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UPDATES TO REFLECT NEW FEE REPORTING STANDARDS

INSTITUTIONAL LIMITED PARTNERS ASSOCIATION

Capital Call & Distribution Notice Best Practices

Version 1.1
Released October 2011

ILPA Best Practices

The Institutional Limited Partners Association (ILPA) strives to improve the global private equity industry through the establishment of industry best practices. These best practices seek to provide consistency, standardization, benchmarks, and structure in order to allow for better investment returns and a more sustainable private equity industry.

The ILPA has developed a set of Best Practices which help to provide this standardization including:

- ILPA Private Equity Principles
- Standardized Reporting Templates

The ILPA Private Equity Principles

The ILPA Private Equity Principles (Principles) were developed to encourage discussion between Limited Partners (LPs) and General Partners (GPs) regarding fund partnerships. They outline a number of key principles that will further partnership between these two groups.

The ILPA believes that there are three guiding principles which form the essence of an effective private equity partnership:

- Alignment of Interest
- Governance
- Transparency

The Principles are built around the improvement of these three key tenets.

These preferred private equity terms and best practices may inform discussions between each GP and its respective LPs in the development of partnership agreements and in the management of funds. However, the ILPA recognizes that a single set of terms cannot provide for the broad flexibility of market circumstance.

The ILPA does not seek the commitment of any LP or GP to any specific terms. They should not be applied as a checklist, as each partnership should be considered separately and holistically.

Standardized Reporting Templates

The adoption of these reporting guidelines will serve several purposes, including, but not limited to:

- Enabling the LP to interpret and account for a transaction accurately
- Reducing LP and GP processing times and ultimately reducing monitoring costs
- Improving LP-GP communications in regards to an investment's status and thereby minimizing required follow-up questions
- Enabling GP compliance with legal terms in documentation

Included in this package is the latest version of the Capital Call and Distribution Notice Best Practices template. This package has been updated to include extensive input from both General and Limited Partners, accountants and legal professionals.

The Quarterly Reporting Package is the second standardized template in the series; released seperately in 2011. This package includes Best Practices around financial

statements, and requirements for best-in-class reporting of underlying holdings and portfolio metrics.

For more information about the ILPA, the ILPA Private Equity Principles, or the Standardized Reporting Templates, visit ilpa.org .

Address through November 18, 2012:
Institutional Limited Partners Association
1201 – 55 Yonge Street
Toronto, ON M5E 1J4
Canada

New address beginning November 21, 2012:
Institutional Limited Partners Association
1200 – 55 York Street
Toronto, ON M5J 1R7
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Phone: (416) 941-9393
Fax: (416) 941-9307
Email: info@ilpa.org

Disclaimer: All interested parties should, subject to applicable laws, respect the confidentiality of information contained in reports provided in connection with investments. The Standardized Reporting Template reflects the view of the participants involved in the creation thereof as to best practices with respect to fund reporting. However, no limited partner should utilize the Standardized Reporting Templates as a substitute for its own determination as to what information such limited partner will need or desire with respect to any particular investment. Further, no representation is made that the Standardized Reporting Templates, when provided by general partners to their investor base, will include all desirable information or will be fully inclusive of all information needed for any limited partner to effectively monitor its investments.

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SECTION I
OVERVIEW

ILPA Standardized Reporting

As a fiduciary, Limited Partners are faced with the need for increased transparency and reporting in order to inform and guide their Boards, Trustees, Portfolio Managers and Risk Departments. Investors repeatedly make inquiries of the General Partners needing further detail into their investments.

The ILPA has been working to develop a suite of standardized reporting templates that will help to regulate reporting in the private equity industry. This is part of the ILPA's efforts to generate greater industry efficiencies, improve uniformity and transparency, and reduce expenses in administering and monitoring private equity investments.

Capital Call & Distribution Notice (the "notice" or "CC&DN")

The CC&DN serves as the GP's announcement of a required transfer of capital between itself and its LPs. From the perspective of the LP, the notice serves as the basis upon which to carry out its initial monitoring and fiduciary reporting duties. The following guidelines are intended to enhance an LP's understanding of how its capital is being allocated, while allowing a GP to efficiently manage its cash flow requirements. Core contents of an effective Quarterly Reporting Package include (but are not limited to):

- Cover Letter
- Notice
- Data Template

These guidelines are issued in the spirit of the three guiding ILPA Principles: Alignment of Interest, Governance and Transparency.

