an unit</li> <li><i>Filing Adviser/R</i></li> <li>BRIGHTWOOD C</li> <li>The <i>private fund</i> (</li> <li>☑ (1) qualifies for</li> <li>☑ (2) qualifies for</li> <li>List the name and</li> <li>. (a) Is this a "mastering the second se</li></ul> | NJ FUND MANAGER I, LLC  mbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.  Relying Adviser Name CAPITAL ADVISORS, LLC  (check all that apply; you must check at least one): for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940 for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940 d country, in English, of each foreign financial regulatory authority with which the private fund is registered.  No Information Filed  ster fund" in a master-feeder arrangement?   | _   |            |  |  |  |
| <ul> <li>BRIGHTWOOD-I</li> <li>(b) If filing an unit</li> <li><i>Filing Adviser/R</i></li> <li>BRIGHTWOOD C</li> <li>The <i>private fund</i> (</li> <li>☑ (1) qualifies for</li> <li>☑ (2) qualifies for</li> <li>List the name and</li> <li>. (a) Is this a "mastering the second se</li></ul> | NJ FUND MANAGER I, LLC  mbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.  Relying Adviser Name CAPITAL ADVISORS, LLC  (check all that apply; you must check at least one): for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940 for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940 d country, in English, of each foreign financial regulatory authority with which the private fund is registered.  No Information Filed  ster fund" in a master-feeder arrangement?   | _   |            |  |  |  |
| <ul> <li>BRIGHTWOOD-I</li> <li>(b) If filing an unit</li> <li><i>Filing Adviser/R</i></li> <li>BRIGHTWOOD 0</li> <li>The <i>private fund</i> (</li> <li>✓ (1) qualifies for</li> <li>✓ (2) qualifies for</li> <li>✓ (2) qualifies for</li> <li>List the name and</li> <li>(a) Is this a "mass</li> <li>(b) If yes, what is</li> </ul>   | NJ FUND MANAGER I, LLC  mbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.  Relying Adviser Name CAPITAL ADVISORS, LLC  (check all that apply; you must check at least one): for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940 for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940 d country, in English, of each foreign financial regulatory authority with which the private fund is registered.  No Information Filed  ster fund" in a master-feeder arrangement?   | 0   |            |  |  |  |

| Name | of | private | fund |
|------|----|---------|------|
|      |    |         |      |

*Private fund* identification number: (include the "805-" prefix also)

NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1) for the master-feeder arrangement or reporting on the funds separately.

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

No Information Filed

NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

|           |   | res     | NO      |
|-----------|---|---------|---------|
| 8.        | (a) Is this <i>private fund</i> a "fund of funds"?  | 0       | $\odot$ |
|           | NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, regardless of w they are also <i>private funds</i> or registered investment companies. | /hethe  | ər      |
|           | (b) If yes, does the private fund invest in funds managed by you or by a related person?  | 0       | 0       |
|           |   |         |         |
|           |   | Yes     | No      |
| 9.        | During your last fiscal year, did the private fund invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?     | 0       | $\odot$ |
| 10.       | What type of fund is the <i>private fund</i> ?  |         |         |
|           | • hedge fund <sup>O</sup> liquidity fund <sup>O</sup> private equity fund <sup>O</sup> real estate fund <sup>O</sup> securitized asset fund <sup>O</sup> venture capital fund <sup>O</sup> Other <i>private fund</i> :                        |         |         |
|           | NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.   |         |         |
| 11.       | Current gross asset value of the private fund:  |         |         |
|           | \$ 53,975,153   |         |         |
| <u>Ow</u> | nership   |         |         |
| 12.       | Minimum investment commitment required of an investor in the private fund:  |         |         |
|           | \$ 10,000,000   |         |         |
|           | NOTE: Report the amount routinely required of investors who are not your <i>related persons</i> (even if different from the amount set forth in the organizational document fund).  | s of th | ne      |
| 13.       | Approximate number of the private fund's beneficial owners:   |         |         |
|           | 2   |         |         |
| 14.       | What is the approximate percentage of the private fund beneficially owned by you and your related persons:  |         |         |
|           | 0%  |         |         |
| 15.       | (a) What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds:  |         |         |
|           | 100%  | Yes     | No      |
|           | (b) If the private fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940, are sales  |         | 0       |
|           | of the fund limited to <i>qualified clients</i> ?   |         |         |
| 16.       | What is the approximate percentage of the private fund beneficially owned by non-United States persons:   |         |         |
|           | 0%  |         |         |
| Υοι       | ır Advisory Services  |         |         |

Yes No

Vac Na

|            | If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the private fund. If the answer to question 17.(a) is "no," leave this question blank.  |            |     |  |  |  |  |  |  |
|------------|--|------------|-----|--|--|--|--|--|--|
|            | No Information Filed   |            |     |  |  |  |  |  |  |
|            |  | Ye         | s N |  |  |  |  |  |  |
|            | Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the private fund?<br>If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the private fund. If the answer to question 18.(a) | C<br>is "n |     |  |  |  |  |  |  |
|            | eave this question blank.  |            |     |  |  |  |  |  |  |
|            | No Information Filed   |            |     |  |  |  |  |  |  |
| Are v      | our <i>clients</i> solicited to invest in the <i>private fund</i> ?  | _          | s N |  |  |  |  |  |  |
| -          | E: For purposes of this question, do not consider feeder funds of the private fund.  | O          | Ģ   |  |  |  |  |  |  |
| Appr<br>0% | oximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?   |            |     |  |  |  |  |  |  |
|            | ffering  |            |     |  |  |  |  |  |  |
|            |  | Ye         | s N |  |  |  |  |  |  |
| las        | the private fund ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?   | $\odot$    | 0   |  |  |  |  |  |  |
| f ye       | , provide the <i>private fund's</i> Form D file number (if any):   |            |     |  |  |  |  |  |  |
|            | No Information Filed   |            |     |  |  |  |  |  |  |
| RVIC       | E PROVIDERS  |            |     |  |  |  |  |  |  |
| tors       |  |            |     |  |  |  |  |  |  |
|            |  | Ye         | s I |  |  |  |  |  |  |
|            | 1) Are the <i>private fund's</i> financial statements subject to an annual audit?  | C          | ) ( |  |  |  |  |  |  |
|            | 2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?   | C          | ) ( |  |  |  |  |  |  |
|            | f the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the private fund uses more than one auditing firm, you must complete<br>puestions (b) through (f) separately for each auditing firm.   | ;          |     |  |  |  |  |  |  |
|            | Additional Auditor Information : 1 Record(s) Filed.  |            |     |  |  |  |  |  |  |
|            | If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditing firm, you must complequestions (b) through (f) separately for each auditing firm.   | ete        |     |  |  |  |  |  |  |
|            | (b) Name of the auditing firm:   |            |     |  |  |  |  |  |  |
|            | RSM US LLP   |            |     |  |  |  |  |  |  |
|            | (c) The location of the auditing firm's office responsible for the private fund's audit (city, state and country):   |            |     |  |  |  |  |  |  |
|            | City:     State:     Country:       NEW YORK     New York     United States  |            |     |  |  |  |  |  |  |
|            |  | Yes        | No  |  |  |  |  |  |  |
|            | (d) Is the auditing firm an <i>independent public accountant</i> ?   | 0          | 0   |  |  |  |  |  |  |
|            | (e) Is the auditing firm registered with the Public Company Accounting Oversight Board?  | 0          | 0   |  |  |  |  |  |  |
|            | If yes, Public Company Accounting Oversight Board-Assigned Number:<br>49   |            |     |  |  |  |  |  |  |
|            | (f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules?   | •          | 0   |  |  |  |  |  |  |
|            |  | Vo         | c   |  |  |  |  |  |  |
| g) .       | Are the private fund's audited financial statements for the most recently completed fiscal year distributed to the private fund's investors?   | re<br>@    | s M |  |  |  |  |  |  |
|            |  |            | - 1 |  |  |  |  |  |  |

O Yes O No ● Report Not Yet Received

If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available.

# 24. (a) Does the *private fund* use one or more prime brokers?

| Does the <i>private fund</i> use one or more prime brokers?   | 0    | $\odot$ |
|---|------|---------|
| If the answer to question 24.(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than | n on | е       |
| prime broker, you must complete questions (b) through (e) separately for each prime broker.   |      |         |

No Information Filed

|         | answer to question 25.(a) is "yes                            |  |  |                     |
|---------|--|--|--|---------------------|
|         | lian, you must complete question                             | ," respond to questions (b) through g) below for<br>ns (b) through (g) separately for each custodian | each custodian the <i>private fund</i> uses. If the <i>private fun</i> | nd uses more than   |
|         | egal name of custodian:<br>S. BANK NATIONAL ASSOCIATI        | ON   |  |                     |
|         | rimary business name of custod<br>S. BANK NATIONAL ASSOCIATI |  |  |                     |
| (d) Th  | ne location of the custodian's off                           | ice responsible for custody of the private fund's a  | assets (city, state and country):                                      |                     |
|         | ty:<br>HARLOTTE  | State:<br>North Carolina   | Country:<br>United States  |                     |
| (e) Is  | the custodian a related person of                            | of your firm?  |  | Ye                  |
| (f) If  | the custodian is a broker-dealer,                            | provide its SEC registration number (if any):  |  |                     |
| -<br>CI | RD Number (if any):  |  |  |                     |
|         | the custodian is not a broker-dea<br>3YL5QZYBDK8S7L73M02     | aler, or is a broker-dealer but does not have an S   | SEC registration number, provide its <i>legal entity identif</i>       | <i>ier</i> (if any) |

| Additional Administrator Information : 1 Record(s) Filed.  |                         |   |  |  |  |  |
|--|-------------------------|---|--|--|--|--|
| If the answer to question 26.(a) is "yes," respond to questions questions (b) through (f) separately for each administrator. | s (b) through (f) below | <i>i</i> . If the <i>private fund</i> uses more than one administrator, you must complete |  |  |  |  |
| (b) Name of administrator:   |                         |   |  |  |  |  |
| U.S. BANK GLOBAL FUND SERVICES (CAYMAN) LIMITE   | Ð                       |   |  |  |  |  |
| (c) Location of administrator (city, state and country):   |                         |   |  |  |  |  |
| City:  | State:                  | Country:  |  |  |  |  |
| GRAND CAYMAN   |                         | Cayman Islands  |  |  |  |  |

# (d) Is the administrator a *related person* of your firm?

| (e) Does the administrator prepare and send investor account statements to the private fund's investors?  |   |
|---|---|
| $_{igodot}$ Yes (provided to all investors) $_{igodot}$ Some (provided to some but not all investors) $_{igodot}$ No (provided to no investors) | I |

- (f) If the answer to question 26.(e) is "no" or "some," who sends the investor account statements to the (rest of the) *private fund's* investors? If investor account statements are not sent to the (rest of the) *private fund's* investors, respond "not applicable."
- 27. During your last fiscal year, what percentage of the *private fund's* assets (by value) was valued by a *person*, such as an administrator, that is not your *related person*? 89%

Include only those assets where (i) such *person* carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such *person*.

### **Marketers**

Yes No

28. (a) Does the private fund use the services of someone other than you or your employees for marketing purposes?

 $\circ$ 

You must answer "yes" whether the *person* acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar *person*. If the answer to question 28.(a) is "yes," respond to questions (b) through (g) below for each such marketer the *private fund* uses. If the *private fund* uses more than one marketer you must complete questions (b) through (g) separately for each marketer.

No Information Filed

### A. PRIVATE FUND

### Information About the Private Fund

1. (a) Name of the *private fund*:

BRIGHTWOOD CAPITAL CO-INVEST FUND, LP

 (b) Private fund identification number: (include the "805-" prefix also)
 805-7489358058

2. Under the laws of what state or country is the *private fund* organized:

Name of General Partner, Manager, Trustee, or Director

| State:   |
|----------|
| Delaware |

Country: United States

3. (a) Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):

| RIGHTWOOD CAPITAL FUND MANAGERS IV, LLC  |  |  |  |  |
|--|--|--|--|--|
| filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund. |  |  |  |  |
| ing Adviser/Relying Adviser Name   |  |  |  |  |
| BRIGHTWOOD CAPITAL ADVISORS, LLC   |  |  |  |  |
|  |  |  |  |  |
| rivate fund (check all that apply; you must check at least one):   |  |  |  |  |
| ) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940    |  |  |  |  |
| ) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940    |  |  |  |  |
| f<br>1   |  |  |  |  |

5. List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.

|    | No Information Filed   |     |         |
|----|--|-----|---------|
|    |  | Yes | No      |
| 6. | (a) Is this a "master fund" in a master-feeder arrangement?  | 0   | $\odot$ |
|    | (b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund? |     |         |
|    | No Information Filed   |     |         |

|           | (d) If yes, what is the name and <i>private fund</i> identification number (if any) of the master fund in which this <i>private fund</i> invests?<br>Name of <i>private fund</i> :  |            |         |
|-----------|---|------------|---------|
|           | <i>Private fund</i> identification number:<br>(include the "805-" prefix also)  |            |         |
|           | NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1) for the master-<br>arrangement or reporting on the funds separately.  | -feede     | er      |
| 7.        | If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder fund the following questions:  | s ans      | wer     |
|           | No Information Filed  |            |         |
|           | NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a sing ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or i and each class (or series) invests substantially all of its assets in a single master fund. |            |         |
|           |   | Yes        | No      |
| 8.        | <ul> <li>(a) Is this private fund a "fund of funds"?</li> <li>NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, regardless of vehicles are also private funds or registered investment companies.</li> </ul>   | C<br>wheth | ⊙<br>er |
|           | (b) If yes, does the <i>private fund</i> invest in funds managed by you or by a <i>related person</i> ?   | 0          | 0       |
| 9.        | During your last fiscal year, did the private fund invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?   | Yes<br>O   | No<br>© |
| 10.       | What type of fund is the private fund?  |            |         |
|           | • hedge fund O liquidity fund O private equity fund O real estate fund O securitized asset fund O venture capital fund O Other private fund:  |            |         |
|           | NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.   |            |         |
| 11.       | Current gross asset value of the <i>private fund</i> :<br>\$ 76,341,244   |            |         |
| <u>Ow</u> | mership   |            |         |
| 12.       | Minimum investment commitment required of an investor in the <i>private fund</i> :<br>\$ 0  |            |         |
|           | NOTE: Report the amount routinely required of investors who are not your <i>related persons</i> (even if different from the amount set forth in the organizational document fund).  | ts of th   | he      |
| 13.       | Approximate number of the <i>private fund's</i> beneficial owners:<br>4   |            |         |
| 14.       | What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> : 1%  |            |         |
| 15.       | <ul> <li>(a) What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds:</li> <li>0%</li> </ul>  | X          |         |
|           | (b) If the private fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940, are sales of the fund limited to <i>qualified clients</i> ?  | Yes        |         |
| 16.       | What is the approximate percentage of the <i>private fund</i> beneficially owned by non-United States persons:<br>0%  |            |         |

| 17. (a) A       | are you a subadviser to this <i>private fund</i> ?   | C          | o     |
|-----------------|--|------------|-------|
|                 | the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the private fund. If the answer to question 17.(a) is "no uestion blank.   | ," leav    | e thi |
|                 | No Information Filed   |            |       |
|                 |  | Ye         | s No  |
|                 | Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the private fund?   | C<br>is "n |       |
|                 | eave this question blank.  | ) 13 TI    | 0,    |
|                 | No Information Filed   |            |       |
|                 |  | Ye         | s No  |
| -               | our <i>clients</i> solicited to invest in the <i>private fund</i> ?<br>E: For purposes of this question, do not consider feeder funds of the private fund.   | C          | O     |
| NOT             |  |            |       |
| 20. Appro<br>0% | oximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?   |            |       |
| Private O       | ffering  |            |       |
|                 |  | Ye         | s No  |
| 21. Has t       | he private fund ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?  | c          | C     |
| 2 If yos        | , provide the <i>private fund</i> 's Form D file number (if any):  |            |       |
|                 | No Information Filed   |            |       |
|                 |  |            |       |
| . SERVIC        | E PROVIDERS  |            |       |
| Auditors        |  | Ye         | s N   |
| 3. (a) (        | 1) Are the <i>private fund's</i> financial statements subject to an annual audit?  | 6          |       |
| (               | 2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?   | ē          |       |
|                 | the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditing firm, you must comple<br>uestions (b) through (f) separately for each auditing firm.   | e          |       |
|                 | Additional Auditor Information : 1 Record(s) Filed.  |            |       |
|                 | If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditing firm, you must comp<br>questions (b) through (f) separately for each auditing firm. | lete       |       |
|                 | (b) Name of the auditing firm:   |            |       |
|                 | RSM US LLP   |            |       |
|                 | (c) The location of the auditing firm's office responsible for the private fund's audit (city, state and country):   |            |       |
|                 | City: State: Country:  |            |       |
|                 | NEW YORK New York United States  |            |       |
|                 | (d) Is the auditing firm an <i>independent public accountant</i> ?   | Yes        | _     |
|                 |  | $\odot$    | 0     |
|                 | (e) Is the auditing firm registered with the Public Company Accounting Oversight Board?  | 0          | 0     |
|                 | If yes, Public Company Accounting Oversight Board-Assigned Number:<br>49   |            |       |
|                 | (f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules?   | o          | 0     |
|                 |  | Ye         | s N   |
|                 | are the private fund's audited financial statements for the most recently completed fiscal year distributed to the private fund's investors?   |            |       |
| (g) A           | the the private rand's addited infancial statements for the most recently completed fiscal year distributed to the private rand's investors:   | f+         |       |
|                 | To all of the reports prepared by the auditing firm for the <i>private fund</i> since your last <i>annual updating amendment</i> contain unqualified opinions?   | •          |       |

If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available.

# 24. (a) Does the *private fund* use one or more prime brokers?

|   | No Informat   | on Filed   |                       |
|---|---|--|-----------------------|
| an  |   |  | Yes                   |
| Does the private fund use any custodi                           | ans (including the prime brokers listed above) to   | hold some or all of its assets?  | ©                     |
|   | ," respond to questions (b) through (g) below for<br>ns (b) through (g) separately for each custodian | each custodian the private fund uses. If the private fund                        | uses more than one    |
| Additional Custodian Information : 1                            | Record(s) Filed.  |  |                       |
|   | es," respond to questions (b) through g) below f<br>ions (b) through (g) separately for each custodi  | or each custodian the <i>private fund</i> uses. If the <i>private fur</i><br>an. | nd uses more than one |
| (b) Legal name of custodian:<br>U.S. BANK NATIONAL ASSOCIA      | TION  |  |                       |
| (c) Primary business name of cust<br>U.S. BANK NATIONAL ASSOCIA |   |  |                       |
| (d) The location of the custodian's                             | office responsible for custody of the private fund  | s assets (city, state and country):  |                       |
| City:<br>CHARLOTTE  | State:<br>North Carolina  | Country:<br>United States  |                       |
|   |   |  | Yes No                |
| (e) Is the custodian a related perso                            | <i>n</i> of your firm?  |  | 00                    |
| (f) If the custodian is a broker-deal                           | er, provide its SEC registration number (if any):   |  |                       |
| -<br>CRD Number (if any):                                       |   |  |                       |
| (g) If the custodian is not a broker-o<br>6BYL5QZYBDK8S7L73M02  | lealer, or is a broker-dealer but does not have a   | n SEC registration number, provide its <i>legal entity identit</i>               | <i>fier</i> (if any)  |
|   |   |  |                       |
| strator   |   |  | Yes                   |
| Does the private fund use an administ                           | ator other than your firm?  |  | ©                     |
| ····  |   |  |                       |

If the answer to question 26.(a) is "yes," respond to questions (b) through (f) below. If the *private fund* uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

(b) Name of administrator: PEF SERVICES LLC

(c) Location of administrator (city, state and country):

City: WEST ORANGE State: New Jersey Country: United States Yes No

(d) Is the administrator a *related person* of your firm?

Yes No

(e) Does the administrator prepare and send investor account statements to the private fund's investors?

Yes (provided to all investors) Some (provided to some but not all investors) No (provided to no investors)

- If the answer to question 26.(e) is "no" or "some," who sends the investor account statements to the (rest of the) private fund's investors? If investor account (f) statements are not sent to the (rest of the) private fund's investors, respond "not applicable."
- 27. During your last fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person? 88%

Include only those assets where (i) such person carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such person.

#### **Marketers**

28. (a) Does the private fund use the services of someone other than you or your employees for marketing purposes?

Yes No  $^{\circ}$ œ

-

You must answer "yes" whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar person. If the answer to question 28.(a) is "yes," respond to questions (b) through (g) below for each such marketer the private fund uses. If the private fund uses more than one marketer you must complete questions (b) through (g) separately for each marketer.

No Information Filed

#### A. PRIVATE FUND

#### Information About the Private Fund

- 1. (a) Name of the private fund: BRIGHTWOOD CAPITAL FUND III HOLDINGS, LP
  - (b) Private fund identification number: (include the "805-" prefix also) 805-5851006668

2. Under the laws of what state or country is the private fund organized:

> State: Delaware

6.

Country: **United States** 

(a) Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):

| Name of General Partner, Manager, Trustee, or Director |  |
|--|--|
| BRIGHTWOOD CAPITAL FUND MANAGERS III, LLC              |  |

(b) If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.

| Filing Adviser/Relying Adviser Name |
|-------------------------------------|
| BRIGHTWOOD CAPITAL ADVISORS, LLC    |

4. The private fund (check all that apply; you must check at least one):

- (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940
- (2) gualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940
- 5. List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.

No Information Filed Yes No (a) Is this a "master fund" in a master-feeder arrangement?  $\odot$ (b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?

| Name of private fund                          | Private fund identification number |
|---|------------------------------------|
| BRIGHTWOOD CAPITAL FUND III, LP               | 805-3439652349                     |
| BRIGHTWOOD CAPITAL FUND III-INSTITUTIONAL, LP | 805-5589615396                     |
|   |                                    |

| ) If ves m   | "feeder fund" in a master-feeder arrangement?<br>nat is the name and <i>private fund</i> identification number (if any) of the master fund in which this <i>private fund</i> invests?                   |
|--------------|---|
|              | private fund:   |
| Drivete      | und identification number:  |
|              | the "805-" prefix also)   |
|              |   |
|              | nust complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1) for the master-fe<br>or reporting on the funds separately.        |
|              | ng a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds a questions:                                |
| dditional I  | eeder Fund Information : 2 Record(s) Filed.   |
|              | re filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder  |
|              | Inswer the following questions:   |
| (a)          | Name of the <i>private fund</i> :<br>BRIGHTWOOD CAPITAL FUND III, LP  |
|              |   |
| (b)          | Private fund identification number:<br>(include the "805-" prefix also)   |
|              | 805-3439652349  |
|              |   |
| (C)          | Under the laws of what state or country is the <i>private fund</i> organized:   |
| (0)          | State: Country:   |
|              | Delaware United States  |
|              |   |
| (d) (1)      | Name(s) of General Partner, Manager, Trustee or Directors (or <i>persons</i> serving in a similar capacity):  |
|              | Name of General Partner, Manager, Trustee or Director   |
|              | BRIGHTWOOD CAPITAL FUND MANAGERS III, LLC   |
| (d) (2)      | If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund:   |
|              | Filing Adviser/Relying Adviser Name   |
|              | BRIGHTWOOD CAPITAL ADVISORS, LLC  |
|              |   |
| (e)          | The private fund (check all that apply; you must check at least one):   |
|              | (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940   |
|              | (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940   |
| (f)          | List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.  |
|              | No Information Filed  |
|              |   |
|              |   |
| 7 16         | ro filing o single Schodule D. Section 7.P. (4) for a master feeder arrangement according to the instructions to this Ocation 7.P. (4) for each of the feeder   |
| -            | are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder answer the following questions:           |
| -            |   |
| funds        | answer the following questions:   |
| funds        | nswer the following questions:<br>Name of the <i>private fund</i> :   |
| funds (a)    | answer the following questions:<br>Name of the <i>private fund</i> :<br>BRIGHTWOOD CAPITAL FUND III-INSTITUTIONAL, LP   |
| funds<br>(a) | Inswer the following questions:<br>Name of the <i>private fund</i> :<br>BRIGHTWOOD CAPITAL FUND III-INSTITUTIONAL, LP<br>Private fund identification number:  |
| funds<br>(a) | Answer the following questions:<br>Name of the <i>private fund</i> :<br>BRIGHTWOOD CAPITAL FUND III-INSTITUTIONAL, LP<br><i>Private fund</i> identification number:<br>(include the "805-" prefix also) |
| funds<br>(a) | Answer the following questions:<br>Name of the <i>private fund</i> :<br>BRIGHTWOOD CAPITAL FUND III-INSTITUTIONAL, LP<br><i>Private fund</i> identification number:<br>(include the "805-" prefix also) |

(c) Under the laws of what state or country is the *private fund* organized: State: Country:

|            |                      | Cayman Islands  |          |        |
|------------|----------------------|---|----------|--------|
|            | (d) (1)              | Name(s) of General Partner, Manager, Trustee or Directors (or <i>persons</i> serving in a similar capacity):  |          |        |
|            |                      | Name of General Partner, Manager, Trustee or Director   |          |        |
|            |                      | BRIGHTWOOD CAPITAL FUND MANAGERS III, LLC   |          |        |
|            |                      |   |          | -      |
|            | (d) (2)              | If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund:   |          |        |
|            |                      | Filing Adviser/Relying Adviser Name   |          |        |
|            |                      | BRIGHTWOOD CAPITAL ADVISORS, LLC  |          | -11    |
|            |                      |   |          | -      |
|            |                      |   |          |        |
|            | (e)                  | The private fund (check all that apply; you must check at least one):   |          |        |
|            |                      | (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940   |          |        |
|            |                      | (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940   |          |        |
|            |                      |   |          |        |
|            | (f)                  | List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.  |          | - 11   |
|            |                      | Name of Country/English Name of Foreign Financial Regulatory Authority  |          | - 11   |
|            |                      | Cayman Islands - Cayman Islands Monetary Authority  |          | _      |
|            |                      |   |          |        |
|            |                      |   |          |        |
|            | ("master fund        | ourposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a sin<br>d"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or<br>uss (or series) invests substantially all of its assets in a single master fund. | intere   |        |
| 8.         | (a) Is this p        | rivate fund a "fund of funds"?  | _        | _      |
|            |                      | urposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, regardless of   |          | •<br>• |
|            | -                    | private funds or registered investment companies.   | wheth    |        |
|            | -                    | bes the <i>private fund</i> invest in funds managed by you or by a <i>related person</i> ?  | ~        | 0      |
|            | (-) ),               |   | 0        | 0      |
|            |                      |   | Vaa      | No     |
|            |                      | ast fiscal year, did the private fund invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other market funds," to the extent provided in Instruction 6.e.)?  |          | ©      |
| 10.        | What type of         | fund is the private fund?   |          |        |
|            | 💿 hedae fu           | nd 🔿 liquidity fund 🔿 private equity fund 🔿 real estate fund 🔿 securitized asset fund 🌣 venture capital fund 🔍 Other <i>private fund</i> :  |          |        |
|            |                      |   |          |        |
|            | NOTE: For d          | efinitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.  |          |        |
| 11.        | Current gros         | s asset value of the private fund:  |          |        |
|            | \$ 1,019,382,        |   |          |        |
|            |                      |   |          |        |
| <u>Owr</u> | nership              |   |          |        |
|            | <b>.</b>             |   |          |        |
|            |                      | estment commitment required of an investor in the <i>private fund</i> :   |          |        |
|            | \$ 250,000           |   |          |        |
|            | NOTE: Repo<br>fund). | rt the amount routinely required of investors who are not your related persons (even if different from the amount set forth in the organizational documer   | nts of t | he     |
|            | iunu).               |   |          |        |
| 13         | Approximate          | number of the <i>private fund's</i> beneficial owners:  |          |        |
|            | 259                  |   |          |        |
|            | 200                  |   |          |        |
| 14         | What is the a        | approximate percentage of the private fund beneficially owned by you and your related persons:  |          |        |
|            | 2%                   |   |          |        |
|            |                      |   |          |        |
| 15         | (a) What is          | the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds:  |          |        |
|            | (a) What is          |   |          |        |
|            | 170                  |   | Yoe      | No     |
|            |                      | vate fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940, are sales nd limited to <i>qualified clients</i> ?   | 0        | 0      |

16. What is the approximate percentage of the private fund beneficially owned by non-United States persons:

|             | 3%        |  |            |             |
|-------------|-----------|--|------------|-------------|
| <u> Yoı</u> | ır Ad     | lvisory Services   |            |             |
| 17          | (2)       | Are you a subadviser to this private fund?   | _          | s No        |
| 17.         | (b)       | If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the <i>private fund</i> . If the answer to question 17.(a) is "no, question blank.  | C<br>leave | €<br>e this |
|             |           | No Information Filed   |            |             |
|             |           |  | Yes        | s No        |
| 18.         | (a)       | Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the private fund?   | 0          | o           |
|             | (b)       | If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>private fund</i> . If the answer to question 18.(a) leave this question blank.                              | ~          |             |
|             |           | No Information Filed   |            |             |
|             |           |  | Yes        | s No        |
| 19.         | Are       | your <i>clients</i> solicited to invest in the <i>private fund</i> ?   | 0          | $\odot$     |
|             | NO        | TE: For purposes of this question, do not consider feeder funds of the private fund.   |            |             |
| 20.         | Арр<br>0% | proximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?   |            |             |
| <u>Priv</u> | vate (    | Offering   |            |             |
| 21.         | Has       | s the private fund ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?   | Yes<br>©   | 6 No        |
| 22.         | lf ye     | es, provide the <i>private fund's</i> Form D file number (if any):   |            |             |
|             |           | rm D file number   |            |             |
|             |           | 1-209024<br>1-20902401   |            |             |
| <u>Auc</u>  | ditors    |  | <b>X</b> - |             |
| 23.         | (a)       | (1) Are the private fund's financial statements subject to an annual audit?  | _          | s No        |
| _0.         | (0)       | (2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?  | •          | ~           |
|             |           | If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditing firm, you must complet questions (b) through (f) separately for each auditing firm. | e          | 0           |
|             |           | Additional Auditor Information : 1 Record(s) Filed.  |            |             |
|             |           | If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditing firm, you must comp<br>questions (b) through (f) separately for each auditing firm. | lete       |             |
|             |           | (b) Name of the auditing firm:<br>RSM US LLP   |            |             |
|             |           | <ul> <li>(c) The location of the auditing firm's office responsible for the <i>private fund's</i> audit (city, state and country):</li> <li>City: State: Country:</li> </ul>   |            |             |
|             |           | City:     State:     Country:       NEW YORK     New York     United States  |            |             |
|             |           |  | Yes        | No          |
|             |           | (d) Is the auditing firm an <i>independent public accountant</i> ?   | $\odot$    | 0           |
|             |           | (e) Is the auditing firm registered with the Public Company Accounting Oversight Board?  | •          | 0           |
|             |           | If yes, Public Company Accounting Oversight Board-Assigned Number:<br>49   |            |             |
|             |           | (f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules?   | $\odot$    | 0           |

|         |   | Yes  | s No |
|---------|---|--|------|
| (g)     | ) Are the private fund's audited financial statements for the most recently completed fiscal year distributed to the private fund's investors?  | $\odot$  | 0    |
| (h)     | ) Do all of the reports prepared by the auditing firm for the private fund since your last annual updating amendment contain unqualified opinions?  |  |      |
|         | Yes ○ No ○ Report Not Yet Received  |  |      |
|         | If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available.  |  |      |
|         |   |  |      |
| rime    | Broker  | X  |      |
| 4. (a)  | ) Does the <i>private fund</i> use one or more prime brokers?   | _  | _    |
| . ,     | If the answer to question 24.(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses   |  |      |
|         | prime broker, you must complete questions (b) through (e) separately for each prime broker.   | question 24.(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one pu must complete questions (b) through (e) separately for each prime broker.         No Information Filed         Yes         No         e fund use any custodians (including the prime brokers listed above) to hold some or all of its assets?         Question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the private fund uses. If the private fund uses more than one nust complete questions (b) through (g) separately for each custodian.         todian Information : 1 Record(s) Filed. |      |
|         | No Information Filed  |  |      |
|         |   |  |      |
| Custod  | <u>dian</u>   | Yes  | s No |
| :5. (a) | ) Does the private fund use any custodians (including the prime brokers listed above) to hold some or all of its assets?  | ~  | ~    |
|         | If the answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses more custodian, you must complete questions (b) through (g) separately for each custodian. | re than one  |      |
|         | Additional Custodian Information : 1 Record(s) Filed.   |  |      |
|         |   |  |      |
|         | If the answer to question 25.(a) is "yes," respond to questions (b) through g) below for each custodian the private fund uses. If the private fund uses in custodian, you must complete questions (b) through (g) separately for each custodian.                  | iore than on   | e    |
|         | (b) Legal name of custodian:<br>U.S. BANK NATIONAL ASSOCIATION  |  |      |
|         | (c) Primary business name of custodian:<br>U.S. BANK NATIONAL ASSOCIATION   |  |      |
|         | (d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):  |  |      |
|         | City: State: Country:   |  |      |
|         | CHARLOTTE North Carolina United States  | Vaa  | NI   |
|         | (e) Is the custodian a <i>related person</i> of your firm?  | Yes I  | ©    |
|         | (f) If the custodian is a broker-dealer, provide its SEC registration number (if any):  |  |      |
|         | CRD Number (if any):  |  |      |
|         | (g) If the custodian is not a broker-dealer, or is a broker-dealer but does not have an SEC registration number, provide its <i>legal entity identifier</i> (if any 6BYL5QZYBDK8S7L73M02  | )  |      |
| Admin   | introtor  |  |      |
| Admin   | istrator  | Yes  | s No |
| 26. (a) | ) Does the <i>private fund</i> use an administrator other than your firm?   | o  | 0    |
|         | If the answer to question 26.(a) is "yes," respond to questions (b) through (f) below. If the <i>private fund</i> uses more than one administrator, you must com (b) through (f) separately for each administrator.   | plete questic  | ons  |
|         | Additional Administrator Information : 1 Record(s) Filed.   |  |      |
|         |   |  |      |
|         | If the answer to question 26.(a) is "yes," respond to questions (b) through (f) below. If the <i>private fund</i> uses more than one administrator, you must co questions (b) through (f) separately for each administrator.                                      | mplete   |      |
|         |   |  |      |

|                | U                 | J.S. BANK GLOBAL FUND SERVICES (CAY   | 'MAN) LIMITED                            |   |   |
|----------------|-------------------|---|--|---|---|
|                | (c)               | ocation of administrator (city, state and cou   | intry).                                  |   |   |
|                |                   | Sity:   | State:                                   | Country:                                      |   |
|                |                   | GRAND CAYMAN  | Claid                                    | Cayman Islands                                |   |
|                |                   |   |  |   | Yes No                                    |
|                | (d) Is            | s the administrator a <i>related person</i> of your   | r firm?                                  |   | 00  |
|                | (e) D             | Does the administrator prepare and send ir  | nvestor account statements to the priva  | te fund's investors?                          |   |
|                | 0                 | ${}_{igodol}$ Yes (provided to all investors) ${}_{igodol}$ Some (  | (provided to some but not all investors) | $^{\circ}$ No (provided to no investors)      |   |
|                |                   | the answer to question 26.(e) is "no" or "s<br>tatements are not sent to the (rest of the) p  |  |   | "s investors? If investor account         |
| 74<br>In<br>Va | 4%<br>iclude only | last fiscal year, what percentage of the <i>prive</i> those assets where (i) such <i>person</i> carries and for purposes of investor subscriptions, | ed out the valuation procedure establish | ed for that asset, if any, including obtainin | g any relevant quotes, and (ii) the       |
| Marke          | eters             |   |  |   | Yes No                                    |
| 28. (a         | a) Does th        | e private fund use the services of someone  | e other than you or your employees for   | marketing purposes?                           | 0 0                                       |
|                | to quest          | st answer "yes" whether the <i>person</i> acts a<br>tion 28.(a) is "yes," respond to questions (b<br>mplete questions (b) through (g) separate      | b) through (g) below for each such mar   | -   | licitor, or similar person. If the answer |
|                |                   |   | No Information                           | Filed   |   |
|                |                   |   |  |   |   |
| A. PRIV        | ATE FUND          | )   |  |   |   |
| <u>Informa</u> | ation Abou        | it the Private Fund   |  |   |   |
| 1. (a          | -                 | f the <i>private fund</i> :<br>WOOD CAPITAL FUND III-U, LP  |  |   |   |
| (b             | (include          | <i>fund</i> identification number:<br>the "805-" prefix also)<br>40340608   |  |   |   |
| 2. U           | nder the la       | ws of what state or country is the private fu   | und organized:                           |   |   |
|                | State:<br>Delawa  | re  | Country:<br>United States                |   |   |
| 3. (a          | ) Namo(s          | ) of General Partner, Manager, Trustee, or  | Directors (or persons serving in a simi  | ar canacity):                                 |   |

Name of General Partner, Manager, Trustee, or Director BRIGHTWOOD CAPITAL FUND MANAGERS III, LLC

(b) If filing an *umbrella registration*, identify the *filing adviser* and/or *relying adviser(s)* that sponsor(s) or manage(s) this *private fund*.

Filing Adviser/Relying Adviser Name
BRIGHTWOOD CAPITAL ADVISORS, LLC

4. The *private fund* (check all that apply; you must check at least one):

(1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940

2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940

5. List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.

|           |   | Yes       | No      |
|-----------|---|-----------|---------|
| 6.        | (a) Is this a "master fund" in a master-feeder arrangement?   | 0         | $\odot$ |
|           | (b) If yes, what is the name and <i>private fund</i> identification number (if any) of the feeder funds investing in this <i>private fund</i> ?   |           |         |
|           | No Information Filed  |           |         |
|           |   | Yes       | No      |
|           | (c) Is this a "feeder fund" in a master-feeder arrangement?   | 0         | o       |
|           | (d) If yes, what is the name and private fund identification number (if any) of the master fund in which this private fund invests?   | _         | _       |
|           | Name of private fund:   |           |         |
|           | <i>Private fund</i> identification number:<br>(include the "805-" prefix also)  |           |         |
|           | NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1) for the master arrangement or reporting on the funds separately.  | -feede    | r       |
| 7.        | If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder func-<br>the following questions:  | ls ansv   | wer     |
|           | No Information Filed  |           |         |
|           | NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a sing ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or and each class (or series) invests substantially all of its assets in a single master fund. | interes   | sts,    |
| 8.        | (a) Is this private fund a "fund of funds"?   | Yes       |         |
|           | NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, regardless of they are also <i>private funds</i> or registered investment companies.   |           | ⊙<br>er |
|           | (b) If yes, does the <i>private fund</i> invest in funds managed by you or by a <i>related person</i> ?   | 0         | 0       |
| 9.        | During your last fiscal year, did the <i>private fund</i> invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?  | Yes<br>O  |         |
| 10.       | What type of fund is the <i>private fund</i> ?  |           |         |
|           | ○ hedge fund ○ liquidity fund ⊙ private equity fund ○ real estate fund ○ securitized asset fund ○ venture capital fund ○ Other private fund:  |           |         |
|           | NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.   |           |         |
| 11.       | Current gross asset value of the <i>private fund</i> :<br>\$ 77,733,342   |           |         |
| <u>Ow</u> | nership   |           |         |
| 12.       | Minimum investment commitment required of an investor in the <i>private fund</i> :<br>\$ 500,000<br>NOTE: Report the amount routinely required of investors who are not your <i>related persons</i> (even if different from the amount set forth in the organizational document   | its of th | ۱e      |
|           | fund).  |           |         |
| 13.       | Approximate number of the <i>private fund's</i> beneficial owners:<br>9   |           |         |
| 14.       | What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> :<br>1%   |           |         |
| 15.       | (a) What is the approximate percentage of the private fund beneficially owned (in the aggregate) by funds of funds:   |           |         |

