

U.S. SECURITIES AND EXCHANGE COMMISSION  
OFFICE OF THE ADVOCATE FOR SMALL BUSINESS CAPITAL  
FORMATION  
VIRTUAL COFFEE BREAK

DIVERSIFYING VENTURE CAPITAL RAISING AND  
DEPLOYING CAPITAL AS AN EMERGING MANAGER

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1                                   P R O C E E D I N G S

2                   MS. MCKINNEY: Hello, and thank you for  
3 joining us today. We're really excited to have you here  
4 in the second in our series on Diversifying Opportunity  
5 in Venture Capital. I'll turn it over to the Director  
6 of the Office of the Advocate for Small Business Capital  
7 Formation, Martha Miller.

8                   MS. MILLER: Thank you very much, Jessica, for  
9 welcoming us. And thank you to everybody who has tuned  
10 in, and to our wonderful guests who are joining us today  
11 in the second of our three-part series exploring the  
12 role of emerging fund managers, and their investors, in  
13 funding underestimated founders across the country and  
14 empowering a new generation of investment decision-  
15 makers.

16                   Before I jump in and we start talking with our  
17 guests today, I want to give the disclaimer that covers  
18 everybody, that when each of us are speaking, we're  
19 speaking as ourselves, not necessarily on behalf of the  
20 organizations that we represent, including the SEC for  
21 myself, and each of your funds and other organizations.

22                   So that should clear us up to have a wonderful  
23 candid conversation.

24                   For those of you who tuned into our first  
25 event -- and big kudos to Jessica, who opened us up from

1 our team. This is her brainchild, getting these  
2 conversations going.

3 We started out looking at the opportunities  
4 and challenges that are faced by fund investors who are  
5 looking to support emerging managers. We talked a  
6 little bit about the diligence process and how we are  
7 evaluating fund managers.

8 And then, why they are looking at emerging  
9 fund managers as an investment opportunity. So talking a  
10 little bit about funds and returns and exposure to early  
11 stage companies.

12 Today, I am looking forward to hearing from  
13 today's panel about their experiences as venture capital  
14 fund managers, and how we can better support access to  
15 capital for smaller funds and emerging managers. And  
16 because I find it much more interesting to hear you  
17 introduce yourselves, I would like to open it up. Han,  
18 Mac, and Noramay, I would love for you to each, in that  
19 order, alphabetically, give me the brief who are you and  
20 why did you decide to become a venture capitalist and to  
21 raise a fund. Let's introduce ourselves, how about  
22 that? Han, do you want to get us started?

23 MR. SHEN: Oh, okay. Yeah. Thank you so  
24 much, Martha, and thank you everybody from the SEC team.  
25 I'm very honored to be on this panel today. Accounting

1 for the previous panel, as a video I watched, and it's  
2 very inspiring to watch my fellow investors go through  
3 the same or similar endeavor, entrepreneurship. Because  
4 every new fund we are building is indeed a start up in  
5 many ways.

6           So a little bit about myself. My name is Han  
7 Shen. I'm the founding partner of iFly. This is an  
8 early stage venture. And up to three or four weeks ago  
9 I used to tell people we are based in the San Francisco  
10 Bay area. But we actually just relocated to Austin,  
11 Texas. And I'm glad I'm not the only person with a  
12 blurred background, because we still have some unpacked  
13 boxes in the backdrop. That's why. It's very, very  
14 untidy.

15           A little bit more about myself. I came to the  
16 States in 1998, when I finished my college in China. I  
17 did my PhD in Chemistry at U of Chicago. I went into  
18 the industry at a company called Rohm & Haas, in  
19 Philadelphia. Got a few patents, innovation. That's my  
20 passion. I loved it there. I saw the commercial  
21 aspect, which is equally important to any technology  
22 innovation. So I decided to enroll at a business school  
23 for my MBA at Wharton.

24           When I finished in '09, I went over to Silicon  
25 Valley to start my venture career. In the first several

1 years, working for a few different funds to get my hands  
2 wet. Went from an associate to a partner.