Capital Call / Distribution Template

After extensive consultation with GPs, LPs and third-parties, Institutional Limited Partners Association has developed generic reporting templates to cover capital calls and distribution notices as a starting point from which other templates can be evolved. This standardization is not intended to modify the provisions of existing LPAs, as the majority of these reporting guidelines have been derived from the current best practices of a cross-section of GPs.

The adoption of these reporting guidelines will serve several purposes, including, but not limited to:

- Enabling the LP to interpret and account for a transaction accurately
- Reducing LP and GP processing times and ultimately reducing monitoring costs
- Improving LP-GP communications in regards to an investment's status and thereby minimizing required follow-up questions
- Enabling GP compliance with legal terms in documentation

The Capital Call and Distribution Notice templates are part of a set of suggested reporting guidelines that will evolve over time. Other key documents, such as the partner's capital statement, financial statements and portfolio updates will be captured in the other Best Practices releases.

The ILPA recognizes that some GPs may wish to disclose additional information beyond what is included in these reporting guidelines. There is no intention by the ILPA to limit such disclosure.

SECTION II
CAPITAL CALL & DISTRIBUTION NOTICE PACKAGE GUIDELINES

Core Business Guidelines

The accounting transaction perspective should take precedence on how cash flows are categorized:

- GPs should present the information from an accounting perspective, consistent with how the transaction will ultimately be accounted for within a fund's records; If estimates were provided in an earlier notice, a reconciliation of those estimates to actual flows should be provided in a subsequent CC&DN.
- Sufficient detail should be provided to allow for the appropriate accounting of transactions at the underlying portfolio company level.

Cumulative cash flow metrics should be reconcilable to all CC&DNs:

• The following LP-level and total fund-level balances, both prior to and after the current transaction, should be included in all CC&DNs, regardless of whether the current transaction has an impact on those balances:

- Unfunded commitment
- Cumulative contributions, including all deemed/notional amounts
- Cumulative distributions, including all deemed/notional amounts

Notice Content & Transparency:

• The following calculations and details should be provided in all applicable CC&DNs:

- Itemized detail of the investment names represented in the CC&DN, including the individual amounts corresponding with each investment name
- Management fee details, including calculations, offsets and cumulative balances
- Waterfall details, including calculations, escrow balances and potential clawback totals
- With each distribution, the GP should disclose the exact amount of carry taken and provide a build-up to carry calculation
- LP's share of the fund, as a percent of aggregate commitments
- For GPs that issue customized, single-LP CC&DNs, both aggregate fund amounts and the GP's share of each amount (including and excluding any LP interests that the GP may represent) should be provided
- Itemized detail of all fees (e.g., transaction, financing, monitoring, management, redemption, etc.) generated by the GP
- Clear references to specific/relevant sections of the LPA
- Detailed payment instructions should be included (e.g. bank information, contact information, etc.)

Application of Guidelines:
In an effort to illustrate how the above guidelines may be applied, ILPA has developed the attached standardized templates. They have been designed to contain sufficient detail so as to minimize errors in processing by LPs as well as to be flexible enough for use by both Funds and Fund-of-Funds with a variety of structures, including:

- Closed/Open Ended Funds
- Separate Accounts
- Co-Investments
- Strategic Relationships

These templates are intended to accommodate all sub-asset classes typical of the private equity market. They are also constructed to allow GPs to provide sufficient detail for both cash and stock distributions.

Capital Call and Distribution Notice Cover Letter Guidelines

Brief, yet articulate narrative sections should be written at the aggregate fund level, and should include all offshore, side-car, or AIV entities. Specific guidelines for the narrative based on the capital use/source type include:

- For Purchases:
  - Name of company/investment (If not disclosed, reason investment is not disclosed)
  - Description of company/investment, including: geography, industry, use of capital, and the strategy of the deal (for example, was this a buyout, a growth/expansion transaction, a distressed for control deal, etc.)
  - Deal parameters, such as anticipated closing date of purchase, other parties involved in the deal, total financing amount (all parties and GP-specific amount), terms of the financing, type of security purchased, total enterprise value of the deal, company TTM EBITDA, debt versus equity used to complete the transaction, transaction expenses and/or fees generated, GP net contributed to the company/investment once closed
  - Deemed/Notional capital contribution amount included in the call (if applicable)
  - Describe and date any amendments or waivers to the LPA that were needed to facilitate this investment (if applicable)