0%

|            | (b) If the private fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940, are sales of the fund limited to <i>qualified clients</i> ?   | o         | 0       |
|------------|--|-----------|---------|
| 16.        | What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> : 2%   |           |         |
| <u>Υοι</u> | ur Advisory Services   |           |         |
| 17         | (a) Are you a subadviser to this private fund  | Yes       | No      |
| 17.        | <ul> <li>(a) Are you a subadviser to this <i>private fund</i>?</li> <li>(b) If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the <i>private fund</i>. If the answer to question 17.(a) is "no," let a subadvise it is a subadviser of the private fund.</li> </ul>   | C<br>eave | • this  |
|            | question blank.  | cave      | uns     |
|            | No Information Filed   |           |         |
|            |  | Yes       | No      |
| 18.        | (a) Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the private fund?   | $\circ$   | $\odot$ |
|            | (b) If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>private fund</i> . If the answer to question 18.(a) is leave this question blank.   | s "no     | ,       |
|            | No Information Filed   |           |         |
|            |  | Yes       | No      |
| 19.        | Are your <i>clients</i> solicited to invest in the <i>private fund</i> ?   | 0         | $\odot$ |
|            | NOTE: For purposes of this question, do not consider feeder funds of the private fund.   |           |         |
| 20         | Approximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?   |           |         |
| 20.        | 0%   |           |         |
|            |  |           |         |
| Priv       | vate Offering  |           |         |
|            |  | Yes       | No      |
| 21.        | . Has the private fund ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?   | $\odot$   | $\circ$ |
|            |  |           |         |
| 22.        | If yes, provide the <i>private fund's</i> Form D file number (if any): Form D file number  |           |         |
|            | 021-209025   |           | _       |
|            |  |           |         |
| 3.5        | SERVICE PROVIDERS  |           |         |
| . 0        |  |           |         |
| Aud        | ditors   |           |         |
|            |  | Yes       | s No    |
| 23.        | (a) (1) Are the <i>private fund's</i> financial statements subject to an annual audit?   | $\odot$   | 0       |
|            | (2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?  | $\odot$   | 0       |
|            | If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the private fund uses more than one auditing firm, you must complete  |           |         |
|            | questions (b) through (f) separately for each auditing firm.   |           |         |
|            |  |           |         |
|            | Additional Auditor Information : 1 Record(s) Filed.  |           |         |
|            | Additional Auditor Information : 1 Record(s) Filed.  |           |         |
|            | Additional Auditor Information : 1 Record(s) Filed.<br>If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditing firm, you must complet questions (b) through (f) separately for each auditing firm.  | te        |         |
|            | If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditing firm, you must complet questions (b) through (f) separately for each auditing firm.   | te        |         |
|            | If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditing firm, you must complet questions (b) through (f) separately for each auditing firm.<br>(b) Name of the auditing firm:   | te        |         |
|            | If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditing firm, you must complet questions (b) through (f) separately for each auditing firm.   | te        |         |
|            | If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditing firm, you must complet questions (b) through (f) separately for each auditing firm.<br>(b) Name of the auditing firm:   | te        |         |
|            | If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditing firm, you must complet questions (b) through (f) separately for each auditing firm.<br>(b) Name of the auditing firm:<br>RSM US LLP   | te        |         |
|            | If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditing firm, you must complet questions (b) through (f) separately for each auditing firm.         (b) Name of the auditing firm:         RSM US LLP         (c) The location of the auditing firm's office responsible for the <i>private fund</i> 's audit (city, state and country):  | te        |         |
|            | If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.         (b) Name of the auditing firm:         RSM US LLP         (c) The location of the auditing firm's office responsible for the <i>private fund</i> 's audit (city, state and country):         City:       State:         New YORK       New York         United States  | <i>es</i> | ٩o      |
|            | If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.         (b) Name of the auditing firm:         RSM US LLP         (c) The location of the auditing firm's office responsible for the <i>private fund</i> 's audit (city, state and country):         City:       State:         New YORK       New York         United States  | <i>es</i> | No      |
|            | If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.         (b) Name of the auditing firm:         RSM US LLP         (c) The location of the auditing firm's office responsible for the <i>private fund</i> 's audit (city, state and country):         City:       State:         NEW YORK       New York         Us the auditing firm an <i>independent public accountant</i> ? | es<br>•   | _       |
|            | If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.         (b) Name of the auditing firm:         RSM US LLP         (c) The location of the auditing firm's office responsible for the <i>private fund</i> 's audit (city, state and country):         City:       State:         NEW YORK       New York         Us the auditing firm an <i>independent public accountant</i> ? | <i>es</i> | _       |
|            | If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.         (b) Name of the auditing firm:         RSM US LLP         (c) The location of the auditing firm's office responsible for the <i>private fund</i> 's audit (city, state and country):         City:       State:         NEW YORK       New York         Us the auditing firm an <i>independent public accountant</i> ? | es<br>•   | _       |

| (f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules? |  |  |    |  |  |  |
|--|--|--|----|--|--|--|
|  |  | Ye   | s  |  |  |  |
|  | Are the private fund's audited financial statements for the most recently completed fiscal year distributed to the private fund's investors?   | 0  | )  |  |  |  |
| )  | Do all of the reports prepared by the auditing firm for the private fund since your last annual updating amendment contain unqualified opinions?   |  |    |  |  |  |
|  | Yes ○ No ○ Report Not Yet Received     Section 2.1     Section 2.1 |  |    |  |  |  |
|  | If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available.   |  |    |  |  |  |
| Br   | roker  | V  |    |  |  |  |
|  | Does the <i>private fund</i> use one or more prime brokers?  | re<br>C  | s  |  |  |  |
| I  | If the answer to question 24.(a) is "yes," respond to questions (b) through (e) below for each prime broker the <i>private fund</i> uses. If the <i>private fund</i> uses mor prime broker, you must complete questions (b) through (e) separately for each prime broker.  |  | -  |  |  |  |
|  | No Information Filed   |  |    |  |  |  |
| lia  | an   |  |    |  |  |  |
|  |  | Ye   | s  |  |  |  |
|  |  | 6  |    |  |  |  |
| )  | Does the private fund use any custodians (including the prime brokers listed above) to hold some or all of its assets?   |  | 2  |  |  |  |
| I  | If the answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the private fund uses. If the private fund uses more the  | _  | -  |  |  |  |
| I  | If the answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses more the custodian, you must complete questions (b) through (g) separately for each custodian.  | _  | -  |  |  |  |
| I  | If the answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the private fund uses. If the private fund uses more the  | _  | -  |  |  |  |
| I  | If the answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses more the custodian, you must complete questions (b) through (g) separately for each custodian.  | nan on   | 9  |  |  |  |
| l  | If the answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses more the custodian, you must complete questions (b) through (g) separately for each custodian.          Additional Custodian Information : 1 Record(s) Filed.         If the answer to question 25.(a) is "yes," respond to questions (b) through g) below for each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses more  | nan on   | 9  |  |  |  |
| I  | If the answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses more the custodian, you must complete questions (b) through (g) separately for each custodian.          Additional Custodian Information : 1 Record(s) Filed.         If the answer to question 25.(a) is "yes," respond to questions (b) through g) below for each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses more custodian, you must complete questions (b) through (g) separately for each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses more function, you must complete questions (b) through (g) separately for each custodian.         (b) Legal name of custodian:  | nan on   | 9  |  |  |  |
| I  | If the answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses more the custodian, you must complete questions (b) through (g) separately for each custodian.          Additional Custodian Information : 1 Record(s) Filed.         If the answer to question 25.(a) is "yes," respond to questions (b) through g) below for each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses more custodian, you must complete questions (b) through (g) separately for each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses more custodian, you must complete questions (b) through (g) separately for each custodian.         (b) Legal name of custodian:       U.S. BANK NATIONAL ASSOCIATION         (c) Primary business name of custodian:       (c) Primary business name of custodian:  | nan on   | 9  |  |  |  |
| I  | If the answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses more the custodian, you must complete questions (b) through (g) separately for each custodian.  Additional Custodian Information : 1 Record(s) Filed.  If the answer to question 25.(a) is "yes," respond to questions (b) through g) below for each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses more custodian, you must complete questions (b) through g) below for each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses more custodian, you must complete questions (b) through (g) separately for each custodian.  (b) Legal name of custodian: U.S. BANK NATIONAL ASSOCIATION  (c) Primary business name of custodian: U.S. BANK NATIONAL ASSOCIATION  (d) The location of the custodian's office responsible for <i>custody</i> of the <i>private fund's</i> assets (city, state and country): City: State: Country:  | nan on   | 9  |  |  |  |
| I  | If the answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses more the custodian, you must complete questions (b) through (g) separately for each custodian.  Additional Custodian Information : 1 Record(s) Filed.  If the answer to question 25.(a) is "yes," respond to questions (b) through g) below for each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses more custodian, you must complete questions (b) through (g) separately for each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses more custodian, you must complete questions (b) through (g) separately for each custodian.  (b) Legal name of custodian: U.S. BANK NATIONAL ASSOCIATION  (c) Primary business name of custodian: U.S. BANK NATIONAL ASSOCIATION  (d) The location of the custodian's office responsible for <i>custody</i> of the <i>private fund</i> 's assets (city, state and country):   | than o   | ne |  |  |  |
| I  | If the answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses more the custodian, you must complete questions (b) through (g) separately for each custodian.  Additional Custodian Information : 1 Record(s) Filed.  If the answer to question 25.(a) is "yes," respond to questions (b) through g) below for each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses more custodian, you must complete questions (b) through g) below for each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses more custodian, you must complete questions (b) through (g) separately for each custodian.  (b) Legal name of custodian: U.S. BANK NATIONAL ASSOCIATION  (c) Primary business name of custodian: U.S. BANK NATIONAL ASSOCIATION  (d) The location of the custodian's office responsible for <i>custody</i> of the <i>private fund's</i> assets (city, state and country): City: State: Country:  | nan on   | ne |  |  |  |
| I  | If the answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses more the custodian, you must complete questions (b) through (g) separately for each custodian.  Additional Custodian Information : 1 Record(s) Filed.  If the answer to question 25.(a) is "yes," respond to questions (b) through g) below for each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses more custodian, you must complete questions (b) through (g) separately for each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses more custodian, you must complete questions (b) through (g) separately for each custodian.  (b) Legal name of custodian: U.S. BANK NATIONAL ASSOCIATION  (c) Primary business name of custodian: U.S. BANK NATIONAL ASSOCIATION  (d) The location of the custodian's office responsible for <i>custody</i> of the <i>private fund</i> 's assets (city, state and country): City: State: Country: CHARLOTTE North Carolina United States  | than of than of that that that the that the that the that the that the that the the the the the the the the the th | ne |  |  |  |
| I  | If the answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses more the custodian, you must complete questions (b) through (g) separately for each custodian.  Additional Custodian Information : 1 Record(s) Filed.  If the answer to question 25.(a) is "yes," respond to questions (b) through g) below for each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses more custodian, you must complete questions (b) through (g) separately for each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses more custodian, you must complete questions (b) through (g) separately for each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses more custodian, you must complete questions (b) through (g) separately for each custodian.  (b) Legal name of custodian: U.S. BANK NATIONAL ASSOCIATION  (c) Primary business name of custodian: U.S. BANK NATIONAL ASSOCIATION  (d) The location of the custodian's office responsible for <i>custody</i> of the <i>private fund</i> 's assets (city, state and country): City: City: CHARLOTTE North Carolina United States  (e) Is the custodian a <i>related person</i> of your firm?  | than of than of that that that the that the that the that the that the that the the the the the the the the the th | ne |  |  |  |
| I  | If the answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses more the custodian, you must complete questions (b) through (g) separately for each custodian.  Additional Custodian Information : 1 Record(s) Filed.  If the answer to question 25.(a) is "yes," respond to questions (b) through g) below for each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses more custodian, you must complete questions (b) through (g) separately for each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses more custodian, you must complete questions (b) through (g) separately for each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses more custodian, you must complete questions (b) through (g) separately for each custodian.  (b) Legal name of custodian: U.S. BANK NATIONAL ASSOCIATION  (c) Primary business name of custodian: U.S. BANK NATIONAL ASSOCIATION  (d) The location of the custodian's office responsible for <i>custody</i> of the <i>private fund</i> 's assets (city, state and country): City: City: CHARLOTTE North Carolina United States  (e) Is the custodian a <i>related person</i> of your firm?  | than of than of that that that the that the that the that the that the that the the the the the the the the the th | ne |  |  |  |

## Administrator

# 26. (a) Does the *private fund* use an administrator other than your firm?

If the answer to question 26.(a) is "yes," respond to questions (b) through (f) below. If the *private fund* uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

Yes No

 $\odot$   $\circ$ 

Additional Administrator Information : 1 Record(s) Filed.

If the answer to question 26.(a) is "yes," respond to questions (b) through (f) below. If the *private fund* uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

|           |              | (b) Name of administrator:  |                             |  |      |
|-----------|--------------|---|-----------------------------|--|------|
|           |              | U.S. BANK GLOBAL FUND SERVICES (CAYMAN) LIMITED   |                             |  |      |
|           |              | (c) Location of administrator (city, state and country):  | toto                        | Country  |      |
|           |              | City: St<br>GRAND CAYMAN  | tate:                       | Country:<br>Cayman Islands   |      |
|           |              | (d) Is the administrator a <i>related person</i> of your firm?  |                             | Yes No   |      |
|           |              |   |                             | 00   |      |
|           |              | (e) Does the administrator prepare and send investor account statem   | -                           |  |      |
|           |              | $\odot$ Yes (provided to all investors) $\odot$ Some (provided to some but  | not all investors) O        | No (provided to no investors)  |      |
|           |              | <ul> <li>(f) If the answer to question 26.(e) is "no" or "some," who sends the statements are not sent to the (rest of the) <i>private fund's</i> investors</li> </ul>  |                             | ements to the (rest of the) <i>private fund</i> 's investors? If investor account able." |      |
|           |              |   |                             |  |      |
| 27.       | Durii<br>55% | ring your last fiscal year, what percentage of the <i>private fund's</i> assets (by v<br>%  | value) was valued by a      | a person, such as an administrator, that is not your related person?                     |      |
|           |              | lude only those assets where (i) such <i>person</i> carried out the valuation proution used for purposes of investor subscriptions, redemptions or distributions.   |                             |  | Э    |
| <u>Ma</u> | rkete        | ers   |                             | V-   | - No |
| 28.       | (a)          | Does the private fund use the services of someone other than you or you   | ur <i>employees</i> for mar |  | s No |
|           | t            | You must answer "yes" whether the <i>person</i> acts as a placement agent, of to question 28.(a) is "yes," respond to questions (b) through (g) below for must complete questions (b) through (g) separately for each marketer. |                             |  | swer |
|           |              |   | No Information File         | d  |      |
|           |              |   |                             | u  |      |
|           |              |   |                             |  |      |
| A. P      | RIVAT        | TE FUND   |                             |  |      |
| Info      | rmatic       | ion About the Private Fund  |                             |  |      |
| 1.        | (a)          | Name of the private fund:   |                             |  |      |
|           |              | BRIGHTWOOD CAPITAL FUND IV, LP  |                             |  |      |
|           | • •          | <i>Private fund</i> identification number:<br>(include the "805-" prefix also)  |                             |  |      |
|           |              | 805-1689616429  |                             |  |      |
|           |              |   |                             |  |      |
| 2.        | Unde         | der the laws of what state or country is the private fund organized:  |                             |  |      |
|           |              |   | ntry:<br>ed States          |  |      |
|           |              |   |                             |  |      |
| 3.        | . ,          | Name(s) of General Partner, Manager, Trustee, or Directors (or <i>persons</i><br>me of General Partner, Manager, Trustee, or Director   | serving in a similar ca     | apacity):  |      |
|           |              | RIGHTWOOD CAPITAL FUND MANAGERS IV, LLC   |                             |  |      |
|           |              |   |                             |  |      |
|           |              | If filing an umbrella registration, identify the filing adviser and/or relying a<br>ing Adviser/Relying Adviser Name  | adviser(s) that sponse      | or(s) or manage(s) this <i>private fund.</i>   |      |
|           |              | RIGHTWOOD CAPITAL ADVISORS, LLC   |                             |  |      |
|           | BRI          |   |                             |  |      |
|           |              |   |                             |  |      |
| 4.        | The          | e <i>private fund</i> (check all that apply; you must check at least one):<br>(1) qualifies for the exclusion from the definition of investment company u   | under section 3(c)(1) (     | of the Investment Company Act of 1940  |      |

| 5.        | List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.   |          |          |
|-----------|--|----------|----------|
|           | No Information Filed   | V- 1     | <b>.</b> |
| 6.        | (a) Is this a "master fund" in a master-feeder arrangement?  | Yes      | No       |
|           | (b) If yes, what is the name and <i>private fund</i> identification number (if any) of the feeder funds investing in this <i>private fund</i> ?  | U.       | e        |
|           | No Information Filed   |          |          |
|           |  | X        |          |
|           | (c) Is this a "feeder fund" in a master-feeder arrangement?  | Yes      | _        |
|           | (d) If yes, what is the name and <i>private fund</i> identification number (if any) of the master fund in which this <i>private fund</i> invests?  | 0        | O        |
|           | Name of <i>private fund</i> :  |          |          |
|           | <i>Private fund</i> identification number:<br>(include the "805-" prefix also)   |          |          |
|           | NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1) for the maste arrangement or reporting on the funds separately.  | r-feede  | er       |
| 7.        | If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder function the following questions:   | ds ans   | wer      |
|           | No Information Filed   |          |          |
|           | No Information Filed   |          |          |
|           | NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a sin ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or and each class (or series) invests substantially all of its assets in a single master fund. | intere   | sts,     |
| 8.        | (a) Is this <i>private fund</i> a "fund of funds"?   | Yes      |          |
| 0.        | NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, regardless of they are also <i>private funds</i> or registered investment companies.  |          | ⊙<br>er  |
|           | (b) If yes, does the private fund invest in funds managed by you or by a related person?   | 0        | 0        |
|           |  |          |          |
| 9.        | During your last fiscal year, did the private fund invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?  | Yes<br>O | No<br>©  |
| 10.       | What type of fund is the <i>private fund</i> ?   |          |          |
|           | • hedge fund • liquidity fund • private equity fund • real estate fund • securitized asset fund • venture capital fund • Other private fund:   |          |          |
|           | NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.  |          |          |
| 11.       | Current gross asset value of the <i>private fund</i> :<br>\$ 1,489,011,226   |          |          |
| <u>Ow</u> | nership  |          |          |
| 12.       | Minimum investment commitment required of an investor in the <i>private fund</i> :<br>\$ 250,000   |          |          |
|           | NOTE: Report the amount routinely required of investors who are not your related persons (even if different from the amount set forth in the organizational documer fund).   | nts of t | ne       |
| 13.       | Approximate number of the <i>private fund's</i> beneficial owners:<br>151  |          |          |
| 14.       | What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> : 1%   |          |          |
|           |  |          |          |

15. (a) What is the approximate percentage of the *private fund* beneficially owned (in the aggregate) by funds of funds:

2%

|            | 2 /0      |   | Yes      | No      |
|------------|-----------|---|----------|---------|
|            |           | If the private fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940, are sales of the fund limited to <i>qualified clients</i> ?                    | 0        | 0       |
| 16.        | Wha<br>1% | at is the approximate percentage of the private fund beneficially owned by non-United States persons:   |          |         |
| <u>Yoı</u> | ır Ad     | visory Services   | Vos      | i No    |
| 17.        | (a)       | Are you a subadviser to this private fund?  | 0        | •       |
|            |           | If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the <i>private fund</i> . If the answer to question 17.(a) is "no," question blank.  | ~~~      |         |
|            |           | No Information Filed  |          |         |
|            |           |   | Yes      | No      |
| 18.        | (a)       | Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the private fund?  | 0        | $\odot$ |
|            |           | If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>private fund</i> . If the answer to question 18.(a) is leave this question blank.                            | s "no    | ,"      |
|            |           | No Information Filed  |          |         |
|            |           |   | Yes      | No      |
| 19.        |           | your <i>clients</i> solicited to invest in the <i>private fund</i> ?  | 0        | $\odot$ |
|            | NO        | TE: For purposes of this question, do not consider feeder funds of the private fund.  |          |         |
| 20.        | Арр<br>0% | proximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?  |          |         |
|            |           |   |          |         |
| Priv       | ate (     | Offering  | Yes      | No      |
| 21.        | Has       | the private fund ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?  | o        | 0       |
| 22.        | _         | es, provide the <i>private fund's</i> Form D file number (if any):  |          |         |
|            |           | r <b>m D file number</b><br>1-270991  |          |         |
|            |           | 1-332181  |          |         |
|            | ERVI(     |   |          |         |
|            |           |   | Yes      | s No    |
| 23.        |           | <ul> <li>(1) Are the <i>private fund's</i> financial statements subject to an annual audit?</li> <li>(2) If the private fund's financial statements subject to an annual audit?</li> </ul>  | $\odot$  | 0       |
|            |           | (2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?   | $\odot$  | 0       |
|            |           | If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm. |          |         |
|            |           | Additional Auditor Information : 1 Record(s) Filed.   |          |         |
|            |           | If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditing firm, you must complet questions (b) through (f) separately for each auditing firm.  | te       |         |
|            |           | (b) Name of the auditing firm:<br>RSM US LLP  |          |         |
|            |           |   |          |         |
|            |           | (c) The location of the auditing firm's office responsible for the <i>private fund's</i> audit (city, state and country):   |          |         |
|            |           | <ul> <li>(c) The location of the auditing firm's office responsible for the <i>private fund's</i> audit (city, state and country):</li> <li>City: State: Country:</li> </ul>  |          |         |
|            |           | (c) The location of the auditing firm's office responsible for the <i>private fund's</i> audit (city, state and country):         City:       State:         NEW YORK       New York  |          |         |
|            |           | <ul> <li>(c) The location of the auditing firm's office responsible for the <i>private fund's</i> audit (city, state and country):</li> <li>City: State: Country:</li> <li>NEW YORK New York United States</li> </ul>                 | ′es<br>€ | No      |

|              | If yes, Public Company Accounting Oversight Board-Assigned Number:<br>49   |         |         |
|--------------|--|---------|---------|
|              | (f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules?   | •       | >       |
|              |  | Yes     | No      |
| (g)          | ) Are the private fund's audited financial statements for the most recently completed fiscal year distributed to the private fund's investors?   | $\odot$ | $\circ$ |
| (h)          | ) Do all of the reports prepared by the auditing firm for the private fund since your last annual updating amendment contain unqualified opinions?   |         |         |
|              | Yes ○ No ○ Report Not Yet Received     Section 2.1     Section 2.1 |         |         |
|              | If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available.   |         |         |
| <u>Prime</u> | Broker   | Yes     | No      |
| 24. (a)      | ) Does the <i>private fund</i> use one or more prime brokers?  |         | •       |
|              | If the answer to question 24.(a) is "yes," respond to questions (b) through (e) below for each prime broker the <i>private fund</i> uses. If the <i>private fund</i> uses more the prime broker, you must complete questions (b) through (e) separately for each prime broker.   | _       | _       |
|              |  |         |         |
|              | No Information Filed   |         |         |
|              |  |         |         |
|              |  |         |         |
| Custoc       | dian   |         |         |

|     |  | Yes     | No      |
|-----|--|---------|---------|
| 25. | (a) Does the private fund use any custodians (including the prime brokers listed above) to hold some or all of its assets? | $\odot$ | $\circ$ |

If the answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.

Yes No

 $\odot$   $\circ$ 

| ddi | ional Custodian Information :                           | 1 Record(s) Filed.  |  |                           |
|-----|---|---|--|---------------------------|
|     |   | "yes," respond to questions (b) through g) below fo<br>estions (b) through (g) separately for each custodia |  | e fund uses more than one |
| (b) | Legal name of custodian:<br>U.S. BANK NATIONAL ASSOC    | CIATION   |  |                           |
| (c) | Primary business name of cu<br>U.S. BANK NATIONAL ASSOC |   |  |                           |
| (d) | The location of the custodian                           | 's office responsible for custody of the private fund's   | assets (city, state and country):                    |                           |
|     | City:<br>CHARLOTTE                                      | State:<br>North Carolina  | Country:<br>United States                            |                           |
| (e) | Is the custodian a related per                          | <i>rson</i> of your firm?   |  | Yes N                     |
| f)  | If the custodian is a broker-de                         | ealer, provide its SEC registration number (if any):  |  |                           |
|     | -<br>CRD Number (if any):                               |   |  |                           |
| (g) | If the custodian is not a broke<br>6BYL5QZYBDK8S7L73M02 | er-dealer, or is a broker-dealer but does not have an   | SEC registration number, provide its legal entity id | entifier (if any)         |

## **Administrator**

| 26. | (a) | Does the priv | ate fund use a | an administrator | other than | your firm? |
|-----|-----|---------------|----------------|------------------|------------|------------|
|-----|-----|---------------|----------------|------------------|------------|------------|

If the answer to question 26.(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

Additional Administrator Information : 1 Record(s) Filed.

|             | If the answer to question 26.(a) is "yes," respond to questions (b) through (f) below. If the <i>private fund</i> uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.   |
|-------------|--|
|             | (b) Name of administrator:<br>U.S. BANK GLOBAL FUND SERVICES (CAYMAN) LIMITED  |
|             | (c) Location of administrator (city, state and country):<br>City: State: Country:  |
|             | GRAND CAYMAN Cayman Islands  |
|             | (d) Is the administrator a <i>related person</i> of your firm?   |
|             | <ul> <li>(e) Does the administrator prepare and send investor account statements to the <i>private fund's</i> investors?</li> <li>Some (provided to some but not all investors) No (provided to no investors)</li> </ul>   |
|             | (f) If the answer to question 26.(e) is "no" or "some," who sends the investor account statements to the (rest of the) <i>private fund's</i> investors? If investor account statements are not sent to the (rest of the) <i>private fund's</i> investors, respond "not applicable."  |
| 27.         | <ul> <li>During your last fiscal year, what percentage of the <i>private fund's</i> assets (by value) was valued by a <i>person</i>, such as an administrator, that is not your <i>related person</i>?</li> <li>85%</li> <li>Include only those assets where (i) such <i>person</i> carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such <i>person</i>.</li> </ul> |
| Ma          | arketers Van N   |
| 28.         | Yes N . (a) Does the private fund use the services of someone other than you or your employees for marketing purposes?   |
| 20.         | <ul> <li>(a) Does the private rund use the services of someone other than you of your employees for marketing purposes?</li> <li>You must answer "yes" whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar person. If the answe to question 28.(a) is "yes," respond to questions (b) through (g) below for each such marketer the private fund uses. If the private fund uses more than one marketer you must complete questions (b) through (g) separately for each marketer.</li> </ul>  |
|             | No Information Filed   |
|             | PRIVATE FUND   |
| <u>Info</u> | ormation About the Private Fund  |
| 1.          | (a) Name of the <i>private fund</i> :<br>BRIGHTWOOD CAPITAL FUND IV-U, LP  |
|             | (b) <i>Private fund</i> identification number:   |
|             | (include the "805-" prefix also)<br>805-9984395376   |
|             |  |
| 2.          | Under the laws of what state or country is the <i>private fund</i> organized:  |
| 2.          | Under the laws of what state or country is the <i>private fund</i> organized:<br>State:<br>Delaware<br>Country:<br>United States   |
| 2.          | State:       Country:         Delaware       United States         (a) Name(s) of General Partner, Manager, Trustee, or Directors (or <i>persons</i> serving in a similar capacity):   |
|             | State:     Country:       Delaware     United States   |
|             | State:       Country:         Delaware       United States         (a) Name(s) of General Partner, Manager, Trustee, or Directors (or <i>persons</i> serving in a similar capacity):         Name of General Partner, Manager, Trustee, or Director  |
|             | State:       Country:         Delaware       United States         (a) Name(s) of General Partner, Manager, Trustee, or Directors (or <i>persons</i> serving in a similar capacity):         Name of General Partner, Manager, Trustee, or Director  |
|             | State:       Country:         Delaware       United States         (a) Name(s) of General Partner, Manager, Trustee, or Directors (or <i>persons</i> serving in a similar capacity):         Name of General Partner, Manager, Trustee, or Director         BRIGHTWOOD CAPITAL FUND MANAGERS IV, LLC   |

|           | <ul> <li>(1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940</li> <li>(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940</li> </ul>  |          |         |  |  |  |  |  |
|-----------|---|----------|---------|--|--|--|--|--|
| 5.        | List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.  |          |         |  |  |  |  |  |
|           | No Information Filed  |          |         |  |  |  |  |  |
|           |   | Yes      | No      |  |  |  |  |  |
| 6.        | (a) Is this a "master fund" in a master-feeder arrangement?   | 0        | $\odot$ |  |  |  |  |  |
|           | (b) If yes, what is the name and <i>private fund</i> identification number (if any) of the feeder funds investing in this <i>private fund</i> ?   |          |         |  |  |  |  |  |
|           | No Information Filed  |          |         |  |  |  |  |  |
|           |   | Yes      | No      |  |  |  |  |  |
|           | (c) Is this a "feeder fund" in a master-feeder arrangement?   | 0        | $\odot$ |  |  |  |  |  |
|           | (d) If yes, what is the name and <i>private fund</i> identification number (if any) of the master fund in which this <i>private fund</i> invests?<br>Name of <i>private fund</i> :  |          |         |  |  |  |  |  |
|           | <i>Private fund</i> identification number:<br>(include the "805-" prefix also)  |          |         |  |  |  |  |  |
|           | NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1) for the master arrangement or reporting on the funds separately.  | -feede   | r       |  |  |  |  |  |
| 7.        | If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder function the following questions:  | s ansv   | wer     |  |  |  |  |  |
|           | No Information Filed  |          |         |  |  |  |  |  |
|           |   |          |         |  |  |  |  |  |
|           | NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a sing ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or and each class (or series) invests substantially all of its assets in a single master fund. | interes  | sts,    |  |  |  |  |  |
| 8.        | (a) Is this <i>private fund</i> a "fund of funds"?  | Yes      |         |  |  |  |  |  |
| 0.        | NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, regardless of they are also <i>private funds</i> or registered investment companies.   | _        | ⊙<br>er |  |  |  |  |  |
|           | (b) If yes, does the <i>private fund</i> invest in funds managed by you or by a <i>related person</i> ?   | 0        | 0       |  |  |  |  |  |
|           |   | V        | 0       |  |  |  |  |  |
|           |   | Yes      | No      |  |  |  |  |  |
| 9.        | During your last fiscal year, did the <i>private fund</i> invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?  | 0        | $\odot$ |  |  |  |  |  |
| 10.       | What type of fund is the <i>private fund</i> ?  |          |         |  |  |  |  |  |
|           | O hedge fund O liquidity fund 🖲 private equity fund O real estate fund O securitized asset fund O venture capital fund O Other private fund:  |          |         |  |  |  |  |  |
|           | NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.   |          |         |  |  |  |  |  |
| 11.       | Current gross asset value of the <i>private fund</i> :<br>\$ 53,440,041   |          |         |  |  |  |  |  |
|           |   |          |         |  |  |  |  |  |
| <u>Ow</u> | nership   |          |         |  |  |  |  |  |
| 12.       | Minimum investment commitment required of an investor in the private fund:  |          |         |  |  |  |  |  |
|           | \$ 10,000,000   |          |         |  |  |  |  |  |
|           | NOTE: Report the amount routinely required of investors who are not your related persons (even if different from the amount set forth in the organizational documen fund).  | is of th | 1e      |  |  |  |  |  |
| 13.       | Approximate number of the private fund's beneficial owners:   |          |         |  |  |  |  |  |
|           | 4   |          |         |  |  |  |  |  |

14. What is the approximate percentage of the *private fund* beneficially owned by you and your *related persons*:

|      | 1%        |   |                    |          |
|------|-----------|---|--------------------|----------|
| 15.  | (a)       | What is the approximate percentage of the private fund beneficially owned (in the aggregate) by funds of funds:   |                    |          |
|      | 0%        |   |                    |          |
|      |           | If the private fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940, are sales of the fund limited to <i>qualified clients</i> ?  | Yes<br>©           | No<br>O  |
| 16.  | Wha<br>0% | at is the approximate percentage of the private fund beneficially owned by non-United States persons:   |                    |          |
| Υοι  | ur Adv    | lvisory Services  |                    |          |
|      |           |   | Yes                | No       |
| 17.  | (a)       | Are you a subadviser to this private fund?  | $^{\circ}$         | $\odot$  |
|      |           | If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the <i>private fund</i> . If the answer to question 17.(a) is "no," I question blank.  | eave               | this     |
|      |           | No Information Filed  |                    |          |
| 10   | (0)       | Do any investment advisors (other than the investment advisors listed in Section 7 $P_{i}(1) \land 2(h)$ ) advise the private fund  |                    | No       |
| 10.  | (b)       | Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the <i>private fund</i> ?<br>If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>private fund</i> . If the answer to question 18.(a) is | C<br>s "no         | ."<br>." |
|      |           | leave this question blank. No Information Filed   |                    |          |
|      |           |   | Yes                | No       |
| 19.  | Are       | your <i>clients</i> solicited to invest in the <i>private fund</i> ?  | 0                  | ©        |
|      | NOT       | TE: For purposes of this question, do not consider feeder funds of the private fund.  |                    | ~        |
| 20.  | Арр       | proximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?  |                    |          |
|      | 0%        |   |                    |          |
| Priv | vate (    | Offering  |                    |          |
|      |           |   | Yes                | No       |
| 21.  | Has       | s the private fund ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?  | $oldsymbol{\circ}$ | 0        |
| 22.  | lf ye     | es, provide the <i>private fund's</i> Form D file number (if any):  |                    |          |
|      |           | No Information Filed  |                    |          |
|      |           |   |                    |          |
| B. S | ERVI      | CE PROVIDERS  |                    |          |
| Auc  | ditors    |   |                    |          |
|      |           |   | Yes                | s No     |
| 23.  |           | <ul> <li>(1) Are the <i>private fund's</i> financial statements subject to an annual audit?</li> <li>(2) If the private fund's financial statements subject to an annual audit?</li> </ul>  | $\odot$            | 0        |
|      |           | (2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?   | O                  | 0        |
|      |           | If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.   |                    |          |
|      |           | Additional Auditor Information : 1 Record(s) Filed.   |                    |          |
|      |           | If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditing firm, you must comple questions (b) through (f) separately for each auditing firm.   | te                 |          |
|      |           | (b) Name of the auditing firm:<br>RSM US LLP  |                    |          |
|      |           | (c) The location of the auditing firm's office responsible for the private fund's audit (city, state and country):  |                    |          |
|      |           | City: State: Country:   |                    |          |
|      |           | NEW YORK New York United States   | _                  |          |
|      |           | (d) la the quiliting firm on independent public accountant?   | es l               | -        |
|      |           |   | •                  | 0        |
|      |           | (e) Is the auditing firm registered with the Public Company Accounting Oversight Board?   | •                  | 0        |

| (f)   | If "yes" to (e) above, is the auditin  | ng firm subject to regular inspection by the Publ  | ic Company Accounting Oversight Board in accordance with its rule  | s? 💿                        |
|---|--|--|--|-----------------------------|
|   |  |  |  | ٢                           |
| Are th  | he <i>private fund</i> 's audited financial s  | tatements for the most recently completed fisc   | al year distributed to the private fund's investors?   |                             |
|   |  |  | nnual updating amendment contain unqualified opinions?   |                             |
|   | res O No O Report Not Yet Recei  |  |  |                             |
| lf γοι  | u check "Report Not Yet Received,"   | ' you must promptly file an amendment to your  | Form ADV to update your response when the report is available.   |                             |
| roker   | [  |  |  | ١                           |
| Does  | s the private fund use one or more   | prime brokers?   |  |                             |
|   |  | respond to questions (b) through (e) below for<br>ons (b) through (e) separately for each prime b  | r each prime broker the <i>private fund</i> uses. If the <i>private fund</i> uses moroker.   | ore thar                    |
|   |  | No Informat  | ion Filed  |                             |
| <u>an</u>   |  |  |  |                             |
|   |  |  |  | 、                           |
| Does  | s the <i>private fund</i> use any custodia   | ns (including the prime brokers listed above) to   | o hold some or all of its assets?  | ٢                           |
| If the custo  | answer to question 25.(a) is "yes,"  | respond to questions (b) through (g) below for<br>s (b) through (g) separately for each custodian  | r each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses more  |                             |
| If the custo  | e answer to question 25.(a) is "yes,"<br>odian, you must complete questions<br>litional Custodian Information : 1 R  | respond to questions (b) through (g) below for<br>s (b) through (g) separately for each custodian<br>ecord(s) Filed.   | r each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses more<br>for each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses mo         | e than o                    |
| If the custo  | e answer to question 25.(a) is "yes,"<br>odian, you must complete questions<br>litional Custodian Information : 1 R  | respond to questions (b) through (g) below for<br>s (b) through (g) separately for each custodian<br>ecord(s) Filed.<br>s," respond to questions (b) through g) below f<br>ons (b) through (g) separately for each custodia  | r each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses more<br>for each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses mo         | e than o                    |
| If the custo<br>Add<br>If t<br>custo<br>(b)               | a answer to question 25.(a) is "yes,"<br>odian, you must complete questions<br>litional Custodian Information : 1 R<br>the answer to question 25.(a) is "ye<br>stodian, you must complete question<br>) Legal name of custodian:   | respond to questions (b) through (g) below for<br>s (b) through (g) separately for each custodian<br>ecord(s) Filed.<br>s," respond to questions (b) through g) below f<br>ons (b) through (g) separately for each custodian   | r each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses more<br>for each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses mo         | e than o                    |
| If the custo<br>Add<br>If t<br>custo<br>(b)               | a answer to question 25.(a) is "yes,"<br>odian, you must complete questions<br>itional Custodian Information : 1 R<br>the answer to question 25.(a) is "ye<br>stodian, you must complete question<br>) Legal name of custodian:<br>U.S. BANK NATIONAL ASSOCIAT<br>Primary business name of custoo<br>U.S. BANK NATIONAL ASSOCIAT   | respond to questions (b) through (g) below for<br>s (b) through (g) separately for each custodian<br>ecord(s) Filed.<br>s," respond to questions (b) through g) below f<br>ons (b) through (g) separately for each custodian   | r each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses more<br>for each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses mo<br>an.  | e than o                    |
| If the custo<br>Add<br>If t<br>custo<br>(b)<br>(c)        | <ul> <li>answer to question 25.(a) is "yes," odian, you must complete questions</li> <li>litional Custodian Information : 1 R</li> <li>the answer to question 25.(a) is "ye stodian, you must complete question</li> <li>Legal name of custodian:</li> <li>U.S. BANK NATIONAL ASSOCIAT</li> <li>Primary business name of custodian</li> <li>U.S. BANK NATIONAL ASSOCIAT</li> <li>The location of the custodian's of City:</li> </ul> | respond to questions (b) through (g) below for<br>s (b) through (g) separately for each custodian<br>ecord(s) Filed.<br>s," respond to questions (b) through g) below f<br>ons (b) through (g) separately for each custodian<br>in (b) through (g) separately for each custodian<br>dian:<br>TON<br>dian:<br>TON<br>fice responsible for <i>custody</i> of the <i>private fund</i><br>State:   | r each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses more .<br>for each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses more an. | e than o                    |
| If the custo<br>Add<br>If t<br>custo<br>(b)<br>(c)        | a answer to question 25.(a) is "yes,"<br>odian, you must complete questions<br><b>litional Custodian Information : 1 R</b><br>the answer to question 25.(a) is "ye<br>stodian, you must complete question<br>) Legal name of custodian:<br>U.S. BANK NATIONAL ASSOCIAT<br>O Primary business name of custod<br>U.S. BANK NATIONAL ASSOCIAT   | respond to questions (b) through (g) below for<br>s (b) through (g) separately for each custodian<br>ecord(s) Filed.<br>s," respond to questions (b) through g) below for<br>ons (b) through (g) separately for each custodian<br>TION<br>dian:<br>TION  | r each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses more .<br>or each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses more an.  | e than o                    |
| If the custo<br>Add<br>If t<br>custo<br>(b)<br>(c)<br>(d) | <ul> <li>answer to question 25.(a) is "yes," odian, you must complete questions</li> <li>litional Custodian Information : 1 R</li> <li>the answer to question 25.(a) is "ye stodian, you must complete question</li> <li>Legal name of custodian:</li> <li>U.S. BANK NATIONAL ASSOCIAT</li> <li>Primary business name of custodian</li> <li>U.S. BANK NATIONAL ASSOCIAT</li> <li>The location of the custodian's of City:</li> </ul> | respond to questions (b) through (g) below for<br>s (b) through (g) separately for each custodian<br>ecord(s) Filed.<br>s," respond to questions (b) through g) below f<br>ons (b) through (g) separately for each custodian<br>ions (g) through (g) through (g) through (g) through | r each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses more .<br>for each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses more an. | e than or                   |
| If the custo<br>Add<br>If t<br>custo<br>(b)<br>(c)<br>(d) | <ul> <li>answer to question 25.(a) is "yes," odian, you must complete questions</li> <li>answer to question 25.(a) is "yestodian answer to question 25.(a) is "yestodian, you must complete question)</li> <li>Legal name of custodian:</li> <li>U.S. BANK NATIONAL ASSOCIAT</li> <li>Primary business name of custodian of the custodian's of City:</li> <li>CHARLOTTE</li> <li>Is the custodian a <i>related person</i></li> </ul> | respond to questions (b) through (g) below for<br>s (b) through (g) separately for each custodian<br>ecord(s) Filed.<br>s," respond to questions (b) through g) below f<br>ons (b) through (g) separately for each custodian<br>ions (g) through (g) through (g) through (g) through | r each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses more .<br>for each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses more an. | e than or<br>re than<br>Yes |
| If the custo<br>Add<br>If t<br>(b)<br>(c)<br>(d)<br>(e)   | <ul> <li>answer to question 25.(a) is "yes," odian, you must complete questions</li> <li>answer to question 25.(a) is "yestodian answer to question 25.(a) is "yestodian, you must complete question)</li> <li>Legal name of custodian:</li> <li>U.S. BANK NATIONAL ASSOCIAT</li> <li>Primary business name of custodian of the custodian's of City:</li> <li>CHARLOTTE</li> <li>Is the custodian a <i>related person</i></li> </ul> | respond to questions (b) through (g) below for<br>s (b) through (g) separately for each custodian<br>ecord(s) Filed.<br>s," respond to questions (b) through g) below for<br>ons (b) through (g) separately for each custodian<br>ions (b) through (g) separately for each custodian<br>dian:<br>ION<br>dian:<br>ION<br>fice responsible for <i>custody</i> of the <i>private fund</i><br>State:<br>North Carolina<br>of your firm?  | r each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses more .<br>for each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses more an. | e than or<br>re than<br>Yes |

26. (a) Does the *private fund* use an administrator other than your firm?

**Administrator** 

Yes No

If the answer to question 26.(a) is "yes," respond to questions (b) through (f) below. If the *private fund* uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

|  | If the answer to question 26.(a) is "yes," respond to q questions (b) through (f) separately for each administ  |   | ow. If the <i>private fund</i> uses more than o   | one administrator, you must complete                     |
|--|---|---|---|--|
|  | (b) Name of administrator:<br>U.S. BANK GLOBAL FUND SERVICES (CAYMAN)   | ) LIMITED   |   |  |
|  | (c) Location of administrator (city, state and country):  | :   |   |  |
|  | City:<br>GRAND CAYMAN   | State:  | Country:<br>Cayman Islands  |  |
|  | (d) Is the administrator a <i>related person</i> of your firm?  | ?   |   | Yes N  |
|  | (e) Does the administrator prepare and send investor<br>• Yes (provided to all investors) • Some (provi   |   |   | )  |
|  | <ul><li>(f) If the answer to question 26.(e) is "no" or "some,<br/>statements are not sent to the (rest of the) <i>private</i></li></ul>  |   |   | rivate fund's investors? If investor account             |
| 81%<br>Inclu   | ude only those assets where (i) such <i>person</i> carried out uation used for purposes of investor subscriptions, rede   | the valuation procedure es  | tablished for that asset, if any, includin  | g obtaining any relevant quotes, and (ii) th             |
| pers   |   |   |   |  |
|  |   |   |   |  |
| arkete   |   | er than you or your <i>employe</i>  | ees for marketing purposes?   | Ye   |
| arkete<br>3. (a)                                     | ers   | acement agent, consultant,<br>bugh (g) below for each suc                               | finder, introducer, municipal advisor o   | or other solicitor, or similar <i>person</i> . If the ar |
| arkete<br>. (a)                                      | Does the <i>private fund</i> use the services of someone other<br>You must answer "yes" whether the <i>person</i> acts as a pl<br>to question 28.(a) is "yes," respond to questions (b) thro  | acement agent, consultant,<br>bugh (g) below for each suc<br>each marketer.             | finder, introducer, municipal advisor o   | or other solicitor, or similar <i>person</i> . If the ar |
| arkete<br>5. (a)<br>PRIVAT                           | Does the <i>private fund</i> use the services of someone other<br>You must answer "yes" whether the <i>person</i> acts as a pl<br>to question 28.(a) is "yes," respond to questions (b) thro  | acement agent, consultant,<br>bugh (g) below for each suc<br>each marketer.             | finder, introducer, municipal advisor or the marketer the <i>private fund</i> uses. If the                    | or other solicitor, or similar <i>person</i> . If the ar |
| PRIVAT<br>(a)<br>(b)                                 | Does the <i>private fund</i> use the services of someone other<br>You must answer "yes" whether the <i>person</i> acts as a pl<br>to question 28.(a) is "yes," respond to questions (b) throus<br>must complete questions (b) through (g) separately for  | acement agent, consultant,<br>bugh (g) below for each suc<br>each marketer.             | finder, introducer, municipal advisor or the marketer the <i>private fund</i> uses. If the                    | or other solicitor, or similar <i>person</i> . If the ar |
| arkete<br>5. (a)<br>PRIVAT<br>ormation<br>(b)<br>Und | Does the <i>private fund</i> use the services of someone other<br>You must answer "yes" whether the <i>person</i> acts as a pl<br>to question 28.(a) is "yes," respond to questions (b) through<br>must complete questions (b) through (g) separately for<br>TE FUND<br>TO About the Private fund:<br>BRIGHTWOOD CAPITAL MM CLO 2019-1, LTD.<br>Private fund identification number:<br>(include the "805-" prefix also)<br>805-2575780973<br>der the laws of what state or country is the <i>private fund</i> or<br>State: Country: | acement agent, consultant,<br>ough (g) below for each suc<br>each marketer.<br>No Infor | finder, introducer, municipal advisor or the marketer the <i>private fund</i> uses. If the                    | or other solicitor, or similar <i>person</i> . If the ar |
| PRIVAT<br>(a)<br>(b)<br>Und<br>(a)                   | Does the <i>private fund</i> use the services of someone other<br>You must answer "yes" whether the <i>person</i> acts as a pl<br>to question 28.(a) is "yes," respond to questions (b) through<br>must complete questions (b) through (g) separately for<br>TE FUND<br>TO About the Private fund:<br>BRIGHTWOOD CAPITAL MM CLO 2019-1, LTD.<br>Private fund identification number:<br>(include the "805-" prefix also)<br>805-2575780973<br>der the laws of what state or country is the <i>private fund</i> or<br>State: Country: | acement agent, consultant,<br>ough (g) below for each suc<br>each marketer.<br>No Infor | finder, introducer, municipal advisor of<br>the marketer the <i>private fund</i> uses. If the<br>mation Filed | or other solicitor, or similar <i>person</i> . If the ar |

| 4.        | The private fund (check all that apply; you must check at least one):   |          |         |
|-----------|---|----------|---------|
|           | (1) qualifies for the exclusion from the definition of investment company under section $3(c)(1)$ of the Investment Company Act of 1940   |          |         |
|           | (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940   |          |         |
| 5.        | List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.  |          |         |
|           | No Information Filed  |          |         |
| _         |   | Yes      | No      |
| 6.        | <ul><li>(a) Is this a "master fund" in a master-feeder arrangement?</li><li>(b) If yes, what is the name and <i>private fund</i> identification number (if any) of the feeder funds investing in this <i>private fund</i>?</li></ul>                                | 0        | $\odot$ |
|           | No Information Filed  |          |         |
|           |   |          |         |
|           |   | Yes      | No      |
|           | (c) Is this a "feeder fund" in a master-feeder arrangement?   | 0        | $\odot$ |
|           | (d) If yes, what is the name and private fund identification number (if any) of the master fund in which this private fund invests?<br>Name of private fund:  |          |         |
|           |   |          |         |
|           | Private fund identification number:   |          |         |
|           | (include the "805-" prefix also)  |          |         |
|           |   |          |         |
|           | NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1) for the master  | -feede   | r       |
|           | arrangement or reporting on the funds separately.   |          |         |
| 7.        | If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder func-  | s ans    | wer     |
|           | the following questions:  |          |         |
|           | No Information Filed  |          |         |
|           | No Information Filed  |          |         |
|           |   |          |         |
|           | NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a sing   | gle fur  | nd      |
|           | ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or and each class (or series) invests substantially all of its assets in a single master fund. | interes  | sts,    |
|           |   | Yes      | No      |
| 8.        | (a) Is this <i>private fund</i> a "fund of funds"?  | 0        | $\odot$ |
|           | NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, regardless of  | whethe   | er      |
|           | they are also <i>private funds</i> or registered investment companies.<br>(b) If yes, does the <i>private fund</i> invest in funds managed by you or by a <i>related person</i> ?   | -        | -       |
|           | (b) If yes, does the private rand lines till fullids managed by you of by a related person?   | 0        | 0       |
|           |   | Yes      | No      |
| 9.        | During your last fiscal year, did the private fund invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other   | 0        | $\odot$ |
|           | than "money market funds," to the extent provided in Instruction 6.e.)?   |          |         |
| 10.       | What type of fund is the <i>private fund</i> ?  |          |         |
|           | O hedge fund O liquidity fund O private equity fund O real estate fund O securitized asset fund O venture capital fund O Other private fund:  |          |         |
|           |   |          |         |
|           | NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.   |          |         |
| 11.       | Current gross asset value of the private fund:  |          |         |
|           | \$ 310,449,677  |          |         |
|           |   |          |         |
| <u>Ow</u> | <u>nership</u>  |          |         |
| 12.       | Minimum investment commitment required of an investor in the private fund:  |          |         |
|           | \$ 250,000  |          |         |
|           | NOTE: Report the amount routinely required of investors who are not your related persons (even if different from the amount set forth in the organizational documen fund).  | ts of th | ne      |
|           | inita).   |          |         |

4

<sup>13.</sup> Approximate number of the *private fund's* beneficial owners:

| 14.        | Wha<br>0%  | at is the approximate percentage of the private fund beneficially owned by you and your related persons:  |                    |         |
|------------|------------|---|--------------------|---------|
| 15.        | (a)<br>0%  | What is the approximate percentage of the private fund beneficially owned (in the aggregate) by funds of funds:   |                    |         |
|            |            | If the private fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940, are sales of the fund limited to <i>qualified clients</i> ?                    | Yes<br>©           | No<br>O |
| 16.        | Wha<br>0%  | at is the approximate percentage of the private fund beneficially owned by non-United States persons:   |                    |         |
| You        | ur Adv     | visory Services   | V                  | N       |
| 17.        | (a)        | Are you a subadviser to this private fund?  | Yes                | NO<br>© |
|            |            | If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the private fund. If the answer to question 17.(a) is "no," question blank.  | eave               | this    |
|            |            | No Information Filed  |                    |         |
| 18.        | (a)        | Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the private fund?  | Yes                | NO<br>© |
|            |            | If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>private fund</i> . If the answer to question 18.(a) is leave this question blank.                            | ~                  |         |
|            |            | No Information Filed  |                    |         |
| 10         | A          |   | Yes                | No      |
| 19.        |            | your <i>clients</i> solicited to invest in the private fund?<br>TE: For purposes of this question, do not consider feeder funds of the private fund.  | o                  | 0       |
| 20.        | App<br>22% | roximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?   |                    |         |
| Deit       |            |   |                    |         |
| Priv       | vate C     | Offering  | Yes                | No      |
| 21.        | Has        | the private fund ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?  | $oldsymbol{\circ}$ | 0       |
| 22.        | lf ye      | s, provide the <i>private fund's</i> Form D file number (if any):   |                    |         |
|            |            | No Information Filed  |                    |         |
| B. S       | ERVI       | CE PROVIDERS  |                    |         |
| Au         | ditors     |   | Yes                | No      |
| 23.        | (a)        | (1) Are the private fund's financial statements subject to an annual audit?   | 0                  | •       |
|            |            | (2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?   | 0                  | 0       |
|            |            | If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm. |                    |         |
|            |            | No Information Filed  |                    |         |
|            |            |   | Yes                | No      |
|            | (g)        | Are the private fund's audited financial statements for the most recently completed fiscal year distributed to the private fund's investors?  | 0                  | 0       |
|            | (h)        | Do all of the reports prepared by the auditing firm for the private fund since your last annual updating amendment contain unqualified opinions?  |                    |         |
|            |            | ○ Yes ○ No ○ Report Not Yet Received  |                    |         |
|            |            | If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available.  |                    |         |
| <u>Pri</u> | me Bi      | roker   | Yes                | No      |
|            |            |   |                    |         |

24. (a) Does the *private fund* use one or more prime brokers?