- For Management Fees and/or Fund expenses:
  - Expense to be covered
  - Calculation of amount and method
  - Reduction or offset amounts
  - Management fee waivers, including any expenses paid to the GP prior to applying the waiver
  - Whether inside or outside of commitment

- For Cash Distributions:
  - Name of company/investment (If not disclosed, reason investment is not disclosed)
  - Amount and Description of distribution (e.g. sale, dividend recap, income, etc.)
  - For a sale, date of transaction, type of purchaser/buyer, proceeds held in escrow and the fund's potential portion of the escrow, transaction description (total amount, pricing, etc.)
  - For partially exited investments, the amount distributed to date and the cost basis of the remaining investment. For fully exited investments, fund's total MOIC and gross IRR
  - Amount of carry accrued and/or paid to GP (fund level); how much, if any, of the carry is held in escrow
  - Aggregate breakdown of ROC/gain/income (fund level)

- For Stock Distributions:
  - Name of company/investment
  - Security Name, Ticker, CUSIP
  - Shares distributed, historical cost of shares, current value of shares, basis for value, as defined in LPA

- Shares distributed to GP in consideration for carried interest distribution and supporting calculation
- Settlement location for shares, contact information for settlement location
- Restrictions on sale of shares

Capital Call & Distribution Template Guidance

2.1. Fund Name
2.2. Issue Date (or Date of Notice)
2.3. Due Date (or Settlement Date)
2.4. Fund Local Currency, Currency of Transaction, F/X Rate
2.5. GP Commitment
2.6. Fund size, including size of all offshore, sidecar and AIV entities
2.7. Cumulative Fund Amount (Prior to current Notice)
2.8. Fund Amount (current notice)
2.9. Limited Partner name / ID number
2.10. LP commitment (LP% of fund (LP commitment / fund size))
2.11. LP Unfunded commitment (Prior to current notice)
2.12. LP cumulative contributions (Prior to current notice)
2.13. LP cumulative distributions (Prior to current notice)
2.14. Holding Names / Transaction Description (or individual investment names)
2.15. Transaction types:

2.15.1. **Call: Deemed GP Contribution** - Call from LPs, on behalf of GP's share of a capital call (typically serves as an offset to future management fees)
2.15.2. **Call: Investments** - Call for investments in new or existing underlying holdings
2.15.3. **Call: Legal Fees** - Call for Legal Fees, as defined in LPA
2.15.4. **Call: Management Fee (inside commitment)** - Call for periodic Mgmt. Fees/GP Distributions, net of any waivers or offsets (provide mgmt. fee calculation in the "Side Calculation" section); Reduces unfunded commitment
2.15.5. **Call: Management Fee (outside commitment)** - Call for periodic Mgmt. Fees/GP Distributions, net of any waivers or offsets (provide mgmt. fee calculation in the "Side Calculation" section); No impact to unfunded commitment
2.15.6. **Call: Org. Costs** - Call for Organizational Costs, as defined in LPA
2.15.7. **Call: Other Expenses** - Call for miscellaneous expenses not listed above
2.15.8. **Call: Partnership Expenses** - Call for Partnership/Fund Expenses, as defined in LPA
2.15.9. **Call: Placement Agent Fees** - Call for Placement Agent Fees
2.15.10. **Call: Subsequent Close Interest** - Interest due from LPs that committed to subsequent closing of fund
2.15.11. **Call: Working Capital** - Drawdown against unfunded obligation when final use of funds has not been determined
2.15.12. **Dist: Carry** - GP's share of distribution proceeds, as defined by the waterfall calculation in the LPA (offset to distribution)
2.15.13. **Dist: Clawback** - Return of excess carry distributed to GP, as defined by the waterfall calculation in the LPA (offset to Carry)
2.15.14. **Dist: Income/Dividends** - Income or dividends earned holdings
2.15.15. **Dist: Other** - Miscellaneous distributions not otherwise defined above
2.15.16. **Dist: Realized Gain - Cash** - Realized gain from the full or partial sale of an underlying holding
2.15.17. **Dist: Realized Gain – Stock** - Realized gain from a stock distribution
2.15.18. **Dist: Realized Loss – Cash** - Realized loss from the full or partial sale of an underlying holding
2.15.19. **Dist: Realized Loss – Stock** - Realized loss from a stock distribution
2.15.20. **Dist: Return of Capital – Cash** - Return of invested capital from the full or partial sale of an underlying holding

Capital Call & Distribution Template Guidance (Continued)

2.15.21. **Dist: Return of Capital – Fees/Expenses** - Return of fees and/or expenses
2.15.22. **Dist: Return of Capital – Stock** - Cost basis of a stock distribution
2.15.23. **Dist: Return of Excess Capital Called** - Return of unused proceeds called for investments (typically increases unfunded commitment)
2.15.24. **Dist: Subsequent Close Interest** - Interest received from LPs that committed to subsequent closing of fund
2.15.25. **Dist: Temporary Return of Capital - Fees/Expenses** - Return of fees and/or expenses that can be called again in the future
2.15.26. **Dist: Temporary Return of Capital – Investment** - Return of capital previously called for underlying holding, can be called again

2.16. Amounts for every transaction name and type
2.17. Impact to unfunded commitment of every transaction name and type
2.18. LP's unfunded commitment prior to and including current notice - (Amount is calculated automatically based on information entered)
2.19. Cumulative LP amount (Prior to current notice) – (Amount is calculated automatically based on information entered)
2.20. LP amount (current notice) – (Amount is calculated automatically based on information entered)
2.21. Cumulative LP amount including current notice – (Amount is calculated automatically based on information entered)
2.22. LP Total Net Amount called / distributed – current notice - (Amount is calculated automatically based on information entered)
2.23. Management fee details, including calculations & offsets (i.e. gross & net fees)
2.24. Cumulative management fees to date, including current notice
2.25. Water fall details, including calculations, escrow balances and potential clawback totals. With each distribution, the GP should disclose the exact amount of Carry taken and provide a build up to Carry calculation.
2.26. Beginning balance variance to prior notice. In instances where the beginning balances do not agree with the last notice sent, a variance explanation should be provided.

SECTION III
SAMPLES

Capital Call & Distribution Notice Cover Letter

[Fund Letter Head/Footer: GP Name, GP Address, GP Phone, GP Logo]

To: [LP Contact(s), LP Contact Information]

From: [GP Contact, GP Contact phone number, GP Contact email address]

RE: [Fund legal name]

Date of Notice: [Date]

Wire/Settlement Date: [Date]

[Net amount due to/from the specific LP addressed by this notice]

[The percent and amount drawn for the specific LP addressed by this notice, and the unfunded amount. Net distributed to date. Detailed calculation to be provided on excel template.]

[Account of Fund and detailed wiring instructions]

[Purpose of Call/Distribution, broken down by components making up the call/distribution. Each component shall have at minimum the following:

- Amount and intended use. Narrative that is sufficient to identify the use (for example, for Purchases or Investments, the Narrative should include the name of the company, the geography/industry, a brief description of the transaction anticipated, the Fund invested amount pre and post transaction.) Guidelines for the Narrative for other use types are provided in the Appendix.

- LPA clause under which the component applies and/or is derived.

[Net amount due from/to all Partners for this notice (i.e., the sum of the components above)]

[Signature block]

Sample Capital Call Notice Letter

[Fund Letter Head/Footer: GP Name, GP Address, GP Phone, GP Logo]

To:	Public Pension Plan
From:	[GP Contact, GP Contact phone number, GP Contact email address]
RE:	James Q. Partner, Investment Management Group, LLC
Date of Notice:	1/1/2011
Date Due: [if Call]	1/10/2011

Investment Fund II, L.P. (the "Fund") is calling $#### as a net contribution for an investment, management fees and expenses, offset by a cash distribution. Please refer to the attached Schedule for a breakdown of the components of the amount, and to the narrative below for a description of the components referred to in this notice.

Your portion of the call is **$1,750,000**. After this notice, you will have contributed 40% of your commitment of $50,000,000, and your unfunded commitment will be $30,000,000. You have received $10,000,000 in distributions, of which $5,000,000 is considered Recallable Capital per Section 3.3 of the LPA. Please refer to the Schedule for further details.
Please wire your funds to:

Date Due	1/10/2011
Amount Due	$1,750,000
Bank Name	Private Equity Bank
Bank Contact	Jane Doe, (213) 987-9876
Bank Address	1234 Wilshire Blvd, Los Angeles, CA, 90024
ABA #	023 334 023
Credit to	Investment Fund II, L.P.
Account #	445632189

The Fund is calling $75,000,000 for an investment in ABC Company. ABC is a manufacturer of widgets located in Akron, Ohio and will use the capital to expand into the Canadian market. The deal is expected to close on 2/15/2011, and is expected to consist of a total financing of $150,000,000, with $15,000,000 coming from the Bank of Ohio in the form of a senior secured note and the remaining $60,000,000 coming from investment partner Midwest Fund. Both the Fund and the Midwest Fund will receive participating preferred stock with a 1x liquidation preference and a cumulative 8% dividend. ABC Company has a TTM EBIDTA of $50,000,000 and a total enterprise value (post money valuation) of $400,000,000. At the close of the transaction, the Fund will have a total invested capital of $100,000,000 in ABC Company, including $25,000,000 of junior debt from a prior round.