<sup>00</sup> 

|   | No Informa                                | tion Filed   |                      |
|---|---|--|----------------------|
| 1   |   |  |                      |
| _   |   |  |                      |
| Does the <i>private fund</i> use any custodians (including the find the answer to question 25.(a) is "yes," respond to question 25.(a) is "yes," respond to question 25.(a) is "yes," respond to question 25.(a) is "yes," responde |   | to hold some or all of its assets?<br>or each custodian the <i>private fund</i> uses. If the <i>private fund</i> | uses more than       |
| custodian, you must complete questions (b) through (g)  | separately for each custodia              | ۱.   |                      |
| Additional Custodian Information : 1 Record(s) Filed.   |   |  |                      |
| If the answer to question 25.(a) is "yes," respond to questions (b) through (   |   | for each custodian the <i>private fund</i> uses. If the <i>private fun</i><br>lian.                              | nd uses more tha     |
| (b) Legal name of custodian:<br>WILMINGTON TRUST, NATIONAL ASSOCIATION  |   |  |                      |
| (c) Primary business name of custodian:<br>WILMINGTON TRUST, NATIONAL ASSOCIATION   |   |  |                      |
| (d) The location of the custodian's office responsible  |   |  |                      |
| City:<br>WILMINGTON   | State:<br>Delaware                        | Country:<br>United States  |                      |
|   |   |  | Y                    |
| (e) Is the custodian a <i>related person</i> of your firm?  |   |  | c                    |
| (f) If the custodian is a broker-dealer, provide its SEC  | C registration number (if any):           |  |                      |
| -<br>CRD Number (if any):   |   |  |                      |
| (g) If the custodian is not a broker-dealer, or is a broker-dea   | <pre>cer-dealer but does not have a</pre> | an SEC registration number, provide its <i>legal entity identif</i>  | <i>lier</i> (if any) |
|   |   |  |                      |
| rator   |   |  |                      |
| Does the <i>private fund</i> use an administrator other than yo   | our firm?                                 |  |                      |
| f the answer to question 26.(a) is "yes," respond to ques   |   | the <i>private fund</i> uses more than one administrator, you m  | nust complete qu     |
| b) through (f) separately for each administrator. Additional Administrator Information : 1 Record(s) File   | ad  |  |                      |
|   |   |  |                      |
| If the answer to question 26.(a) is "yes," respond to questions (b) through (f) separately for each administ  |   | If the <i>private fund</i> uses more than one administrator, you   | u must complete      |
| (b) Name of administrator:  |   |  |                      |
| WILMINGTON TRUST, NATIONAL ASSOCIATION  |   |  |                      |
| <ul><li>WILMINGTON TRUST, NATIONAL ASSOCIATION</li><li>(c) Location of administrator (city, state and country):</li></ul>   |   |  |                      |
| WILMINGTON TRUST, NATIONAL ASSOCIATION  | State:<br>Delaware                        | Country:<br>United States  |                      |
| <ul><li>WILMINGTON TRUST, NATIONAL ASSOCIATION</li><li>(c) Location of administrator (city, state and country):<br/>City:</li></ul>   | State:<br>Delaware                        | -  | Yes                  |

- (f) If the answer to question 26.(e) is "no" or "some," who sends the investor account statements to the (rest of the) *private fund*'s investors? If investor account statements are not sent to the (rest of the) *private fund*'s investors, respond "not applicable."
- 27. During your last fiscal year, what percentage of the *private fund's* assets (by value) was valued by a *person*, such as an administrator, that is not your *related person*? 91%

Include only those assets where (i) such *person* carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such *person*.

### **Marketers**

28. (a) Does the private fund use the services of someone other than you or your employees for marketing purposes?

You must answer "yes" whether the *person* acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar *person*. If the answer to question 28.(a) is "yes," respond to questions (b) through (g) below for each such marketer the *private fund* uses. If the *private fund* uses more than one marketer you must complete questions (b) through (g) separately for each marketer.

Yes No

 $\odot$   $\circ$ 

| Additional Marketer Information   | n : 2 Record(s) Filed.                                       |  |        |
|---|--|--|--------|
| answer to question 28.(a) is "y   |  | ultant, finder, introducer, municipal advisor or other solic<br>w for each such marketer the <i>private fund</i> uses. If the <i>pri</i><br>ch marketer. |        |
| (b) Is the marketer a <i>related</i> µ  | <i>person</i> of your firm?                                  |  | Yes No |
| (c) Name of the marketer:<br>GREENSLEDGE CAPITAL                                  | - MARKETS LLC  |  |        |
| (d) If the marketer is registere<br>8 - 68328                                     | ed with the SEC, its file number ( <i>e.g.</i> , 801-, 8-, c | or 866-):  |        |
| and CRD Number (if any):<br>151026  |  |  |        |
|   | office used principally by the <i>private fund</i> (city,    |  |        |
| City:<br>NEW YORK   | State:<br>New York   | Country:<br>United States  |        |
| (f) Does the marketer market  | t the <i>private fund</i> through one or more website        | s?   | Yes No |
| (g) If the answer to question 2   | 28.(f) is "yes," list the website address(es):               |  |        |
|   | No   | Information Filed  |        |
|   |  |  |        |
| answer to question 28.(a) is "y   |  | ultant, finder, introducer, municipal advisor or other solic<br>w for each such marketer the <i>private fund</i> uses. If the <i>pri</i><br>ch marketer. |        |
| (b) Is the marketer a <i>related</i> p  | person of your firm?   |  | Yes No |
| (c) Name of the marketer:<br>MORGAN STANLEY & CC                                  | ). LLC   |  |        |
| (d) If the marketer is registere<br>8 - 15869<br>and CRD Number (if any):<br>8209 | ed with the SEC, its file number ( <i>e.g.</i> , 801-, 8-, o | or 866-):  |        |
| (e) Location of the marketer's  | office used principally by the private fund (city,           | state and country):  |        |
| City:   | State:   | Country:   |        |

|             | NEW YORK   | New York  | United States   |                            |
|-------------|--|---|---|----------------------------|
|             |  |   |   | Yes No                     |
|             | (f) Does the marketer market the pa  | rivate fund through one or more websites?           |   | 00                         |
|             | (g) If the answer to question 28.(f) is  | s "ves." list the website address(es):              |   |                            |
|             |  |   | ormation Filed  |                            |
|             |  |   |   |                            |
|             |  |   |   |                            |
| А. Р        | PRIVATE FUND   |   |   |                            |
| <u>Info</u> | ermation About the Private Fund  |   |   |                            |
| 1.          | (a) Name of the private fund:  |   |   |                            |
|             | BRIGHTWOOD CAPITAL MM CLO 2020   | )-1, LTD.   |   |                            |
|             | (b) Private fund identification number:  |   |   |                            |
|             | (include the "805-" prefix also)   |   |   |                            |
|             | 805-1909125271   |   |   |                            |
|             |  |   |   |                            |
| 2.          | Under the laws of what state or country is the   | e private fund organized:                           |   |                            |
|             | State:   | Country:  |   |                            |
|             |  | Cayman Islands                                      |   |                            |
| 3.          | (a) Name(s) of General Partner, Manager,   | Trustee, or Directors (or <i>persons</i> serving ir | n a similar capacity):  |                            |
|             | Name of General Partner, Manager, Trust  | ee, or Director                                     |   |                            |
|             | U.S. BANK NATIONAL ASSOCIATION   |   |   |                            |
|             |  |   |   |                            |
|             |  | the filing adviser and/or relying adviser(s)        | that sponsor(s) or manage(s) this <i>private fund</i> .           |                            |
|             | Filing Adviser/Relying Adviser Name  |   |   |                            |
|             | BRIGHTWOOD SPV ADVISORS, LLC   |   |   |                            |
| 4.          | The <i>private fund</i> (check all that apply; you n   | nust check at least one).                           |   |                            |
| ч.          |  |   | tion 3(c)(1) of the Investment Company Act of 1940                |                            |
|             |  |   | tion 3(c)(7) of the Investment Company Act of 1940                |                            |
|             |  |   |   |                            |
| 5.          | List the name and country, in English, of ea   |   | · · ·   |                            |
|             |  | No Inform   | nation Filed  |                            |
| 6           | (a) la thia a "maatar fund" in a maatar faas   | lor orrangement?                                    |   | Yes No                     |
| 6.          | <ul><li>(a) Is this a "master fund" in a master-feed</li><li>(b) If yes, what is the name and <i>private fun</i></li></ul> |   | ar funds investing in this private fund                           | $\circ \circ$              |
|             | (b) if yes, what is the name and physic fun  |   | nation Filed  |                            |
|             |  |   |   |                            |
|             |  |   |   | Yes No                     |
|             | (c) Is this a "feeder fund" in a master-feed   | er arrangement?                                     |   | 0 0                        |
|             | (d) If yes, what is the name and private fun   | d identification number (if any) of the maste       | er fund in which this private fund invests?                       |                            |
|             | Name of private fund:  |   |   |                            |
|             |  |   |   |                            |
|             | <i>Private fund</i> identification number: (include the "805-" prefix also)  |   |   |                            |
|             | (  |   |   |                            |
|             |  |   |   |                            |
|             | NOTE: You must complete question 6 for e<br>arrangement or reporting on the funds sepa                                     |   | s of whether you are filing a single Schedule D, Section 7.B.(    | 1) for the master-feeder   |
|             | analigement of reporting on the funds sepa   | natory.   |   |                            |
| 7.          | If you are filing a single Schedule D, Section   | n 7.B.(1) for a master-feeder arrangement           | according to the instructions to this Section 7.B.(1), for each o | of the feeder funds answer |
|             | the following questions:   |   |   |                            |
|             |  |   |   |                            |

No Information Filed

|           | NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a sin ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or and each class (or series) invests substantially all of its assets in a single master fund. | -         |         |
|-----------|--|-----------|---------|
| _         |  | Yes       | No      |
| 8.        | <ul> <li>(a) Is this private fund a "fund of funds"?</li> <li>NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, regardless of they are also private funds or registered investment companies.</li> </ul>  |           | ⊙<br>er |
|           | (b) If yes, does the <i>private fund</i> invest in funds managed by you or by a <i>related person</i> ?  | 0         | ~       |
|           |  | 0         | O       |
|           |  | Yes       | No      |
| 9.        | During your last fiscal year, did the <i>private fund</i> invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?   | 0         | Θ       |
| 10.       | What type of fund is the <i>private fund</i> ?   |           |         |
|           | O hedge fund O liquidity fund O private equity fund O real estate fund O securitized asset fund O venture capital fund O Other private fund:   |           |         |
|           | NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.  |           |         |
| 11.       | Current gross asset value of the <i>private fund</i> :<br>\$ 423,801,654   |           |         |
|           |  |           |         |
| <u>Ow</u> | nership  |           |         |
| 12.       | Minimum investment commitment required of an investor in the private fund:   |           |         |
|           | \$ 250,000   |           |         |
|           | NOTE: Report the amount routinely required of investors who are not your related persons (even if different from the amount set forth in the organizational documer fund).   | its of th | ıe      |
| 13.       | Approximate number of the <i>private fund's</i> beneficial owners:   |           |         |
|           | 1  |           |         |
|           |  |           |         |
| 14.       | What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> :<br>0%  |           |         |
| 45        |  |           |         |
| 15.       | <ul> <li>(a) What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds:</li> <li>0%</li> </ul>   |           |         |
|           |  | Yes       | No      |
|           | (b) If the private fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940, are sales of the fund limited to <i>qualified clients</i> ?   | o         | 0       |
| 16.       | What is the approximate percentage of the private fund beneficially owned by non-United States persons:  |           |         |
|           | 0%   |           |         |
|           |  |           |         |
| <u>Y0</u> | ir Advisory Services   | Yes       | No      |
| 17.       | (a) Are you a subadviser to this <i>private fund</i> ?   | 0         | ©       |
|           | (b) If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the <i>private fund</i> . If the answer to question 17.(a) is "no," question blank.   | ~         |         |
|           | No Information Filed   |           |         |
|           |  | Yes       | No      |
| 18.       | (a) Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the private fund?   | 0         | $\odot$ |
|           | (b) If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>private fund</i> . If the answer to question 18.(a) leave this question blank.  | is "no,   | II      |
|           | No Information Filed   |           |         |
|           |  | Yes       | No      |
| 19.       | Are your <i>clients</i> solicited to invest in the <i>private fund</i> ?   | o         | 0       |
|           | NOTE: For purposes of this question, do not consider feeder funds of the private fund.   | ~         | ~       |
|           |  |           |         |

| 0 | <b>n</b> / |
|---|------------|
| n | <u>سرہ</u> |
| v | 70         |

# Private Offering

21. Has the private fund ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?

22. If yes, provide the *private fund's* Form D file number (if any):

| No | Information | Filed |
|----|-------------|-------|
|----|-------------|-------|

# B. SERVICE PROVIDERS

#### **Auditors**

|     |     |   | res | NO      |
|-----|-----|---|-----|---------|
| 23. | (a) | (1) Are the private fund's financial statements subject to an annual audit?   | 0   | $\odot$ |
|     |     | (2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?   | 0   | $\circ$ |
|     |     | If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the private fund uses more than one auditing firm, you must complete |     |         |

questions (b) through (f) separately for each auditing firm.

No Information Filed

Yes No
 (g) Are the *private fund's* audited financial statements for the most recently completed fiscal year distributed to the *private fund's* investors?
 (h) Do all of the reports prepared by the auditing firm for the *private fund* since your last *annual updating amendment* contain unqualified opinions?
 Yes No Report Not Yet Received

If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available.

# Prime Broker

24. (a) Does the private fund use one or more prime brokers?

If the answer to question 24.(a) is "yes," respond to questions (b) through (e) below for each prime broker the *private fund* uses. If the *private fund* uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

No Information Filed

#### **Custodian**

|     |     |  | Yes     | No |
|-----|-----|--|---------|----|
| 25. | (a) | Does the private fund use any custodians (including the prime brokers listed above) to hold some or all of its assets?   | $\odot$ | 0  |
|     |     | If the answer to question 25.(a) is "ves." respond to questions (b) through (g) below for each custodian the private fund uses. If the private fund uses more than | one     |    |

If the answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the *private fund* uses. If the *private fund* uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.

| Additional Custodian Information                        | : 1 Record(s) Filed.  |   |                    |
|---|---|---|--------------------|
|   | is "yes," respond to questions (b) through g) below for<br>uestions (b) through (g) separately for each custodiar | each custodian the <i>private fund</i> uses. If the <i>private fund</i> | uses more than one |
| (b) Legal name of custodian:<br>U.S. BANK NATIONAL ASSO | CIATION   |   |                    |
| (c) Primary business name of<br>U.S. BANK NATIONAL ASSO |   |   |                    |
| (d) The location of the custodia                        | n's office responsible for custody of the private fund's  | assets (city, state and country):                                       |                    |
| City:   | State:  | Country:  |                    |
| CHARLOTTE   | North Carolina  | United States   |                    |
|   |   |   | Yes No             |

 $\odot$   $\circ$ 

Yes No

0 0

| (f)   | If the custodian is a broker-dea                                    | ler, provide its SEC registration number (if any):       |   |                            |
|---|---|--|---|----------------------------|
|   | -<br>CRD Number (if any):   |  |   |                            |
| (g)   | If the custodian is not a broker-<br>6BYL5QZYBDK8S7L73M02           | dealer, or is a broker-dealer but does not have an S     | EC registration number, provide its legal entity ide  | <i>ntifier</i> (if any)    |
|   |   |  |   |                            |
| <u>istrator</u>   |   |  |   | Yes                        |
| (g) If the custodian is not a broker-dealer, or is a broker-dealer but does not have an SEC registration number, provide its legal entity identifier (if any)   |   |  |   | must complete question     |
| Addit   | tional Administrator Information                                    | n : 1 Record(s) Filed.                                   |   |                            |
|   |   |  | e <i>private fund</i> uses more than one administrator,   | you must complete          |
| (b)   |   | ATION  |   |                            |
| (c)   | Location of administrator (city, s                                  | state and country):                                      |   |                            |
|   | -   |  | -   |                            |
|   |   |  |   | Yes No                     |
| (d)   | Is the administrator a related p                                    | erson of your firm?                                      |   | 00                         |
|   | • Yes (provided to all investor<br>If the answer to question 26.(e) | s) O Some (provided to some but not all investors)       | C No (provided to no investors)<br>statements to the (rest of the) <i>private fund's</i> investor | ors? If investor account   |
| %<br>clude on<br>luation u  | ily those assets where (i) such <i>j</i>                            | person carried out the valuation procedure establish     | ed for that asset, if any, including obtaining any rel  | evant quotes, and (ii) the |
| ers   |   |  |   | ×.                         |
| Does  | the private fund use the services                                   | s of someone other than you or your <i>employees</i> for | marketing purposes?   | Yes                        |
| to que  | estion 28.(a) is "yes," respond to                                  | questions (b) through (g) below for each such mark       |   |                            |
| CRD Number 00 mmy:         (a) If the exceeded is is not a broken dealer but does not have an SEC registration number, provide its legal entry identifier (if an service concepts) set of the private fund uses more than one administrator, you must car (b) through (f) separately for each administrator.         Additional Administrator Information : 1 Record(s) Fled.         If the encound is an edministrator information : 1 Record(s) Fled.         If the encound is a related person to question 25 (a) is 'yee,' respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must car (b) through (f) separately for each administrator.         Additional Administrator Information : 1 Record(s) Fled.         If the encound is derivisitrator         (b) Name of administrator (ig), status and country:         (c) Location of administrator         (c) Location of administrator (ig), status and country:         (c) Location of administrator         (c) Location of administrator (ig), status and country:         (c) Location of administrator (ig), status and country:         (c) Location of administrator (ig), status and country:         (c) Location of administrator (ig), status and location account status ments to the private fund's investors?         (c) Yee (privated ta a investor) (c) Some (private fund's investors)         (c) Location of the administrator repara and some but not all investors (c) by private fund's investors?         (c) Yee (privated ta a investor) (c) Some (private fund's investors) |   |  |   |                            |
| ans   | wer to question 28.(a) is "yes,"                                    | respond to questions (b) through (g) below for each      | such marketer the private fund uses. If the private   |                            |
| (b)   | Is the marketer a <i>related perso</i>                              | <i>n</i> of your firm?                                   |   | Yes No                     |
| (c)   | Name of the marketer:<br>BARCLAYS CAPITAL INC.                      |  |   |                            |

|   | (d) If the marketer is registered with the SEC, its file number ( <i>e.g.</i> , 801-, 8-, or 866-):  |     |
|---|--|-----|
|   | 8 - 41342  |     |
|   | and CRD Number (if any):<br>19714  |     |
|   | (e) Location of the marketer's office used principally by the <i>private fund</i> (city, state and country):   |     |
|   | City:     State:     Country:       NEW YORK     New York     United States  |     |
|   | New YORK Onlied States   | Yes |
|   | (f) Does the marketer market the <i>private fund</i> through one or more websites?   | 0   |
|   |  |     |
|   | (g) If the answer to question 28.(f) is "yes," list the website address(es):   |     |
|   | No Information Filed   |     |
|   | You must answer "yes" whether the <i>person</i> acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, answer to question 28.(a) is "yes," respond to questions (b) through (g) below for each such marketer the <i>private fund</i> uses. If the <i>private one</i> marketer, you must complete questions (b) through (g) separately for each marketer. |     |
|   |  | Yes |
|   | (b) Is the marketer a <i>related person</i> of your firm?  | 0   |
|   |  |     |
|   | (c) Name of the marketer:<br>SMBC NIKKO SECURITIES AMERICA, INC.   |     |
|   |  |     |
|   | (d) If the marketer is registered with the SEC, its file number (e.g., 801-, 8-, or 866-):   |     |
|   | 8 - 43852  |     |
|   | and CRD Number (if any):   |     |
|   | 28602  |     |
|   | (e) Location of the marketer's office used principally by the private fund (city, state and country):  |     |
|   | City: State: Country:  |     |
|   | NEW YORK New York United States  |     |
|   |  | Yes |
|   | (f) Does the marketer market the <i>private fund</i> through one or more websites?   | 0   |
|   |  |     |
|   | (g) If the answer to question 28.(f) is "yes," list the website address(es):<br>No Information Filed   |     |
| - 11  | No mormation riled   |     |
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| /ATE  | ITE FUND   |     |
|   | ITE FUND   |     |
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| atio  |  |     |
| <u>atio</u>                                       | ion About the Private Fund   |     |
| ation<br>) N<br>E                                 | ion About the Private Fund<br>Name of the <i>private fund</i> :<br>BRIGHTWOOD CAPITAL OFFSHORE FUND IV, LP<br>Private fund identification number:  |     |
| ation<br>) N<br>E<br>) <i>F</i><br>(i             | ion About the Private Fund<br>Name of the private fund:<br>BRIGHTWOOD CAPITAL OFFSHORE FUND IV, LP<br>Private fund identification number:<br>(include the "805-" prefix also)  |     |
| ation<br>a) N<br>E<br>b) <i>F</i><br>(i           | ion About the Private Fund<br>Name of the <i>private fund</i> :<br>BRIGHTWOOD CAPITAL OFFSHORE FUND IV, LP<br>Private fund identification number:  |     |
| ation<br>a) N<br>B<br>b) <i>F</i><br>(i           | ion About the Private Fund<br>Name of the private fund:<br>BRIGHTWOOD CAPITAL OFFSHORE FUND IV, LP<br>Private fund identification number:<br>(include the "805-" prefix also)  |     |
| ation<br>a) N<br>E<br>b) <i>F</i><br>(i<br>8      | ion About the Private Fund<br>Name of the private fund:<br>BRIGHTWOOD CAPITAL OFFSHORE FUND IV, LP<br>Private fund identification number:<br>(include the "805-" prefix also)<br>805-7622337198  |     |
| ation<br>a) N<br>B<br>(i<br>(i<br>8<br>Vinde<br>S | ion About the Private Fund<br>Name of the private fund:<br>BRIGHTWOOD CAPITAL OFFSHORE FUND IV, LP<br>Private fund identification number:<br>(include the "805-" prefix also)<br>805-7622337198<br>der the laws of what state or country is the private fund organized:<br>State: Country:   |     |
| ation<br>a) N<br>B<br>(i<br>8<br>Inde<br>S        | ion About the Private Fund<br>Name of the private fund:<br>BRIGHTWOOD CAPITAL OFFSHORE FUND IV, LP<br>Private fund identification number:<br>(include the "805-" prefix also)<br>805-7622337198  |     |
| ation<br>) N<br>B<br>(i<br>8<br>nde<br>S<br>C     | ion About the Private Fund<br>Name of the private fund:<br>BRIGHTWOOD CAPITAL OFFSHORE FUND IV, LP<br>Private fund identification number:<br>(include the "805-" prefix also)<br>805-7622337198<br>der the laws of what state or country is the private fund organized:<br>State: Country:   |     |
| ation ) N B (i (i 8 nde 5 C ) ) N                 | ion About the Private Fund:         Name of the private fund:         BRIGHTWOOD CAPITAL OFFSHORE FUND IV, LP         Private fund identification number:         (include the "805-" prefix also)         805-7622337198         der the laws of what state or country is the private fund organized:         State:       Country:         Delaware       United States                          |     |

(b) If filing an *umbrella registration*, identify the *filing adviser* and/or *relying adviser(s)* that sponsor(s) or manage(s) this *private fund*.