The Fund will incur $3,000,000 for Q1 Management Fees and other expenses. The Fund received $1,000,000 in monitoring fees during the past quarter, of which 50% are offset against the called fee, thus the net capital call for Management Fees is $2,500,000. Your calculations are presented in the attached Schedule, and adhere to the terms of Section 8.1 of the LPA.

The Fund is distributing $40,000,000 in proceeds received from FGH Company, which was sold to strategic buyer StratCo in an all-cash transaction that closed on 12/15/2010. StratCo priced the transaction at 5.5x TTM EBITDA, for a total cash sale price of $400,000,000. Additionally, $80,000,000 was placed into escrow related to a potential earn-out if FGH Company meets certain milestones (the Fund's portion could be up to $8,000,000). Including this distribution, the Fund's investment in FGH Company has returned 3.0x MOIC with an IRR of 25%. One third of this amount is return of capital, and the remainder is an investment gain. Pursuant to the waterfall outlined in Section 4.1(b) of the LPA, the GP has taken no carried interest on this deal.

The Fund is also distributing 500,000 common shares received from IJK Company, which went public on the New York Stock Exchange on 11/15/2010. The shares are common stock, ticker symbol IJK. The shares have a current value of $5,000,000, or $10/share, computed as defined in Section 4.4(d) of the LPA as the average value over the last 10 trading days. The shares are governed by a 6-month lock-up provision that expires on 5/15/2011. The settlement location for the shares is CustodianCo, 123 Custodian Blvd, New York, NY, 10001, contact: John C. Doe at (212) 321-3210, jdoe@custodianco.com. The cost basis of the distributed shares is $4,000,000 or $8/share. Pursuant to the waterfall outlined in Section 4.1(b) of the LPA, the GP has taken no carried interest on this deal. The value does not affect the cash amounts listed above.

Best Regards,

James Q. Partner

SECTION IV
APPENDICES

Appendix: Capital Call and Distribution Template

ILPA Standards Committee: Capital Call & Distribution Template		
2.1 Fund Name		
Section A: Fund Level / Cash Flow Information (Fund Local Currency)		
2.2 Issue Date (MM-DD-YYYY):		12/12/2011
2.3 Due Date (MM-DD-YYYY):		12/25/2011
2.4 Fund Local Currency:		USD
2.5 GP Commitment		1,000,000
2.6 Fund Size, Including all AIVs (Fund Local Currency):		1,000,000,000
Fund Aggregate Calls / Distributions (Incl. GP's Share)	**Contributions**	**(Distributions)**
2.7 Cumulative Fund Amount (Prior To Current Notice)[1]:	50,000,000	(10,000,000)
2.8 Fund Amount (Current Notice)	5,000,000	(1,000,000)
Cumulative Fund Amount (Including Current Notice):	55,000,000	(11,000,000)
Section B: LP Information (Fund Local Currency) - Enter All Values as Positive Amounts		
2.9 Limited Partner Name / ID Number:	Dematteis	
2.10 Limited Partner Commitment:		50,000,000
LP % of Fund (LP Commitment / Fund Size)		5.00%
LP % of Cap. Account (% used to calc. LP's share of call/dist.)		4.75%
2.11 LP Unfunded Commitment[1] (Prior to current notice)		47,500,000
2.12 LP Cumulative Contributions[1] (Prior to current notice)		2,500,000
2.13 LP Cumulative Distributions[1] (Prior to current notice)		500,000
LP Balances / Totals (Fund Local Currency) - Formulas, Do Not Overwrite		
2.18 Unfunded Commitment		
Unfunded Balance (Prior to Current Notice)		47,500,000
Impact on Unfunded Balance (Current Notice)		(250,000)
Unfunded Balance (Including Current Notice)		47,250,000
Aggregate Calls / Distributions	**Contributions**	**(Distributions)**
2.19 Cumulative LP Amount (Prior To Current Notice):	2,500,000	(500,000)
as a % of Fund Amount	5.00%	5.00%
2.20 LP Amount (Current Notice):	250,000	-
as a % of Fund Amount	5.00%	0.00%
2.21 Cumulative LP Amount (Including Current Notice):	2,750,000	(500,000)
as a % of Fund Amount	5.00%	4.55%
2.22 LP Total Net Amount Called / (Distributed) - Current Notice		**250,000.00**