| arrangement or reporting on the funds separately.  If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder fund the following questions:  Additional Feeder Fund Information : 2 Record(s) Filed.  |  |   |
|---|--|---|
| BRGITMODIC CAPTAL ADVISORS, LLC           The private And (dask all fait apply, you must check at less one);           PC (1) qualities for the exclusion than the definition of investment company under socials Sig(1) of the Investment Company Act of 1910           PC (2) qualities for the exclusion than the definition of investment company under socials Sig(1) of the Investment Company Act of 1910           EX (2) qualities for the exclusion than the definition of investment company under socials Sig(1) of the Investment Company Act of 1910           List the name and country, in English, of each foreign discover equation summary of the social in Sig(1) of the Investment Company Act of 1910           (a) Is to its a "master fand" in a master/beder arrangement?           (b) Is this a "master fand" in a master/beder arrangement?           (c) Is this a "leader fund in a master/beder arrangement?           (c) Is this a "leader fund in a master/beder arrangement?           (c) Is this a "leader fund in a master/beder arrangement?           (c) Is this a "leader fund in a master/beder arrangement?           (c) Is this a "leader fund in a master/beder arrangement?           (c) Is the far a flow and/or fund identification number (f any) of the master fund in which the private fund intervisits?           Name of private fund?           (c) Is the far a master factor intervisits?           Name of private fund?           (c) Is the scale advised fund identification number (f any) of the master fund in which thes private fund? <t< td=""></t<>  |  |   |
| DRIGHTWOOD CAPITAL ADVISORS_LLC         4. The private fund (check all that apply you must check at basis conc):       P. (1) quarties for the exclusion from the definition of investment company under section SQ(1) of the Investment Company Act of 1800         5. Log quarties for the exclusion from the definition of investment company under section SQ(1) of the Investment Company Act of 1800         6. Log quarties for the exclusion from the definition of investment company under section SQ(1) of the Investment Company Act of 1800         7. Log quarties for the exclusion from the definition number (faxy) of the fischer funds investment Company Act of 1800         8. Last the nume and country, in English, of each foreign framework regulatory authority with which the private fund in registered.         (a) Is the a "matter fund" in a matter/feder attrangement?         (b) Is the all fination fund in a matter/feder attrangement?         (c) Is thit a "fischer fund" in a mester-feder attrangement?         (c) Is thit a "fischer fund" in a mester-feder attrangement?         (c) Is thit a "fischer fund" in a mester-feder attrangement?         (c) Is thit a "fischer fund" in a mester-feder attrangement?         (c) Is thit a "fischer fund" in a mester-feder attrangement?         (c) Is thit a "fischer fund thornwalsen: 2 fischer fund automatter (gany) of the master fund in which this private And investor?         Name of private for the funds actual private fund attrangement?         (c) Is thit a "fischer fund thornwalsen: 2 fischer fund funder         (c) Is the a fin  |  |   |
|   |  |   |
| Since Provide Audition Control Additional Teaching and additional and a maximum and an additional addited addited additionadditional additional additional additional a                               |  |   |
| BRIGHTWOOD CAPITAL ADVISORS, LLC         4. The private fund (breds all this apply, you must check at least one):         (P) (2) qualities to the advices from the definition of privationet compary under sector 3(q)(2) of the Investment Compary Act of 1940         (P) (2) qualities the advices from the bedres of investment compary under sector 3(q)(2) of the Investment Compary Act of 1940         (E) (2) qualities the advices from the bedres of investment compary under sector 3(q)(2) of the Investment Compary Act of 1940         (E) (1) the annual the advices from the bedres of investment compary under sector 3(q)(2) of the Investment Compary Act of 1940         (2) Is the annual the advices from the bedres from the bedres from the private from the private from the advices from the definition number         (2) Is the annual the annual the annual the bedres from the transmitteness of the transmitteness of transmittenes of transmitteness of transmitteness of transmitteness  |  |   |
| BRIGHTWOOD CARTAL ADVISORS, LLC         IT he proved hand (check diff that gely: you must check at leads cost):         IF: 1) quarties for the collocation from the definition of investments company under seadan SQ(1) of the Investment Company Act of 1960.         IF: 2) quarties for the collocation from the definition of investments company under seadan SQ(1) of the Investment Company Act of 1960.         IF: 2) quarties for the collocation from the definition of investment company under seadan SQ(1) of the Investment Company Act of 1960.         IF: 3: Invest of provide that definition of investment company under seadan SQ(1) of the Investment Company Act of 1960.         IF: 3: Invest of provide that definition of investore ingestory controlly with orbit the private funder anglethod.         IF: 3: Invest of provide that definition investor (I end) of the freeder fund investore into anglethod.         IF: 4: Voide fund       Investore into and provide fund definition on number (I end) of the freeder fund in vestor into anglethod and investore into a second the provide fund funder.         IF: 4: Voide fund       Investore into and provide fund definition on number (I end) of the measer fund in vestor into anglethod and investore into a second provide fund in a measure funder.         IF: 4: Voide fund in a measure fleader annegament?       Image of private fund         Voide fund in a measure fleader annegament?       Image of private fund.         Voide fund in ander fleader annegament?       Image of private fund in vestore index analyses of unvestor?         Voide fund in a second reader and definin  |  |   |
| IDEGRETATIONCOLOCAPITAL 40X50R5, LLC         2       The private fund (check all that apply your much dark at least end):         2       The private fund (check all that apply your much dark at least end):         2       ID (gualities for the exclusion from the difficition of investment company under section 3(b(f) of the Investment Company Act of 1940)         3       ID (gualities for the exclusion from the difficition of investment company under section 3(b(f) of the Investment Company Act of 1940)         4       ID (gualities for the exclusion from the difficition of investment company under section 3(b(f) of the Investment Company Act of 1940)         6       (L) Is this a "master fund in a master-feeder arrangement?         7       (U) Is this a "master fund in a master-feeder arrangement?         8       (L) Is this a "master fund in a master-feeder arrangement?         9       ID to the feeder fund in a master-feeder arrangement?         9       ID to the feeder fund in a master-feeder arrangement?         9       ID to the master fund in a master-feeder arrangement?         9       ID to the feeder fund in a master-feeder arrangement?         9       ID to the master fund in a master-feeder arrangement?         9       ID to the master fund in a master-feeder arrangement regardless of whether you are fing a engle Schedule D. Sector 7.8 (11) for the mester-feeder arrangement according to the finded fund in a master-feeder arrangement regardless of whether you are fing a engle Schedule D.   |  |   |
| ENGLIFICACION CARTELLADVISIONELLIC         4. The strikely fund check all that capby, you must check at least one);         27. The strikely fund check all that capby, you must check at least one);         28. (1) qualities for the exclusion from the solution of meetimest correptly user action 30((1) of the Investment Correlary Act of 1940)         29. (2) qualities for the exclusion from the solution of meetimest correptly user action 30((1) of the Investment Correlary Act of 1940)         20. (a this a "master fund" in a mester feader amangement?         20.) (a this a "master fund" in a mester feader amangement?         20.) (a this a "master fund" in a mester feader amangement?         20.) (a this a "master fund" in a mester feader amangement?         20.) (a this a "master fund" in a mester feader amangement?         20.) (a this a "master fund" in a mester feader amangement?         20.) (a this a "master fund" in a mester feader amangement?         20.) (a this a "feader fund" in a mester feader amangement?         21.) (a this a "feader fund" in a mester feader amangement?         22.) (a this a "feader fund" in a mester feader amangement?         23.) (a this a "feader fund" in a mester feader amangement?         24.) (a this a "feader fund in a mester feader amangement?         25.) (a this a "feader fund information : 2 Record() Filed.         27. (a type a find g a single Schedula (). Section 7.8.(1) for a mester-feader arrangement secording to the instructions to this Section 7.8.(1) for fee and it to texto  |  |   |
| Dets: ITMOCOD_CAPITAL ADVISORS, LLC         4       The private fund (shock all that apply you must shock at lease read):         2       The private fund (shock all that apply you must shock at lease read):         2       (1) qualities for the exclusion from the definition of investment company and/er sectors SU(3) of the Investment. Company Act of 1940         3       (1) qualities for the exclusion from the definition of investment company and/er sectors SU(3) of the Investment. Company Act of 1940         4       (1) addities to the exclusion from the definition of investment company and/er sectors SU(3) of the Investment. Company Act of 1940         5       (1) addities to the exclusion from the definition of investment company and/er sectors SU(3) of the Investment. Company Act of 1940         6       (1) addities to the exclusion from the definition on the private fund in a master-feeder arrangement?       (2)         7       (2) Is this a "master fund in a master-feeder arrangement?       (2)         8       (2) Is this a "master fund in a master-feeder arrangement?       (2)         (2) Is this a "master fund in a master-feeder arrangement?       (2)         (3) Is this a "master fund in a master-feeder arrangement regardless of whether you are filing a single Schoulde D. Sector 7.8.(1) for the master fund in whith the private fund investe?         (3) Is this a "master feeder indities of whether you are filing a single Schoulde D. Sector 7.8.(1) for the master-feeder arrangement according to the instructinto to this Sector 7.8.(1) for each of the f   |  |   |
| BRGINTWOOD CAPTAL ADVISORS, LLC         The physic fund (deck all total spoky you must, check at least one).         P()         P()         P()         Display (deck all total spoky you must, check at least one).         P()         P(  |  |   |
| BRGHTWOOD CARTAL ADVISORS_LLC         4. The private fund (check all that upply) you must check at least cone;         24. The private fund (check all that upply) you must check at least cone;         27. (1) qualifies for the evolution from the definition of meetament company under section 50(1) of the Investment Company Acid 1940         28. (2) qualifies for the evolution from the definition of meetament company under section 50(1) of the Investment Company Acid 1940         28. (2) la this a "master fund" is a muster-flexel's annuagement?         29. (2) la this a "master fund" is a muster-flexel's annuagement?         20. (3) la this a "master fund" is a muster-flexel's management?         20. (4) la this a "master fund" is a muster-flexel's management?         20. (4) la this a "master fund" is a muster-flexel's management?         20. (4) la this a "master fund" is a muster-flexel's management?         20. (6) la this a "master fund" is a master-flexel's management?         20. (6) la this a "master fund" is a master-flexel's management?         20. (6) la this a "tester fund" is a master-flexel's management?         20. (6) la this a "tester fund" is a master-flexel's management?         20. (6) la this a "tester fund" is a master-flexel's management?         20. (6) la this a "tester fund" is a master-flexel's management?         20. (6) la this a "tester fund" is a master-flexel's management?         20. (6) la this a "tester fund" is a master-flexel's management according to the instructors to this Section 7.8  |  |   |
| BRIGHTWOOD CAPITAL ADVISORS, LLC         4. The private fund (check all that apply: you must check at least one):         IF: (1) qualities for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of IF: (2) qualities for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of IF: (2) qualities for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of IF: (2) qualities for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of IF: (2) qualities for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of IF: (2) qualities for the exclusion from the definition on number (If any) of the feeder funds investing in this private fund?         (a) Is this a "master fund" in a master-feeder arrangement?       (b) If yes, what is the name and private fund identification number (If any) of the master fund in which this private fund investing?         (b) If yes, what is the name and private fund identification number (If any) of the master fund in which this private fund investing?         Nume of private fund       in a master-feeder arrangement?         (c) Is this a "freeder fund which separately.         7. If you are ling a single Schedule D, Section 7.B (1) for a master-feeder arrangement according to the instructions to this Section 7. the toxing exclusions to the Section 7.B (1) for a master-feeder arrangement according to the instructions to the Sectifung autogenetic.         1. Uptuare filing a single Schedule D, Section 7.B (1) for a master-feeder arrangement according to the instructio   | Y  |   |
| BRIGHTWOOD CARTAL ADVISORS. I.I.C         4. The private fund brack all that apply, you must shack all elections:         9. (1) quarties for the exclusion from the definition of investment company under section 30((f) of the Investment Company Act of 1900         9. (2) quarties for the exclusion from the definition of investment company under section 30((f) of the Investment Company Act of 1900         9. (2) quarties for the exclusion from the definition of investment company under section 30((f) of the Investment Company Act of 1900         10. It the a "master fund" in a master-feeder arrangement?         (2) It thes a "master fund" in a master-feeder arrangement?         (3) It thes a "master fund" in a master-feeder arrangement?         (4) It thes a "master fund" in a master-feeder arrangement?         (5) It thes a "master fund" in a master-feeder arrangement?         (6) It thes a "master fund" in a master-feeder arrangement?         (7) It types, what a the nerve and physic fund/casion number (if any) of the master-fund in which this private fund/invests?         Name of physic fund/factoria number:         (1) It thes a "master funded in a master-feeder arrangement regardless of whether you are filing a single Schedule D. Section 7.8.(1) for a master-feeder arrangement according to the instructions to this Section 7.8.(1) for each of the feeder fund in which this private fund/invests?         NoTE: You must filing a single Schedule D. Section 7.8.(1) for a master-feeder arrangement according to the instructions to this Section 7.8.(1) for each of the filing a unsple Schedule D. Section 7.8.(1) for a master-feede   |  |   |
| BRGHTWOOD CAPITAL ADVISORS, ILC         The private fund (theor all that largely, you must crick at least one):         IP (1) qualities for the exclusion from the definition of investment company under section 30((1) of the Investment Company Act of 1940         IP (2) qualities for the exclusion from the definition of investment company under section 30((1) of the Investment Company Act of 1940         List the name and pointer from the definition of investment company under section 30((1) of the Investment Company Act of 1940         List the name and pointer form definition on mother (1 may) of the leader frams investing in this private from fittedification number (0 may) of the moster fram investing in this private from fittedification number (1 may) of the moster fram in which this private fram fittedification number (1 may) of the moster fram in which this private fram fittedification number (1 may) of the moster fram in which this private fram fittedification number (0 may) of the moster fram in which this private fram fittedification number (0 may) of the moster fram in which this private fram fittedification number (0 may) of the moster fram in which this private fram fittedification number (0 may) of the moster fram in which this private fram fittedification number (0 may) of the moster fram in which this private fram fittedification number (1 may) of the moster fram in which this private fram fittedification number (1 may) of the moster fram fitted fram investors?         Nome of private fram fittedification number (0 may) of the moster fram in which this private fram fittedification number (1 may) of the moster fram in which this private fram fittedification number (1 may) of the moster fram fitted fram fittedification number (1 may) of the instructions to this Section 7 B (1) for each of the fittedification number   |  |   |
| -   | D2 CAPTAL ADVISORS, LLC  and (check all that apply; you must check or lasted one): as for the exclusion from the definition of investment company under sectors 30(11) of the lowestment Company Act of 1940 as for the exclusion from the definition of investment company under sectors 30(11) of the lowestment Company Act of 1940 act of the exclusion from the definition of investment company under sectors 30(11) of the lowestment Company Act of 1940 act of the exclusion from the definition of investment company under sectors 30(11) of the lowestment Company Act of 1940 act of the exclusion from the definition of investment company under sectors 30(11) of the lowestment Company Act of 1940 act of the exclusion from the definition of investment company under sectors 30(11) of the lowestment Company Act of 1940 act of the exclusion from the definition of investment company under sectors 30(11) of the lowestment Company Act of 1940 act of the exclusion from the definition of investment company under sectors 30(11) of the lowestment Company Act of 1940 act of the exclusion from the definition of investment or approace found act of the exclusion from the definition of investment or approace found act of the exclusion from the definition of investment or approace found act of the exclusion from the definition of investment or approace found act of the exclusion from the definition of investment regardless of whether you are fing a single Schedule D. Sectors 7.B.(1) for the master act of inporting on the fund sectors 7.B.(1) for a master-feeder arrangement according to the instructions to this Sectors 7.B.(1), for each of the feeder from agritation number:  |   |
| Private   | APATTAL ADVISORS_LLC         black all that apply, you musi check al lead one):         in the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 19/0         in the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 19/0         in the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 19/0         in the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 19/0         in the exclusion from the definition on mother (if any) of the leader funds investing in this private fund investment Company Act of 19/0         in a master-feeder arrangement?         the ranse and private fund identification number (if any) of the master fund in which this private fund invests?         act fund in a master-feeder arrangement?         the ranse and private fund identification number (if any) of the master fund in which this private fund invests?         act fund in a master-feeder arrangement?         the ranse and private fund identification number (if any) of the master fund in which this private fund invests?         act fund in a master-feeder arrangement?         the ranse and private fund identification number (if any) of the master fund in which this private fund invests?         act fund identification number (if any) of the master fund in which this private fund invests?         act fund intermation : 2 Record(a) Flied.         The Ind  |   |
| (include  | ICOMPTAL ADVISORS, LLC  // check all that apply you must check at faced one): // check all that apply you must check at faced one): // check all that apply you must check at faced one): // check all that apply you must check at faced one): // company Act of 1940 // check all that apply you must check at faced one): // company Act of 1940 // check all that apply you must check at faced one): // company Act of 1940 // check all that apply you must check at faced one): // company Act of 1940 // check all that apply you must check at faced one): // company Act of 1940 // check all that apply you must check at faced one): // company Act of 1940 // check all that apply you must check at faced one): // company Act of 1940 // check all that apply you must check at faced one): // company Act of 1940 // check all that apply you must check at faced one): // company Act of 1940 // check all that apply you must check at faced one): // company Act of 1940 // check all that apply you must check at faced one): // company Act of 1940 // check all that apply you must check at faced one): // company Act of 1940 // check all that apply you must check at faced one): // company Act of 1940 // check all that apply you must check at faced one): // company Act of 1940 // check all that apply you must check at faced one): // company Act of 1940 // check all that apply you must check at faced one): // company Act of 1940 // check all that apply you must check at faced one): // company Act of 1940 // check all that apply you must check at faced one): // company Act of 1940 // check all that apply you must check at faced one): // company Act of 1940 // check all that apply you must check at faced one): // company Act of 1940 // check all that apply you must check at faced one): // company Act of 1940 // check all that apply you must check at faced one): // company Act of 1940 // check all that apply you must check at faced one): // company Act of 1940 // check at at faced one): // company Act of 1940 // check at apply you must check at lea |   |
| BRIGHTWOOD CAPITAL ADVISORS, LLC         4. The private fund (check all that apply; you must check at least one):         IF: (1) qualities for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company ID (2) qualities for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company ID (2) qualities for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company ID (2) qualities for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company ID (2) qualities for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company ID (2) qualities for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company ID (2) qualities for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company ID (2) qualities for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company ID (2) qualities for the exclusion from the definition of (2) proves fund formation in the definition of proves fund formation in the definition of (2) proves fund formation interfeeder arrangement?         (a) Is this a "leader fund" in a master-feeder arrangement?       (a) If yes, what is the name and private fund/identification number (1) any) of the master fund in which this private fund from finantic (2) for the following quarter fund in which this private fund from finance (2) for the section in the definition of the exclusion to the section in the definition of the exclusion formation : 2 Record(a) Filed.         NOTE: You use filing a single Schedule D, Section 7.B. (1) for a master-feeder arrangement according to the instructions to fund a single Schedule D,   |  |   |
| DRIGHTWOOD CAPITAL ADVISORS, LLC         4. The problem function control to definition of investment corpany under section 30(1) of the Investment Corpany Adv of 1940         5. Use problem function control to definition of investment corpany under section 30(1) of the Investment Corpany Adv of 1940         6. Use problem function control to definition of investment corpany under section 30(1) of the Investment Corpany Adv of 1940         7. Use problem function control to the investment corpany under section 30(1) of the Investment Corpany Adv of 1940         8. Use the a "master funct" in a master-flexible manupercert?         9. Use the a "master funct" in a master-flexible manupercert?         9. Use the a "master funct" in a master-flexible manupercert?         9. Use the a "master funct" in a master-flexible manupercert?         9. Use the a "master funct" in a master-flexible manupercert?         9. Use the a "master funct" in a master-flexible manupercert?         9. Use the a "master funct" in a master-flexible manupercert?         9. Use the a "master funct" in a master-flexible manupercert?         9. Use the a "master funct" in a master-flexible manupercert function within the private funct description of the master?         9. Use the device function in a master-flexible manupercert function within the private function within the private function within the private funct description of the flexible master?         9. Use the device function in a master-flexible manupercert function within the private function within private funct description for each master/flexible manupercert functi  |  |   |
| BRIGHTWOOD CAPITAL ADVISORS.11.0         4       The private fund (check all dual apply; pur must check at least one):         2       The private fund (check all dual apply; pur must check at least one):         2       Lip qualities for the acculation from the definition of investment company, under section: X(x)(r) of the Investment Company. Act of 11940         3       List the name and country, in English, of each foreign thereast regulatory automotivation which the private funds regulatory.         4       Dist this a "master fund" is a master feeder arrangement?         5       Ji is this a "master fund" in a master feeder arrangement?         6       (a) is this a "master fund" in a master feeder arrangement?         7       Bitter The The master fund in a master feeder arrangement?         8       State all fund in a master feeder arrangement?         9       Is this a "master fund" in a master feeder arrangement?         9       Is this a "mester fund in a master feeder arrangement?         9       Is this a "feeder fund" in a master feeder arrangement regardless of on-tarter you are filing a straje Schedule D. Sector 7.8.(1) for the master feeder arrangement according to the instructions to this Sector 7.8.(1) for the mastergement or reporting on the funds expanded and the definition inmaker feeder arrangement according to the instructions to this Sector 7.8.(1) for the mastergement according to the instructions to this Sector 7.8.(1) for the mastergement according to the instructions to this Sector 7.8.(1) for the mastergement according to the instructions  |  |   |
| RGHTWOOD CAPTEL ADVISORS, IL C  is private fund (sheek all that apply you must check at least one):  (1) qualifies for the exclusion from the difference investment company under section (lig(1) of the Investment Company Act of 1940 (2) qualifies for the exclusion from the difference investment according (lig(1) of the Investment Company Act of 1940 (2) qualifies for the exclusion from the difference investment according (lig(1) of the Investment Company Act of 1940 (2) qualifies for the exclusion from the difference investment according (lig(1) of the Investment Company Act of 1940 (2) qualifies for the exclusion from the difference investment according (lig(1) of the Investment Company Act of 1940 (2) qualifies for the exclusion from the difference investment according (lig(1) of the Investment Company Act of 1940 (2) qualifies for the exclusion from the difference investment according (lig(1) of the Investment Company Act of 1940 (2) qualifies for the exclusion from the difference investment according (lig(1) of the Investment Company Act of 1940 (2) qualifies (lig(1) of the Investment Company Act of 1940 (2) qualifies (lig(1) of the Investment Company Act of 1940 (2) qualifies (lig(1) of the Investment Company Act of 1940 (2) qualifies (lig(1) of the Investment Company Act of 1940 (2) qualifies (lig(1) of the Investment Company Act of 1940 (2) qualifies (lig(1) of the Investment Company Act of 1940 (2) qualifies (lig(1) of the Investment Company Act of 1940 (2) qualifies (lig(1) of the Investment Company Act of 1940 (2) qualifies (lig(1) of the Investment Company Act of 1940 (2) qualifies (lig(1) of the Investment Company Act of 1940 (3) qualifies (lig(1) of the Investment Company Act of 1940 (4) qualifies (lig(1) of the Investment Company Act of 1940 (4) qualifies (lig(1) of the Investment Company Act of 1940 (4) qualifies (lig(1) of the Investment Company Act of 1940 (4) qualifies (lig(1) of the Investment Company Act of 1940 (4) qualifies (lig(1) of the Investment Company Act of 1940 (4) qualifies (lig(1 |  |   |
| ou are fil<br>followin  | ling a single Schedule D, Section 7.B.(1) for a master-feeder arrangement and questions:<br>Feeder Fund Information : 2 Record(s) Filed.   |   |
| ERGENTINGOD CAPITAL ADVISION_LLC         4. The private fund (check all that apply you must check at least only)         7. If a private fund (check all that apply you must check at least only)         7. If a private fund (check all that apply you must check at least only)         7. If () qualities for the actualization fund the definition (interactions to properly (check 1940)         8. List the name and actuation, fund the definition (interaction you for action 30(0/1) of the Interactions Company (check 1940)         8. List the name and accurity, in English, of each foreign finance: required actuation finities         9. Note of private fund         9. These what is the name and provide fund contribution number (fung) of the fooder funds investing in this provide fund?         9. Note of private fund         9. BitletTWOOD CAPITAL OFFENDER FEEDER FLIND IV. (F). If and the advise fund in a masser-feeder arrangement?         (c)       Is this a "techer fund" in a masser-feeder arrangement?         (c)       Is this a "techer fund" in a masser-feeder arrangement?         (c)       Is this a "techer fund" in a masser-feeder arrangement regarcless of whither you are filing a single Schedule D. Section 7.8.(1) for the master fund in which the advise fund investor?         Name of private fund       Section 7.8.(1) for a master-feeder arrangement regarcless of whither you are filing a single Schedule D. Section 7.8.(1) for a master-feeder arrangement according to the instructions to the Section 7.8.(1) for each of the feeder hunds fored fund intermation : 2 Record(s) Flied.   |  |   |
| DRGETWOOD CARTIAL ADVISORS, LLC         4. The proble fund check all that spoy: you must check all sets onel;         2 <sup>1</sup> (1) qualities for the exclusion from the definition of investment company under section 30(1) of the investment Company Act of 1940         2 <sup>1</sup> (2) qualities for the exclusion from the definition of investment company under section 30(2) of the investment Company Act of 1940         3 <sup>1</sup> (2) (2) qualities for the exclusion from the definition of investment company under section 30(2) of the investment Company Act of 1940         4 <sup>1</sup> (2) (2) In this a "master fund" in a instant-floater anangement?         (2) (2) In this a "master fund" in a instant-floater anangement?         (3) (2) In this a "master fund" in a instant-floater anangement?         (4) (2) In this a "master fund" in a master-floater anangement?         (3) (3) In this a "master fund" in a master-floater anangement?         (4) (3) In this a "floater fund" in a master-floater anangement?         (5) In this a "floater fund" in a master-floater anangement?         (6) In this a "floater fund" in a master-floater anangement?         (7) In the floater fund" in a master-floater anangement?         (8) In this a "floater fund" in a master-floater floater anangement?         (9) In this a "floater fund" in a master-floater anangement?         (9) In the floater floater fund in a master-floater anangement?         (9) In the floater floater fund in a master-floater anangement?         (9) In the floater floater fund in a master-floater ana  |  |   |
| BRIGHTWOOD CAPITAL ADVISORS, LLC           The private fund (sheak all that apply: you must check all least one):           Eff. (1) audites for the acclusion from the definition of investment company under section 3(c)(1) of the investment Company Act of 1940           Eff. (2) qualities for the acclusion from the definition of investment company under section 3(c)(1) of the investment Company Act of 1940           Lt the same and country, in English, of each foreign financel regulatory automy with which the private fund's regulatered.           Lt the same and country, in English, of each foreign financel regulatory automy with which the private fund's regulatory automy with which the private fund's regulatory automy and which the private fund's fund and private fund's foreign financel regulatory automy with which the private fund's foreign financel regulatory automy with which the private fund's foreign financel regulatory automy and which the private fund's foreign financel regulatory automy with which the private fund's foreign financel regulatory automy and private fund's foreign financel regulatory automy and private fund's foreign financel regulatory automy with which the private fund's foreign financel regulatory automy and private fund in which the private fund in which the second of the foreign financel regulatory automy and private fund's financel regulatory automy and private fund's financel regulatory automy and private fund's financel regulatory and private fund's financel regulatory automy and private fund's financel regulatory   |  |   |
| SHIGHTWOOD CAPITAL ADVISORS. LLC         4. The private find (detak all that apply; you must check at least one):         2. The private find (detak all that apply; you must check at least one):         2. (1) qualities for the exclusion from the definition of investment company under sectors S(c)(1) of the Investment Company Act of 1940         3. (2) qualities for the exclusion from the definition of investment company under sectors S(c)(1) of the Investment Company Act of 1940         4. (2) to this a frequent definition of investment company under sectors S(c)(1) of the Investment Company Act of 1940         5. (2) to this a frequent definition of investment?         (2) to this a frequent definition of investment?         (3) to this a frequent definition on under of any of the feeder funds investing in the private fund?         (4) to this a frequent definition on under of any) of the nester fund in which this private fund?         (5) If yes, what is the name and private fund in the feeder funds investing in the private fund?         (6) If the a frequent frequent arrangement?         (7) If yes, what is the name and private fund in which this private fund invests?         Name of private fund?         (3) If the a strend private fund in the feeder arrangement?         (4) If the a strend private fund in the first strend in which this private fund?         (5) If yes, what is the name and private fund in the first strend in the  |  |   |
| BRIGHTWOOD         The private fur         ✓       (1) qualifie         ✓       (2) qualifie         (a) Is this a "n       (b) If yes, what         Name of private       BRIGHTWOOD         BRIGHTWOOD       BRIGHTWOOD         (c) Is this a "fe       (d) If yes, what         Name of private fur       (include the full)         NOTE: You mutarrangement of       If you are filling         funds an       (a) N         (b) F       (include the full)         (c) U       S         (d) (1) N       N         (d) (2) If       If         (e) T       If         (e) T       If      <  | ling a single Schedule D, Section 7.B.(1) for a master-feeder arrangement and questions:<br>Feeder Fund Information : 2 Record(s) Filed.<br>are filing a single Schedule D, Section 7.B.(1) for a master-feeder arranged<br>answer the following questions:<br>Name of the <i>private fund</i> :<br>BRIGHTWOOD CAPITAL OFFSHORE FEEDER FUND IV (E), LP<br><i>Private fund</i> identification number:   |   |
| BRIGHTWOOD CAPITAL ADVISORS, LLC         The private fund (check all that apply: you must check at least one):         Image: the construction of the exclusion from the definition of investment company under section 3(c)(1) of the Invest<br>(2) qualifies for the exclusion from the definition of investment company under section 3(c)(2) of the Invest<br>(2) qualifies for the exclusion from the definition of investment company under section 3(c)(2) of the Invest<br>(2) qualifies for the exclusion from the definition of investment company under section 3(c)(2) of the Invest<br>(2) Is this a 'master fund' in a master-feeder arrangement?         (a) Is this a 'master fund' in a master-feeder arrangement?         (b) If yes, what is the name and private fund identification number (if any) of the feeder fund is investing in this<br>Name of private fund.         (b) If yes, what is the name and private fund identification number (if any) of the master fund in which this priv<br>Name of private fund.         (c) Is this a 'feeder fund' in a master-feeder arrangement?         (d) If yes, what is the name and private fund identification number (if any) of the master fund in which this priv<br>Name of private fund.         Private fund dentification number:<br>(Include the '805'' prifix also)         NOTE: You must complete question 6 for each master-feeder arrangement according to the instruct<br>the following questions:         Additional Feeder Fund Information : 2 Record(s) Filed.         7. If you are filing a single Schedule D, Section 7.B (1) for a master-feeder arrangement according to the in<br>funds answer the following questions:<br>(a) Name of the private fund<br>BRIGHTWOOD CAPITAL OFFSHORE FEEDER FUND IV (E), LP <tr< td=""><td></td></tr<>  |  |   |
| BRIGHTWOOD CAPITAL ADVISORS, LLC         The private fund (check all that apply; you must check at         ✓       (1) qualifies for the exclusion from the definition of ir         ✓       (2) qualifies for the exclusion from the definition of ir         ✓       (2) qualifies for the exclusion from the definition of ir         ✓       (2) qualifies for the exclusion from the definition of ir         ✓       (2) qualifies for the exclusion from the definition of ir         ✓       (2) qualifies for the exclusion from the definition of ir         ✓       (2) qualifies for the exclusion from the definition of ir         ✓       (2) qualifies for the exclusion from the definition of ir         ✓       (2) qualifies for the exclusion from the definition of ir         (a) Is this a "master fund" in a master-feeder arrangem         (b) If yes, what is the name and private fund identification         Name of private fund.         (c) Is this a "feeder fund" in a master-feeder arrangem         (d) If yes, what is the name and private fund identification         Name of private fund.         Private fund identification number:         (include the "805-" prefix also)         NOTE: You must complete question 6 for each master-arrangement or reporting on the funds separately.         If you are filing a single Schedule D, Section 7.B.(1) for the following questions:         (a   | <ul> <li>ling a single Schedule D, Section 7.B.(1) for a master-feeder arrangement and questions:</li> <li>Feeder Fund Information : 2 Record(s) Filed.</li> <li>are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement and answer the following questions:</li> <li>Name of the <i>private fund</i>:</li> <li>BRIGHTWOOD CAPITAL OFFSHORE FEEDER FUND IV (E), LP</li> <li><i>Private fund</i> identification number:</li> <li>(include the "805-" prefix also)</li> </ul>  |   |
| RIGHTWOOD CAPITAL ADVISORS, L         e private fund (check all that apply; yi         (1) qualifies for the exclusion from t         (2) qualifies for the exclusion from t         (3) If yes, what is the name and private         Name of private fund:         (1) fyes, what is the name and private         Name of private fund:         (1) fyes, what is the name and private         Name of reporting on the funds:         (1) fyes, what is the name and private         Name of reporting on the funds:         (1) qualifies a single Schedule D, See         (2) If fung a single Schedule D, See         (3) Name of the private fund:         (4) (1) Name(s) of General Partner         BRIGHTWOOD CAPITAL  | ling a single Schedule D, Section 7.B.(1) for a master-feeder arrangement and questions:<br>Feeder Fund Information : 2 Record(s) Filed.<br>are filing a single Schedule D, Section 7.B.(1) for a master-feeder arranged answer the following questions:<br>Name of the <i>private fund</i> :<br>BRIGHTWOOD CAPITAL OFFSHORE FEEDER FUND IV (E), LP<br><i>Private fund</i> identification number:<br>(include the "805-" prefix also)<br>805-1257542289  |   |
| BRIGHTWOO<br>The <i>private fu</i><br>✓ (1) qualifi<br>✓ (2) qualifi<br>✓ (2) qualifi<br>List the name<br>(a) Is this a "<br>(b) If yes, wh<br>Name of <i>priv</i><br>BRIGHTWOO<br>BRIGHTWOO<br>(c) Is this a "<br>(d) If yes, wh<br>Name of<br><i>Private fu</i><br>(include the<br>NOTE: You marrangement<br>If you are filing<br>the following<br>Additional Fo<br>(a)<br>(b)<br>(c)<br>(c)<br>(c)<br>(c)<br>(c)<br>(c)<br>(c)<br>(c   | ling a single Schedule D, Section 7.B.(1) for a master-feeder arrangement and questions:<br>Feeder Fund Information : 2 Record(s) Filed.<br>are filing a single Schedule D, Section 7.B.(1) for a master-feeder arranged answer the following questions:<br>Name of the <i>private fund</i> :<br>BRIGHTWOOD CAPITAL OFFSHORE FEEDER FUND IV (E), LP<br><i>Private fund</i> identification number:<br>(include the "805-" prefix also)<br>805-1257542289<br>Under the laws of what state or country is the <i>private fund</i> organized:<br>State: Country:  |   |
| BRIGHTWOOD CAPITAL ADVISORS_LLC         4. The private fand (check all that apply you must check at least one):         F (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940.         F (2) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940.         6. List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.         8. List the name and country, in English, of each foreign financial regulatory authority with which the private fund?         (a) Is this a "master fund" in a master-feeder arrangement?         (b) If yea, what is the name and private fund identification number (I any) of the feeder fund in which the private fund?         (c) Is this a "feeder fund" in a master-feeder arrangement?         (d) If yea, what is the name and private fund identification number (I any) of the master fund in which the private fund invests?         Name of private fund?         (d) If yea, what is the name and private fund identification number (I any) of the master fund in which the private fund invests?         Name of private fund?         (d) If yea, what is the name and private fund identification runder: (Include the '286-' print, also)         NOTE: You must complete question 6 for each master-feeder arrangement according to the instructions to this Section 7.8 (1) for a master-feeder arrangement according to the instructions to this Section 7.8 (1) for a master-feeder arrangement according to the ins  |  |   |
| BRIGHTWOOD CAPTAL ADVISORS, LLC         4. The private fand (check all that taply: you must check at least one):         IF: (1) qualifies for the acclusion from the definition of investment company under section 3(c)(1) of the investment Company. Act of 1940         IF: (2) qualifies for the acclusion from the definition of investment company under section 3(c)(1) of the investment Company. Act of 1940         IF: (2) qualifies for the acclusion from the definition of investment company under section 3(c)(1) of the investment Company. Act of 1940         IF: (2) qualifies for the acclusion from the definition of investment company under section 3(c)(1) of the investment Company. Act of 1940         IF: (2) qualifies for the acclusion from the definition of investment company under section 3(c)(1) of the investment Company. Act of 1940         IF: (2) qualifies for the acclusion from the definition of investment company under section 3(c)(1) of the investment Company. Act of 1940         IF: (2) qualifies for the acclusion for the definition of investment company under section 3(c)(1) of the investment Company. Act of 1940         IF: (2) qualifies for the acclusion for the definition of investment Company. Act of 1940         IF: (2) qualifies a funct funct.         (3) Is this a "feeder fund" in a master-feeder arrangement?         (4) IF: you was thing a single Schedule D. Section 7.B. (1) for a master-feeder arrangement according to the instructions to this Section 7.B. (1), for a master-feeder arrangement according to the instructions to this Section 7.B. (1), for a master-feeder arrangement according to the instructions to this Section 7.B. (1), for a master-feeder ar  | ment according to the instructions to this Section 7.B.(1), for each of the feeder   |   |
| BRIGHTWOOD CAPITAL ADVISORS. LLC         4. The private fund (check all that apply; your must check at least one):         IF: (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company         Is the name and country, in English, of each foreign finance/ regulatory authority with which the private fund is registered.         No. Information Filed         6. (a) Is this a "model" fund" in a master-feeder arrangement?         (b) If yous, what is the name and private fund identification number (i) any) of the feeder funds investing in this private fund         BRIGHTWOOD CAPITAL OFFSHORE FEEDER FUND IV (E), LP       805-152754         BRIGHTWOOD CAPITAL OFFSHORE FEEDER FUND IV (F), LP       805-737230         (c) Is this a "leader fund" in a master-feeder arrangement?       (d) If yes, what is the name and private fund identification number (i) any) of the master fund in which this private fund investing in the private fund in the second for each master-feeder arrangement regardless of whether you are filing a single Schedule D. Section 7.B.(1) for a master-feeder arrangement according to the instructions to the fordiving questions:         NOTE: You must complete question 8 for each master-feeder arrangement according to the instructions to the following questions:         Additional Feeder Fund Information : 2 Record(s) Filed.         7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to the funds areaver the following questions:         (a) Mame of private fund   | ment according to the instructions to this Section 7.B.(1), for each of the feeder   |   |
| ISHTWOOD CAPITAL ADVISORS, LLC  private fund (check all that apply; you must check at least one): (1) qualifies for the exclusion from the definition of investment company under section 3(c)(7) (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) (2) qualifies for the exclusion for each foreign financial regulatory euthority with which the moder fund identification number: (Include the "805-" prefix also) (FE: You must complete question 6 for each master-feeder arrangement regardless of whether ingement or reporting on the funds separately. 2) are filing a single Schedule D, Section 7 B.(1) for a master-feeder arrangement accord funds answer the following questions: (a) Name of the private fund BRIGHTWOOD CAPITAL OFFSHORE FEEDER FUND IV (E), LP (b) Private fund identification number: (Include the "805-" prefix also) (c) Under the laws of what state or country is the private fund organized: State: Country: Cayman Islands (d) (1) Name(s) of General Partner, Manager, Trustee or Directors (or persons serving in a Name of General Partner, Manager, Trustee or Director BRIGHTWOOD CAPITAL FUND MANAGERS IV, LLC (d) (2) If filing an umbrelia registration, identify the filing adviser and/or relying adviser(s) the Filing Advis | ment according to the instructions to this Section 7.B.(1), for each of the feeder   |   |
| ou are fil<br>followin<br>dditional<br>7. If you<br>funds<br>(a)<br>(b)<br>(c)<br>(d) (1)   | HTWOOD CAPITAL ADVISORS, LLC         week fand (check all that caply, you must check at least one):         guilates for the acclusion from the definition of investment company under section 3(q)(1) of the Investment Company Act of 1940         guilates for the acclusion from the definition of investment company under section 3(q)(1) of the Investment Company Act of 1940         is ranke and downty, in English, of each foreign financear regulatory subord youth which the private fund?         No Information Filed         With a "master fund" in a master-feeder arrangement?         yes, what is the manua and private fund/dentification number (if any) of the foreign fund foreign definition number (if any) of the master fund is private fund?         With 2000 CAPITAL OFFSHORE FEEDER FUND IV (F), I P       805-7372386475         With 2000 CAPITAL OFFSHORE FEEDER FUND IV (F), I P       805-7372386475         With 2000 CAPITAL OFFSHORE FEEDER FUND IV (F), I P       805-7372386475         With 2000 CAPITAL OFFSHORE FEEDER FUND IV (F), I P       805-7372386475         With 2000 CAPITAL OFFSHORE FEEDER FUND IV (F), I P       805-7372386475         With 2000 CAPITAL OFFSHORE FEEDER FUND IV (F), I P       805-7372386475         With 2000 CAPITAL OFFSHORE FEEDER FUND IV (F), I P       805-7372386475         With 2000 CAPITAL OFFSHORE FEEDER FUND IV (F), I P       805-7372386475         With 2000 CAPITAL OFFSHORE FEEDER FUND IV (F), I P       805-71236476         Word of deformatio   |   |
| BRIGHTWOOD CAPITAL         The private fund (check a         ✓ (1) qualifies for the exit         ✓ (2) qualifies for the exit         ✓ (2) qualifies for the exit         ✓ (2) qualifies for the exit         ✓ (3) Is this a "master fund         (a) Is this a "master fund         (b) If yes, what is the name         Name of private fund         BRIGHTWOOD CAPITAL         (c) Is this a "feeder fund         (d) If yes, what is the name         Name of private fund         (d) If yes, what is the name         NAME of private fund         (d) If yes, what is the name         NOTE: You must comple         arrangement or reporting         If you are filing a single S         the following questions:         Additional Feeder Fund         (b) Private fund         (c) Under the la         State:         (d) (1) Name(s) of         BRIGHTWO         (b) Private fund         (c) Under the la         State:         (d) (2) If filing an ut         Filing Advi         BRIGHTWO         (e) The private         (f) The private         (f) The private         (f) The private  | ling a single Schedule D, Section 7.B.(1) for a master-feeder arrangement and questions:  Feeder Fund Information : 2 Record(s) Filed.  are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement and answer the following questions: Name of the <i>private fund</i> : BRIGHTWOOD CAPITAL OFFSHORE FEEDER FUND IV (E), LP  Private fund identification number: (include the "805-" prefix also) 805-1257542289  Under the laws of what state or country is the <i>private fund</i> organized: State: Country: Cayman Islands  Name(s) of General Partner, Manager, Trustee or Directors (or <i>persons</i> states) Name of General Partner, Manager, Trustee or Director BRIGHTWOOD CAPITAL FUND MANAGERS IV, LLC  If filing an <i>umbrella registration</i> , identify the <i>filing adviser</i> and/or <i>relying a</i>   | ement according to the instructions to this Section 7.B.(1), for each of the feeder   |
| BRIGHTWOOD CAPTAL ADVISORS, LLC         4. The private fand (check all that apply you must check at least one):         IF (1) qualifies for the acclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940         IF (2) qualifies for the acclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940         IF (2) qualifies for the acclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940         IF (2) qualifies for the acclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940         IF (2) qualifies for the acclusion from the definition of investment (and) investing in this private fund         IF (2) F yes, what is the name and private fund identification number (f any) of the master fund in which this private fund investing in this private fund investing in this private fund in a master-feeder arrangement?         (c) Is this a 'feeder fund in a master-feeder arrangement?         (d) IF yes, what is the name and private fund identification number (f any) of the master fund in which this private fund invests?         Name of private fund         (d) IF yes, what is the name and private fund identification number (f any) of the master fund in which this private fund invests?         Name of private fund         (e) IF yes, what is the name and private fund identification any of the master fund in which this private fund invests?         Name of private fund         (e) IF yes, what is the   | ement according to the instructions to this Section 7.B.(1), for each of the feeder  |   |
| BRGHTWOOD CAPITAL ADVISORS_LLC         4. The private fund (check all that upply; you must check at least one):         24. The private fund (check all that upply; you must check at least one):         27. (1) qualifies for the solution from the definition of meetinest correary under section SQ(1) of the investment Company Aci of 1940         28. (2) qualifies for the solution from the definition of meetinest correary under section SQ(1) of the investment Company Aci of 1940         28. (2) la this a "master fund" in a muster-flexel's narrogeneer?         29. (2) la this a "master fund" in a muster-flexel's narrogeneer?         20. (2) la this a "master fund" in a muster-flexel's narrogeneer?         20. (3) la this a "master fund" in a muster-flexel's narrogeneer?         20. (4) la this a "master fund" in a muster-flexel's narrogeneer?         20. (4) la this a "master fund" in a muster-flexel's management?         21. (5) la this a "master fund" in a master-flexel's management?         22. (6) la this a "master fund" in a master-flexel's management?         23. (6) la this a "master fund" in a master-flexel's management?         24. (6) la this a "master fund" in a master-flexel's management regardises of whether you are fling a single Schadulo 1. Section 7.8.(1) for a master-flexel's management regardises of whether you are fling a single Schadulo 1. Section 7.8.(1) for a master-flexel's management according to the instructions to this Section 7.8.(1), for each of the flexel fund attermation is section?         27. (1) you are fling a single Schadule 0. Section 7.8.(1) for a master-flexel's ma  |  |   |
| BRIGHTWOOD CAPITAL ADVISORS, LLC         4. The private fund (check all that apply; you must check at least one):         Image: Comparison of the exclusion from the definition of investment company und         Image: Comparison of the exclusion from the definition of investment company und         Image: Comparison of the exclusion from the definition of investment company und         Image: Comparison of the exclusion from the definition of investment company und         Image: Comparison of the exclusion from the definition of investment company und         Image: Comparison of the exclusion from the definition of investment company und         Image: Comparison of the exclusion from the definition of investment company und         Image: Comparison of the exclusion from the definition of investment company und         Image: Comparison of the exclusion from the definition on umber (if any) of the Name of private fund         Note: You must complete question 6 for each master-feeder arrangement regarrangement or reporting on the funds separately.         7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement regores on reporting on the funds separately.         7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement regores on reporting on the funds separately.         7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement regores on reporting on the fund identification number: (include the rivate fund identification number: (include the rivate fund identification number: (include the rivate fund)      <  | ement according to the instructions to this Section 7.B.(1), for each of the feeder  |   |
| ou are fil<br>followin<br>dditional<br>7. If you<br>funds<br>(a)<br>(b)<br>(c)<br>(d) (1)<br>(d) (2)  | ling a single Schedule D, Section 7.B.(1) for a master-feeder arrangement and g questions:<br>Feeder Fund Information : 2 Record(s) Filed.<br>Feeder Fund Information : 2 Record(s) Filed.<br>Name of the <i>private fund</i> :<br>BRIGHTWOOD CAPITAL OFFSHORE FEEDER FUND IV (E), LP<br>Private fund identification number:<br>(include the "805-" prefix also)<br>805-1257542289<br>Under the laws of what state or country is the <i>private fund</i> organized:<br>State: Country:<br>Cayman Islands<br>Name(s) of General Partner, Manager, Trustee or Directors (or <i>persons</i> s<br>Name of General Partner, Manager, Trustee or Director<br>BRIGHTWOOD CAPITAL FUND MANAGERS IV, LLC<br>If filing an <i>umbrella registration</i> , identify the <i>filing adviser</i> and/or <i>relying a</i><br>Filing Adviser/Relying Adviser Name<br>BRIGHTWOOD CAPITAL ADVISORS, LLC<br>The <i>private fund</i> (check all that apply; you must check at least one):   | ment according to the instructions to this Section 7.B.(1), for each of the feeder serving in a similar capacity): adviser(s) that sponsor(s) or manage(s) this private fund: |

<sup>(</sup>f) List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.

|  | Cayman Islands - Cayman Islands Monetary Authority  |       |
|--|---|-------|
|  |   |       |
| 7 If you   | are filing a single Schodule D. Section 7 R (1) for a master feeder arrangement according to the instructions to this Section 7 R (1) for each of the feeder  |       |
|  |   |       |
| (a)  | Name of the <i>private fund</i> :   |       |
|  | BRIGHTWOOD CAPITAL OFFSHORE FEEDER FUND IV, LP  |       |
| <i>a</i> >   |   |       |
| (d)  |   |       |
|  |   |       |
|  |   |       |
|  |   |       |
| (c)  |   |       |
|  |   |       |
|  | Cayman Islands  |       |
| (d) (1)  | Name(s) of General Partner, Manager, Trustee or Directors (or persons serving in a similar capacity):   |       |
|  | Name of General Partner, Manager, Trustee or Director   |       |
|  | BRIGHTWOOD CAPITAL FUND MANAGERS IV, LLC  |       |
|  |   |       |
| (d) (2)  |   |       |
|  |   |       |
|  |   |       |
|  |   |       |
| (e)  |   |       |
|  |   |       |
|  |   |       |
| (f)  | List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.  |       |
|  | Name of Country/English Name of Foreign Financial Regulatory Authority  |       |
|  | Cayman Islands - Cayman Islands Monetary Authority  |       |
|  |   |       |
| -  |   |       |
| -  | · · · · · · · · · · · ·   | norod |
| BRIGHTWOOD CAPITAL OFFSHORE FEEDER FUND IV, LP         (b)       Private fund identification number:<br>(include the "805-" prefix also)<br>805-7372385475         (c)       Under the laws of what state or country is the private fund organized:<br>State:         Country:<br>Cayman Islands         (d) (1)       Name(s) of General Partner, Manager, Trustee or Directors (or persons serving in a similar capacity):<br>Name of General Partner, Manager, Trustee or Director<br>BRIGHTWOOD CAPITAL FUND MANAGERS IV, LLC         (d) (2)       If filing an umbrelia registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund:<br>Filing Adviser/Relying Adviser Name<br>BRIGHTWOOD CAPITAL ADVISORS, LLC         (e)       The private fund (check all that apply; you must check at least one):<br>✓ (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940         (f)       List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.<br>Name of Country/English Name of Foreign Financial Regulatory Authority | Yes   |       |
| (a) Is this p  | rivate fund a "fund of funds"?  | 0     |
| -  |   | hethe |
| -  |   | 0     |
|  |   | ~     |
|  |   | Yes   |
|  |   | 0     |
| than "money  | market funds," to the extent provided in instruction 6.e.)?   |       |
| What type of   | fund is the <i>private fund</i> ?   |       |
| 💿 hedge fu   | ind <sup>O</sup> liquidity fund <sup>O</sup> private equity fund <sup>O</sup> real estate fund <sup>O</sup> securitized asset fund <sup>O</sup> venture capital fund <sup>O</sup> Other <i>private fund</i> :   |       |
| NOTE: For a  | Caymen Islands - Caymen Islands Monetary Authority         you are filing a single Schedule 0. Section 7.8.(1) for a master-feeder arrangement according to the instructions to this Section 7.8.(1), for each of the feeder dar answer the following questions:         ) Name of the private fund         BioCHTYDODC CATTLL OFFSHORE FEEDER FUND IV, LP         ) Name of the private fund         (model the "BDS") priority is the private fund organized:         State:       Caymer         (model the "BDS")       Caymer Islands         (I) Under the laws of what state or country is the private fund organized:         State:       Caymer         (model the "BDS")       Caymer Islands         (III)       Name of Partner, Manager, Trustee or Directors (or parsons serving in a similar capacity)::         Mane of General Partner, Manager, Trustee or Director       ERICHTWOOD CANTAL FUND MANAGERS IV, LCC         (IIII)       Thing a unduclar registration, itemity the ding advance and/or weight active action 2(c)(1) or the Investment Company under section 3(c)(1) or the Investment Company under section 3(c)(1) or the Investment Company, Act of 1940         (IV)       Quantifics for the acubian from the definition of investment company under section 3(c)(1) or the Investment Company, Act of 1940         (IV)       quantifics for the acubian from the definition of investment company under section 3(c)(1) or the Investment Company, Act of 1940         (IV)       quantifics for the acubian from the definit |       |
| Current gros   | ss asset value of the <i>private fund</i> :   |       |
| -  |   |       |
|  | 23  |       |
|  | 23  |       |
| ership   | 23  |       |

12. Minimum investment commitment required of an investor in the private fund:

|            | \$ 25       | 50,000  |  |         |
|------------|-------------|---|--|---------|
|            | NOT<br>func | FE: Report the amount routinely required of investors who are not your <i>related persons</i> (even if different from the amount set forth in the organizational documents<br>i).   | of th  | е       |
| 13.        | Арр<br>45   | roximate number of the <i>private fund's</i> beneficial owners:   |  |         |
| 14.        | Wha<br>1%   | at is the approximate percentage of the private fund beneficially owned by you and your related persons:  |  |         |
| 15.        | (a)<br>6%   | What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds:  |  |         |
|            |             | If the private fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940, are sales of the fund limited to <i>qualified clients</i> ?                    |  |         |
| 16.        | Wha<br>45%  | at is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> :   |  |         |
| <u>Yo</u>  | ur Ad       | visory Services   |  | No      |
| 17.        | (a)         | Are you a subadviser to this private fund?  |  |         |
|            | (b)         | If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the private fund. If the answer to question 17.(a) is "no," le question blank.   |  |         |
|            |             | No Information Filed  |  |         |
|            |             |   | /es  | No      |
| 18.        | (a)         | Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the private fund?  | 0  | $\odot$ |
|            | • •         | If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>private fund</i> . If the answer to question 18.(a) is leave this question blank.                            | "no,"  | 1       |
|            |             | No Information Filed  |  |         |
|            |             |   | /es  | No      |
| 19.        | Are         | your <i>clients</i> solicited to invest in the <i>private fund</i> ?  | 0  | $\odot$ |
|            | NO          | TE: For purposes of this question, do not consider feeder funds of the private fund.  |  |         |
| 20.        | Арр<br>0%   | roximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?   |  |         |
| <u>Pri</u> | vate (      | Offering  |  |         |
| 21.        | Has         | the private fund ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?  |  |         |
| 22.        | lf ye       | es, provide the <i>private fund</i> 's Form D file number (if any):   |  |         |
|            | For         | m D file number   |  |         |
|            | 021         | 1-270990  |  |         |
|            |             | 1-270992  |  |         |
|            | 021         | 1-284779  |  |         |
| B. S       | ERVI        | CE PROVIDERS  |  |         |
| <u>Au</u>  | ditors      |   | Yes  | No      |
| 23.        | (a)         | (1) Are the private fund's financial statements subject to an annual audit?   | o  | 0       |
|            |             | (2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?   | ou and your <i>related persons</i> :<br>(In the aggregate) by funds of funds:<br>In company under section 3(c)(1) of the Investment Company Act of 1940, are sales<br>on-United States persons:<br>Yes No<br>on-United States persons:<br>Yes No<br>mber, if any, of the adviser of the <i>private fund</i> . If the answer to question 17.(a) is 'no,' leave this<br>No Information Filed<br>Yes No<br>action 7.B.(1).A.3.(b)) advise the <i>private fund</i> . If the answer to question 18.(a) is 'no,''<br>No Information Filed<br>Yes No<br>a fund.<br>Yes No<br>yes No |         |
|            |             | If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm. |  |         |

# Additional Auditor Information : 1 Record(s) Filed.

If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the *private fund* uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

|  | (b)      | Name of the auditing firm:<br>RSM US LLP                           |  |   |                |              |
|--|----------|--|--|---|----------------|--------------|
|  | (c)      | The location of the auditing firm's o                              | ffice responsible for the <i>private fund</i> 's aud                                     | lit (city, state and country):  |                |              |
|  |          | City:  | State:   | Country:  |                |              |
|  |          | NEW YORK   | New York   | United States   |                |              |
|  | (d)      | In the qualities firm on independent                               | nublic coccunteria   |   | Yes            | No           |
|  | (a)      | Is the auditing firm an independent                                | public accountant?   |   | $\odot$        | 0            |
|  | (e)      | Is the auditing firm registered with t                             | he Public Company Accounting Oversigh  | t Board?  | o              | 0            |
|  |          | If yes, Public Company Accounting<br>49                            | Oversight Board-Assigned Number:   |   |                |              |
|  | (f)      | If "yes" to (e) above, is the auditing                             | firm subject to regular inspection by the P  | ublic Company Accounting Oversight Board in accordance with i   | ts rules? 💿    | 0            |
|  |          |  |  |   | V              | es No        |
| (g)  | Are the  | e private fund's audited financial sta                             | tements for the most recently completed  | iscal year distributed to the private fund's investors?   |                | 00           |
| (h)  | Do all   | of the reports prepared by the auditi                              | ng firm for the <i>private fund</i> since your las                                       | annual updating amendment contain unqualified opinions?   | <sup>1</sup>   |              |
|  |          | es O No O Report Not Yet Receive                                   |  |   |                |              |
|  |          | -  |  | our Form ADV to update your response when the report is availal   | ble.           |              |
|  | <b>,</b> | , , <b>,</b>   |  |   |                |              |
| Prime B                                      | roker    |  |  |   |                |              |
| $\mathbf{O}(\mathbf{A}_{1}, \mathbf{A}_{2})$ | Deee     | the minute funding and an more set                                 |  |   | Ye             | es No        |
| 24. (a)                                      |          | the <i>private fund</i> use one or more pr                         |  | for each prime broker the private fund uses. If the private fund u  | _              | 00           |
|  |          |  | is (b) through (e) separately for each prin  |   | ses more man   | one          |
|  |          |  |  |   |                |              |
|  |          |  | No Inform  | nation Filed  |                |              |
| <u>Custodia</u><br>25. (a)                   | Does     |  | (including the prime brokers listed above<br>espond to questions (b) through (g) below   | e) to hold some or all of its assets?<br>for each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses | e              | es No<br>• O |
|  |          |  | b) through (g) separately for each custod  |   |                |              |
|  | Addit    | tional Custodian Information : 1 Rec                               | ord(s) Filed.  |   |                |              |
|  |          |  | ' respond to questions (b) through g) belo<br>s (b) through (g) separately for each cust | w for each custodian the <i>private fund</i> uses. If the <i>private fund</i> us<br>odian.                                | es more than c | one          |
|  | (b)      | Legal name of custodian:<br>U.S. BANK NATIONAL ASSOCIATIC          | N  |   |                |              |
|  | (c)      | Primary business name of custodia<br>U.S. BANK NATIONAL ASSOCIATIC |  |   |                |              |
|  | (d)      |  | e responsible for <i>custody</i> of the <i>private</i> fu                                |   |                |              |
|  |          | City:<br>CHARLOTTE   | State:<br>North Carolina   | Country:<br>United States   |                |              |
|  |          |  |  |   | Yes            | No           |
|  | (e)      | Is the custodian a related person of                               | your firm?   |   | 0              | $\odot$      |
|  |          |  |  |   |                |              |
|  | (f)      | If the custodian is a broker-dealer, i                             | provide its SEC registration number (if an   | y):   |                |              |

(g) If the custodian is not a broker-dealer, or is a broker-dealer but does not have an SEC registration number, provide its *legal entity identifier* (if any) 6BYL5QZYBDK8S7L73M02