[1]If value does not match the ending balance from the prior notice, please provide a description for the variance in a side calculation

Section C: Worksheet - LP Amounts (Fund Local Currency) - Please include any transactions that net to zero

2.14 Holding Name / Transaction Description (If applicable, please provide a 2-3 word description of each transaction, particularly for misc. fees or income)	2.15 Transaction Type (Choose from Dropdown)	2.16 LP Amount (Enter all Values as Positive Amounts)	2.17 Impact to Unfunded Commitment (Choose from Dropdown)	Formulas, Do Not Overwrite: Value Impact to Unfunded Commitment (Net Contributed)	Formulas, Do Not Overwrite: Net Amount Called / (Distributed) - Current Notice
Call for investment in XYZ Corp	Call: Investments	250,000.00	Decreases	(250,000.00)	250,000.00
				0.00	0.00
				0.00	0.00
				0.00	0.00
				0.00	0.00
				0.00	0.00

Appendix: Supplemental Side Calculations

Side Calculations (Fund Local Currency)

2.23 Management Fee Calculation (per Section X.X(x) of LPA)	
Time Period:	
Calculation Basis, per LPA:	
Gross Calculation:	
Waiver Amount	
Fee Offset	
Call: Mgmt. Fee (Investor #X):	
2.24 Cumulative Management Fees	

2.25 Waterfall/Carry Calculation (per Section X.X(x) of LPA)				
Partial Sale of Company B	**Investor #X**	**All LPs**	**GP**	**Total**
Distributable Cash				
Return of Capital				
G/L - pre LP/GP split [A]				
G/L - after LP/GP Split [B]				
Carry Paid/(Received) [A-B]				

2.26 **Beg. Balance Variances to Prior Notice**[1] (To describe any discrepancy in values [e.g. unfunded commitment] between the current beg. balance and the prior notice's ending balance)

Appendix: Definitions

For Capital Calls:

- Call: Deemed GP Contribution - Call from LPs, on behalf of GP's share of a capital call (typically serves as an offset to future management fees)
- Call: Investments - Call for investments in new or existing underlying holdings
- Call: Legal Fees - Call for Legal Fees, as defined in LPA
- Call: Management Fee (inside commitment) - Call for periodic Mgmt. Fees/GP Distributions, net of any waivers or offsets (provide mgmt. fee calculation in the "Side Calculation" section); Reduces unfunded commitment
- Call: Management Fee (outside commitment) - Call for periodic Mgmt. Fees/GP Distributions, net of any waivers or offsets (provide mgmt. fee calculation in the "Side Calculation" section); No impact to unfunded commitment
- Call: Org. Costs - Call for Organizational Costs, as defined in LPA
- Call: Other Expenses - Call for miscellaneous expenses not listed above
- Call: Partnership Expenses - Call for Partnership/Fund Expenses, as defined in LPA
- Call: Placement Agent Fees - Call for Placement Agent Fees
- Call: Subsequent Close Interest - Interest due from LPs that committed to subsequent closing of fund
- Call: Working Capital - Drawdown against unfunded obligation when final use of funds has not been determined

For Distributions:

- Dist: Carry - GP's share of distribution proceeds, as defined by the waterfall calculation in the LPA (offset to distribution)
- Dist: Clawback - Return of excess carry distributed to GP, as defined by the waterfall calculation in the LPA (offset to Carry)
- Dist: Income/Dividends - Income or dividends earned holdings
- Dist: Other - Miscellaneous distributions not otherwise defined above
- Dist: Realized Gain - Cash - Realized gain from the full or partial sale of an underlying holding
- Dist: Realized Gain – Stock - Realized gain from a stock distribution
- Dist: Realized Loss – Cash - Realized loss from the full or partial sale of an underlying holding
- Dist: Realized Loss – Stock - Realized loss from a stock distribution
- Dist: Return of Capital – Cash - Return of invested capital from the full or partial sale of an underlying holding
- Dist: Return of Capital – Fees/Expenses - Return of fees and/or expenses
- Dist: Return of Capital – Stock - Cost basis of a stock distribution
- Dist: Return of Excess Capital Called - Return of unused proceeds called for investments (typically increases unfunded commitment)
- Dist: Subsequent Close Interest - Interest received from LPs that committed to subsequent closing of fund
- Dist: Temporary Return of Capital - Fees/Expenses - Return of fees and/or expenses that can be called again in the future
- Dist: Temporary Return of Capital – Investment - Return of capital previously called for underlying holding, can be called again