# **Administrator**

| (b) through (f) separately for each administrator.          Additional Administrator Information : 1 Record(s) Filed.         If the answer to question 26.(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.         (b) Name of administrator:       U.S. BANK GLOBAL FUND SERVICES (CAYMAN) LIMITED         (c) Location of administrator (sity, state and country):       Country:         (d) Is the administrator related person of your firm?       Cayman Islands         (e) Does the administrator prepare and send investor account statements to the private fund's investors?       No (provided to all investors)         (e) Does the administrator prepare and send investor account statements to the private fund's investors?       No (provided to no investors)         (f) If the answer to question 26.(e) is "no" or "some," who sends the investor account statements to the (rest of the) private fund's investors? If investor account statements are not sent to the (rest of the) private fund's investors? If investor account statements are not sent to the (rest of the) private fund's investors, respond "not applicable."         During your last fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person 57%         Include only those assets where (i) such person carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and i youstuaton used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocat |            |   | ens (b) through (f) below. If the <i>private fund</i> uses more than one administrator, you must complete<br>stions (b) through (f) below. If the <i>private fund</i> uses more than one administrator, you must com-<br>for.<br>MITED<br>State: Country:<br>Cayman Islands<br>account statements to the <i>private fund's</i> investors?<br>d to some but not all investors) No (provided to no investors)<br>tho sends the investor account statements to the (rest of the) <i>private fund's</i> investors? If investor<br><i>und's</i> investors, respond "not applicable."<br><i>I's</i> assets (by value) was valued by a <i>person</i> , such as an administrator, that is not your <i>related p</i><br>e valuation procedure established for that asset, if any, including obtaining any relevant quotes, i<br>tions or distributions, and fee calculations (including allocations) was the valuation determined<br>han you or your <i>employees</i> for marketing purposes?<br>ament agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar <i>persor</i>  | trator, you must complete au                         | ue:                                  |    |
|--|------------|---|--|--|--------------------------------------|----|
| If the answer to question 26.(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.         (c) Name of administrator:       U.S. BANK GLOBAL FUND SERVICES (CAYMAN) LIMITED         (c) Location of administrator (city, state and country):       State:       Country:         City:       State:       Country:         GRAND CAYMAN       Cayman Islands       Media         (d) Is the administrator prepare and send investor account statements to the <i>private fund's</i> investors?       Media       Media         (e) Does the administrator prepare and send investor account statements to the <i>private fund's</i> investors?       No (provided to all investors) C Some (provided to some but not all investors) C No (provided to no investors)       Media         (f) If the answer to question 26.(e) is "no" or "some," who sends the investor account statements to the (rest of the) <i>private fund's</i> investors? If investor account statements are not sent to the (rest of the) <i>private fund's</i> investors? If investor account statements are not sent to the (rest of the) <i>private fund's</i> assets (by value) was valued by a <i>person</i> , such as an administrator, that is not your <i>related person</i> 7%         Noted only those assets where (i) such <i>person</i> carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and aluation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by s <i>eron</i> .                                 |            |   | an : 1 Record(s) Filed.  "yes," respond to questions (b) through (f) below. If the <i>private fund</i> uses more than one administrator, you must complete by for each administrator.  RVICES (CAYMAN) LIMITED  state: Country: Cayman Islands Yes N person of your firm? Country: Cayman Islands Yes N (o 0 (o 0 (o 0 (o 0 (o 0 (o 0 0)))))) (o 0 (o 0 (o 0 (o 0 0)))) (o 0 (o 0 0)) (o 0 0)) (o 0 0) (o 0 0)) (o 0 0) (o |  |                                      |    |
| questions (b) through (f) separately for each administrator.         (b) Name of administrator:         U.S. BANK GLOBAL FUND SERVICES (CAYMAN) LIMITED         (c) Location of administrator (city, state and country):         City:       State:       Country:         GRAND CAYMAN       Cayman Islands         (d) Is the administrator related person of your firm?       Cayman Islands         (e) Does the administrator prepare and send investor account statements to the private fund's investors?       No (provided to all investors) Come (provided to some but not all investors) Come (provided to no investors)         (f) If the answer to question 26.(e) is "no" or "some," who sends the investor account statements to the (rest of the) private fund's investors? If investor account statements are not sent to the (rest of the) private fund's investors, respond "not applicable."         variang your last fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person related person related person of statements or distributions, and fee calculations (including allocations) was the valuation determined by s person.         response       Subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by s person.   | Additic    | ional Administrator Information : 1 Record(s) File                                  | ed.  |  |                                      |    |
| U.S. BANK GLOBAL FUND SERVICES (CAYMAN) LIMITED  (c) Location of administrator (city, state and country): City: State: Country: City: GRAND CAYMAN Cayman Islands (d) Is the administrator a <i>related person</i> of your firm? (e) Does the administrator a <i>related person</i> of your firm? (e) Does the administrator prepare and send investor account statements to the <i>private fund's</i> investors? (c) Yes (provided to all investors) Come (provided to some but not all investor) Come (provided to all investors) (f) If the answer to question 26.(e) is "no" or "some," who sends the investor account statements to the (rest of the) <i>private fund's</i> investors? If investor account statements are not sent to the (rest of the) <i>private fund's</i> investors? If investor account statements are not sent to the (rest of the) <i>private fund's</i> investors? If investor account statements are not sent to the (rest of the) <i>private fund's</i> investors? If investor account statements are not sent to the (rest of the) <i>private fund's</i> investors? If investor account statements are not sent to the (rest of the) <i>private fund's</i> investors? If investor account statements are not sent to the (rest of the) <i>private fund's</i> investors, respond "not applicable."  Ludie only those assets where (i) such <i>person</i> carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and influation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by s <i>person</i> .  Letters   |            |   |  | the <i>private fund</i> uses more than one admir     | istrator, you must complete          |    |
| <ul> <li>(c) Location of administrator (city, state and country): <ul> <li>City:</li> <li>City:</li> <li>Cayman Islands</li> </ul> </li> <li>(d) Is the administrator a related person of your firm?</li> <li>(e) Does the administrator prepare and send investor account statements to the private fund's investors?</li> <li>(e) Does the administrator prepare and send investor account statements to the private fund's investors?</li> <li>(f) If the answer to question 26.(e) is "no" or "some," who sends the investor account statements to the (rest of the) private fund's investors? If investor account statements are not sent to the (rest of the) private fund's investors? If investor account statements are not sent to the (rest of the) private fund's investors, respond "not applicable."</li> </ul>  | (b) N      | Name of administrator:  |  |  |                                      |    |
| City:       Gayman Islands         (d)       Is the administrator a related person of your firm?         (e)       Does the administrator prepare and send investor account statements to the private fund's investors?         (e)       Does the administrator prepare and send investor account statements to the private fund's investors?         (f)       If the answer to question 26.(e) is "no" or "some," who sends the investor account statements to the (rest of the) private fund's investors? If investor account statements are not sent to the (rest of the) private fund's investors, respond "not applicable."         arring your last fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person "%         clude only those assets where (i) such person carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and investor.         transmission       the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and investor.         terms       the valuation determined by a person.   | ι          | U.S. BANK GLOBAL FUND SERVICES (CAYMAN)   | LIMITED  |  |                                      |    |
| GRAND CAYMAN       Cayman Islands         (d) Is the administrator a related person of your firm?       (e) Does the administrator prepare and send investor account statements to the private fund's investors?       (e) Does the administrator prepare and send investor account statements to the private fund's investors?       (f) If the answer to question 26.(e) is "no" or "some," who sends the investor account statements to the (rest of the) private fund's investors? If investor account statements are not sent to the (rest of the) private fund's investors, respond "not applicable."         ring your last fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person%         Mude only those assets where (i) such person carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and it uation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by s rson.   | (c) L      | Location of administrator (city, state and country):                                |  |  |                                      |    |
| <ul> <li>(d) Is the administrator a related person of your firm?</li> <li>(e) Does the administrator prepare and send investor account statements to the private fund's investors?</li> <li>(e) Tes (provided to all investors) Some (provided to some but not all investors) No (provided to no investors)</li> <li>(f) If the answer to question 26.(e) is "no" or "some," who sends the investor account statements to the (rest of the) private fund's investors? If investor account statements are not sent to the (rest of the) private fund's investors, respond "not applicable."</li> </ul>  |            | -   | State:   | -  |                                      |    |
| <ul> <li>(d) Is the administrator a <i>related person</i> of your firm?</li> <li>(e) Does the administrator prepare and send investor account statements to the <i>private fund</i>'s investors?</li> <li>(f) If the answer to question 26.(e) is "no" or "some," who sends the investor account statements to the (rest of the) <i>private fund</i>'s investors? If investor account statements are not sent to the (rest of the) <i>private fund</i>'s investors, respond "not applicable."</li> <li>(f) If the answer to question 26.(e) is "no" or "some," who sends the investor account statements to the (rest of the) <i>private fund</i>'s investors? If investor account statements are not sent to the (rest of the) <i>private fund</i>'s investors, respond "not applicable."</li> <li>(ing your last fiscal year, what percentage of the <i>private fund</i>'s assets (by value) was valued by a <i>person</i>, such as an administrator, that is not your <i>related person</i> 6</li> <li>(a) ude only those assets where (i) such <i>person</i> carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and fuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by s <i>son</i>.</li> </ul>   | Ģ          | GRAND CAYMAN  |  | Cayman Islands                                       | N.                                   | _  |
| <ul> <li>Yes (provided to all investors) Some (provided to some but not all investors) No (provided to no investors)</li> <li>(f) If the answer to question 26.(e) is "no" or "some," who sends the investor account statements to the (rest of the) <i>private fund's</i> investors? If investor account statements are not sent to the (rest of the) <i>private fund's</i> investors, respond "not applicable."</li> <li>ing your last fiscal year, what percentage of the <i>private fund's</i> assets (by value) was valued by a <i>person</i>, such as an administrator, that is not your <i>related person</i> 6</li> <li>ude only those assets where (i) such <i>person</i> carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and is usation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by s <i>son</i>.</li> </ul>  | (d) Is     | Is the administrator a <i>related person</i> of your firm?                          |  |  |                                      | 5  |
| (f) If the answer to question 26.(e) is "no" or "some," who sends the investor account statements to the (rest of the) <i>private fund's</i> investors? If investor account statements are not sent to the (rest of the) <i>private fund's</i> investors, respond "not applicable."  | (e) D      | Does the administrator prepare and send investo                                     | or account statements to the <i>pri</i>  | vate fund's investors?                               |                                      |    |
| statements are not sent to the (rest of the) <i>private fund's</i> investors, respond "not applicable."<br>ring your last fiscal year, what percentage of the <i>private fund's</i> assets (by value) was valued by a <i>person</i> , such as an administrator, that is not your <i>related person</i><br>%<br>lude only those assets where (i) such <i>person</i> carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and fu<br>uation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by s<br><i>son</i> .   |            | $\odot$ Yes (provided to all investors) $\bigcirc$ Some (provided to all investors) | ded to some but not all investor   | s) $\mathbf{C}^{No}$ (provided to no investors)      |                                      |    |
| %<br>lude only those assets where (i) such <i>person</i> carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and i<br>uation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by s<br>rson.   |            |   |  |  | ″s investors? If investor accoເ      | u  |
| uation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by s<br>rson.  |            | r last fiscal year, what percentage of the private fu                               | und's assets (by value) was valu   | ed by a <i>person</i> , such as an administrator, th | at is not your <i>related person</i> | 1? |
|  | uation us  |   | •  |  |                                      |    |
|  | <u>ers</u> |   |  |  |                                      |    |
| Does the <i>nrivate fund</i> use the services of someone other than you or your <i>employees</i> for marketing purposes?   | Does th    | he nrivate fund use the services of someone othe                                    | r than you or your employees f   | or marketing purposes?                               |                                      |    |

No Information Filed

A. PRIVATE FUND

## Information About the Private Fund

- 1. (a) Name of the *private fund*: BRIGHTWOOD CAPITAL OFFSHORE FUND IV-U, LP
  - (b) *Private fund* identification number: (include the "805-" prefix also)
     805-4973857268

must complete questions (b) through (g) separately for each marketer.

| State:            | Country  | :  |
|-------------------|--|--|
| Delawa            | Ire United   | States   |
|                   |  |  |
|                   | a) of General Partner, Manager, Trustee, or Directors (or persons ser<br>and the series of the serie | ving in a similar capacity):   |
|                   | eneral Partner, Manager, Trustee, or Director  |  |
| RIGHTWC           | DOD CAPITAL FUND MANAGERS IV, LLC  |  |
| ) If filing a     | an umbrella registration, identify the filing adviser and/or relying advi  | iser(s) that sponsor(s) or manage(s) this private fund.  |
| Filing Advis      | ser/Relying Adviser Name   |  |
| BRIGHTWC          | DOD CAPITAL ADVISORS, LLC  |  |
|                   |  |  |
|                   | fund (check all that apply; you must check at least one):<br>ifies for the exclusion from the definition of investment company und   | er eastion 2(a)(1) of the Investment Company Act of 1040                                       |
|                   | ifies for the exclusion from the definition of investment company and  |  |
|                   |  |  |
| ist the nam       | ne and country, in English, of each foreign financial regulatory author  | rity with which the private fund is registered.  |
|                   | No   | Information Filed  |
|                   |  | Yes  |
| a) Is this a      | a "master fund" in a master-feeder arrangement?  | ©  |
| b) If yes, w      | what is the name and <i>private fund</i> identification number (if any) of the   | feeder funds investing in this <i>private fund</i> ?   |
| Name of <i>pr</i> |  | Private fund identification number   |
| BRIGHTWC          | DOD CAPITAL OFFSHORE FEEDER FUND IV-U, LP  | 805-9074816548   |
|                   |  | Yes  |
| ) la thia a       | a "feeder fund" in a master-feeder arrangement?  |  |
|                   | -  | 0  |
|                   | what is the name and <i>private fund</i> identification number (if any) of the<br>of <i>private fund</i> :   | master fund in which this private rund invests?  |
|                   | must complete question 6 for each master-feeder arrangement reg<br>at or reporting on the funds separately.  | ardless of whether you are filing a single Schedule D, Section 7.B.(1) for the master-feeder   |
|                   | ing a single Schedule D, Section 7.B.(1) for a master-feeder arrange g questions:  | ement according to the instructions to this Section 7.B.(1), for each of the feeder funds answ |
| Additional        | Feeder Fund Information : 1 Record(s) Filed.   |  |
| 7. If you         | are filing a single Schedule D, Section 7.B.(1) for a master-feeder ar   | rangement according to the instructions to this Section 7.B.(1), for each of the feeder        |
| funds             | answer the following questions:  |  |
| (a)               | Name of the <i>private fund</i> :  |  |
|                   | BRIGHTWOOD CAPITAL OFFSHORE FEEDER FUND IV-U, LP   |  |
| (b)               | Private fund identification number:  |  |
| . /               | (include the "805-" prefix also)   |  |
|                   | 805-9074816548   |  |
|                   |  |  |
| (c)               | Under the laws of what state or country is the private fund organize   | :d:  |
|                   | State: Country:  |  |
|                   | Cayman Islands   |  |
| (d) (1)           | Name(s) of General Partner, Manager, Trustee or Directors (or per  | sons serving in a similar capacity):   |
|                   | Name of General Partner, Manager, Trustee or Director  |  |
|                   | BRIGHTWOOD CAPITAL FUND MANAGERS IV, LLC   |  |
|                   |  |  |
| (d)(2)            | If filing an umbrella registration, identify the filing adviser and/or rel   | lying adviser(s) that sponsor(s) or manage(s) this private fund                                |
| (u) (z)           | Filing Advisor/Polving Advisor Name  | Jung autoonto, and openeerte, or manageter and private rand.                                   |

Filing Adviser/Relying Adviser Name

BRIGHTWOOD CAPITAL ADVISORS, LLC

- (e) The *private fund* (check all that apply; you must check at least one):
  - (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940
  - 2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940

(f) List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.

| Name of Country/English Name of Foreign Financial Regulatory Authority |  |  |  |
|--|--|--|--|
| Cayman Islands - Cayman Islands Monetary Authority                     |  |  |  |
|  |  |  |  |

NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

|           |   | Yes      | No      |
|-----------|---|----------|---------|
| 8.        | (a) Is this <i>private fund</i> a "fund of funds"?  | 0        | $\odot$ |
|           | NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, regardless of v they are also private funds or registered investment companies.    | wheth    | er      |
|           | (b) If yes, does the <i>private fund</i> invest in funds managed by you or by a <i>related person</i> ?   | 0        | 0       |
|           |   | Yes      | No      |
| 9.        | During your last fiscal year, did the private fund invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)? | 0        | $\odot$ |
| 10.       | What type of fund is the <i>private fund</i> ?  |          |         |
|           | O hedge fund O liquidity fund O private equity fund O real estate fund O securitized asset fund O venture capital fund O Other private fund:  |          |         |
|           | NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.   |          |         |
| 11.       | Current gross asset value of the private fund:  |          |         |
|           | \$ 190,180,491  |          |         |
| <u>Ow</u> | <u>nership</u>  |          |         |
| 12.       | Minimum investment commitment required of an investor in the <i>private fund</i> :  |          |         |
|           | \$ 10,000,000<br>NOTE: Report the amount routinely required of investors who are not your <i>related persons</i> (even if different from the amount set forth in the organizational document<br>fund).                                    | ts of th | าย      |
| 13.       | Approximate number of the <i>private fund's</i> beneficial owners:<br>4   |          |         |
| 14.       | What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> :<br>0%   |          |         |
| 15.       | (a) What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds:<br>0%  |          |         |
|           |   | Yes      | No      |
|           | (b) If the private fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940, are sales  | •        | $\circ$ |

16. What is the approximate percentage of the *private fund* beneficially owned by non-*United States persons*: 100%

# Your Advisory Services

17. (a) Are you a subadviser to this private fund?

of the fund limited to qualified clients?

(b) If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the *private fund*. If the answer to question 17.(a) is "no," leave this question blank.

Yes No

 $\odot$ 

|             |            |   | Yes     | s No    |
|-------------|------------|---|---------|---------|
| 18.         | (a)        | Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the private fund?  | 0       | $\odot$ |
|             |            | If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>private fund</i> . If the answer to question 18.(a) leave this question blank.                           | is "no  | ),"     |
|             |            | No Information Filed  |         |         |
|             |            |   | Yes     | s No    |
| 19.         | Are        | your <i>clients</i> solicited to invest in the <i>private fund</i> ?  | 0       | $\odot$ |
|             | NOT        | TE: For purposes of this question, do not consider feeder funds of the private fund.  |         |         |
| 20.         | Appi<br>0% | roximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?   |         |         |
| <u>Priv</u> | vate C     | Dffering  | Vo      | s No    |
| 21.         | Has        | the private fund ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?  | ©       |         |
| 22.         | lf ye      | s, provide the <i>private fund's</i> Form D file number (if any):   |         |         |
|             |            | m D file number   |         |         |
|             |            | I-289281  |         |         |
|             | 021        | I-289289  |         |         |
|             |            | CE PROVIDERS  |         |         |
| Aud         | litors     |   | Ye      | s No    |
| 23.         | (a)        | (1) Are the private fund's financial statements subject to an annual audit?   | o       | 0       |
|             |            | (2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?   | o       |         |
|             |            | If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the private fund uses more than one auditing firm, you must complet  | е       |         |
|             |            | questions (b) through (f) separately for each auditing firm.  |         |         |
|             |            | Additional Auditor Information : 1 Record(s) Filed.   |         |         |
|             |            | If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditing firm, you must comp questions (b) through (f) separately for each auditing firm. | ete     |         |
|             |            | (b) Name of the auditing firm:<br>RSM US LLP  |         |         |
|             |            | (a) The leastion of the suditing firm's office reasonable for the private fund's sudit (sity, state and sourth):  |         |         |
|             |            | <ul> <li>(c) The location of the auditing firm's office responsible for the <i>private fund's</i> audit (city, state and country):</li> <li>City: State: Country:</li> </ul>  |         |         |
|             |            | NEW YORK         New York         United States   |         |         |
|             |            |   | Yes     | No      |
|             |            | (d) Is the auditing firm an <i>independent public accountant</i> ?  | $\odot$ | 0       |
|             |            | (e) Is the auditing firm registered with the Public Company Accounting Oversight Board?   | o       | 0       |
|             |            | If yes, Public Company Accounting Oversight Board-Assigned Number:  |         |         |
|             |            | 49  |         |         |
|             |            | (f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules?  | o       | 0       |
|             |            |   | Ye      | s No    |
|             | (g)        | Are the private fund's audited financial statements for the most recently completed fiscal year distributed to the private fund's investors?  | o       |         |
|             |            | Do all of the reports prepared by the auditing firm for the private fund since your last annual updating amendment contain unqualified opinions?  | U       | v       |
|             |            | ⊙ Yes O No O Report Not Yet Received  |         |         |
|             |            | If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available.  |         |         |
|             |            |   |         |         |

| 24. (a       | a) Does the <i>private fund</i> use one or more prime brokers?  | ?                                 |   | 0 0                                    |
|--------------|---|-----------------------------------|---|--|
|              | If the answer to question 24.(a) is "yes," respond to qu  |                                   |   | e private fund uses more than one      |
|              | prime broker, you must complete questions (b) through   | n (e) separately for each prime   | broker.   |  |
|              |   | No Informat                       | tion Filed  |  |
|              |   |                                   |   |  |
|              |   |                                   |   |  |
| Custo        | dian  |                                   |   |  |
|              |   |                                   |   | Yes No                                 |
| 25. (a       | a) Does the <i>private fund</i> use any custodians (including th  | e prime brokers listed above) t   | o hold some or all of its assets?                       | $\odot$ $\circ$                        |
|              | If the answer to question 25.(a) is "yes," respond to que custodian, you must complete questions (b) through (g |                                   |   | rivate fund uses more than one         |
|              | Additional Custodian Information : 1 Record(s) Filed.   |                                   |   |  |
|              | If the answer to question 25.(a) is "yes," respond to custodian, you must complete questions (b) through        |                                   | -   | <i>private fund</i> uses more than one |
|              |   |                                   |   |  |
|              | (b) Legal name of custodian:<br>U.S. BANK NATIONAL ASSOCIATION  |                                   |   |  |
|              | 0.0. DANK WATIONAL ACCOUNTION   |                                   |   |  |
|              | (c) Primary business name of custodian:   |                                   |   |  |
|              | U.S. BANK NATIONAL ASSOCIATION  |                                   |   |  |
|              | (d) The location of the custodian's office responsible  | e for custody of the private func | 's assets (city, state and country):                    |  |
|              |   | State:                            | Country:  |  |
|              | CHARLOTTE   | North Carolina                    | United States   | Yes No                                 |
|              | (e) Is the custodian a <i>related person</i> of your firm?  |                                   |   | 0 0                                    |
|              |   |                                   |   | ~ ~                                    |
|              | (f) If the custodian is a broker-dealer, provide its SE   | EC registration number (if any):  |   |  |
|              | -<br>CRD Number (if any):   |                                   |   |  |
|              |   |                                   |   |  |
|              | (r) If the sustadion is not a braker dealer, or is a br   |                                   |   |  |
|              | (g) If the custodian is not a broker-dealer, or is a bro<br>6BYL5QZYBDK8S7L73M02                                | oker-dealer but does not have a   | In SEC registration number, provide its <i>legal el</i> | ntity identifier (if any)              |
|              |   |                                   |   |  |
|              |   |                                   |   |  |
| <u>Admir</u> | nistrator   |                                   |   |  |
| 26 (a        | a) Does the <i>private fund</i> use an administrator other than y   | vour firm?                        |   | Yes No                                 |
| 20. (0       | If the answer to question 26.(a) is "yes," respond to que   | -                                 | the <i>private fund</i> uses more than one administra   | O O ator, you must complete questions  |
|              | (b) through (f) separately for each administrator.  |                                   | ,   | , , , , , , , , , , , , , , , , , , ,  |
|              | Additional Administrator Information : 1 Record(s) Fi   | iled.                             |   |  |
|              |   |                                   |   |  |
|              | If the answer to question 26.(a) is "yes," respond to a questions (b) through (f) separately for each adminis   |                                   | If the <i>private fund</i> uses more than one adminis   | strator, you must complete             |
|              | (b) Name of administrator:<br>U.S. BANK GLOBAL FUND SERVICES (CAYMAN  | N) LIMITED                        |   |  |
|              | (c) Location of administrator (city, state and country)   | ):                                |   |  |
|              | City:   | State:                            | Country:  |  |
|              | GRAND CAYMAN  |                                   | Cayman Islands  | Yes No                                 |
|              | (d) Is the administrator a <i>related person</i> of your firm   | ı?                                |   | res No<br>○ ⊙                          |
|              |   |                                   |   |  |
|              | 11  |                                   |   |  |

• Yes (provided to all investors) • Some (provided to some but not all investors) • No (provided to no investors)

- (f) If the answer to question 26.(e) is "no" or "some," who sends the investor account statements to the (rest of the) *private fund*'s investors? If investor account statements are not sent to the (rest of the) *private fund*'s investors, respond "not applicable."
- 27. During your last fiscal year, what percentage of the *private fund's* assets (by value) was valued by a *person*, such as an administrator, that is not your *related person*? 84%

Include only those assets where (i) such *person* carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such *person*.

# **Marketers**

| 00  | (-) | D 11 | and the second second | <br> | <br>- 41 41 | <br>employees f | <br> |
|-----|-----|------|-----------------------|------|-------------|-----------------|------|
|     |     |      |                       |      |             |                 |      |
| 20. | lai |      |                       |      |             |                 |      |

You must answer "yes" whether the *person* acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar *person*. If the answer to question 28.(a) is "yes," respond to questions (b) through (g) below for each such marketer the *private fund* uses. If the *private fund* uses more than one marketer you must complete questions (b) through (g) separately for each marketer.

Yes No

0 0

No Information Filed

#### A. PRIVATE FUND

#### Information About the Private Fund

1. (a) Name of the *private fund*: BRIGHTWOOD CAPITAL SBIC I, LP

 (b) *Private fund* identification number: (include the "805-" prefix also)
 805-4649572698

2. Under the laws of what state or country is the private fund organized:

State: Delaware Country: United States

3. (a) Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):

|    | Name of General Partner, Manager, Trustee, or Director  |     |         |  |  |  |  |
|----|---|-----|---------|--|--|--|--|
|    | BRIGHTWOOD CAPITAL SBIC MANAGERS, LLC   |     |         |  |  |  |  |
|    |   |     |         |  |  |  |  |
|    | (b) If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund. |     |         |  |  |  |  |
|    | Filing Adviser/Relying Adviser Name   |     |         |  |  |  |  |
|    | BRIGHTWOOD CAPITAL ADVISORS, LLC  |     |         |  |  |  |  |
|    |   |     |         |  |  |  |  |
| 4. | The private fund (check all that apply; you must check at least one):   |     |         |  |  |  |  |
|    | (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940         |     |         |  |  |  |  |
|    | (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940         |     |         |  |  |  |  |
|    |   |     |         |  |  |  |  |
| 5. | List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.              |     |         |  |  |  |  |
|    | No Information Filed  |     |         |  |  |  |  |
|    |   | Yes | Nc      |  |  |  |  |
| 6. | (a) Is this a "master fund" in a master-feeder arrangement?   | 0   | $\odot$ |  |  |  |  |
|    | (b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?              |     |         |  |  |  |  |
|    | No Information Filed  |     |         |  |  |  |  |
|    |   |     |         |  |  |  |  |
|    |   | Yes | No      |  |  |  |  |
|    | (c) Is this a "feeder fund" in a master-feeder arrangement?   | 0   | $\odot$ |  |  |  |  |
|    |   |     |         |  |  |  |  |

(d) If yes, what is the name and private fund identification number (if any) of the master fund in which this private fund invests?

| Name | of | private | fund |
|------|----|---------|------|
| anno | U. | private | runu |

*Private fund* identification number: (include the "805-" prefix also)

NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1) for the master-feeder arrangement or reporting on the funds separately.

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

No Information Filed

NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

|            |   | res     | NO      |
|------------|---|---------|---------|
| 8.         | (a) Is this <i>private fund</i> a "fund of funds"?  | 0       | $\odot$ |
|            | NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, regardless of v they are also private funds or registered investment companies.    | /hethe  | эr      |
|            | (b) If yes, does the private fund invest in funds managed by you or by a related person?  | 0       | $\circ$ |
|            |   |         |         |
|            |   | Yes     | No      |
| 9.         | During your last fiscal year, did the private fund invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)? | 0       | $\odot$ |
| 10.        | What type of fund is the <i>private fund</i> ?  |         |         |
|            | ○ hedge fund ○ liquidity fund ○ private equity fund ○ real estate fund ○ securitized asset fund ⊙ venture capital fund ○ Other private fund:  |         |         |
|            | NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.   |         |         |
| 11.        | Current gross asset value of the <i>private fund</i> :  |         |         |
|            | \$ 94,821,013   |         |         |
| <u>Ow</u>  | nership   |         |         |
| 12.        | Minimum investment commitment required of an investor in the private fund:  |         |         |
|            | \$ 100,000  |         |         |
|            | NOTE: Report the amount routinely required of investors who are not your related persons (even if different from the amount set forth in the organizational document fund).   | s of th | ıe      |
| 13.        | Approximate number of the private fund's beneficial owners:   |         |         |
|            | 100   |         |         |
| 14.        | What is the approximate percentage of the private fund beneficially owned by you and your related persons:  |         |         |
|            | 36%   |         |         |
| 15.        | (a) What is the approximate percentage of the private fund beneficially owned (in the aggregate) by funds of funds:   |         |         |
|            | 3%  |         |         |
|            | (b) If the private fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940, are sales  | Yes     |         |
|            | of the fund limited to qualified clients?   | 0       | O       |
| 16.        | What is the approximate percentage of the private fund beneficially owned by non-United States persons:   |         |         |
|            | 1%  |         |         |
| <u>Υοι</u> | Ir Advisory Services  |         |         |
|            |   |         |         |

Yes No

Vac Na

|             | (b)       | ) If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the private fund. If the answer to question 17.(a) is "no," leave this question blank.                                   |          |         |  |  |  |  |  |  |  |  |
|-------------|-----------|---|----------|---------|--|--|--|--|--|--|--|--|
|             |           | No Information Filed  |          |         |  |  |  |  |  |  |  |  |
|             |           |   | Yes      | No      |  |  |  |  |  |  |  |  |
| 18.         | (a)       | Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the private fund?  | 0        | $\odot$ |  |  |  |  |  |  |  |  |
|             |           | If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>private fund</i> . If the answer to question 18.(a) is leave this question blank.                            | "no      |         |  |  |  |  |  |  |  |  |
|             |           | No Information Filed  |          |         |  |  |  |  |  |  |  |  |
|             |           |   | Yes      | No      |  |  |  |  |  |  |  |  |
| 19.         | Are       | your <i>clients</i> solicited to invest in the <i>private fund</i> ?  | 0        | $\odot$ |  |  |  |  |  |  |  |  |
|             | NO        | TE: For purposes of this question, do not consider feeder funds of the private fund.  |          |         |  |  |  |  |  |  |  |  |
| 20.         | Арр<br>0% | proximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?  |          |         |  |  |  |  |  |  |  |  |
| <u>Priv</u> | vate      | Offering  |          |         |  |  |  |  |  |  |  |  |
| 21.         | Has       | s the private fund ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?  | Yes<br>© | No      |  |  |  |  |  |  |  |  |
| 22.         |           | es, provide the <i>private fund's</i> Form D file number (if any):  |          |         |  |  |  |  |  |  |  |  |
|             |           | rm D file number<br>1-165610  |          |         |  |  |  |  |  |  |  |  |
| Au          | ditors    | <u>S</u>  |          |         |  |  |  |  |  |  |  |  |
| 23          | (2)       | (1) Are the <i>private fund's</i> financial statements subject to an annual audit?  | -        | s No    |  |  |  |  |  |  |  |  |
| 20.         | (a)       | (2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?   | •        | 0       |  |  |  |  |  |  |  |  |
|             |           | If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm. | O        | 0       |  |  |  |  |  |  |  |  |
|             |           | Additional Auditor Information : 1 Record(s) Filed.   |          |         |  |  |  |  |  |  |  |  |
|             |           | If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditing firm, you must complet questions (b) through (f) separately for each auditing firm.  | Э        |         |  |  |  |  |  |  |  |  |
|             |           | (b) Name of the auditing firm:<br>RSM US LLP  |          |         |  |  |  |  |  |  |  |  |
|             |           | (c) The location of the auditing firm's office responsible for the private fund's audit (city, state and country):  |          |         |  |  |  |  |  |  |  |  |
|             |           | City:     State:     Country:       NEW YORK     New York     United States   |          |         |  |  |  |  |  |  |  |  |
|             |           | Ye  | es l     | No      |  |  |  |  |  |  |  |  |
|             |           | (d) Is the auditing firm an <i>independent public accountant</i> ?  | )        | 0       |  |  |  |  |  |  |  |  |
|             |           | (e) Is the auditing firm registered with the Public Company Accounting Oversight Board?   | ) ·      | 0       |  |  |  |  |  |  |  |  |

If yes, Public Company Accounting Oversight Board-Assigned Number: 49

(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules? 💿 O

Yes No

| (g) | Are the private fund's audited financial statements for the most recently completed fiscal year distributed to the private fund's investors? |
|-----|--|
|-----|--|

(h) Do all of the reports prepared by the auditing firm for the private fund since your last annual updating amendment contain unqualified opinions?

If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available.

## 24. (a) Does the *private fund* use one or more prime brokers?

If the answer to question 24.(a) is "yes," respond to questions (b) through (e) below for each prime broker the *private fund* uses. If the *private fund* uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

No Information Filed

**Custodian** 

# 25. (a) Does the private fund use any custodians (including the prime brokers listed above) to hold some or all of its assets?

If the answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the *private fund* uses. If the *private fund* uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.

Additional Custodian Information : 3 Record(s) Filed.

CRD Number (if any):

| If the answer to question 25.(a) is "yes," respond to questions (b) through g) below for each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses more than one custodian, you must complete questions (b) through (g) separately for each custodian. |                                   |   |                             |  |  |  |  |
|---|-----------------------------------|---|-----------------------------|--|--|--|--|
| (b) Legal name of custodian:<br>FIRST REPUBLIC BANK   |                                   |   |                             |  |  |  |  |
| (c) Primary business name of custodian:<br>FIRST REPUBLIC BANK  |                                   |   |                             |  |  |  |  |
| (d) The location of the custodian's office responsible for  | r custody of the private fund's a | ssets (city, state and country):                        |                             |  |  |  |  |
| City:   | State:                            | Country:  |                             |  |  |  |  |
| SAN FRANCISCO   | California                        | United States   |                             |  |  |  |  |
|   |                                   |   | Yes No                      |  |  |  |  |
| (e) Is the custodian a <i>related person</i> of your firm?  |                                   |   | 00                          |  |  |  |  |
|   |                                   |   |                             |  |  |  |  |
| (f) If the custodian is a broker-dealer, provide its SEC re   | egistration number (if any):      |   |                             |  |  |  |  |
| -<br>ODD Number (if en i)   |                                   |   |                             |  |  |  |  |
| CRD Number (if any):  |                                   |   |                             |  |  |  |  |
|   |                                   |   |                             |  |  |  |  |
| (g) If the custodian is not a broker-dealer, or is a broker-<br>YWC0TIKBQM2JV8L4IV08  | -dealer but does not have an S    | EC registration number, provide its <i>legal entity</i> | identifier (if any)         |  |  |  |  |
|   |                                   |   |                             |  |  |  |  |
|   |                                   |   |                             |  |  |  |  |
| If the answer to question 25.(a) is "yes," respond to quest custodian, you must complete questions (b) through (g)  |                                   |   | ate fund uses more than one |  |  |  |  |
| (b) Legal name of custodian:<br>MB FINANCIAL BANK, NATIONAL ASSOCIATION   |                                   |   |                             |  |  |  |  |
| (c) Primary business name of custodian:<br>MB FINANCIAL BANK, NATIONAL ASSOCIATION  |                                   |   |                             |  |  |  |  |
| (d) The location of the custodian's office responsible for  | custody of the private fund's a   | ssets (city, state and country);                        |                             |  |  |  |  |
|   | ate:                              | Country:  |                             |  |  |  |  |
|   | inois                             | United States   |                             |  |  |  |  |
|   |                                   |   | Yes No                      |  |  |  |  |
| (e) Is the custodian a related person of your firm?   |                                   |   | 0 0                         |  |  |  |  |
|   |                                   |   | ~ ~                         |  |  |  |  |
| (f) If the custodian is a broker-dealer, provide its SEC re   | egistration number (if any):      |   |                             |  |  |  |  |
| -   |                                   |   |                             |  |  |  |  |

Yes No

 $\odot$   $\circ$ 

|   |  | espond to questions (b) through g) below for<br>(b) through (g) separately for each custodian  | each custodian the <i>private fund</i> uses. If the <i>private</i> .                  | <i>fund</i> uses more tha |
|---|--|--|---|---------------------------|
| (b)   | Legal name of custodian:<br>U.S. BANK, NATIONAL ASSOCIATION  | J  |   |                           |
| (c)   | Primary business name of custodian<br>U.S. BANK, NATIONAL ASSOCIATION  |  |   |                           |
| (d)   |  | responsible for custody of the private fund's a  |   |                           |
|   | City:<br>CHARLOTTE   | State:<br>North Carolina   | Country:<br>United States   |                           |
|   | CHARLOTTE  | Notur Carolina   | United States   | Y                         |
|   |  |  |   | c                         |
| X - 7   | · · · · · · · · · · · · · · · · · · ·  |  |   | ι,                        |
| (f)   | If the custodian is a broker-dealer, pro   | ovide its SEC registration number (if any):  |   |                           |
|   | -  |  |   |                           |
|   | CRD Number (if any):   |  |   |                           |
|   |  |  |   |                           |
|   |  |  |   |                           |
| rator   |  |  |   |                           |
|   |  | other than your firm?  |   |                           |
| Does<br>If the  | the <i>private fund</i> use an administrator of  | pond to questions (b) through (f) below. If the  | <i>private fund</i> uses more than one administrator, yo                              | ou must complete qu       |
| Does<br>If the<br>(b) thi                                       | the <i>private fund</i> use an administrator of answer to question 26.(a) is "yes," response of the second | pond to questions (b) through (f) below. If the ator.  | <i>private fund</i> uses more than one administrator, yo                              | ou must complete qu       |
| Does<br>If the<br>(b) thi<br><b>Addi</b><br>If th               | the <i>private fund</i> use an administrator of<br>answer to question 26.(a) is "yes," resp<br>rough (f) separately for each administra<br>tional Administrator Information : 1 Response   | pond to questions (b) through (f) below. If the ator.<br>ecord(s) Filed.<br>espond to questions (b) through (f) below. If t  | <i>private fund</i> uses more than one administrator, yo                              |                           |
| Does<br>lf the<br>(b) thi<br><b>Addi</b><br>If th<br>que        | the <i>private fund</i> use an administrator of<br>answer to question 26.(a) is "yes," resp<br>rough (f) separately for each administra<br>tional Administrator Information : 1 Ro<br>ne answer to question 26.(a) is "yes," re  | pond to questions (b) through (f) below. If the ator.<br>ecord(s) Filed.<br>espond to questions (b) through (f) below. If t  |   |                           |
| Does<br>lf the<br>(b) thi<br>Addi<br>If th<br>que<br>(b)        | the <i>private fund</i> use an administrator of<br>answer to question 26.(a) is "yes," resp<br>rough (f) separately for each administra<br>tional Administrator Information : 1 Ro<br>he answer to question 26.(a) is "yes," re<br>estions (b) through (f) separately for each<br>Name of administrator:<br>PEF SERVICES LLC   | pond to questions (b) through (f) below. If the ator.<br>ecord(s) Filed.<br>espond to questions (b) through (f) below. If t<br>ach administrator.  |   |                           |
| Does<br>lf the<br>(b) thi<br>Addi<br>If th<br>que<br>(b)        | the <i>private fund</i> use an administrator of<br>answer to question 26.(a) is "yes," resp<br>rough (f) separately for each administra<br><b>tional Administrator Information : 1 Ro</b><br>the answer to question 26.(a) is "yes," re<br>estions (b) through (f) separately for each<br>Name of administrator:<br>PEF SERVICES LLC<br>Location of administrator (city, state a   | pond to questions (b) through (f) below. If the ator.<br>ecord(s) Filed.<br>espond to questions (b) through (f) below. If the ach administrator.   | he <i>private fund</i> uses more than one administrator,                              |                           |
| Does<br>lf the<br>(b) thi<br>Addi<br>If th<br>que<br>(b)        | the <i>private fund</i> use an administrator of<br>answer to question 26.(a) is "yes," resp<br>rough (f) separately for each administra<br>tional Administrator Information : 1 Ro<br>he answer to question 26.(a) is "yes," re<br>estions (b) through (f) separately for each<br>Name of administrator:<br>PEF SERVICES LLC   | pond to questions (b) through (f) below. If the ator.<br>ecord(s) Filed.<br>espond to questions (b) through (f) below. If t<br>ach administrator.  |   |                           |
| Does<br>lf the<br>(b) thi<br>Addi<br>If th<br>que<br>(b)        | the <i>private fund</i> use an administrator of<br>answer to question 26.(a) is "yes," resp<br>rough (f) separately for each administra<br><b>tional Administrator Information : 1 Ro</b><br>he answer to question 26.(a) is "yes," re<br>estions (b) through (f) separately for each<br>Name of administrator:<br>PEF SERVICES LLC<br>Location of administrator (city, state a<br>City:   | pond to questions (b) through (f) below. If the ator. ecord(s) Filed. espond to questions (b) through (f) below. If the ach administrator. and country): State:                          | he <i>private fund</i> uses more than one administrator,<br>Country:                  |                           |
| Does<br>lf the<br>(b) thi<br>Addi<br>If th<br>que<br>(b)<br>(c) | the <i>private fund</i> use an administrator of<br>answer to question 26.(a) is "yes," resp<br>rough (f) separately for each administra<br><b>tional Administrator Information : 1 Ro</b><br>he answer to question 26.(a) is "yes," re<br>estions (b) through (f) separately for each<br>Name of administrator:<br>PEF SERVICES LLC<br>Location of administrator (city, state a<br>City:   | pond to questions (b) through (f) below. If the ator. ecord(s) Filed. espond to questions (b) through (f) below. If the ach administrator. and country): State: New Jersey               | he <i>private fund</i> uses more than one administrator,<br>Country:                  | you must complete         |
| Does<br>lf the<br>(b) thi<br>Addi<br>If th<br>que<br>(b)<br>(c) | the <i>private fund</i> use an administrator of<br>answer to question 26.(a) is "yes," resp<br>rough (f) separately for each administra<br>tional Administrator Information : 1 Ref<br>he answer to question 26.(a) is "yes," re<br>estions (b) through (f) separately for each<br>Name of administrator:<br>PEF SERVICES LLC<br>Location of administrator (city, state a<br>City:<br>WEST ORANGE<br>Is the administrator a <i>related person</i>  | pond to questions (b) through (f) below. If the ator. ecord(s) Filed. espond to questions (b) through (f) below. If the ach administrator. und country): State: New Jersey of your firm? | he <i>private fund</i> uses more than one administrator,<br>Country:<br>United States | you must complete         |
| Does<br>lf the<br>(b) thi<br>Addi<br>If th<br>que<br>(b)<br>(c) | the <i>private fund</i> use an administrator of<br>answer to question 26.(a) is "yes," resp<br>rough (f) separately for each administra-<br>tional Administrator Information : 1 Ro-<br>ne answer to question 26.(a) is "yes," re-<br>estions (b) through (f) separately for each<br>Name of administrator:<br>PEF SERVICES LLC<br>Location of administrator (city, state a<br>City:<br>WEST ORANGE<br>Is the administrator a <i>related person</i><br>Does the administrator prepare and s  | pond to questions (b) through (f) below. If the ator. ecord(s) Filed. espond to questions (b) through (f) below. If the ach administrator. and country): State: New Jersey               | he <i>private fund</i> uses more than one administrator,<br>Country:<br>United States | you must complete         |

27. During your last fiscal year, what percentage of the *private fund's* assets (by value) was valued by a *person*, such as an administrator, that is not your *related person*? 66%

Include only those assets where (i) such *person* carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such *person*.