Appendix: Capital Call and Distribution Checklist

Section A - Fund/Cash Flow Information
(Fund Local Currency)

- Fund Name
- Issue Date
- Due Date
- Fund Local Currency
- GP Commitment
- Fund Size (including all AIVs)

Fund Aggregate Calls/Distributions
(Including GP's Share)

- Cumulative Fund Amount (Prior to current notice)
- Fund Amount (Current notice)
- Cumulative Fund Amount (Including current notice)

Section B - LP Information
(Fund Local Currency)

- Limited Partner Name/ID Number
- Limited Partner Commitment
- LP % of Fund
- LP % of Capital Account
- LP Unfunded Commitment (Prior to notice)
- LP Cumulative Contributions (Prior to notice)
- LP Cumulative Distributions (Prior to notice)

Section C - Worksheet

- Holding Name/Transaction Description
- Transaction Type
- LP Amount
- Impact to Unfunded Commitment

LP Balances/Totals
(Fund Local Currency)

- Unfunded Balance (Prior to current notice)
- Impact to Unfunded Balance (Prior to current notice)
- Unfunded Balance (Including current notice)
- Cumulative LP Amount as a % of Fund Amount (Prior to current notice)
- LP Amount as a % of Fund Amount (Current notice)
- Cumulative LP Amount as a % of Fund Amount (Including current notice)
- LP Total Net Amount Called/(Distributed)

Side Calculations
(Fund Local Currency)

- Management Fee Calculation
  - Section of LPA referencing Management Fee
  - Time Period
  - Calculation Basis, per LPA
  - Gross Calculation
  - Waiver Amount
  - Fee Offset
  - Call: Management Fee (Investor #)
  - Cumulative Management Fees
- Waterfall/Carry Calculation
  - Distributable Cash
  - Return of Capital
  - Gain/Loss pre LP/GP split
  - Gain/Loss after LP/GP split
  - Carry Paid/(Received)
- Description of Beginning Balance Variances to Prior Notice (if applicable)

Appendix: Glossary

Please note that the definitions below are those commonly used in Limited Partnership Agreements. Please refer to each fund's individual agreement to determine the proper definition applicable.

- **AIV –** Alternative Investment Vehicle
- **Carried Interest** – A bonus entitlement accruing to an investment fund's management company. Carried interest becomes payable once the investors have achieved repayment of their original investment in the fund, plus a defined hurdle rate, if applicable. (Varies according to each unique Limited Partnership Agreement)
- **Carried Interest Accrued** – The amount of carried interest payable accrued for payment to the General Partner.
- **Carried Interest Earned** – The amount of carried interest earned by the General Partner, regardless of payment
- **Carried Interest in Escrow** – The amount of carried interest in escrow as of the current period.
- **Carried Interest Paid** – The amount of carried interest paid as of the current period.
- **Clawback Provision** – Guarantees that the stated profit allocation defined in the LPA is met at the end of a partnership's term with respect to the Limited Partners.
- **Commitment Period** – The period of time within which the fund can make investments as established in the LPA for the fund.
- **Contributions** – The total capital that a Limited Partner paid into the fund.
- **Current Period** – The current three month quarterly period.
- **Deemed Management Fee** – The amount of the management fee waived.
- **Distributed to Committed Capital (DCC)** – The ratio of total distributions to Limited Partners to date to the total committed capital of the fund.
- **Distributions** – Cash and/or securities paid out to the Limited Partners from the limited partnership.
- **Distributions to Paid-In (DPI)** – The ratio of money distributed by Limited Partners to the fund to contributions.
- **Dollar Value Add** – Current fair market value plus distributions since inception, less invested capital.
- **Formation Date** – The date a fund registers as a limited partnership.
- **Final Exit Date** – The date an underlying holding has been sold or fully realized.
- **Follow-on Investment Period** – The period defined in the LPA whereby a fund can complete follow-on investments in underlying holdings.
- **Fund Commitment\Investment Commitment** – A Limited Partner's obligation to provide a certain amount of capital to a private equity fund for investments.
- **General Partner** – The managing partner in a private equity management company who has unlimited personal liability for the debts and obligations of the limited partnership and the right to participate in its management. The General Partner is the intermediary between investors with capital and businesses seeking capital to grow.
- **Gross IRR** – The IRR based upon the performance of the investments, not taking into account management fees or carried interest.
- **Gross Management Fee** – The total amount of management fees paid by a Limited Partner, excluding management fee offsets.
- **Headquarters** – The geographic location of a portfolio company's main corporate office.
- **Hurdle Rate** – The internal rate of return that a fund must achieve before its General Partners or managers may receive an increased interest in the proceeds of the fund.
- **Initial Investment Date** – The date a fund completed its first contribution of capital to an underlying holding.
- **Investment Multiple** – Calculation performed by adding the reported value and the distributions received and subsequently dividing that amount by the total capital contributed.
- **Internal Rate of Return (IRR)** – The discount rate at which the present value of future cash flows of an investment equals the cost of the investment. It is determined when the net present value of the cash outflows (the cost of the investment) and the cash inflows (returns on the investment) equal zero, with the discount rate equal to the IRR.
- **Limited Partner** – The investors in a limited partnership. Limited Partners are not involved in the day-to-day management of the partnership and generally cannot lose more than their capital contribution.
- **LPA** – Limited partnership agreement.
- **Management Fee** – The management fee is used to provide the partnership with resources such as investment and clerical personnel, office space and administrative services required by the partnership.