| 28. (a) Does the private fund use the services of someone other than you or your employees for marketing purpos               |     |     |            |                       |                   |                     |                |              |                |       |
|---|-----|-----|------------|-----------------------|-------------------|---------------------|----------------|--------------|----------------|-------|
| 76. (a) Does the <i>brivate fund</i> use the services of someone other than you of your <i>employees</i> for marketing burbos | 20  | (a) | Dece the p | rivete funding        | a tha aamilaaa af | component other the |                | amplayaaafar | markating num  |       |
|   | 20. | (a) | Does the D | <i>rivale iuno</i> us | e the services of | someone other tha   | an vou or vour | employees lo | marketing burb | oses? |

|       | You must answer "yes" whether the <i>person</i> acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or s to question 28.(a) is "yes," respond to questions (b) through (g) below for each such marketer the <i>private fund</i> uses. If the <i>private fund</i> uses r must complete questions (b) through (g) separately for each marketer. | -   |         |
|-------|--|-----|---------|
|       | No Information Filed   |     |         |
| A. PI | RIVATE FUND  |     |         |
| Infoi | mation About the Private Fund  |     |         |
| 1.    | (a) Name of the <i>private fund</i> :  |     |         |
|       | BRIGHTWOOD CAPITAL SBIC II, LP<br>(b) <i>Private fund</i> identification number:<br>(include the "805" prefix else)  |     |         |
|       | (include the "805-" prefix also)<br>805-5701882517   |     |         |
| 2.    | Under the laws of what state or country is the <i>private fund</i> organized:  |     |         |
|       | State:     Country:       Delaware     United States   |     |         |
| 3.    | (a) Name(s) of General Partner, Manager, Trustee, or Directors (or <i>persons</i> serving in a similar capacity):  |     |         |
|       | Name of General Partner, Manager, Trustee, or Director           BRIGHTWOOD CAPITAL SBIC MANAGERS II, LLC  |     |         |
|       | <ul> <li>(b) If filing an <i>umbrella registration</i>, identify the <i>filing adviser</i> and/or <i>relying adviser(s)</i> that sponsor(s) or manage(s) this <i>private fund</i>.</li> <li><i>Filing Adviser/Relying Adviser</i> Name</li> <li>BRIGHTWOOD CAPITAL ADVISORS, LLC</li> </ul>  |     |         |
|       |  |     |         |
| 4.    | The private fund (check all that apply; you must check at least one):  |     |         |
|       | (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940  |     |         |
|       | (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940  |     |         |
| 5.    | List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.   |     |         |
|       | No Information Filed   |     |         |
|       |  | Yes | No      |
| 6.    | (a) Is this a "master fund" in a master-feeder arrangement?  | 0   | $\odot$ |
|       | (b) If yes, what is the name and <i>private fund</i> identification number (if any) of the feeder funds investing in this <i>private fund</i> ?  |     |         |
|       | No Information Filed   |     |         |
|       |  | Yes | No      |
|       | (c) Is this a "feeder fund" in a master-feeder arrangement?  | 0   | $\odot$ |
|       | (d) If yes, what is the name and <i>private fund</i> identification number (if any) of the master fund in which this <i>private fund</i> invests?<br>Name of <i>private fund</i> :   |     |         |
|       |  |     |         |
|       | Private fund identification number:<br>(include the "805-" prefix also)  |     |         |

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

Yes No

No Information Filed

NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

|           |   | Yes     | No                 |
|-----------|---|---------|--------------------|
| 8.        | (a) Is this <i>private fund</i> a "fund of funds"?  | 0       | $\odot$            |
|           | NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, regardless of v they are also private funds or registered investment companies.  | vheth   | _                  |
|           | (b) If yes, does the <i>private fund</i> invest in funds managed by you or by a <i>related person</i> ?   | 0       | 0                  |
|           |   | Yes     | No                 |
| 9.        | During your last fiscal year, did the <i>private fund</i> invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?  | 0       | $oldsymbol{\circ}$ |
| 10.       | What type of fund is the private fund?  |         |                    |
|           | O hedge fund O liquidity fund O private equity fund O real estate fund O securitized asset fund O venture capital fund O Other private fund:  |         |                    |
|           | NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.   |         |                    |
| 11.       | Current gross asset value of the <i>private fund</i> :<br>\$ 50,924,173   |         |                    |
| <u>Ow</u> | nership   |         |                    |
| 12.       | Minimum investment commitment required of an investor in the private fund:  |         |                    |
|           | \$ 100,000  |         |                    |
|           | NOTE: Report the amount routinely required of investors who are not your related persons (even if different from the amount set forth in the organizational document fund).   | s of t  | he                 |
| 13.       | Approximate number of the <i>private fund's</i> beneficial owners:  |         |                    |
|           | 100   |         |                    |
| 14.       | What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> :<br>6%   |         |                    |
| 15.       | (a) What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds:  |         |                    |
|           | 0%  | Yes     | No                 |
|           | (b) If the private fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940, are sales of the fund limited to <i>qualified clients</i> ?  | $\odot$ | 0                  |
| 16.       | What is the approximate percentage of the <i>private fund</i> beneficially owned by non-United States persons:<br>0%  |         |                    |
| Υοι       | Ir Advisory Services  |         |                    |
|           |   | Yes     | No                 |
| 17.       | (a) Are you a subadviser to this private fund?  | $\circ$ | $\odot$            |
|           | (b) If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the <i>private fund</i> . If the answer to question 17.(a) is "no," question blank.  | leave   | this               |
|           | No Information Filed  |         |                    |
|           |   | Yes     | No                 |
| 18.       | <ul> <li>(a) Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the <i>private fund</i>?</li> <li>(b) If the answer to grave the private fund of the new and SEC file number if any of the other ethics to the private fund?</li> </ul> | 0       | ₀⊙                 |
|           | (b) If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>private fund</i> . If the answer to question 18.(a) is leave this question blank.  | s no    | ,                  |
|           | No Information Filed  |         |                    |

|             | NOTE: For purposes of this question, do not consider feeder funds of the private fund.   |                    |          |          |
|-------------|--|--------------------|----------|----------|
| 20.         | Approximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?<br>0%   |                    |          |          |
| <u>Priv</u> | ate Offering   |                    |          |          |
| 21.         | Has the private fund ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?   | Ye                 | es M     | No<br>() |
| 22.         | If yes, provide the <i>private fund's</i> Form D file number (if any):   |                    |          | _        |
|             | Form D file number           021-192852  |                    |          |          |
| B. SE       | ERVICE PROVIDERS   |                    |          |          |
| Aud         | litors   |                    |          |          |
|             |  | Y                  | es l     | No       |
| 23.         | (a) (1) Are the <i>private fund's</i> financial statements subject to an annual audit?   | 6                  | •        | 0        |
|             | (2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?  |                    | •        | 0        |
|             | If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditing firm, you must comple<br>questions (b) through (f) separately for each auditing firm.                       | te                 |          |          |
|             | Additional Auditor Information : 1 Record(s) Filed.  |                    |          |          |
|             | If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditing firm, you must com questions (b) through (f) separately for each auditing firm.                             | plete              |          |          |
|             | (b) Name of the auditing firm:<br>RSM US LLP   |                    |          |          |
|             | (c) The location of the auditing firm's office responsible for the private fund's audit (city, state and country):   |                    |          |          |
|             | City: State: Country:  |                    |          |          |
|             | NEW YORK New York United States  | Yes                | No       |          |
|             | (d) Is the auditing firm an <i>independent public accountant</i> ?   | ©                  | 0        |          |
|             | (e) Is the auditing firm registered with the Public Company Accounting Oversight Board?  | $oldsymbol{\circ}$ | 0        |          |
|             | If yes, Public Company Accounting Oversight Board-Assigned Number:<br>49   |                    |          |          |
|             | (f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules?   | o                  | 0        |          |
|             |  | Y                  | es l     | No       |
|             | (g) Are the private fund's audited financial statements for the most recently completed fiscal year distributed to the private fund's investors?   | (                  | •        | 0        |
|             | (h) Do all of the reports prepared by the auditing firm for the private fund since your last annual updating amendment contain unqualified opinions?   |                    | _        | _        |
|             | • Yes O No O Report Not Yet Received   |                    |          |          |
|             | If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available.   |                    |          |          |
| <u>Prin</u> | ne Broker  |                    |          |          |
| 24.         | (a) Does the <i>private fund</i> use one or more prime brokers?  |                    | es I     | No<br>⊙  |
|             | If the answer to question 24.(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more prime broker, you must complete questions (b) through (e) separately for each prime broker. | than               | <u> </u> |          |

No Information Filed

| 25. (a) Does the private fund use any custodians (including the prime brokers listed above) to hold some or all of its asset | 25. | (a) | Does the <i>private fund</i> use any | custodians (including the prime | brokers listed above) to hold some | or all of its assets |
|--|-----|-----|--------------------------------------|---------------------------------|------------------------------------|----------------------|
|--|-----|-----|--------------------------------------|---------------------------------|------------------------------------|----------------------|

| he answer to question 25.(a) is "yes," re<br>todian, you must complete questions (I   | b) through (g) separately for each custo   |  |  |
|---|--|--|--|
| ditional Custodian Information : 3 Rec  | ord(s) Filed.  |  |  |
|   | respond to questions (b) through g) be<br>s (b) through (g) separately for each cu   | low for each custodian the <i>private fund</i> uses. If the <i>p</i> stodian.  | <i>rivate fund</i> uses more than        |
| <ul> <li>Legal name of custodian:<br/>FIRST REPUBLIC BANK</li> </ul>  |  |  |  |
| <ul> <li>Primary business name of custodia<br/>FIRST REPUBLIC BANK</li> </ul>   | n:   |  |  |
| I) The location of the custodian's offic  | e responsible for <i>custody</i> of the <i>private</i>   | fund's assets (city, state and country):                                       |  |
| City:<br>SAN FRANCISCO  | State:<br>California   | Country:<br>United States  |  |
| SAN FRANCISCO   | California   | United States  | Yes                                      |
| e) Is the custodian a <i>related person</i> of  | your firm?   |  | 0  |
| ) If the custodian is a broker-dealer, p  | provide its SEC registration number (if a  | iny):  |  |
| -   |  |  |  |
|   |  |  |  |
| CRD Number (if any):<br>) If the custodian is not a broker-deal<br>YWC0TIKBQM2JV8L4IV08   | er, or is a broker-dealer but does not ha  | ave an SEC registration number, provide its <i>legal ent</i>                   | ity identifier (if any)                  |
| <ul> <li>If the custodian is not a broker-deal<br/>YWC0TIKBQM2JV8L4IV08</li> <li>the answer to question 25.(a) is "yes,"</li> </ul>   |  | flow for each custodian the <i>private fund</i> uses. If the <i>p</i>          |  |
| <ul> <li>If the custodian is not a broker-deal<br/>YWC0TIKBQM2JV8L4IV08</li> <li>the answer to question 25.(a) is "yes,"<br/>ustodian, you must complete questions</li> </ul>   | respond to questions (b) through g) be   | flow for each custodian the <i>private fund</i> uses. If the <i>p</i>          |  |
| <ul> <li>If the custodian is not a broker-deal<br/>YWC0TIKBQM2JV8L4IV08</li> <li>the answer to question 25.(a) is "yes,"<br/>ustodian, you must complete questions</li> </ul>   | respond to questions (b) through g) be<br>s (b) through (g) separately for each cu   | flow for each custodian the <i>private fund</i> uses. If the <i>p</i>          |  |
| <ul> <li>If the custodian is not a broker-deal<br/>YWC0TIKBQM2JV8L4IV08</li> <li>the answer to question 25.(a) is "yes,"<br/>ustodian, you must complete questions</li> <li>Legal name of custodian:<br/>MB FINANCIAL BANK, NATIONAL AS</li> </ul>  | respond to questions (b) through g) be<br>s (b) through (g) separately for each cu<br>SSOCIATION   | flow for each custodian the <i>private fund</i> uses. If the <i>p</i>          |  |
| <ul> <li>If the custodian is not a broker-deal<br/>YWC0TIKBQM2JV8L4IV08</li> <li>the answer to question 25.(a) is "yes,"<br/>ustodian, you must complete questions</li> <li>Legal name of custodian:<br/>MB FINANCIAL BANK, NATIONAL AS</li> <li>Primary business name of custodia<br/>MB FINANCIAL BANK, NATIONAL AS</li> </ul>  | respond to questions (b) through g) be<br>s (b) through (g) separately for each cu<br>SSOCIATION   | elow for each custodian the <i>private fund</i> uses. If the <i>p</i> stodian. |  |
| <ul> <li>i) If the custodian is not a broker-deal<br/>YWC0TIKBQM2JV8L4IV08</li> <li>the answer to question 25.(a) is "yes,"<br/>ustodian, you must complete questions</li> <li>b) Legal name of custodian:<br/>MB FINANCIAL BANK, NATIONAL AS</li> <li>c) Primary business name of custodian<br/>MB FINANCIAL BANK, NATIONAL AS</li> <li>d) The location of the custodian's offic<br/>City:</li> </ul>  | respond to questions (b) through g) be<br>s (b) through (g) separately for each cus<br>SSOCIATION<br>In:<br>SSOCIATION<br>e responsible for <i>custody</i> of the <i>private</i><br>State:                           | fund's assets (city, state and country):<br>Country:                           |  |
| <ul> <li>If the custodian is not a broker-deal<br/>YWC0TIKBQM2JV8L4IV08</li> <li>the answer to question 25.(a) is "yes,"<br/>ustodian, you must complete questions</li> <li>Legal name of custodian:<br/>MB FINANCIAL BANK, NATIONAL AS</li> <li>Primary business name of custodia<br/>MB FINANCIAL BANK, NATIONAL AS</li> <li>Primary business name of custodia<br/>MB FINANCIAL BANK, NATIONAL AS</li> </ul>  | respond to questions (b) through g) be<br>s (b) through (g) separately for each cu<br>SSOCIATION<br>In:<br>SSOCIATION<br>e responsible for <i>custody</i> of the <i>private</i>                                      | fund's assets (city, state and country):                                       | <i>rivate fund</i> uses more than        |
| <ul> <li>i) If the custodian is not a broker-deal<br/>YWC0TIKBQM2JV8L4IV08</li> <li>the answer to question 25.(a) is "yes,"<br/>ustodian, you must complete questions</li> <li>i) Legal name of custodian:<br/>MB FINANCIAL BANK, NATIONAL AS</li> <li>ii) Primary business name of custodian<br/>MB FINANCIAL BANK, NATIONAL AS</li> <li>iii) Primary business name of custodian<br/>MB FINANCIAL BANK, NATIONAL AS</li> <li>iii) The location of the custodian's offic<br/>City:<br/>CHICAGO</li> </ul>                   | respond to questions (b) through g) be<br>s (b) through (g) separately for each cus<br>SSOCIATION<br>In:<br>SSOCIATION<br>e responsible for <i>custody</i> of the <i>private</i><br>State:<br>Illinois               | fund's assets (city, state and country):<br>Country:                           | <i>rivate fund</i> uses more than        |
| <ul> <li>i) If the custodian is not a broker-deal<br/>YWC0TIKBQM2JV8L4IV08</li> <li>the answer to question 25.(a) is "yes,"<br/>ustodian, you must complete questions</li> <li>i) Legal name of custodian:<br/>MB FINANCIAL BANK, NATIONAL AS</li> <li>ii) Primary business name of custodian<br/>MB FINANCIAL BANK, NATIONAL AS</li> <li>iii) The location of the custodian's offic<br/>City:<br/>CHICAGO</li> <li>ii) Is the custodian a <i>related person</i> of</li> </ul>  | respond to questions (b) through g) be<br>s (b) through (g) separately for each cus<br>SSOCIATION<br>In:<br>SSOCIATION<br>e responsible for <i>custody</i> of the <i>private</i><br>State:<br>Illinois               | Now for each custodian the <i>private fund</i> uses. If the <i>p</i> stodian.  | <i>rivate fund</i> uses more than        |
| <ul> <li>a) If the custodian is not a broker-deal YWC0TIKBQM2JV8L4IV08</li> <li>b) the answer to question 25.(a) is "yes," ustodian, you must complete questions</li> <li>b) Legal name of custodian:<br/>MB FINANCIAL BANK, NATIONAL AS</li> <li>c) Primary business name of custodian MB FINANCIAL BANK, NATIONAL AS</li> <li>d) The location of the custodian's offic City:<br/>CHICAGO</li> <li>e) Is the custodian a <i>related person</i> of If the custodian is a broker-dealer, p -</li> </ul>                      | respond to questions (b) through g) be<br>s (b) through (g) separately for each cu<br>SSOCIATION<br>In:<br>SSOCIATION<br>e responsible for <i>custody</i> of the <i>private</i><br>State:<br>Illinois<br>your firm?  | Now for each custodian the <i>private fund</i> uses. If the <i>p</i> stodian.  | <i>rivate fund</i> uses more than        |
| <ul> <li>i) If the custodian is not a broker-deal<br/>YWC0TIKBQM2JV8L4IV08</li> <li>the answer to question 25.(a) is "yes,"<br/>ustodian, you must complete questions</li> <li>i) Legal name of custodian:<br/>MB FINANCIAL BANK, NATIONAL AS</li> <li>ii) Primary business name of custodian<br/>MB FINANCIAL BANK, NATIONAL AS</li> <li>iii) The location of the custodian's offic<br/>City:<br/>CHICAGO</li> <li>ii) Is the custodian a <i>related person</i> of</li> </ul>  | respond to questions (b) through g) be<br>s (b) through (g) separately for each cu<br>SSOCIATION<br>In:<br>SSOCIATION<br>e responsible for <i>custody</i> of the <i>private</i><br>State:<br>Illinois<br>your firm?  | Now for each custodian the <i>private fund</i> uses. If the <i>p</i> stodian.  | <i>rivate fund</i> uses more than        |
| <ul> <li>i) If the custodian is not a broker-deal YWC0TIKBQM2JV8L4IV08</li> <li>the answer to question 25.(a) is "yes," ustodian, you must complete questions</li> <li>i) Legal name of custodian:<br/>MB FINANCIAL BANK, NATIONAL AS</li> <li>i) Primary business name of custodian MB FINANCIAL BANK, NATIONAL AS</li> <li>ii) The location of the custodian's offic City:<br/>CHICAGO</li> <li>is the custodian a <i>related person</i> of If the custodian is a broker-dealer, pro-<br/>CRD Number (if any):</li> </ul> | respond to questions (b) through g) be<br>s (b) through (g) separately for each cus<br>SSOCIATION<br>In:<br>SSOCIATION<br>e responsible for <i>custody</i> of the <i>private</i><br>State:<br>Illinois<br>your firm? | Now for each custodian the <i>private fund</i> uses. If the <i>p</i> stodian.  | <i>rivate fund</i> uses more than<br>Yes |

(b) Legal name of custodian: U.S. BANK NATIONAL ASSOCIATION

custodian, you must complete questions (b) through (g) separately for each custodian.

|               | (c)     | Primary business name of cust<br>U.S. BANK NATIONAL ASSOCIA |   |  |                           |
|---------------|---------|---|---|--|---------------------------|
|               | (d)     |   | office responsible for <i>custody</i> of the <i>private fund's</i> a  |  |                           |
|               |         | City:<br>CHARLOTTE  | State:<br>North Carolina  | Country:<br>United States  |                           |
|               | (e)     | Is the custodian a related perso                            | <i>n</i> of your firm?  |  | Yes No<br>○ ⊙             |
|               | (f)     | If the custodian is a broker-deal                           | er, provide its SEC registration number (if any):   |  |                           |
|               |         | -<br>CRD Number (if any):                                   |   |  |                           |
|               | (g)     | If the custodian is not a broker-o<br>6BYL5QZYBDK8S7L73M02  | lealer, or is a broker-dealer but does not have an S  | EC registration number, provide its legal entity ider  | ntifier (if any)          |
| Admini        | strator |   |   |  |                           |
| 26 (a)        | Does    | the private fund use an administ                            | ator other than your firm?  |  | Yes No                    |
| 20. (a)       |         | -   | -   | private fund uses more than one administrator, you   | u must complete questions |
|               |         | rough (f) separately for each adm                           |   | ,, ,,, ,, ,, ,, , ,, ,, ,  |                           |
|               | Addit   | tional Administrator Information                            | : 1 Record(s) Filed.  |  |                           |
|               | que     | Name of administrator:<br>PEF SERVICES LLC                  |   | e <i>private fund</i> uses more than one administrator, y  |                           |
|               |         | Location of administrator (city, s                          | tate and country).  |  |                           |
|               |         | City:   | State:  | Country:   |                           |
|               |         | WEST ORANGE   | New Jersey  | United States  |                           |
|               | (d)     | Is the administrator a related pe                           | erson of your firm?   |  | Yes No                    |
|               | (e)     | Does the administrator prepare                              | and send investor account statements to the priva   | <i>te fund's</i> investors?  |                           |
|               |         | ${oldsymbol{\mathfrak{O}}}$ Yes (provided to all investors  | ) $\bigcirc$ Some (provided to some but not all investors)  | $\mathbf{C}$ No (provided to no investors)   |                           |
|               | (f)     |   | is "no" or "some," who sends the investor account rest of the) <i>private fund's</i> investors, respond "not ap | statements to the (rest of the) <i>private fund's</i> investor plicable."  | rs? If investor account   |
|               |         |   |   |  |                           |
| 27. Du<br>83' |         | ur last fiscal year, what percentag                         | e of the private fund's assets (by value) was valued  | by a <i>person</i> , such as an administrator, that is not y   | your related person?      |
| val           |         |   | -   | ed for that asset, if any, including obtaining any rele<br>alculations (including allocations) was the valuation |                           |
| Market        | ers     |   |   |  |                           |
| 28. (a)       | Does    | the private fund use the services                           | of someone other than you or your employees for   | marketing purposes?  | Yes No                    |

You must answer "yes" whether the *person* acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar *person*. If the answer to question 28.(a) is "yes," respond to questions (b) through (g) below for each such marketer the *private fund* uses. If the *private fund* uses more than one marketer you must complete questions (b) through (g) separately for each marketer.

## No Information Filed

#### Item 8 Participation or Interest in Client Transactions

In this Item, we request information about your participation and interest in your *clients*' transactions. This information identifies additional areas in which conflicts of interest may occur between you and your *clients*. Newly-formed advisers should base responses to these questions on the types of participation and interest that you expect to engage in during the next year.

Like Item 7, Item 8 requires you to provide information about you and your related persons, including foreign affiliates.

# Proprietary Interest in Client Transactions A. Do you or any related person: (1) buy securities for yourself from advisory clients, or sell securities you own to advisory clients (principal transactions)? Image: Client Cli

#### Sales Interest in Client Transactions

| E | B. Do  | you or any related person:   | Yes     | No      |  |
|---|--------|--|---------|---------|--|
|   | (1     | ) as a broker-dealer or registered representative of a broker-dealer, execute securities trades for brokerage customers in which advisory <i>client</i> securities are sold to or bought from the brokerage customer (agency cross transactions)?        | 0       | $\odot$ |  |
|   | (2     | recommend to advisory <i>clients</i> , or act as a purchaser representative for advisory <i>clients</i> with respect to, the purchase of securities for which you or any <i>related</i> person serves as underwriter or general or managing partner?     | $\odot$ | 0       |  |
|   | (3     | ) recommend purchase or sale of securities to advisory <i>clients</i> for which you or any <i>related person</i> has any other sales interest (other than the receipt of sales commissions as a broker or registered representative of a broker-dealer)? | 0       | ©       |  |
| I | Invest | ment or Brokerage Discretion   |         |         |  |

| C. | Do you or any related person have discretionary authority to determine the:   | Yes      | s No | 0 |
|----|---|----------|------|---|
|    | (1) securities to be bought or sold for a <i>client's</i> account?  | $\odot$  | C    | ) |
|    | (2) amount of securities to be bought or sold for a <i>client's</i> account?  | $\odot$  | C    | ) |
|    | (3) broker or dealer to be used for a purchase or sale of securities for a <i>client's</i> account?   | $\odot$  | C    | ) |
|    | (4) commission rates to be paid to a broker or dealer for a <i>client's</i> securities transactions?  | o        | 0    | ) |
| D. | If you answer "yes" to C.(3) above, are any of the brokers or dealers related persons?  | 0        |      | Ð |
| E. | Do you or any related person recommend brokers or dealers to clients?   | 0        | •    | ð |
| F. | If you answer "yes" to E. above, are any of the brokers or dealers related persons?   | 0        | C    | ) |
| G. | (1) Do you or any related person receive research or other products or services other than execution from a broker-dealer or a third party ("soft dollar benefits") in connection with <i>client</i> securities transactions?                                     | 0        | C    | ð |
|    | (2) If "yes" to G.(1) above, are all the "soft dollar benefits" you or any <i>related persons</i> receive eligible "research or brokerage services" under section 28(e) of the Securities Exchange Act of 1934?   | 0        | C    | ) |
| Н. | (1) Do you or any related person, directly or indirectly, compensate any person that is not an employee for client referrals?   | 0        | •    | ð |
|    | (2) Do you or any <i>related person</i> , directly or indirectly, provide any <i>employee</i> compensation that is specifically related to obtaining <i>clients</i> for the firm (cash or nor compensation in addition to the <i>employee</i> 's regular salary)? | n-cash O | œ    | ð |
| I. | Do you or any related person, including any employee, directly or indirectly, receive compensation from any person (other than you or any related person) for client  | 0        | o    | 5 |

In your response to Item 8.I., do not include the regular salary you pay to an employee.

In responding to Items 8.H. and 8.I., consider all cash and non-cash compensation that you or a related person gave to (in answering Item 8.H.) or received from (in answering Item 8.I.) any person in exchange for client referrals, including any bonus that is based, at least in part, on the number or amount of client referrals.

#### Item 9 Custody

referrals?

In this Item, we ask you whether you or a *related person* has *custody* of *client* (other than *clients* that are investment companies registered under the Investment Company Act of 1940) assets and about your custodial practices.

|     |            | (a) cash or bank accounts?  |   | 0       | $\odot$ |
|-----|------------|---|---|---------|---------|
|     |            | (b) securities?   |   | 0       | $\odot$ |
|     | clier      |   | to Item 9.A.(1)(a) and (b) if you have custody solely because (i) you deduct your advisory fees directly from y<br>assets in connection with advisory services you provide to clients, but you have overcome the presumption t<br>Jle 206(4)-2(d)(5)) from the related person.  |         | ou      |
|     | (2)        | If you checked "yes" to Item 9.A.(1)(a) or (b), what is the a   | approximate amount of <i>client</i> funds and securities and total number of <i>clients</i> for which you have <i>custody</i> :   |         |         |
|     |            | U.S. Dollar Amount Tota   | al Number of <i>Client</i> s  |         |         |
|     |            | (a) \$ (b)  |   |         |         |
|     | of th      | hose assets and the number of those clients in your respon<br>vide to clients, do not include the amount of those assets a  | custody solely because you deduct your advisory fees directly from your clients' accounts, do not include th<br>nse to Item 9.A.(2). If your related person has custody of client assets in connection with advisory services yc<br>and number of those clients in your response to 9.A.(2). Instead, include that information in your response to  | bu      |         |
| B.  | (1)        | In connection with advisory services you provide to <i>clients</i> (a) cash or bank accounts?   | s, do any of your related persons have custody of any of your advisory clients':  | Yes     | No      |
|     |            | (b) securities?   |   | -       | õ       |
|     | You        | are required to answer this item regardless of how you an   | nswered Item 9.A.(1)(a) or (b).   |         |         |
|     | (2)        | If you checked "yes" to Item 9.B.(1)(a) or (b), what is the a <i>custody</i> :  | approximate amount of <i>client</i> funds and securities and total number of <i>clients</i> for which your <i>related persons</i>   | have    |         |
|     |            | U.S. Dollar Amount Tota   | al Number of <i>Client</i> s  |         |         |
|     |            | (a) \$ 3,518,539,785 (b) 1  | 15  |         |         |
| C.  | (1)<br>(2) | A qualified custodian(s) sends account statements at lease<br>An <i>independent public accountant</i> audits annually the po-<br>investors in the pools.<br>An <i>independent public accountant</i> conducts an annual se | ecurities in connection with advisory services you provide to <i>clients</i> , check all the following that apply:<br>ast quarterly to the investors in the pooled investment vehicle(s) you manage.<br>boled investment vehicle(s) that you manage and the audited financial statements are distributed to the<br>urprise examination of <i>client</i> funds and securities.<br>control report with respect to custodial services when you or your <i>related persons</i> are qualified custodians |         |         |
|     | repo       |   | of Schedule D the accountants that are engaged to perform the audit or examination or prepare an internal o<br>ditor information in Section 9.C. of Schedule D if you already provided this information with respect to the priv  |         | bl      |
| D.  | Doy        | you or your <i>related person(s)</i> act as qualified custodians fo   | or your <i>clients</i> in connection with advisory services you provide to <i>clients</i> ?   | Yes     | No      |
|     | (1)        | you act as a qualified custodian  |   | $\circ$ | $\odot$ |
|     | (2)        | your related person(s) act as qualified custodian(s)  |   | 0       | $\odot$ |
|     | -          |   | ct as qualified custodians (other than any mutual fund transfer agent pursuant to rule 206(4)-2(b)(1)) must be<br>r you have determined the related person to be operationally independent under rule 206(4)-2 of the Adviser   |         |         |
| E.  | -          | ou are filing your <i>annual updating amendment</i> and you wer<br>e (MM/YYYY) the examination commenced:   | re subject to a surprise examination by an <i>independent public accountant</i> during your last fiscal year, provid  | e the   |         |
| F.  | •          | ou or your <i>related persons</i> have <i>custody</i> of <i>client</i> funds or se<br>your <i>clients</i> in connection with advisory services you provide  | ecurities, how many <i>persons</i> , including, but not limited to, you and your <i>related persons,</i> act as qualified cus<br>te to <i>clients?</i>  | todia   | ns      |
|     |            |   |   |         |         |
| SEC | TION       | 9.C. Independent Public Accountant  |   |         |         |

No Information Filed

# Item 10 Control Persons

In this Item, we ask you to identify every person that, directly or indirectly, controls you. If you are filing an umbrella registration, the information in Item 10 should be provided for the filing adviser only.

If you are submitting an initial application or report, you must complete Schedule A and Schedule B. Schedule A asks for information about your direct owners and executive officers. Schedule B asks for information about your indirect owners. If this is an amendment and you are updating information you reported on either Schedule A or Schedule B (or both) that you filed with your initial application or report, you must complete Schedule C.

A. Does any person not named in Item 1.A. or Schedules A, B, or C, directly or indirectly, control your management or policies?

Yes No

 $\odot$ 

0

 $\circ$   $\circ$ 

If yes, complete Section 10.A. of Schedule D.

B. If any *person* named in Schedules A, B, or C or in Section 10.A. of Schedule D is a public reporting company under Sections 12 or 15(d) of the Securities Exchange Act of 1934, please complete Section 10.B. of Schedule D.

**SECTION 10.A.** Control Persons

No Information Filed

SECTION 10.B. Control Person Public Reporting Companies

No Information Filed

#### Item 11 Disclosure Information

In this Item, we ask for information about your disciplinary history and the disciplinary history of all your *advisory affiliates*. We use this information to determine whether to grant your application for registration, to decide whether to revoke your registration or to place limitations on your activities as an investment adviser, and to identify potential problem areas to focus on during our on-site examinations. One event may result in "yes" answers to more than one of the questions below. In accordance with General Instruction 5 to Form ADV, "you" and "your" include the *filing adviser* and all *relying advisers* under an *umbrella registration*.

Your advisory affiliates are: (1) all of your current *employees* (other than *employees* performing only clerical, administrative, support or similar functions); (2) all of your officers, partners, or directors (or any *person* performing similar functions); and (3) all *persons* directly or indirectly *controlling* you or *controlled* by you. If you are a "separately identifiable department or division" (SID) of a bank, see the Glossary of Terms to determine who your *advisory affiliates* are.

If you are registered or registering with the SEC or if you are an exempt reporting adviser, you may limit your disclosure of any event listed in Item 11 to ten years following the date of the event. If you are registered or registering with a state, you must respond to the questions as posed; you may, therefore, limit your disclosure to ten years following the date of an event only in responding to Items 11.A.(1), 11.A.(2), 11.B.(2), 11.D.(4), and 11.H.(1)(a). For purposes of calculating this ten-year period, the date of an event is the date the final order, judgment, or decree was entered, or the date any rights of appeal from preliminary orders, judgments, or decrees lapsed.

You must complete the appropriate Disclosure Reporting Page ("DRP") for "yes" answers to the questions in this Item 11.

|   | Yes No |
|---|--------|
| Do any of the events below involve you or any of your supervised persons?   | 0 0    |
| For "yes" answers to the following questions, complete a Criminal Action DRP:   |        |
| A. In the past ten years, have you or any advisory affiliate:   | Yes No |
| (1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign, or military court to any felony? | 0 0    |
| (2) been <i>charged</i> with any <i>felony</i> ?  | 0 0    |
|   |        |

If you are registered or registering with the SEC, or if you are reporting as an exempt reporting adviser, you may limit your response to Item 11.A.(2) to charges that are currently pending.

- B. In the past ten years, have you or any *advisory affiliate*:
  - (1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign, or military court to a *misdemeanor* involving: investments or an *investment-* related business, or any fraud, false statements, or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, extortion, or a conspiracy to commit any of these offenses?
  - (2) been charged with a misdemeanor listed in Item 11.B.(1)?

If you are registered or registering with the SEC, or if you are reporting as an exempt reporting adviser, you may limit your response to Item 11.B.(2) to charges that are currently pending.

| <u>For</u> | For "yes" answers to the following questions, complete a Regulatory Action DRP:   |                    |     |         |  |
|------------|---|--------------------|-----|---------|--|
| C.         | C. Has the SEC or the Commodity Futures Trading Commission (CFTC) ever:   |                    | Yes | No      |  |
|            | (1) found you or any advisory affiliate to have made a false statement or omission?   |                    | 0   | $\odot$ |  |
|            | (2) found you or any advisory affiliate to have been involved in a violation of SEC or CFTC regulations or statutes?  |                    | 0   | $\odot$ |  |
|            | (3) found you or any advisory affiliate to have been a cause of an investment-related business having its authorization to do business denied, susp restricted? | ended, revoked, or | 0   | $\odot$ |  |
|            | (4) entered an order against you or any advisory affiliate in connection with investment-related activity?  |                    | 0   | $\odot$ |  |

|     | (5) imposed a civil money penalty on you or any advisory affiliate, or ordered you or any advisory affiliate to cease and desist from any activity?  | 0   | $\odot$            |
|-----|--|-----|--------------------|
| D.  | Has any other federal regulatory agency, any state regulatory agency, or any foreign financial regulatory authority:   |     |                    |
|     | (1) ever found you or any advisory affiliate to have made a false statement or omission, or been dishonest, unfair, or unethical?  | 0   | $\odot$            |
|     | (2) ever found you or any advisory affiliate to have been involved in a violation of investment-related regulations or statutes?   | 0   | $\odot$            |
|     | (3) ever found you or any advisory affiliate to have been a cause of an investment-related business having its authorization to do business denied, suspended, revoked, or restricted?   | 0   | $oldsymbol{\circ}$ |
|     | (4) in the past ten years, entered an order against you or any advisory affiliate in connection with an investment-related activity?   | 0   | $\odot$            |
|     | (5) ever denied, suspended, or revoked your or any advisory affiliate's registration or license, or otherwise prevented you or any advisory affiliate, by order, from associating with an investment-related business or restricted your or any advisory affiliate's activity?         | 0   | o                  |
| E.  | Has any self-regulatory organization or commodities exchange ever:   |     |                    |
|     | (1) found you or any advisory affiliate to have made a false statement or omission?  | 0   | $\odot$            |
|     | (2) found you or any advisory affiliate to have been involved in a violation of its rules (other than a violation designated as a "minor rule violation" under a plan approved by the SEC)?  | d O | $\odot$            |
|     | (3) found you or any advisory affiliate to have been the cause of an investment-related business having its authorization to do business denied, suspended, revoked, or restricted?  | 0   | $\odot$            |
|     | (4) disciplined you or any advisory affiliate by expelling or suspending you or the advisory affiliate from membership, barring or suspending you or the advisory affiliate from association with other members, or otherwise restricting your or the advisory affiliate's activities? | 0   | O                  |
| F.  | Has an authorization to act as an attorney, accountant, or federal contractor granted to you or any advisory affiliate ever been revoked or suspended?   | 0   | $\odot$            |
| G.  | Are you or any advisory affiliate now the subject of any regulatory proceeding that could result in a "yes" answer to any part of Item 11.C., 11.D., or 11.E.?   | 0   | o                  |
| For | "yes" answers to the following questions, complete a Civil Judicial Action DRP:  |     |                    |
| H.  | (1) Has any domestic or foreign court:   | Yes | No                 |
|     | (a) in the past ten years, enjoined you or any advisory affiliate in connection with any investment-related activity?  | 0   | $\odot$            |
|     | (b) ever found that you or any advisory affiliate were involved in a violation of investment-related statutes or regulations?  | 0   | $\odot$            |
|     | (c) ever dismissed, pursuant to a settlement agreement, an investment-related civil action brought against you or any advisory affiliate by a state or foreign financial regulatory authority?   | 0   | $\odot$            |
|     | (2) Are you or any advisory affiliate now the subject of any civil proceeding that could result in a "yes" answer to any part of Item 11.H.(1)?  | 0   | $oldsymbol{\circ}$ |
|     |  |     |                    |

# Item 12 Small Businesses

The SEC is required by the Regulatory Flexibility Act to consider the effect of its regulations on small entities. In order to do this, we need to determine whether you meet the definition of "small business" or "small organization" under rule 0-7.

Answer this Item 12 only if you are registered or registering with the SEC **and** you indicated in response to Item 5.F.(2)(c) that you have regulatory assets under management of less than \$25 million. You are not required to answer this Item 12 if you are filing for initial registration as a state adviser, amending a current state registration, or switching from SEC to state registration.

For purposes of this Item 12 only:

- Total Assets refers to the total assets of a firm, rather than the assets managed on behalf of *clients*. In determining your or another *person's* total assets, you may use the total assets shown on a current balance sheet (but use total assets reported on a consolidated balance sheet with subsidiaries included, if that amount is larger).
- Control means the power to direct or cause the direction of the management or policies of a *person*, whether through ownership of securities, by contract, or otherwise. Any *person* that directly or indirectly has the right to vote 25 percent or more of the voting securities, or is entitled to 25 percent or more of the profits, of another *person* is presumed to *control* the other *person*.

|      |   | Yes     | No |  |  |  |
|------|---|---------|----|--|--|--|
| А.   | Did you have total assets of \$5 million or more on the last day of your most recent fiscal year?   | $\circ$ | 0  |  |  |  |
| If " | If "yes," you do not need to answer Items 12.B. and 12.C.   |         |    |  |  |  |
|      |   |         |    |  |  |  |
| В.   | Do you:   |         |    |  |  |  |
|      | (1) control another investment adviser that had regulatory assets under management (calculated in response to Item 5.F.(2)(c) of Form ADV) of \$25 million or more on the last day of its most recent fiscal year?                                    | 0       | 0  |  |  |  |
|      | (2) control another person (other than a natural person) that had total assets of \$5 million or more on the last day of its most recent fiscal year?   | $\circ$ | 0  |  |  |  |
| C.   | Are you:  |         |    |  |  |  |
|      | (1) controlled by or under common control with another investment adviser that had regulatory assets under management (calculated in response to Item 5.F.(2)(c) of Form ADV) of \$25 million or more on the last day of its most recent fiscal year? | 0       | 0  |  |  |  |
|      | (2) controlled by or under common control with another person (other than a natural person) that had total assets of \$5 million or more on the last day of its most recent fiscal year?  | 0       | 0  |  |  |  |

#### Schedule A

# **Direct Owners and Executive Officers**

- 1. Complete Schedule A only if you are submitting an initial application or report. Schedule A asks for information about your direct owners and executive officers. Use Schedule C to amend this information.
- 2. Direct Owners and Executive Officers. List below the names of:
  - (a) each Chief Executive Officer, Chief Financial Officer, Chief Operations Officer, Chief Legal Officer, Chief Compliance Officer(Chief Compliance Officer is required if you are registered or applying for registration and cannot be more than one individual), director, and any other individuals with similar status or functions;
  - (b) if you are organized as a corporation, each shareholder that is a direct owner of 5% or more of a class of your voting securities, unless you are a public reporting company (a company subject to Section 12 or 15(d) of the Exchange Act);
    - Direct owners include any *person* that owns, beneficially owns, has the right to vote, or has the power to sell or direct the sale of, 5% or more of a class of your voting securities. For purposes of this Schedule, a *person* beneficially owns any securities: (i) owned by his/her child, stepchild, grandchild, parent, stepparent, grandparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law, sharing the same residence; or (ii) that he/she has the right to acquire, within 60 days, through the exercise of any option, warrant, or right to purchase the security.
  - (c) if you are organized as a partnership, <u>all</u> general partners and those limited and special partners that have the right to receive upon dissolution, or have contributed, 5% or more of your capital;
  - (d) in the case of a trust that directly owns 5% or more of a class of your voting securities, or that has the right to receive upon dissolution, or has contributed, 5% or more of your capital, the trust and each trustee; and
  - (e) if you are organized as a limited liability company ("LLC"), (i) those members that have the right to receive upon dissolution, or have contributed, 5% or more of your capital, and (ii) if managed by elected managers, all elected managers.
- 3. Do you have any indirect owners to be reported on Schedule B?  $\odot$  Yes  $\circ$  No
- 4. In the DE/FE/I column below, enter "DE" if the owner is a domestic entity, "FE" if the owner is an entity incorporated or domiciled in a foreign country, or "I" if the owner or executive officer is an individual.
- 5. Complete the Title or Status column by entering board/management titles; status as partner, trustee, sole proprietor, elected manager, shareholder, or member; and for
- shareholders or members, the class of securities owned (if more than one is issued).
- 6. Ownership codes are: NA less than 5% B 10% but less than 25% D 50% but less than 75%
  - A 5% but less than 10% C 25% but less than 50% E 75% or more
- 7. (a) In the Control Person column, enter "Yes" if the person has control as defined in the Glossary of Terms to Form ADV, and enter "No" if the person does not have control. Note that under this definition, most executive officers and all 25% owners, general partners, elected managers, and trustees are control persons.
  - (b) In the PR column, enter "PR" if the owner is a public reporting company under Sections 12 or 15(d) of the Exchange Act.
- (c) Complete each column.

|  |         |                           |                      | 0         | 0      | - |  |
|--|---------|---------------------------|----------------------|-----------|--------|---|--|
| FULL LEGAL NAME (Individuals: Last Name, | DE/FE/I | litle or Status           | Date Title or Status | Ownership |        |   | CRD No. If None: S.S. No. and Date of Birth, |
| First Name, Middle Name)                 |         |                           | Acquired MM/YYYY     | Code      | Person |   | IRS Tax No. or Employer ID No.               |
| SELASSIE, SENGAL, MG                     | I       | CHIEF EXECUTIVE OFFICER   | 03/2010              | NA        | Y      | N | 2784702                                      |
| ZOMBACK, RUSSELL, CRAIG                  | I       | CHIEF FINANCIAL OFFICER   | 09/2012              | NA        | Y      | N | 2086550                                      |
| BRIGHTWOOD CAPITAL ADVISORS, LP          | DE      | MEMBER                    | 02/2012              | E         | Y      | N |  |
| OLIDGE, DARILYN, THERESE                 | I       | GENERAL COUNSEL AND CHIEF | 04/2015              | NA        | Y      | N | 2827346                                      |
|  |         | COMPLIANCE OFFICER        |                      |           |        |   |  |
| ARCHER, WILLIAM, W                       | I       | CHIEF CREDIT OFFICER      | 11/2020              | NA        | Y      | Ν | 1969035                                      |

# Schedule B

#### Indirect Owners

- 1. Complete Schedule B only if you are submitting an initial application or report. Schedule B asks for information about your indirect owners; you must first complete Schedule A, which asks for information about your direct owners. Use Schedule C to amend this information.
- 2. Indirect Owners. With respect to each owner listed on Schedule A (except individual owners), list below:
  - (a) in the case of an owner that is a corporation, each of its shareholders that beneficially owns, has the right to vote, or has the power to sell or direct the sale of, 25% or more of a class of a voting security of that corporation;

For purposes of this Schedule, a *person* beneficially owns any securities: (i) owned by his/her child, stepchild, grandchild, parent, stepparent, grandparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, sharing the same residence; or (ii) that he/she has the right to acquire, within 60 days, through the exercise of any option, warrant, or right to purchase the security.

- (b) in the case of an owner that is a partnership, <u>all</u> general partners and those limited and special partners that have the right to receive upon dissolution, or have contributed, 25% or more of the partnership's capital;
- (c) in the case of an owner that is a trust, the trust and each trustee; and
- (d) in the case of an owner that is a limited liability company ("LLC"), (i) those members that have the right to receive upon dissolution, or have contributed, 25% or more of the LLC's capital, and (ii) if managed by elected managers, all elected managers.
- 3. Continue up the chain of ownership listing all 25% owners at each level. Once a public reporting company (a company subject to Sections 12 or 15(d) of the Exchange Act) is reached, no further ownership information need be given.
- 4. In the DE/FE/I column below, enter "DE" if the owner is a domestic entity, "FE" if the owner is an entity incorporated or domiciled in a foreign country, or "I" if the owner is an individual.
- 5. Complete the Status column by entering the owner's status as partner, trustee, elected manager, shareholder, or member; and for shareholders or members, the class of securities owned (if more than one is issued).
- 6. Ownership codes are: C 25% but less than 50% E 75% or more
  - D 50% but less than 75% F Other (general partner, trustee, or elected manager)
- 7. (a) In the Control Person column, enter "Yes" if the person has control as defined in the Glossary of Terms to Form ADV, and enter "No" if the person does not have control. Note that under this definition, most executive officers and all 25% owners, general partners, elected managers, and trustees are control persons.
  - (b) In the PR column, enter "PR" if the owner is a public reporting company under Sections 12 or 15(d) of the Exchange Act.
  - (c) Complete each column.

| FULL LEGAL NAME (Individuals: Last | DE/FE/I | Entity in Which Interest is | Status   | Date Status      | Ownership | Control | PR | CRD No. If None: S.S. No. and Date of Birth, |
|------------------------------------|---------|-----------------------------|----------|------------------|-----------|---------|----|--|
| Name, First Name, Middle Name)     |         | Owned                       |          | Acquired MM/YYYY | Code      | Person  |    | IRS Tax No. or Employer ID No.               |
| SELASSIE, SENGAL, MG               | I       | BRIGHTWOOD CAPITAL          | LIMITED  | 02/2012          | E         | Y       | Ν  | 2784702                                      |
|                                    |         | ADVISORS, LP                | PARTNER  |                  |           |         |    |  |
| BRIGHTWOOD CAPITAL ADVISORS GP,    | DE      | BRIGHTWOOD CAPITAL          | GENERAL  | 02/2012          | F         | Y       | Ν  |  |
| LLC                                |         | ADVISORS, LP                | PARTNER  |                  |           |         |    |  |
| SELASSIE, SENGAL, MG               | I       | BRIGHTWOOD CAPITAL          | MANAGING | 02/2012          | E         | Y       | Ν  | 2784702                                      |
|                                    |         | ADVISORS GP, LLC            | MEMBER   |                  |           |         |    |  |

#### Schedule D - Miscellaneous

You may use the space below to explain a response to an Item or to provide any other information.

# Schedule R

# **SECTION 1 Identifying Information**

Responses to this Section tell us who you (the *relying adviser*) are, where you are doing business, and how we can contact you.

A. Your full legal name: BRIGHTWOOD SPV ADVISORS, LLC

B. Name under which you primarily conduct your advisory business, if different from Section 1.A. above or Item 1.A. of the filing adviser's Form ADV Part 1A.

C. List any other business names and the jurisdictions in which you use them. Complete this question for each other business name.

No Information Filed

You do not have to include the names or jurisdictions of the filing adviser or other relying adviser(s) in response to this Section 1.C.

D. If you currently have, or ever had, a number ("CRD Number") assigned by the FINRA's CRD system or by the IARD system (other than the filing adviser's CRD number), your CRD number:
 307359

No Information Filed

If you do not have a CRD number, skip this Section 1.D. Do not provide the CRD number of one of your officers, employees, or affiliates (including the filing adviser).

- E. Principal Office and Place of Business
  - (1) Address (do not use a P.O. Box):

Same as the *filing adviser*.

Number and Street 1: 810 7TH AVENUE City: NEW YORK

State: New York Number and Street 2: 26TH FLOOR Country: United States

ZIP+4/Postal Code: 10019

If this address is a private residence, check this box:  $\square$ 

(2) Days of week that you normally conduct business at your *principal office and place of business:* Monday - Friday Other:

Normal business hours at this location: 9:00 AM - 5:00 PM

- (3) Telephone number at this location: 646-957-9539
- (4) Facsimile number at this location, if any: 646-395-1432

| F.  | Mail  | ing address, if diff                       | erent from your principal office and   | d place of business address:                        |                    |  |    |
|-----|-------|--|--|---|--------------------|--|----|
|     |       | Same as the <i>filing</i>                  | adviser.   |   |                    |  |    |
|     | Nu    | mber and Street 1                          | :  | Number and Str                                      | eet 2:             |  |    |
|     | City  | /:   | State:   | Country:  | 2                  | ZIP+4/Postal Code:   |    |
|     | lf tł | nis address is a pri                       | ivate residence, check this box:   |   |                    |  |    |
| G.  | Prov  | vide your <i>Legal En</i>                  | <i>tity Identifier</i> if you have one:  |   |                    |  |    |
|     | A le  | gal entity identifier                      | is a unique number that companie   | es use to identify each other in the                | financial marke    | tplace. You may not have a <i>legal entity identifier</i> .  |    |
| H.  | lf yo | u have Central Inc                         | lex Key numbers assigned by the  | SEC ("CIK Numbers"), all of your (<br>No Informatic |                    |  |    |
| SEC |       | 2 SEC Registratio                          | n  |   |                    |  |    |
|     |       |  | help us (and you) determine whet   | her you are eligible to register with               | h the SEC.         |  |    |
| A.  | (8),  |  | truction 2 provides information to h   |   |                    | C. You must check at least one of the Sections 2.A.(1) through 2.A. respond to each of these items.                                    |    |
|     | V     | (1) are a large ad                         | dvisory firm that either:  |   |                    |  |    |
|     |       | (a) has regul                              | atory assets under management of   | of \$100 million (in U.S. dollars) or               | more; or           |  |    |
|     |       |  | atory assets under management of with the SEC;   | of \$90 million (in U.S. dollars) or n              | nore at the time   | of filing its most recent annual updating amendment and is   |    |
|     |       | (2) are a <b>mid-siz</b><br>you are either |  | bry assets under management of S                    | \$25 million (in U | I.S. dollars) or more but less than \$100 million (in U.S. dollars) a  | ٦d |
|     |       | (a) not requir                             | red to be registered as an adviser   | with the state securities authority of              | of the state wher  | re you maintain your principal office and place of business; or  |    |
|     |       | (b) not subje                              | ct to examination by the state secu  | <i>rities authority</i> of the state where y        | you maintain you   | ur principal office and place of business;   |    |
|     |       | Click HE                                   | RE for a list of states in which an ir   | ovestment adviser, if registered, wo                | ould not be subje  | ect to examination by the state securities authority.  |    |
|     |       | (3) Reserved                               |  |   |                    |  |    |
|     |       | (4) have your prin                         | ncipal office and place of business  | outside the United States;                          |                    |  |    |
|     | 2     |  | adviser under rule 203A-2(b) that cipal office and place of business   |   |                    | ntrol with, an investment adviser that is registered with the SEC,   |    |
|     |       | (6) are an <b>advise</b>                   | er relying on rule 203A-2(c) becaus  | se you <b>expect to be eligible for SI</b>          | EC registration    | within 120 days;   |    |
|     |       | If you check t                             | his box, you must make both of the   | e representations below:                            |                    |  |    |
|     |       |  | registered or required to be registe<br>EC within 120 days after the date  |   | -                  | nd I have a reasonable expectation that I will be eligible to register   |    |
|     |       | 120th day                                  | -  | -   |                    | o this <i>umbrella registration</i> to remove this Schedule R if, on the uld be prohibited by Section 203A(a) of the Advisers Act from |    |
|     |       | (7) are a multi-s                          | tate adviser that is required to reg   | ister in 15 or more states and is re                | elying on rule 20  | )3A-2(d);  |    |
|     |       | If this is your                            | initial filing as a relying adviser, yo  | ou must make both of these repres                   | sentations:        |  |    |
|     |       |  | viewed the applicable state and feative the state securities authorities in the state securities authorities authorities in the state securities authorities authorities in the state securities authorities in the state securities authorities authorities in the state securities authorities authorities authorities in the state securities authorities autho |   | at I am required   | by the laws of 15 or more states to register as an investment  |    |
|     |       | •  |  | •   |                    | is Schedule R if, at the time of the <i>annual updating amendment</i> , I th the <i>state securities authorities</i> of those states.  |    |
|     |       | If you are sub                             | mitting your annual updating ame   | ndment, you must make this repr                     | esentation:        |  |    |
|     |       |  | days prior to the date of filing this<br>least 15 states to register as an i   |   |                    | e and federal laws and have concluded that I am required by the <i>ities</i> in those states.  |    |
|     |       | (8) have received                          | d an SEC Order exempting you fro   | m the prohibition against registrat                 | ion with the SEC   | C. If you check this box, provide the following information:   |    |
|     |       | Application N                              | umber: 803- Date of Order.   |   |                    |  |    |
|     |       | (2)  | <b></b> ,,   |   |                    |  |    |

(9) are **no longer eligible** to remain registered with the SEC.

# **SECTION 3 Form of Organization**

- How are you organized? A.
  - O Corporation
  - Sole Proprietorship 0
  - Limited Liability Partnership (LLP)  $\circ$
  - Partnership  $\circ$
  - Limited Liability Company (LLC)  $\odot$
  - Limited Partnership (LP)  $\circ$
  - Other (specify):  $\circ$
- B. In what month does your fiscal year end each year? DECEMBER

C. Under the laws of what state or country are you organized?

State Country

**Delaware United States** 

If you are a partnership, provide the name of the state or country under whose laws your partnership was formed.

SECTION 4.A. Direct Owners and Executive Officers

In this Section 4, we ask you to identify each other person that, directly or indirectly, controls you.

(1) Section 4.A. asks for information about your direct owners and executive officers.

(2) Direct Owners and Executive Officers. List below the names of:

(a) each Chief Executive Officer, Chief Financial Officer, Chief Operations Officer, Chief Legal Officer, director and any other individuals with similar status or functions;

(b) if you are organized as a corporation, each shareholder that is a direct owner of 5% or more of a class of your voting securities, unless you are a public reporting company (a company subject to Section 12 or 15(d) of the Exchange Act);

Direct owners include any person that owns, beneficially owns, has the right to vote, or has the power to sell or direct the sale of, 5% or more of a class of your voting securities. For purposes of this Section 4.A., a person beneficially owns any securities: (i) owned by his/her child, stepchild, grandchild, parent, stepparent, grandparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law, sharing the same residence; or (ii) that he/she has the right to acquire, within 60 days, through the exercise of any option, warrant, or right to purchase the security.

- (c) if you are organized as a partnership, all general partners and those limited and special partners that have the right to receive upon dissolution, or have contributed, 5% or more of your capital;
- (d) in the case of a trust that directly owns 5% or more of a class of your voting securities, or that has the right to receive upon dissolution, or has contributed, 5% or more of your capital, the trust and each trustee; and
- (e) if you are organized as a limited liability company ("LLC"), (i) those members that have the right to receive upon dissolution, or have contributed, 5% or more of your capital, and (ii) if managed by elected managers, all elected managers.
- (3) Do you have any indirect owners to be reported on Section 4.B. below? Yes No
- (4) In the DE/FE/I column below, enter "DE" if the owner is a domestic entity, "FE" if the owner is an entity incorporated or domiciled in a foreign country, or "I" if the owner or executive officer is an individual.

(5) Complete the Title or Status column by entering board/management titles; status as partner, trustee, sole proprietor, elected manager, shareholder, or member; and for shareholders or members, the class of securities owned (if more than one is issued).

(6) Ownership codes are: NA - less than 5%

B - 10% but less than 25% D - 50% but less than 75% A - 5% but less than 10% C - 25% but less than 50% E - 75% or more

(7) (a) In the Control Person column, enter "Yes" if the person has control as defined in the Glossary of Terms to Form ADV, and enter "No" if the person does not have control. Note that under this definition, most executive officers and all 25% owners, general partners, elected managers, and trustees are control persons.

(b) In the PR column, enter "PR" if the owner is a public reporting company under Sections 12 or 15(d) of the Exchange Act.

(c) Complete each column.

Check this box if you are filing this Form ADV through the IARD system and want the IARD system to pre-fill Schedule B with the same indirect owners you have provided in Schedule B for your filing adviser. If you check the box, the system will pre-fill these fields for you, but you will be able to manually edit the information after it is pre-filled and before you submit your filing.

| FULL LEGAL NAME                     | DE/FE/I | Title or Status                                 | Date Title or Status | Ownership | Control | PR | CRD No.                                      |
|-------------------------------------|---------|---|----------------------|-----------|---------|----|--|
| (Individuals: Last Name, First      |         |   | Acquired             | Code      | Person  |    | If None: S.S. No. and Date of Birth, IRS Tax |
| Name, Middle Name)                  |         |   | MM/YYYY              |           |         |    | No. or Employer ID No.                       |
| ARCHER, WILLIAM, W                  | I       | CHIEF CREDIT OFFICER                            | 11/2020              | NA        | Y       | N  | 1969035                                      |
| BRIGHTWOOD CAPITAL<br>ADVISORS, LLC | DE      | MEMBER  | 07/2018              | E         | Y       | N  | 167330                                       |
| OLIDGE, DARILYN, THERESE            | I       | GENERAL COUNSEL AND CHIEF<br>COMPLIANCE OFFICER | 07/2018              | NA        | Y       | N  | 2827346                                      |
| SELASSIE, SENGAL, MG                | I       | CHIEF EXECUTIVE OFFICER                         | 07/2018              | NA        | Y       | N  | 2784702                                      |
| ZOMBACK, RUSSELL, CRAIG             | I       | CHIEF FINANCIAL OFFICER                         | 07/2018              | NA        | Y       | Ν  | 2086550                                      |

- (1) Section 4.B. asks for information about your indirect owners; you must first complete Section 4.A., which asks for information about your direct owners
- (2) Indirect Owners. With respect to each owner listed in Section 4.A. (except individual owners), list below:
  - (a) in the case of an owner that is a corporation, each of its shareholders that beneficially owns, has the right to vote, or has the power to sell or direct the sale of, 25% or more of a class of a voting security of that corporation;

For purposes of this Section, a *person* beneficially owns any securities: (i) owned by his/her child, stepchild, grandchild, parent, stepparent, grandparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law, sharing the same residence; or (ii) that he/she has the right to acquire, within 60 days, through the exercise of any option, warrant, or right to purchase the security.

- (b) in the case of an owner that is a partnership, all general partners and those limited and special partners that have the right to receive upon dissolution, or have contributed, 25% or more of the partnership's capital;
- (c) in the case of an owner that is a trust, the trust and each trustee; and
- (d) in the case of an owner that is a limited liability company ("LLC"), (i) those members that have the right to receive upon dissolution, or have contributed, 25% or more of the LLC's capital, and (ii) if managed by elected managers, all elected managers.
- (3) Continue up the chain of ownership listing all 25% owners at each level. Once a public reporting company (a company subject to Sections 12 or 15(d) of the Exchange Act) is reached, no further ownership information need be given.
- (4) In the DE/FE/I column below, enter "DE" if the owner is a domestic entity, "FE" if the owner is an entity incorporated or domiciled in a foreign country, or "I" if the owner is an individual.
- (5) Complete the Status column by entering the owner's status as partner, trustee, elected manager, shareholder, or member; and for shareholders or members, the class of securities owned (if more than one is issued).
- (6) Ownership codes are: C 25% but less than 50% E 75% or more

D - 50% but less than 75% F - Other (general partner, trustee, or elected manager)

- (7) (a) In the *Control Person* column, enter "Yes" if the *person* has *control* as defined in the Glossary of Terms to Form ADV, and enter "No" if the person does not have *control*. Note that under this definition, most executive officers and all 25% owners, general partners, elected managers, and trustees are *control persons*.
  - (b) In the PR column, enter "PR" if the owner is a public reporting company under Sections 12 or 15(d) of the Exchange Act.
  - (c) Complete each column.

Check this box if you are filing this Form ADV through the IARD system and want the IARD system to pre-fill Schedule B with the same indirect owners you have provided in Schedule B for your filing adviser. If you check the box, the system will pre-fill these fields for you, but you will be able to manually edit the information after it is pre-filled and before you submit your filing.

| FULL LEGAL NAME (Individuals: Last | DE/FE/I | Entity in Which Interest is | Status   | Date Status | Ownership | Control | PR | CRD No. If None: S.S. No. and Date of |
|------------------------------------|---------|-----------------------------|----------|-------------|-----------|---------|----|---------------------------------------|
| Name, First Name, Middle Name)     |         | Owned                       |          | Acquired    | Code      | Person  |    | Birth, IRS Tax No. or Employer ID No. |
|                                    |         |                             |          | MM/YYYY     |           |         |    |                                       |
| BRIGHTWOOD CAPITAL ADVISORS GP,    | DE      | BRIGHTWOOD CAPITAL          | GENERAL  | 02/2012     | F         | Y       | Ν  |                                       |
| LLC                                |         | ADVISORS, LP                | PARTNER  |             |           |         |    |                                       |
| BRIGHTWOOD CAPITAL ADVISORS, LP    | DE      | BRIGHTWOOD CAPITAL          | OWNER    | 02/2012     | E         | Y       | Ν  |                                       |
|                                    |         | ADVISORS, LLC               |          |             |           |         |    |                                       |
| SELASSIE, SENGAL, MG               | I       | BRIGHTWOOD CAPITAL          | LIMITED  | 02/2012     | E         | Y       | Ν  | 2784702                               |
|                                    |         | ADVISORS, LP                | PARTNER  |             |           |         |    |                                       |
| SELASSIE, SENGAL, MG               | I       | BRIGHTWOOD CAPITAL          | MANAGING | 02/2012     | E         | Y       | N  | 2784702                               |
|                                    |         | ADVISORS GP, LLC            | MEMBER   |             |           |         |    |                                       |

#### **SECTION 4.C.** Control Persons

C. Does any person not named in Section 1.A., Section 4.A., or Section 4.B. directly or indirectly, control your management or policies?

Yes No

If yes, you must complete the information below for each *control person* not named in Section 1.A., Section 4.A., or Section 4.B. that directly or indirectly *controls* your management or policies.

No Information Filed

SECTION 4.D. Control Persons - Public Reporting Companies

No Information Filed

DRP Pages

CRIMINAL DISCLOSURE REPORTING PAGE (ADV)

No Information Filed

**REGULATORY ACTION DISCLOSURE REPORTING PAGE (ADV)** 

No Information Filed

# CIVIL JUDICIAL ACTION DISCLOSURE REPORTING PAGE (ADV)

No Information Filed

# Part 2

# Exemption from brochure delivery requirements for SEC-registered advisers

SEC rules exempt SEC-registered advisers from delivering a firm brochure to some kinds of clients. If these exemptions excuse you from delivering a brochure to *all* of your advisory clients, you do not have to prepare a brochure.

Yes No

 $\odot$ 

Are you exempt from delivering a brochure to all of your clients under these rules?

If no, complete the ADV Part 2 filing below.

Amend, retire or file new brochures:

| Brochure ID | Brochure Name                | Brochure Type(s)             |
|-------------|------------------------------|------------------------------|
| 331693      | BRIGHTWOOD CAPITAL ADVISORS, | LLC - Private funds or pools |
|             | FORM ADV PART 2A             |                              |

| Part 3                      |            |                |        |
|-----------------------------|------------|----------------|--------|
| CRS                         | Type(s)    | Affiliate Info | Retire |
| There are no CRS filings to | o display. |                |        |

#### **Execution Pages**

#### DOMESTIC INVESTMENT ADVISER EXECUTION PAGE

You must complete the following Execution Page to Form ADV. This execution page must be signed and attached to your initial submission of Form ADV to the SEC and all amendments.

## Appointment of Agent for Service of Process

By signing this Form ADV Execution Page, you, the undersigned adviser, irrevocably appoint the Secretary of State or other legally designated officer, of the state in which you maintain your *principal office and place of business* and any other state in which you are submitting a *notice filing*, as your agents to receive service, and agree that such *persons* may accept service on your behalf, of any notice, subpoena, summons, *order* instituting *proceedings*, demand for arbitration, or other process or papers, and you further agree that such service may be made by registered or certified mail, in any federal or state action, administrative *proceeding* or arbitration brought against you in any place subject to the jurisdiction of the United States, if the action, *proceeding*, or arbitration (a) arises out of any activity in connection with your investment advisory business that is subject to the jurisdiction of the United States, and (b) is *founded*, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these acts, or (ii) the laws of the state in which you maintain your *principal office and place of business* or of any state in which you are submitting a *notice filing*.

# Signature

I, the undersigned, sign this Form ADV on behalf of, and with the authority of, the investment adviser. The investment adviser and I both certify, under penalty of perjury under the laws of the United States of America, that the information and statements made in this ADV, including exhibits and any other information submitted, are true and correct, and that I am signing this Form ADV Execution Page as a free and voluntary act.

I certify that the adviser's books and records will be preserved and available for inspection as required by law. Finally, I authorize any *person* having *custody* or possession of these books and records to make them available to federal and state regulatory representatives.

Signature: JOSHUA J. JOYCE

Printed Name: JOSHUA J. JOYCE Adviser *CRD* Number: 167330 Date: MM/DD/YYYY 03/30/2021 Title: DIRECTOR, SENIOR COMPLIANCE OFFICER

## NON-RESIDENT INVESTMENT ADVISER EXECUTION PAGE

You must complete the following Execution Page to Form ADV. This execution page must be signed and attached to your initial submission of Form ADV to the SEC and all amendments.

# 1. Appointment of Agent for Service of Process

By signing this Form ADV Execution Page, you, the undersigned adviser, irrevocably appoint each of the Secretary of the SEC, and the Secretary of State or other legally designated officer, of any other state in which you are submitting a *notice filing*, as your agents to receive service, and agree that such persons may accept service on your behalf, of any notice, subpoena, summons, *order* instituting *proceedings*, demand for arbitration, or other process or papers, and you further agree that such service may be made by registered or certified mail, in any federal or state action, administrative *proceeding* or arbitration brought against you in any place subject to the jurisdiction of the United States, if the action, *proceeding* or arbitration (a) arises out of any activity in connection with your investment advisory business that is subject to the jurisdiction of the United States, and (b) is *founded*, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or any rule or regulation under any of these acts, or (ii) the laws of any state in which you are submitting a *notice filing*.

# 2. Appointment and Consent: Effect on Partnerships

If you are organized as a partnership, this irrevocable power of attorney and consent to service of process will continue in effect if any partner withdraws from or is admitted to the partnership, provided that the admission or withdrawal does not create a new partnership. If the partnership dissolves, this irrevocable power of attorney and consent shall be in effect for any action brought against you or any of your former partners.

# 3. Non-Resident Investment Adviser Undertaking Regarding Books and Records

By signing this Form ADV, you also agree to provide, at your own expense, to the U.S. Securities and Exchange Commission at its principal office in Washington D.C., at any Regional or District Office of the Commission, or at any one of its offices in the United States, as specified by the Commission, correct, current, and complete copies of any or all records that you are required to maintain under Rule 204-2 under the Investment Advisers Act of 1940. This undertaking shall be binding upon you, your heirs, successors and assigns, and any *person* subject to your written irrevocable consents or powers of attorney or any of your general partners and *managing agents*.

# Signature

I, the undersigned, sign this Form ADV on behalf of, and with the authority of, the *non-resident* investment adviser. The investment adviser and I both certify, under penalty of perjury under the laws of the United States of America, that the information and statements made in this ADV, including exhibits and any other information submitted, are true and correct, and that I am signing this Form ADV Execution Page as a free and voluntary act.

I certify that the adviser's books and records will be preserved and available for inspection as required by law. Finally, I authorize any *person* having *custody* or possession of these books and records to make them available to federal and state regulatory representatives.

| Signature:          |
|---------------------|
| Printed Name:       |
| Adviser CRD Number: |
| 167330              |

Date: MM/DD/YYYY Title:



# CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT and AFFIDAVIT Related to Contract/Amendment/Solicitation EDS # 162011

# **SECTION I -- GENERAL INFORMATION**

A. Legal name of the Disclosing Party submitting the EDS:

UNITED SERVICE COMPANIES HOLDINGS II, LLC

Enter d/b/a if applicable:

The Disclosing Party submitting this EDS is:

a legal entity currently holding an interest in the Applicant

The Disclosing Party holds an interest in

United Maintenance Co., Inc and EDS is 161976

B. Business address of the Disclosing Party:

1550 SOUTH INDIANA AVENUE CHICAGO, IL 60605 United States

C. Telephone:

312-922-8558

Fax:

D. Name of contact person:

Mrs. Kristin Marano

# **SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS**

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

Limited liability company

Is the Disclosing Party incorporated or organized in the State of Illinois?

Yes

B. DISCLOSING PARTY IS A LEGAL ENTITY:

1.a.2 Does the Disclosing Party have any officers?

Yes

1.a.4 List below the full names and titles of all executive officers of the entity.

| Title: Manag   | ger/Chairman |
|----------------|--------------|
| Officer: Rober | t J Castillo |
| Role: Office   | r            |

# B. CERTIFICATION REGARDING CONTROLLING INTEREST

1.b.1 Are there any individuals who directly or indirectly control the day-to-day management of the Disclosing Party as a general partner, managing member, manager, or other capacity?

Yes

1.b.2 List all general partners, managing members, managers, and any others who directly or indirectly control the day-to-day management of the Disclosing Party. Don't include any legal entities in this answer- these will be named later:

| Name:  | Mr. Robert Castillo |  |
|--------|---------------------|--|
| Title: | Director            |  |
|        |                     |  |

1.b.3 Are there any legal entities that directly or indirectly control the day-to-day management of the Disclosing Party as a general partner, managing member, manager, or other capacity?

Yes

1.b.4 List all legal entities that function as general partners, managing members, managers, and any others who directly or indirectly control the day-to-day management of the Disclosing Party. Each legal entity listed below must submit an EDS on its own behalf.

| Name:             | United Service Companies Holdings, LLC                            |  |
|-------------------|---|--|
| Title:            | Member-Manager  |  |
| Business Address: | 1550 S. Indiana Ave.<br>Suite 300<br>Chicago, 60605 United States |  |

# 2. Ownership Information

Please confirm ownership information concerning each person or entity that having a direct or indirect beneficial interest in excess of 7.5% of the Disclosing Party (your entity). Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture, interest of a member or manager in a limited lability company, or interest of a beneficiary of a trust, estate, or other similar entity. Note: Each legal entity below may be required to submit an EDS on its own behalf.

As reported by the Disclosing Party, the immediate owner(s) of the Disclosing Party is/ are listed below:

- United Service Companies Holdings, LLC 100.0%
  - INVISION DIVERSIFIED, LLC 100.0%
    - INVISION DIVERSIFIED HOLDINGS, LLC 100.0%
      - Aaron Bludworth 7.6%
      - Mr. ROBERT CASTILLO 20.3%
      - Richard A Simon 2012 Family Trust 9.5%
      - BCOF Capital, LP 11.1%
      - Brightwood Capital Fund IV, LP 21.7%

# Owner Details

| Name             | Business Address   |
|------------------|--------------------|
| Aaron Bludworth  | 155 N Wacker Drive |
|                  | Suite 4486         |
|                  | Chicago, IL        |
|                  | United States      |
| BCOF Capital, LP | 810 Seventh Avenue |
|                  | 26th Floor         |

|   | New York, NY<br>United States  |
|---|--|
| Brightwood Capital Fund IV,<br>LP         | 810 Seventh Avenue<br>26th Floor<br>New York, NY                       |
| INVISION DIVERSIFIED<br>HOLDINGS, LLC     | United States<br>155 N. WACKER DRIVE<br>SUITE 4480<br>CHICAGO, IL      |
| INVISION DIVERSIFIED,<br>LLC              | United States<br>155 N. WACKER DRIVE<br>SUITE 4480<br>CHICAGO, IL      |
| Mr. ROBERT CASTILLO                       | United States<br>225 W. WASHINGTON STREET<br>SUITE 1155<br>Chicago, IL |
| Richard A Simon 2012<br>Family Trust      | United States<br>1550 S Indiana Ave<br>3rd Floor<br>Chicago, IL        |
| United Service Companies<br>Holdings, LLC | United States<br>1550 S. Indiana Ave<br>Chicago, IL<br>United States   |

# SECTION III -- INCOME OR COMPENSATION TO, OR OWNERSHIP BY, CITY ELECTED OFFICIALS

A. Has the Disclosing Party provided any income or compensation to any City elected official during the 12-month period preceding the date of this EDS?

No

B. Does the Disclosing Party reasonably expect to provide any income or compensation to any City elected official during the 12-month period following the date of this EDS?

No

D. Does any City elected official or, to the best of the Disclosing Party's knowledge after reasonable inquiry, any City elected official's spouse or domestic partner, have a financial interest (as defined in <u>Chapter 2-156 of the Municipal Code</u> ("MCC")) in the Disclosing Party?

No

## SECTION V -- CERTIFICATIONS

### A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under MCC Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage of any child support obligations by any Illinois court of competent jurisdiction?

No

#### **B. FURTHER CERTIFICATIONS**

1. [This certification applies only if the Matter is a contract being handled by the City's Department of Procurement Services.] In the 5-year period preceding the date of this EDS, neither the Disclosing Party nor any <u>Affiliated Entity</u> has engaged, in connection with the performance of any public contract, the services of an integrity monitor, independent private sector inspector general, or integrity compliance consultant (i.e. an individual or entity with legal, auditing, investigative, or other similar skills, designated by a public agency to help the agency monitor the activity of specified agency vendors as well as help the vendors reform their business practices so they can be considered for agency contracts in the future, or continue with a contract in progress).

#### I certify the above to be true

2. The Disclosing Party and its Affiliated Entities are not delinquent in the payment of any fine, fee, tax or other source of indebtedness owed to the City of Chicago, including, but not limited to, water and sewer charges, license fees, parking tickets, property taxes and sales taxes, nor is the Disclosing Party delinquent in the payment of any tax administered by the Illinois Department of Revenue.

I certify the above to be true

3. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II(B)(1) of this EDS:

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, during the 5 years before the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in subparagraph (b) above;
- d. have not, during the 5 years before the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, during the 5 years before the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

I certify the above to be true

4. The Disclosing Party understands and shall comply with the applicable requirements of MCC <u>Chapter 2-56 (Inspector General)</u> and <u>Chapter 2-156 (Governmental Ethics)</u>.

I certify the above to be true

5. Neither the Disclosing Party, nor any <u>Contractor</u>, nor any <u>Affiliated Entity</u> of either the Disclosing Party or any <u>Contractor</u>, nor any <u>Agents</u> have, during the 5 years before the date of this EDS, or, with respect to a <u>Contractor</u>, an <u>Affiliated Entity</u>, or an <u>Affiliated Entity</u> of a <u>Contractor</u> during the 5 years before the date of such <u>Contractor's</u> or <u>Affiliated Entity's</u> contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in subparagraph (a) or (b) above that is a matter of record, but have not been prosecuted for such conduct; or

d. violated the provisions referenced in <u>MCC Subsection 2-92-320(a)(4)(Contracts</u> <u>Requiring a Base Wage); (a)(5)(Debarment Regulations); or (a)(6)(Minimum Wage</u> <u>Ordinance)</u>.

I certify the above to be true

6. Neither the Disclosing Party, nor any <u>Affiliated Entity</u> or <u>Contractor</u>, or any of their employees, officials, <u>agents</u> or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of

- bid-rigging in violation of <u>720 ILCS 5/33E-3;</u>
- bid-rotating in violation of <u>720 ILCS 5/33E-4</u>; or
- any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

I certify the above to be true

7. Neither the Disclosing Party nor any <u>Affiliated Entity</u> is listed on a Sanctions List maintained by the United States Department of Commerce, State, or Treasury, or any successor federal agency.

I certify the above to be true

11. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the date of this EDS, an employee, or elected or appointed official, of the City of Chicago.

#### None

12. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$25 per recipient, or (iii) a political contribution otherwise duly reported as required by law.

None

#### C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

The Disclosing Party certifies, as defined in <u>MCC Section 2-32-455(b)</u>, the Disclosing Party

is not a "financial institution"

#### E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

If the Disclosing Party cannot make this verification, the Disclosing Party must disclose all required information in the space provided below or in an attachment in the "Additional Info" tab. Failure to comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

I can make the above verification

## **SECTION VII - FURTHER ACKNOWLEDGMENTS AND CERTIFICATION**

The Disclosing Party understands and agrees that:

- A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.
- B. The City's Governmental Ethics Ordinance, <u>MCC Chapter 2-156</u>, imposes certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of this ordinance and a training program is available on line at <u>www.cityofchicago.org/Ethics</u>, and may also be obtained from the City's Board of Ethics, 740 N. Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with this ordinance.

I acknowledge and consent to the above

The Disclosing Party understands and agrees that:

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/ or declining to allow the Disclosing Party to participate in other City transactions.

Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

- D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided in, and appended to, this EDS may be made publicly available on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.
- E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to MCC <u>Chapter 1-23</u>, Article I (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by <u>MCC Chapter 1-23</u> and <u>Section 2-154-020</u>.

I acknowledge and consent to the above

## APPENDIX A - FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5%. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under MCC Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a, if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5% ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

No

# APPENDIX B - BUILDING CODE SCOFFLAW/PROBLEM LANDLORD CERTIFICATION

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5% (an "Owner"). It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

1. Pursuant to <u>MCC Section 2-154-010</u>, is the Applicant or any Owner identified as a building code scofflaw or problem landlord pursuant to <u>MCC Section 2-92-416?</u>?

No

## **ADDITIONAL INFO**

Please add any additional explanatory information here. If explanation is longer than 1000 characters, you may add an attachment below. Please note that your EDS, including all attachments, becomes available for public viewing upon contract award. Your attachments will be viewable "as is" without manual redaction by the City. You are responsible for redacting any non-public information from your documents before uploading.

List of attachments uploaded by vendor

None.

#### CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS, and all applicable appendices, on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in

this EDS, and all applicable appendices, are true, accurate and complete as of the date furnished to the City. Submission of this form constitutes making the oath associated with notarization.

/s/ 04/20/2021 Mrs. Kristin Marano Controller UNITED SERVICE COMPANIES HOLDINGS II, LLC

This is a printed copy of the Economic Disclosure Statement, the original of which is filed electronically with the City of Chicago. Any alterations must be made electronically, alterations on this printed copy are void and of no effect.



## CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT and AFFIDAVIT Related to Contract/Amendment/Solicitation EDS # 162012

## **SECTION I -- GENERAL INFORMATION**

A. Legal name of the Disclosing Party submitting the EDS:

United Service Companies Holdings, LLC

Enter d/b/a if applicable:

The Disclosing Party submitting this EDS is:

a legal entity currently holding an interest in the Applicant

The Disclosing Party holds an interest in

United Maintenance Co., Inc and EDS is 161976

B. Business address of the Disclosing Party:

1550 S Indiana Ave 3rd floor Chicago, IL 60605 United States

C. Telephone:

312-922-8558

Fax:

D. Name of contact person:

Mrs. Kristin Marano

## **SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS**

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

Limited liability company

Is the Disclosing Party incorporated or organized in the State of Illinois?

Yes

B. DISCLOSING PARTY IS A LEGAL ENTITY:

1.a.2 Does the Disclosing Party have any officers?

Yes

1.a.4 List below the full names and titles of all executive officers of the entity.

| Title:   | Secretary/Treasurer |
|----------|---------------------|
| Officer: | Kristin Marano      |
| Role:    | Officer             |
|          |                     |

#### B. CERTIFICATION REGARDING CONTROLLING INTEREST

1.b.1 Are there any individuals who directly or indirectly control the day-to-day management of the Disclosing Party as a general partner, managing member, manager, or other capacity?

Yes

1.b.2 List all general partners, managing members, managers, and any others who directly or indirectly control the day-to-day management of the Disclosing Party. Don't include any legal entities in this answer- these will be named later:

| Name:  | Mr. Robert Castillo |
|--------|---------------------|
| Title: | Chairman            |
|        |                     |

1.b.3 Are there any legal entities that directly or indirectly control the day-to-day management of the Disclosing Party as a general partner, managing member, manager, or other capacity?

No

#### 2. Ownership Information

Please confirm ownership information concerning each person or entity that having a direct or indirect beneficial interest in excess of 7.5% of the Disclosing Party (your entity). Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture, interest of a member or manager in a limited lability company, or interest of a beneficiary of a trust, estate, or other similar entity. Note: Each legal entity below may be required to submit an EDS on its own behalf.

As reported by the Disclosing Party, the immediate owner(s) of the Disclosing Party is/ are listed below:

- INVISION DIVERSIFIED, LLC 100.0%
  - INVISION DIVERSIFIED HOLDINGS, LLC 100.0%
    - Aaron Bludworth 7.6%
    - Mr. ROBERT CASTILLO 20.3%
    - Richard A Simon 2012 Family Trust 9.5%
    - BCOF Capital, LP 11.1%
    - Brightwood Capital Fund IV, LP 21.7%

#### **Owner Details**

| Name                        | Business Address    |
|-----------------------------|---------------------|
| Aaron Bludworth             | 155 N Wacker Drive  |
|                             | Suite 4486          |
|                             | Chicago, IL         |
|                             | United States       |
| BCOF Capital, LP            | 810 Seventh Avenue  |
|                             | 26th Floor          |
|                             | New York, NY        |
|                             | United States       |
| Brightwood Capital Fund IV, | 810 Seventh Avenue  |
| LP                          | 26th Floor          |
|                             | New York, NY        |
|                             | United States       |
| INVISION DIVERSIFIED        | 155 N. WACKER DRIVE |
| HOLDINGS, LLC               | SUITE 4480          |
|                             | CHICAGO, IL         |
|                             | United States       |

| INVISION DIVERSIFIED,<br>LLC         | 155 N. WACKER DRIVE<br>SUITE 4480<br>CHICAGO, IL                       |
|--------------------------------------|--|
|                                      | United States  |
| Mr. ROBERT CASTILLO                  | 225 W. WASHINGTON STREET<br>SUITE 1155<br>Chicago, IL<br>United States |
| Richard A Simon 2012<br>Family Trust | 1550 S Indiana Ave<br>3rd Floor<br>Chicago, IL<br>United States        |

# SECTION III -- INCOME OR COMPENSATION TO, OR OWNERSHIP BY, CITY ELECTED OFFICIALS

A. Has the Disclosing Party provided any income or compensation to any City elected official during the 12-month period preceding the date of this EDS?

No

B. Does the Disclosing Party reasonably expect to provide any income or compensation to any City elected official during the 12-month period following the date of this EDS?

No

D. Does any City elected official or, to the best of the Disclosing Party's knowledge after reasonable inquiry, any City elected official's spouse or domestic partner, have a financial interest (as defined in <u>Chapter 2-156 of the Municipal Code</u> ("MCC")) in the Disclosing Party?

No

## SECTION V -- CERTIFICATIONS

### A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under <u>MCC Section 2-92-415</u>, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage of any child support obligations by any Illinois court of competent jurisdiction?

No

#### **B. FURTHER CERTIFICATIONS**

1. [This certification applies only if the Matter is a contract being handled by the City's Department of Procurement Services.] In the 5-year period preceding the date of this EDS, neither the Disclosing Party nor any <u>Affiliated Entity</u> has engaged, in connection with the performance of any public contract, the services of an integrity monitor, independent private sector inspector general, or integrity compliance consultant (i.e. an individual or entity with legal, auditing, investigative, or other similar skills, designated by a public agency to help the agency monitor the activity of specified agency vendors as well as help the vendors reform their business practices so they can be considered for agency contracts in the future, or continue with a contract in progress).

I certify the above to be true

2. The Disclosing Party and its Affiliated Entities are not delinquent in the payment of any fine, fee, tax or other source of indebtedness owed to the City of Chicago, including, but not limited to, water and sewer charges, license fees, parking tickets, property taxes and sales taxes, nor is the Disclosing Party delinquent in the payment of any tax administered by the Illinois Department of Revenue.

I certify the above to be true

3. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II(B)(1) of this EDS:

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, during the 5 years before the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in subparagraph (b) above;
- d. have not, during the 5 years before the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and

e. have not, during the 5 years before the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

I certify the above to be true

4. The Disclosing Party understands and shall comply with the applicable requirements of MCC <u>Chapter 2-56 (Inspector General)</u> and <u>Chapter 2-156 (Governmental Ethics)</u>.

I certify the above to be true

5. Neither the Disclosing Party, nor any <u>Contractor</u>, nor any <u>Affiliated Entity</u> of either the Disclosing Party or any <u>Contractor</u>, nor any <u>Agents</u> have, during the 5 years before the date of this EDS, or, with respect to a <u>Contractor</u>, an <u>Affiliated Entity</u>, or an <u>Affiliated Entity</u> of a <u>Contractor</u> during the 5 years before the date of such <u>Contractor's</u> or <u>Affiliated Entity's</u> contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in subparagraph (a) or (b) above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions referenced in <u>MCC Subsection 2-92-320(a)(4)(Contracts</u> <u>Requiring a Base Wage); (a)(5)(Debarment Regulations); or (a)(6)(Minimum Wage</u> <u>Ordinance)</u>.

I certify the above to be true

6. Neither the Disclosing Party, nor any <u>Affiliated Entity</u> or <u>Contractor</u>, or any of their employees, officials, <u>agents</u> or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of

- bid-rigging in violation of <u>720 ILCS 5/33E-3;</u>
- bid-rotating in violation of <u>720 ILCS 5/33E-4</u>; or
- any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

I certify the above to be true

7. Neither the Disclosing Party nor any <u>Affiliated Entity</u> is listed on a Sanctions List maintained by the United States Department of Commerce, State, or Treasury, or any successor federal agency.

I certify the above to be true

11. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the date of this EDS, an employee, or elected or appointed official, of the City of Chicago.

None

12. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$25 per recipient, or (iii) a political contribution otherwise duly reported as required by law.

None

### C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

The Disclosing Party certifies, as defined in <u>MCC Section 2-32-455(b)</u>, the Disclosing Party

is not a "financial institution"

### E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

If the Disclosing Party cannot make this verification, the Disclosing Party must disclose all required information in the space provided below or in an attachment in the "Additional Info" tab. Failure to comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

I can make the above verification

## **SECTION VII - FURTHER ACKNOWLEDGMENTS AND CERTIFICATION**

The Disclosing Party understands and agrees that:

- A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.
- B. The City's Governmental Ethics Ordinance, <u>MCC Chapter 2-156</u>, imposes certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of this ordinance and a training program is available on line at <u>www.cityofchicago.org/Ethics</u>, and may also be obtained from the City's Board of Ethics, 740 N. Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with this ordinance.

I acknowledge and consent to the above

The Disclosing Party understands and agrees that:

- C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/ or declining to allow the Disclosing Party to participate in other City transactions. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.
- D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided in, and appended to, this EDS may be made publicly available on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.
- E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to MCC <u>Chapter 1-23</u>, Article I (imposing PERMANENT INELIGIBILITY for certain specified offenses), the

information provided herein regarding eligibility must be kept current for a longer period, as required by <u>MCC Chapter 1-23</u> and <u>Section 2-154-020</u>.

I acknowledge and consent to the above

## APPENDIX A - FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5%. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under MCC Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a, if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5% ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

No

# APPENDIX B - BUILDING CODE SCOFFLAW/PROBLEM LANDLORD CERTIFICATION

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5% (an "Owner"). It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

1. Pursuant to <u>MCC Section 2-154-010</u>, is the Applicant or any Owner identified as a building code scofflaw or problem landlord pursuant to <u>MCC Section 2-92-416?</u>?