- **Management Fee Offsets** – The extent to which monitoring, transaction, and other portfolio company related expenses paid to the General Partner are offset against management fees.
- **Net IRR** – The dollar-weighted internal rate of return, net of management fees and carried interest generated by an investment in the fund. This return considers the daily timing of all cash flows and cumulative fair stated value, as of the end of the reported period.
- **Net Management Fee** – Management fee net of management fee offsets.
- **Partnership Expenses** – Expenses borne by the partnership including costs associated with the organization of the partnership, the purchase, holding or sale of securities, and legal and auditing expenses.
- **Paid-In Capital (PICC)** – The ratio of contributions to date measured against its committed capital. Contributions are net of any distributions that increase committed capital.
- **Potential Clawback Value** – The amount of clawback payable by the General Partner if the fund was liquidated. A clawback obligation represents the General Partner's promise that, over the life of the fund, the managers will not receive a greater share of the fund's distributions than they bargained for. When triggered, the clawback will require that the General Partner return to the fund's Limited Partners an amount equal to what is determined to be excess distributions.
- **Realized Investment** – An underlying investment of a fund that has been exited.
- **Realized Proceeds** – Cash and/or securities received by partner.
- **Recallable** – The total amount of distributions that may be recalled by the fund at a future date.
- **Reported\Remaining Value** – The current fair stated value for each of the investments, as reported by the General Partner of the fund.
- **Residual Value to Paid-In (RVPI)** – The ratio of the current value of all remaining investments within a fund to the total contributions of Limited Partners to date. Contributions are net of any distributions that increase committed capital.
- **Since Inception** – The time period from the fund's formation date to the current period.
- **Termination Date** – The date defined in the LPA whereby a fund must cease operations and liquidate its investments.
- **Total Enterprise Value (TEV)** – A valuation measurement used to compare companies with varying levels of debt. It is calculated as follows: TEV = Market Capitalization + Interest-Bearing Debt + Preferred Stock - Excess Cash.
- **Total Invested\Invested Capital** – The total amount of called capital which has actually been invested in companies. In practice, this will be equal to the amount of called capital less amounts which have been used to pay fees, or which are awaiting investment.
- **Total Value** – A Limited Partner's total market value plus any capital distributions received.
- **Total Value to Paid-In (TVPI)** – The ratio of the current value of remaining investments within a fund plus the total value of all distributions to Limited Partners to date to the total contributions of Limited Partners to date. Contributions are net of any distributions that increase committed capital.
- **Unfunded Commitment** – Money that has been committed to an investment but not yet transferred to the General Partner.
- **Unrealized Investment** – An underlying holding that is still active**.**
- **Valuation** – Method of ascribing value to a company. In private equity, methods used include discounted cash flow, comparables, and adjusted present value.
- **Vintage Year** – The year of fund formation and/or its first takedown of capital. By placing a fund into a particular vintage year, the Limited Partner can compare the performance of a given fund with all other similar types of funds formed in that particular year.
- **Year-to-Date** – The calendar year that runs January 1 through December 31.

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