No

### **ADDITIONAL INFO**

Please add any additional explanatory information here. If explanation is longer than 1000 characters, you may add an attachment below. Please note that your EDS, including all attachments, becomes available for public viewing upon contract award. Your attachments will be viewable "as is" without manual redaction by the City. You are responsible for redacting any non-public information from your documents before uploading.

List of attachments uploaded by vendor

None.

#### CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS, and all applicable appendices, on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS, and all applicable appendices, are true, accurate and complete as of the date furnished to the City. Submission of this form constitutes making the oath associated with notarization.

/s/ 04/20/2021 Mrs. Kristin Marano Controller United Service Companies Holdings, LLC

This is a printed copy of the Economic Disclosure Statement, the original of which is filed electronically with the City of Chicago. Any alterations must be made electronically, alterations on this printed copy are void and of no effect.



## CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT and AFFIDAVIT Related to Contract/Amendment/Solicitation EDS # 162013

## **SECTION I -- GENERAL INFORMATION**

A. Legal name of the Disclosing Party submitting the EDS:

INVISION DIVERSIFIED, LLC

Enter d/b/a if applicable:

The Disclosing Party submitting this EDS is:

a legal entity currently holding an interest in the Applicant

The Disclosing Party holds an interest in

United Maintenance Co., Inc and EDS is 161976

B. Business address of the Disclosing Party:

155 N. WACKER DRIVE SUITE 4480 CHICAGO, IL 60606 United States

C. Telephone:

312-236-4600

Fax:

D. Name of contact person:

Mr. Robert Castillo

## **SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS**

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

Limited liability company

Is the Disclosing Party incorporated or organized in the State of Illinois?

No

State or foreign country of incorporation or organization:

Delaware

Registered to do business in the State of Illinois as a foreign entity?

No

B. DISCLOSING PARTY IS A LEGAL ENTITY:

1.a.2 Does the Disclosing Party have any officers?

Yes

1.a.4 List below the full names and titles of all executive officers of the entity.

| Title:   | Chairman            |
|----------|---------------------|
| Officer: | Mr. Robert Castillo |
| Role:    | Officer             |
| Title:   | Secretary           |
| Officer: | Mr. Dustin Stitgen  |
| Role:    | Officer             |

#### B. CERTIFICATION REGARDING CONTROLLING INTEREST

1.b.1 Are there any individuals who directly or indirectly control the day-to-day management of the Disclosing Party as a general partner, managing member, manager, or other capacity?

No

1.b.3 Are there any legal entities that directly or indirectly control the day-to-day management of the Disclosing Party as a general partner, managing member, manager, or other capacity?

Yes

1.b.4 List all legal entities that function as general partners, managing members, managers, and any others who directly or indirectly control the day-to-day management of the Disclosing Party. Each legal entity listed below must submit an EDS on its own behalf.

| Name:             | Invision Diversified Holdings, LLC                            |
|-------------------|---|
| Title:            |   |
| Business Address: | 155 N. Wacker Drive, Ste 4480<br>Chicago, 60606 United States |

#### 2. Ownership Information

Please confirm ownership information concerning each person or entity that having a direct or indirect beneficial interest in excess of 7.5% of the Disclosing Party (your entity). Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture, interest of a member or manager in a limited lability company, or interest of a beneficiary of a trust, estate, or other similar entity. Note: Each legal entity below may be required to submit an EDS on its own behalf.

As reported by the Disclosing Party, the immediate owner(s) of the Disclosing Party is/ are listed below:

- INVISION DIVERSIFIED HOLDINGS, LLC 100.0%
  - Aaron Bludworth 7.6%
  - Mr. ROBERT CASTILLO 20.3%
  - Richard A Simon 2012 Family Trust 9.5%
  - BCOF Capital, LP 11.1%
  - Brightwood Capital Fund IV, LP 21.7%

#### Owner Details

Name Business Address Aaron Bludworth 155 N Wacker Drive Suite 4486 Chicago, IL United States

| BCOF Capital, LP                     | 810 Seventh Avenue       |
|--------------------------------------|--------------------------|
|                                      | 26th Floor               |
|                                      | New York, NY             |
|                                      | United States            |
| Brightwood Capital Fund IV,          | 810 Seventh Avenue       |
| LP                                   | 26th Floor               |
|                                      | New York, NY             |
|                                      | United States            |
| INVISION DIVERSIFIED                 | 155 N. WACKER DRIVE      |
| HOLDINGS, LLC                        | SUITE 4480               |
|                                      | CHICAGO, IL              |
|                                      | United States            |
| Mr. ROBERT CASTILLO                  | 225 W. WASHINGTON STREET |
|                                      | SUITE 1155               |
|                                      | Chicago, IL              |
|                                      | United States            |
| Richard A Simon 2012<br>Family Trust | 1550 S Indiana Ave       |
|                                      | 3rd Floor                |
|                                      | Chicago, IL              |
|                                      | United States            |

# SECTION III -- INCOME OR COMPENSATION TO, OR OWNERSHIP BY, CITY ELECTED OFFICIALS

A. Has the Disclosing Party provided any income or compensation to any City elected official during the 12-month period preceding the date of this EDS?

No

B. Does the Disclosing Party reasonably expect to provide any income or compensation to any City elected official during the 12-month period following the date of this EDS?

No

D. Does any City elected official or, to the best of the Disclosing Party's knowledge after reasonable inquiry, any City elected official's spouse or domestic partner, have a financial interest (as defined in <u>Chapter 2-156 of the Municipal Code</u> ("MCC")) in the Disclosing Party?

# **SECTION V -- CERTIFICATIONS**

### A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under MCC Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage of any child support obligations by any Illinois court of competent jurisdiction?

No

#### **B. FURTHER CERTIFICATIONS**

1. [This certification applies only if the Matter is a contract being handled by the City's Department of Procurement Services.] In the 5-year period preceding the date of this EDS, neither the Disclosing Party nor any <u>Affiliated Entity</u> has engaged, in connection with the performance of any public contract, the services of an integrity monitor, independent private sector inspector general, or integrity compliance consultant (i.e. an individual or entity with legal, auditing, investigative, or other similar skills, designated by a public agency to help the agency monitor the activity of specified agency vendors as well as help the vendors reform their business practices so they can be considered for agency contracts in the future, or continue with a contract in progress).

I certify the above to be true

2. The Disclosing Party and its Affiliated Entities are not delinquent in the payment of any fine, fee, tax or other source of indebtedness owed to the City of Chicago, including, but not limited to, water and sewer charges, license fees, parking tickets, property taxes and sales taxes, nor is the Disclosing Party delinquent in the payment of any tax administered by the Illinois Department of Revenue.

I certify the above to be true

3. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II(B)(1) of this EDS:

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, during the 5 years before the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them

No

in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;

- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in subparagraph (b) above;
- d. have not, during the 5 years before the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, during the 5 years before the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

I certify the above to be true

4. The Disclosing Party understands and shall comply with the applicable requirements of MCC <u>Chapter 2-56 (Inspector General)</u> and <u>Chapter 2-156 (Governmental Ethics)</u>.

I certify the above to be true

5. Neither the Disclosing Party, nor any <u>Contractor</u>, nor any <u>Affiliated Entity</u> of either the Disclosing Party or any <u>Contractor</u>, nor any <u>Agents</u> have, during the 5 years before the date of this EDS, or, with respect to a <u>Contractor</u>, an <u>Affiliated Entity</u>, or an <u>Affiliated Entity</u> of a <u>Contractor</u> during the 5 years before the date of such <u>Contractor's</u> or <u>Affiliated Entity's</u> contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in subparagraph (a) or (b) above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions referenced in <u>MCC Subsection 2-92-320(a)(4)(Contracts Requiring a Base Wage); (a)(5)(Debarment Regulations); or (a)(6)(Minimum Wage Ordinance)</u>.

I certify the above to be true

6. Neither the Disclosing Party, nor any <u>Affiliated Entity</u> or <u>Contractor</u>, or any of their employees, officials, <u>agents</u> or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of

- bid-rigging in violation of <u>720 ILCS 5/33E-3;</u>
- bid-rotating in violation of 720 ILCS 5/33E-4; or
- any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

I certify the above to be true

7. Neither the Disclosing Party nor any <u>Affiliated Entity</u> is listed on a Sanctions List maintained by the United States Department of Commerce, State, or Treasury, or any successor federal agency.

I certify the above to be true

11. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the date of this EDS, an employee, or elected or appointed official, of the City of Chicago.

None

12. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$25 per recipient, or (iii) a political contribution otherwise duly reported as required by law.

None

#### C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

The Disclosing Party certifies, as defined in <u>MCC Section 2-32-455(b)</u>, the Disclosing Party

is not a "financial institution"

#### E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

If the Disclosing Party cannot make this verification, the Disclosing Party must disclose all required information in the space provided below or in an attachment in the "Additional Info" tab. Failure to comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

I can make the above verification

## **SECTION VII - FURTHER ACKNOWLEDGMENTS AND CERTIFICATION**

The Disclosing Party understands and agrees that:

- A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.
- B. The City's Governmental Ethics Ordinance, <u>MCC Chapter 2-156</u>, imposes certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of this ordinance and a training program is available on line at <u>www.cityofchicago.org/Ethics</u>, and may also be obtained from the City's Board of Ethics, 740 N. Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with this ordinance.

I acknowledge and consent to the above

The Disclosing Party understands and agrees that:

- C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/ or declining to allow the Disclosing Party to participate in other City transactions. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.
- D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided in, and appended

to, this EDS may be made publicly available on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to MCC Chapter 1-23, Article I (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by MCC Chapter 1-23 and Section 2-154-020.

I acknowledge and consent to the above

## APPENDIX A - FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5%. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under MCC Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a, if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5% ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

No

# APPENDIX B - BUILDING CODE SCOFFLAW/PROBLEM LANDLORD CERTIFICATION

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5% (an "Owner"). It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

1. Pursuant to <u>MCC Section 2-154-010</u>, is the Applicant or any Owner identified as a building code scofflaw or problem landlord pursuant to <u>MCC Section 2-92-416?</u>?

No

## **ADDITIONAL INFO**

Please add any additional explanatory information here. If explanation is longer than 1000 characters, you may add an attachment below. Please note that your EDS, including all attachments, becomes available for public viewing upon contract award. Your attachments will be viewable "as is" without manual redaction by the City. You are responsible for redacting any non-public information from your documents before uploading.

List of attachments uploaded by vendor

None.

### CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS, and all applicable appendices, on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS, and all applicable appendices, are true, accurate and complete as of the date furnished to the City. Submission of this form constitutes making the oath associated with notarization.

/s/ 04/20/2021 Mr. Robert Castillo Chairman INVISION DIVERSIFIED, LLC

This is a printed copy of the Economic Disclosure Statement, the original of which is filed electronically with the City of Chicago. Any alterations must be made electronically, alterations on this printed copy are void and of no effect.



## CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT and AFFIDAVIT Related to Contract/Amendment/Solicitation EDS # 162014

## **SECTION I -- GENERAL INFORMATION**

A. Legal name of the Disclosing Party submitting the EDS:

INVISION DIVERSIFIED HOLDINGS, LLC

Enter d/b/a if applicable:

The Disclosing Party submitting this EDS is:

a legal entity currently holding an interest in the Applicant

The Disclosing Party holds an interest in

United Maintenance Co., Inc and EDS is 161976

B. Business address of the Disclosing Party:

155 N. WACKER DRIVE SUITE 4480 CHICAGO, IL 60606 United States

C. Telephone:

312-236-4600

Fax:

D. Name of contact person:

Robert Castillo

## **SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS**

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

Limited liability company

Is the Disclosing Party incorporated or organized in the State of Illinois?

No

State or foreign country of incorporation or organization:

Delaware

Registered to do business in the State of Illinois as a foreign entity?

No

B. DISCLOSING PARTY IS A LEGAL ENTITY:

1.a.2 Does the Disclosing Party have any officers?

Yes

1.a.4 List below the full names and titles of all executive officers of the entity.

| Title:   | Chairman            |
|----------|---------------------|
| Officer: | Mr. Robert Castillo |
| Role:    | Officer             |
| Title:   | Secretary           |
| Officer: | Mr. Dustin Stitgen  |
| Role:    | Officer             |

#### B. CERTIFICATION REGARDING CONTROLLING INTEREST

1.b.1 Are there any individuals who directly or indirectly control the day-to-day management of the Disclosing Party as a general partner, managing member, manager, or other capacity?

No

1.b.3 Are there any legal entities that directly or indirectly control the day-to-day management of the Disclosing Party as a general partner, managing member, manager, or other capacity?

No

2. Ownership Information

Please confirm ownership information concerning each person or entity that having a direct or indirect beneficial interest in excess of 7.5% of the Disclosing Party (your entity). Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture, interest of a member or manager in a limited lability company, or interest of a beneficiary of a trust, estate, or other similar entity. Note: Each legal entity below may be required to submit an EDS on its own behalf.

As reported by the Disclosing Party, the immediate owner(s) of the Disclosing Party is/ are listed below:

- Aaron Bludworth 7.6%
- Mr. ROBERT CASTILLO 20.3%
- Richard A Simon 2012 Family Trust 9.5%
- BCOF Capital, LP 11.1%
- Brightwood Capital Fund IV, LP 21.7%

#### Owner Details

| Name                        | Business Address         |
|-----------------------------|--------------------------|
| Aaron Bludworth             | 155 N Wacker Drive       |
|                             | Suite 4486               |
|                             | Chicago, IL              |
|                             | United States            |
| BCOF Capital, LP            | 810 Seventh Avenue       |
|                             | 26th Floor               |
|                             | New York, NY             |
|                             | United States            |
| Brightwood Capital Fund IV, | 810 Seventh Avenue       |
| LP                          | 26th Floor               |
|                             | New York, NY             |
|                             | United States            |
| Mr. ROBERT CASTILLO         | 225 W. WASHINGTON STREET |
|                             | SUITE 1155               |
|                             |                          |

| Richard A Simon 2012<br>Family Trust | Chicago, IL        |
|--------------------------------------|--------------------|
|                                      | United States      |
|                                      | 1550 S Indiana Ave |
|                                      | 3rd Floor          |
|                                      | Chicago, IL        |
|                                      | United States      |

# SECTION III -- INCOME OR COMPENSATION TO, OR OWNERSHIP BY, CITY ELECTED OFFICIALS

A. Has the Disclosing Party provided any income or compensation to any City elected official during the 12-month period preceding the date of this EDS?

No

B. Does the Disclosing Party reasonably expect to provide any income or compensation to any City elected official during the 12-month period following the date of this EDS?

No

D. Does any City elected official or, to the best of the Disclosing Party's knowledge after reasonable inquiry, any City elected official's spouse or domestic partner, have a financial interest (as defined in <u>Chapter 2-156 of the Municipal Code</u> ("MCC")) in the Disclosing Party?

No

## SECTION V -- CERTIFICATIONS

#### A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under <u>MCC Section 2-92-415</u>, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage of any child support obligations by any Illinois court of competent jurisdiction?

No

#### **B. FURTHER CERTIFICATIONS**

1. [This certification applies only if the Matter is a contract being handled by the City's Department of Procurement Services.] In the 5-year period preceding the date of this EDS, neither the Disclosing Party nor any <u>Affiliated Entity</u> has engaged, in connection with the performance of any public contract, the services of an integrity monitor, independent private sector inspector general, or integrity compliance consultant (i.e. an individual or entity with legal, auditing, investigative, or other similar skills, designated by a public agency to help the agency monitor the activity of specified agency vendors as well as help the vendors reform their business practices so they can be considered for agency contracts in the future, or continue with a contract in progress).

I certify the above to be true

2. The Disclosing Party and its Affiliated Entities are not delinquent in the payment of any fine, fee, tax or other source of indebtedness owed to the City of Chicago, including, but not limited to, water and sewer charges, license fees, parking tickets, property taxes and sales taxes, nor is the Disclosing Party delinquent in the payment of any tax administered by the Illinois Department of Revenue.

I certify the above to be true

3. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II(B)(1) of this EDS:

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, during the 5 years before the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in subparagraph (b) above;
- d. have not, during the 5 years before the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, during the 5 years before the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

I certify the above to be true

4. The Disclosing Party understands and shall comply with the applicable requirements of MCC <u>Chapter 2-56 (Inspector General)</u> and <u>Chapter 2-156 (Governmental Ethics)</u>.

I certify the above to be true

5. Neither the Disclosing Party, nor any <u>Contractor</u>, nor any <u>Affiliated Entity</u> of either the Disclosing Party or any <u>Contractor</u>, nor any <u>Agents</u> have, during the 5 years before the date of this EDS, or, with respect to a <u>Contractor</u>, an <u>Affiliated Entity</u>, or an <u>Affiliated Entity</u> of a <u>Contractor</u> during the 5 years before the date of such <u>Contractor's</u> or <u>Affiliated Entity's</u> contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in subparagraph (a) or (b) above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions referenced in <u>MCC Subsection 2-92-320(a)(4)(Contracts</u> <u>Requiring a Base Wage); (a)(5)(Debarment Regulations); or (a)(6)(Minimum Wage</u> <u>Ordinance)</u>.

I certify the above to be true

6. Neither the Disclosing Party, nor any <u>Affiliated Entity</u> or <u>Contractor</u>, or any of their employees, officials, <u>agents</u> or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of

- bid-rigging in violation of <u>720 ILCS 5/33E-3;</u>
- bid-rotating in violation of <u>720 ILCS 5/33E-4</u>; or
- any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

I certify the above to be true

7. Neither the Disclosing Party nor any <u>Affiliated Entity</u> is listed on a Sanctions List maintained by the United States Department of Commerce, State, or Treasury, or any successor federal agency.

I certify the above to be true

11. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at

any time during the 12-month period preceding the date of this EDS, an employee, or elected or appointed official, of the City of Chicago.

None

12. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$25 per recipient, or (iii) a political contribution otherwise duly reported as required by law.

None

### C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

The Disclosing Party certifies, as defined in <u>MCC Section 2-32-455(b)</u>, the Disclosing Party

is not a "financial institution"

#### E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

If the Disclosing Party cannot make this verification, the Disclosing Party must disclose all required information in the space provided below or in an attachment in the "Additional Info" tab. Failure to comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

I can make the above verification

## SECTION VII - FURTHER ACKNOWLEDGMENTS AND CERTIFICATION

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the

City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics Ordinance, <u>MCC Chapter 2-156</u>, imposes certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of this ordinance and a training program is available on line at <u>www.cityofchicago.org/Ethics</u>, and may also be obtained from the City's Board of Ethics, 740 N. Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with this ordinance.

I acknowledge and consent to the above

The Disclosing Party understands and agrees that:

- C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/ or declining to allow the Disclosing Party to participate in other City transactions. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.
- D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided in, and appended to, this EDS may be made publicly available on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.
- E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to MCC Chapter 1-23, Article I (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by MCC Chapter 1-23 and Section 2-154-020.

I acknowledge and consent to the above

## APPENDIX A - FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5%. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under MCC Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a, if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5% ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

No

# APPENDIX B - BUILDING CODE SCOFFLAW/PROBLEM LANDLORD CERTIFICATION

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5% (an "Owner"). It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

1. Pursuant to <u>MCC Section 2-154-010</u>, is the Applicant or any Owner identified as a building code scofflaw or problem landlord pursuant to <u>MCC Section 2-92-416?</u>?

No

# ADDITIONAL INFO

Please add any additional explanatory information here. If explanation is longer than 1000 characters, you may add an attachment below. Please note that your EDS, including all attachments, becomes available for public viewing upon contract award. Your attachments will be viewable "as is" without manual redaction by the City. You are responsible for redacting any non-public information from your documents before uploading.

List of attachments uploaded by vendor

None.

## CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS, and all applicable appendices, on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS, and all applicable appendices, are true, accurate and complete as of the date furnished to the City. Submission of this form constitutes making the oath associated with notarization.

/s/ 04/20/2021 Robert Castillo Chairman INVISION DIVERSIFIED HOLDINGS, LLC

This is a printed copy of the Economic Disclosure Statement, the original of which is filed electronically with the City of Chicago. Any alterations must be made electronically, alterations on this printed copy are void and of no effect.



## CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT and AFFIDAVIT Related to Contract/Amendment/Solicitation EDS # 162015

# **SECTION I -- GENERAL INFORMATION**

A. Legal name of the Disclosing Party submitting the EDS:

Richard A Simon 2012 Family Trust

Enter d/b/a if applicable:

The Disclosing Party submitting this EDS is:

a legal entity currently holding an interest in the Applicant

The Disclosing Party holds an interest in

United Maintenance Co., Inc and EDS is 161976

B. Business address of the Disclosing Party:

1550 S Indiana Ave 3rd Floor Chicago, IL 60605 United States

C. Telephone:

630-541-9645

Fax:

D. Name of contact person:

Mark R Valley

# **SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS**

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

Trust

1.a.7 Is the trustee, executor, administrator or similarly situated party an individual?

Yes

1.a.8 List the individual who is the trustee, executor, administrator or similarly situated party. Don't include any legal entities in this answer; these will be named later:

| Name:             | Debra M Simon   |
|-------------------|---|
| Business Address: | 1474 S Prairie Street<br>Unit D<br>Chicago, 60605 United States     |
| Name:             | Mark R Valley   |
| Business Address: | 6655 Main Street<br>Suite 120<br>Downers Grove, 60516 United States |

1.a.9 Are there any legal entities who are trustees, executors, administrators or similarly situated parties?

No

2. Ownership Information

Please confirm ownership information concerning each person or entity that having a direct or indirect beneficial interest in excess of 7.5% of the Disclosing Party (your entity). Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture, interest of a member or manager in a limited lability company, or interest of a beneficiary of a trust, estate, or other similar entity. Note: Each legal entity below may be required to submit an EDS on its own behalf.

As reported by the Disclosing Party, the immediate owner(s) of the Disclosing Party is/ are listed below:

There are no owners with greater than 7.5 percent ownership in the Disclosing Party.

# SECTION III -- INCOME OR COMPENSATION TO, OR OWNERSHIP BY, CITY ELECTED OFFICIALS

A. Has the Disclosing Party provided any income or compensation to any City elected official during the 12-month period preceding the date of this EDS?

No

B. Does the Disclosing Party reasonably expect to provide any income or compensation to any City elected official during the 12-month period following the date of this EDS?

No

D. Does any City elected official or, to the best of the Disclosing Party's knowledge after reasonable inquiry, any City elected official's spouse or domestic partner, have a financial interest (as defined in <u>Chapter 2-156 of the Municipal Code</u> ("MCC")) in the Disclosing Party?

No

# SECTION V -- CERTIFICATIONS

### A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under MCC Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage of any child support obligations by any Illinois court of competent jurisdiction?

No

### **B. FURTHER CERTIFICATIONS**

1. [This certification applies only if the Matter is a contract being handled by the City's Department of Procurement Services.] In the 5-year period preceding the date of this EDS, neither the Disclosing Party nor any <u>Affiliated Entity</u> has engaged, in connection with the performance of any public contract, the services of an integrity monitor, independent private sector inspector general, or integrity compliance consultant (i.e. an individual or entity with legal, auditing, investigative, or other similar skills, designated by a public agency to help the agency monitor the activity of specified agency vendors as well as help the vendors reform their business practices so they can be considered for agency contracts in the future, or continue with a contract in progress).

I certify the above to be true

2. The Disclosing Party and its Affiliated Entities are not delinquent in the payment of any fine, fee, tax or other source of indebtedness owed to the City of Chicago, including, but not limited to, water and sewer charges, license fees, parking tickets, property taxes and sales taxes, nor is the Disclosing Party delinquent in the payment of any tax administered by the Illinois Department of Revenue.

I certify the above to be true

3. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II(B)(1) of this EDS:

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, during the 5 years before the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in subparagraph (b) above;
- d. have not, during the 5 years before the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, during the 5 years before the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

I certify the above to be true

4. The Disclosing Party understands and shall comply with the applicable requirements of MCC <u>Chapter 2-56 (Inspector General)</u> and <u>Chapter 2-156 (Governmental Ethics)</u>.

I certify the above to be true

5. Neither the Disclosing Party, nor any <u>Contractor</u>, nor any <u>Affiliated Entity</u> of either the Disclosing Party or any <u>Contractor</u>, nor any <u>Agents</u> have, during the 5 years before the date of this EDS, or, with respect to a <u>Contractor</u>, an <u>Affiliated Entity</u>, or an <u>Affiliated Entity</u> of a <u>Contractor</u> during the 5 years before the date of such <u>Contractor's</u> or <u>Affiliated Entity's</u> contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in subparagraph (a) or (b) above that is a matter of record, but have not been prosecuted for such conduct; or
- violated the provisions referenced in <u>MCC Subsection 2-92-320(a)(4)(Contracts</u> <u>Requiring a Base Wage); (a)(5)(Debarment Regulations); or (a)(6)(Minimum Wage</u> <u>Ordinance)</u>.

I certify the above to be true

6. Neither the Disclosing Party, nor any <u>Affiliated Entity</u> or <u>Contractor</u>, or any of their employees, officials, <u>agents</u> or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of

- bid-rigging in violation of <u>720 ILCS 5/33E-3;</u>
- bid-rotating in violation of 720 ILCS 5/33E-4; or
- any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

I certify the above to be true

7. Neither the Disclosing Party nor any <u>Affiliated Entity</u> is listed on a Sanctions List maintained by the United States Department of Commerce, State, or Treasury, or any successor federal agency.

I certify the above to be true

11. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the date of this EDS, an employee, or elected or appointed official, of the City of Chicago.

None

12. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official

City business and having a retail value of less than \$25 per recipient, or (iii) a political contribution otherwise duly reported as required by law.

None

#### C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

The Disclosing Party certifies, as defined in <u>MCC Section 2-32-455(b)</u>, the Disclosing Party

is not a "financial institution"

#### E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

If the Disclosing Party cannot make this verification, the Disclosing Party must disclose all required information in the space provided below or in an attachment in the "Additional Info" tab. Failure to comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

I can make the above verification

## **SECTION VII - FURTHER ACKNOWLEDGMENTS AND CERTIFICATION**

The Disclosing Party understands and agrees that:

- A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.
- B. The City's Governmental Ethics Ordinance, <u>MCC Chapter 2-156</u>, imposes certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of this ordinance and a training program is available on line at <u>www.cityofchicago.org/Ethics</u>, and may also be obtained from

the City's Board of Ethics, 740 N. Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with this ordinance.

I acknowledge and consent to the above

The Disclosing Party understands and agrees that:

- C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/ or declining to allow the Disclosing Party to participate in other City transactions. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.
- D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided in, and appended to, this EDS may be made publicly available on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.
- E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to MCC <u>Chapter 1-23</u>, Article I (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by <u>MCC Chapter 1-23</u> and <u>Section 2-154-020</u>.

I acknowledge and consent to the above

# APPENDIX A - FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5%. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under <u>MCC Section 2-154-015</u>, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof

currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a, if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5% ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

No

# APPENDIX B - BUILDING CODE SCOFFLAW/PROBLEM LANDLORD CERTIFICATION

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5% (an "Owner"). It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

1. Pursuant to <u>MCC Section 2-154-010</u>, is the Applicant or any Owner identified as a building code scofflaw or problem landlord pursuant to <u>MCC Section 2-92-416?</u>?

No

## ADDITIONAL INFO

Please add any additional explanatory information here. If explanation is longer than 1000 characters, you may add an attachment below. Please note that your EDS, including all attachments, becomes available for public viewing upon contract award. Your attachments will be viewable "as is" without manual redaction by the City. You

are responsible for redacting any non-public information from your documents before uploading.

List of attachments uploaded by vendor

None.

### CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS, and all applicable appendices, on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS, and all applicable appendices, are true, accurate and complete as of the date furnished to the City. Submission of this form constitutes making the oath associated with notarization.

/s/ 04/21/2021 Mark R Valley Attorney Richard A Simon 2012 Family Trust

This is a printed copy of the Economic Disclosure Statement, the original of which is filed electronically with the City of Chicago. Any alterations must be made electronically, alterations on this printed copy are void and of no effect.



## CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT and AFFIDAVIT Related to Contract/Amendment/Solicitation EDS # 162016

# **SECTION I -- GENERAL INFORMATION**

A. Legal name of the Disclosing Party submitting the EDS:

BCOF Capital, LP

Enter d/b/a if applicable:

The Disclosing Party submitting this EDS is:

a legal entity currently holding an interest in the Applicant

The Disclosing Party holds an interest in

United Maintenance Co., Inc and EDS is 161976

B. Business address of the Disclosing Party:

810 Seventh Avenue 26th Floor New York, NY 10019 United States

C. Telephone:

646-957-9539

Fax:

### D. Name of contact person:

Josh Joyce

# **SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS**

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

Limited partnership

Is the Disclosing Party incorporated or organized in the State of Illinois?

No

State or foreign country of incorporation or organization:

Delaware

Registered to do business in the State of Illinois as a foreign entity?

No

**B. CERTIFICATION REGARDING CONTROLLING INTEREST** 

1.b.1 Are there any individuals who directly or indirectly control the day-to-day management of the Disclosing Party as a general partner, managing member, manager, or other capacity?

No

1.b.3 Are there any legal entities that directly or indirectly control the day-to-day management of the Disclosing Party as a general partner, managing member, manager, or other capacity?

Yes

1.b.4 List all legal entities that function as general partners, managing members, managers, and any others who directly or indirectly control the day-to-day management of the Disclosing Party. Each legal entity listed below must submit an EDS on its own behalf.

| Name:             | BCOF Capital Managers, LLC                                      |
|-------------------|---|
| Title:            | General Partner   |
| Business Address: | 810 Seventh Avenue, 26th Floor<br>New York, 10019 United States |
|                   |   |

2. Ownership Information

Please confirm ownership information concerning each person or entity that having a direct or indirect beneficial interest in excess of 7.5% of the Disclosing Party (your entity). Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture, interest of a member or manager in a limited lability company, or interest of a beneficiary of a trust, estate, or other similar entity. Note: Each legal entity below may be required to submit an EDS on its own behalf.

As reported by the Disclosing Party, the immediate owner(s) of the Disclosing Party is/ are listed below:

There are no owners with greater than 7.5 percent ownership in the Disclosing Party.

# SECTION III -- INCOME OR COMPENSATION TO, OR OWNERSHIP BY, CITY ELECTED OFFICIALS

A. Has the Disclosing Party provided any income or compensation to any City elected official during the 12-month period preceding the date of this EDS?

No

B. Does the Disclosing Party reasonably expect to provide any income or compensation to any City elected official during the 12-month period following the date of this EDS?

No

D. Does any City elected official or, to the best of the Disclosing Party's knowledge after reasonable inquiry, any City elected official's spouse or domestic partner, have a financial interest (as defined in <u>Chapter 2-156 of the Municipal Code</u> ("MCC")) in the Disclosing Party?

No

# **SECTION V -- CERTIFICATIONS**

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under MCC Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage of any child support obligations by any Illinois court of competent jurisdiction?

No

### **B. FURTHER CERTIFICATIONS**

1. [This certification applies only if the Matter is a contract being handled by the City's Department of Procurement Services.] In the 5-year period preceding the date of this EDS, neither the Disclosing Party nor any <u>Affiliated Entity</u> has engaged, in connection with the performance of any public contract, the services of an integrity monitor, independent private sector inspector general, or integrity compliance consultant (i.e. an individual or entity with legal, auditing, investigative, or other similar skills, designated by a public agency to help the agency monitor the activity of specified agency vendors as well as help the vendors reform their business practices so they can be considered for agency contracts in the future, or continue with a contract in progress).

#### I certify the above to be true

2. The Disclosing Party and its Affiliated Entities are not delinquent in the payment of any fine, fee, tax or other source of indebtedness owed to the City of Chicago, including, but not limited to, water and sewer charges, license fees, parking tickets, property taxes and sales taxes, nor is the Disclosing Party delinquent in the payment of any tax administered by the Illinois Department of Revenue.

I certify the above to be true

3. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II(B)(1) of this EDS:

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, during the 5 years before the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in subparagraph (b) above;
- d. have not, during the 5 years before the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, during the 5 years before the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

I certify the above to be true

4. The Disclosing Party understands and shall comply with the applicable requirements of MCC <u>Chapter 2-56 (Inspector General)</u> and <u>Chapter 2-156 (Governmental Ethics)</u>.

I certify the above to be true

5. Neither the Disclosing Party, nor any <u>Contractor</u>, nor any <u>Affiliated Entity</u> of either the Disclosing Party or any <u>Contractor</u>, nor any <u>Agents</u> have, during the 5 years before the date of this EDS, or, with respect to a <u>Contractor</u>, an <u>Affiliated Entity</u>, or an <u>Affiliated Entity</u> of a <u>Contractor</u> during the 5 years before the date of such <u>Contractor's</u> or <u>Affiliated Entity's</u> contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in subparagraph (a) or (b) above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions referenced in <u>MCC Subsection 2-92-320(a)(4)(Contracts</u> <u>Requiring a Base Wage); (a)(5)(Debarment Regulations); or (a)(6)(Minimum Wage</u> <u>Ordinance)</u>.

I certify the above to be true

6. Neither the Disclosing Party, nor any <u>Affiliated Entity</u> or <u>Contractor</u>, or any of their employees, officials, <u>agents</u> or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of

- bid-rigging in violation of <u>720 ILCS 5/33E-3;</u>
- bid-rotating in violation of <u>720 ILCS 5/33E-4</u>; or
- any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

I certify the above to be true

7. Neither the Disclosing Party nor any <u>Affiliated Entity</u> is listed on a Sanctions List maintained by the United States Department of Commerce, State, or Treasury, or any successor federal agency.

I certify the above to be true

11. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at

any time during the 12-month period preceding the date of this EDS, an employee, or elected or appointed official, of the City of Chicago.

None

12. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$25 per recipient, or (iii) a political contribution otherwise duly reported as required by law.

None

## C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

The Disclosing Party certifies, as defined in <u>MCC Section 2-32-455(b)</u>, the Disclosing Party

is not a "financial institution"

### E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

If the Disclosing Party cannot make this verification, the Disclosing Party must disclose all required information in the space provided below or in an attachment in the "Additional Info" tab. Failure to comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

I can make the above verification

## SECTION VII - FURTHER ACKNOWLEDGMENTS AND CERTIFICATION

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the

City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics Ordinance, <u>MCC Chapter 2-156</u>, imposes certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of this ordinance and a training program is available on line at <u>www.cityofchicago.org/Ethics</u>, and may also be obtained from the City's Board of Ethics, 740 N. Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with this ordinance.

I acknowledge and consent to the above

The Disclosing Party understands and agrees that:

- C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/ or declining to allow the Disclosing Party to participate in other City transactions. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.
- D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided in, and appended to, this EDS may be made publicly available on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.
- E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to MCC Chapter 1-23, Article I (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by MCC Chapter 1-23 and Section 2-154-020.

I acknowledge and consent to the above

## APPENDIX A - FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5%. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under MCC Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a, if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5% ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

No

# APPENDIX B - BUILDING CODE SCOFFLAW/PROBLEM LANDLORD CERTIFICATION

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5% (an "Owner"). It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

1. Pursuant to <u>MCC Section 2-154-010</u>, is the Applicant or any Owner identified as a building code scofflaw or problem landlord pursuant to <u>MCC Section 2-92-416?</u>?

No

# ADDITIONAL INFO

Please add any additional explanatory information here. If explanation is longer than 1000 characters, you may add an attachment below. Please note that your EDS, including all attachments, becomes available for public viewing upon contract award. Your attachments will be viewable "as is" without manual redaction by the City. You are responsible for redacting any non-public information from your documents before uploading.

The Disclosing Party is majority owned by Brightwood Capital Fund IV, LP, a private investment fund. The Laborers' & Retirement Board Employees' Annuity & Benefit Fund of Chicago is a limited partner in Brightwood Capital Fund IV, LP.

List of attachments uploaded by vendor

None.

## CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS, and all applicable appendices, on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS, and all applicable appendices, are true, accurate and complete as of the date furnished to the City. Submission of this form constitutes making the oath associated with notarization.

/s/ 04/29/2021 Josh Joyce Compliance Director BCOF Capital, LP

This is a printed copy of the Economic Disclosure Statement, the original of which is filed electronically with the City of Chicago. Any alterations must be made electronically, alterations on this printed copy are void and of no effect.



## CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT and AFFIDAVIT Related to Contract/Amendment/Solicitation EDS # 162017

# **SECTION I -- GENERAL INFORMATION**

A. Legal name of the Disclosing Party submitting the EDS:

Brightwood Capital Fund IV, LP

Enter d/b/a if applicable:

The Disclosing Party submitting this EDS is:

a legal entity currently holding an interest in the Applicant

B. Business address of the Disclosing Party:

810 Seventh Avenue 26th Floor New York, NY 10019 United States

C. Telephone:

Fax:

D. Name of contact person:

Mr. David Lu

## **SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS**

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

Limited partnership

Is the Disclosing Party incorporated or organized in the State of Illinois?

No

B. DISCLOSING PARTY IS A LEGAL ENTITY:

1.a.1 Does the Disclosing Party have any directors?

1.a.3 List below the full names and titles of all executive officers and all directors, if any, of the entity. Do not include any directors who have no power to select the entity's officers.

#### 2. Ownership Information

Please confirm ownership information concerning each person or entity that having a direct or indirect beneficial interest in excess of 7.5% of the Disclosing Party (your entity). Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture, interest of a member or manager in a limited lability company, or interest of a beneficiary of a trust, estate, or other similar entity. Note: Each legal entity below may be required to submit an EDS on its own behalf.

As reported by the Disclosing Party, the immediate owner(s) of the Disclosing Party is/ are listed below:

There are no owners with greater than 7.5 percent ownership in the Disclosing Party.

# SECTION III -- INCOME OR COMPENSATION TO, OR OWNERSHIP BY, CITY ELECTED OFFICIALS

A. Has the Disclosing Party provided any income or compensation to any City elected official during the 12-month period preceding the date of this EDS?

No

B. Does the Disclosing Party reasonably expect to provide any income or compensation to any City elected official during the 12-month period following the date of this EDS?

No

C. Please identify the name(s) of such City elected official(s) and describe such income or compensation.

D. Does any City elected official or, to the best of the Disclosing Party's knowledge after reasonable inquiry, any City elected official's spouse or domestic partner, have a financial interest (as defined in <u>Chapter 2-156 of the Municipal Code</u> ("MCC")) in the Disclosing Party?

No

## **SECTION V -- CERTIFICATIONS**

## A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under <u>MCC Section 2-92-415</u>, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage of any child support obligations by any Illinois court of competent jurisdiction?

No

### **B. FURTHER CERTIFICATIONS**

1. [This certification applies only if the Matter is a contract being handled by the City's Department of Procurement Services.] In the 5-year period preceding the date of this EDS, neither the Disclosing Party nor any <u>Affiliated Entity</u> has engaged, in connection with the performance of any public contract, the services of an integrity monitor, independent private sector inspector general, or integrity compliance consultant (i.e. an individual or entity with legal, auditing, investigative, or other similar skills, designated by a public agency to help the agency monitor the activity of specified agency vendors as well as help the vendors reform their business practices so they can be considered for agency contracts in the future, or continue with a contract in progress).

I certify the above to be true

2. The Disclosing Party and its Affiliated Entities are not delinquent in the payment of any fine, fee, tax or other source of indebtedness owed to the City of Chicago, including, but not limited to, water and sewer charges, license fees, parking tickets, property taxes and sales taxes, nor is the Disclosing Party delinquent in the payment of any tax administered by the Illinois Department of Revenue.

I certify the above to be true

3. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II(B)(1) of this EDS:

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, during the 5 years before the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in subparagraph (b) above;
- d. have not, during the 5 years before the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, during the 5 years before the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

I certify the above to be true

4. The Disclosing Party understands and shall comply with the applicable requirements of MCC <u>Chapter 2-56 (Inspector General)</u> and <u>Chapter 2-156 (Governmental Ethics)</u>.

I certify the above to be true

5. Neither the Disclosing Party, nor any <u>Contractor</u>, nor any <u>Affiliated Entity</u> of either the Disclosing Party or any <u>Contractor</u>, nor any <u>Agents</u> have, during the 5 years before the date of this EDS, or, with respect to a <u>Contractor</u>, an <u>Affiliated Entity</u>, or an <u>Affiliated Entity</u> of a <u>Contractor</u> during the 5 years before the date of such <u>Contractor's</u> or <u>Affiliated Entity's</u> contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in subparagraph (a) or (b) above that is a matter of record, but have not been prosecuted for such conduct; or

d. violated the provisions referenced in <u>MCC Subsection 2-92-320(a)(4)(Contracts</u> <u>Requiring a Base Wage); (a)(5)(Debarment Regulations); or (a)(6)(Minimum Wage</u> <u>Ordinance)</u>.

I certify the above to be true

6. Neither the Disclosing Party, nor any <u>Affiliated Entity</u> or <u>Contractor</u>, or any of their employees, officials, <u>agents</u> or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of

- bid-rigging in violation of <u>720 ILCS 5/33E-3;</u>
- bid-rotating in violation of <u>720 ILCS 5/33E-4</u>; or
- any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

I certify the above to be true

7. Neither the Disclosing Party nor any <u>Affiliated Entity</u> is listed on a Sanctions List maintained by the United States Department of Commerce, State, or Treasury, or any successor federal agency.

I certify the above to be true

11. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the date of this EDS, an employee, or elected or appointed official, of the City of Chicago.

#### None

12. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$25 per recipient, or (iii) a political contribution otherwise duly reported as required by law.

None

### C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

The Disclosing Party certifies, as defined in <u>MCC Section 2-32-455(b)</u>, the Disclosing Party

### E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

If the Disclosing Party cannot make this verification, the Disclosing Party must disclose all required information in the space provided below or in an attachment in the "Additional Info" tab. Failure to comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

I can make the above verification

## **SECTION VII - FURTHER ACKNOWLEDGMENTS AND CERTIFICATION**

The Disclosing Party understands and agrees that:

- A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.
- B. The City's Governmental Ethics Ordinance, <u>MCC Chapter 2-156</u>, imposes certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of this ordinance and a training program is available on line at <u>www.cityofchicago.org/Ethics</u>, and may also be obtained from the City's Board of Ethics, 740 N. Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with this ordinance.

I acknowledge and consent to the above

The Disclosing Party understands and agrees that:

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/ or declining to allow the Disclosing Party to participate in other City transactions.

Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

- D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided in, and appended to, this EDS may be made publicly available on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.
- E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to MCC <u>Chapter 1-23</u>, Article I (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by <u>MCC Chapter 1-23</u> and <u>Section 2-154-020</u>.

I acknowledge and consent to the above

# APPENDIX A - FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5%. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under MCC Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a, if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5% ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

No

# APPENDIX B - BUILDING CODE SCOFFLAW/PROBLEM LANDLORD CERTIFICATION

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5% (an "Owner"). It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

1. Pursuant to <u>MCC Section 2-154-010</u>, is the Applicant or any Owner identified as a building code scofflaw or problem landlord pursuant to <u>MCC Section 2-92-416?</u>?

No

## **ADDITIONAL INFO**

Please add any additional explanatory information here. If explanation is longer than 1000 characters, you may add an attachment below. Please note that your EDS, including all attachments, becomes available for public viewing upon contract award. Your attachments will be viewable "as is" without manual redaction by the City. You are responsible for redacting any non-public information from your documents before uploading.

The Laborers  $\tilde{A}^{-}\hat{A}_{\dot{c}}\hat{A}_{2}^{\prime}$  & Retirement Board Employees  $\tilde{A}^{-}\hat{A}_{\dot{c}}\hat{A}_{2}^{\prime}$  Annuity & Benefit Fund of Chicago is a limited partner in the Disclosing Party, a private investment fund.

List of attachments uploaded by vendor

None.

### CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS, and all applicable appendices, on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS, and all applicable appendices, are true, accurate and complete as of the date furnished to the City. Submission of this form constitutes making the oath associated with notarization.

/s/

Brightwood Capital Fund IV, LP

This is a printed copy of the Economic Disclosure Statement, the original of which is filed electronically with the City of Chicago. Any alterations must be made electronically, alterations on this printed copy are void and of no effect.