3 In 2016, this start up kind of, you know, idea  
4 came up, really to seek the new ways to invest in these  
5 non-obvious opportunities, and back some of represented  
6 entrepreneurs as well. Fund I started investing late  
7 that year. Now we are on to the second fund.  
8 Basically, you know, our theme is to back these  
9 incredible founders that try to have a paradigm shift  
10 across the whole consumer experience, with a trillion  
11 dollar market shift in the United States.

12 I'd love to, you know, talk more about it with  
13 my fellow panelists today. And I look forward to the  
14 event today, and thank you again.

15 MS. MILLER: Mac?

16 MR. CONWELL: Thank you again, also, for  
17 inviting me to be here. My name is McKeever Conwell.  
18 Most people know me as "Mac". I'm from Baltimore, where  
19 I'm based out of now. I'm a software engineer by trade.  
20 I used to be a government contractor with a top secret  
21 clearance. Two time founder. One exit, one failure.  
22 So I'm seeing both sides of it. And I spent four years  
23 working for the investment arm of the State of Maryland,  
24 the Maryland Technology Development Organization or  
25 Tyco. They are the largest funder of real estate tech

1 companies in the state.

2           While there, I started off doing seed  
3 investments, and later led an initiative to create a  
4 pre-seed fund specifically for under-represented  
5 founders. And in 2019 or FY '20, the governor, state  
6 legislators, put a million dollars in the annual budget  
7 to make that long-term funded in the state. It is the  
8 first and only state-backed pre-seed fund for women and  
9 minorities in the country, something I'm really proud  
10 of. And last September I left that job to start RareBreed  
11 Ventures. So we're in the process of raising our  
12 Fund I. It'll be a \$10 million fund, fingers crossed,  
13 looking to invest in companies outside of the major tech  
14 comps, going pre-seed to seed, in the industry agnostic.

15           And we're raising under 506(c)s. So, thank  
16 you, Jobs Act, for allowing me to publicly solicit about  
17 my fund.

18           MR. MILLER: Wonderful. Noramay?

19           MS. CADENA: Yeah, hi everyone. I'm tuning in  
20 from Los Angeles. I was born in Mexico, raised here in  
21 Los Angeles. I live just a couple of miles from where I  
22 went to high school. And I started my career as an  
23 engineer. That's mechanical engineering. And I went to  
24 work in the aerospace industry. Worked around  
25 satellites and airplanes, and bringing really big

1 products to market. I then went to business school with  
2 a pretty strong focus on operations and supply chain.  
3 And in my last gig in the corporate sector I was in a  
4 position to help my team ward off competition from  
5 companies like SpaceX. And I really found myself  
6 wanting to be on the other team. I wanted to be part of  
7 the team that was moving quickly and thinking heck yeah,  
8 we're going to beat the incumbent. And so, that is one  
9 of the things that brought me to venture capital in  
10 2015.

11           And so, six years ago now, I co-founded a firm  
12 here in Los Angeles making early stage investments in  
13 hardware manufacturing, supply chain and logistics  
14 companies. And I had a great time, being deeply  
15 embedded in the venture ecosystem through an innovation  
16 plan, an accelerator program. Joining confident fellows  
17 and a host of other things. And it really, you know,  
18 amped me up for the work I'm doing now, which is  
19 building up a new firm at the intersection of food,  
20 culture and technology, which a friend of mine from  
21 business school. I have always been at the intersection  
22 of innovation, equity and impact, whether, you know,  
23 working in for a gig, co-founding a nonprofit  
24 organization, or some of the work that I do now that is  
25 adjacent to investing in early-stage tech companies.

1 MS. MILLER: Wonderful. And this right here,  
2 because of all of the many things that each of you just  
3 learned about these incredible seekers, is wow, each one  
4 of them could introduce themselves, because they are  
5 wearing many different hats. But the one that they all  
6 have in common is that they're each at different stages  
7 of being an emerging fund manager. So for each of you  
8 as an emerging fund manager, I imagine that you've  
9 encountered different hurdles raising your funds. I  
10 would love for you to talk to me about some of the  
11 capital raising challenges that you think are unique to  
12 emerging fund managers.

13 We hear a lot about those. I won't queue up  
14 any of them. But I'm curious about which ones you have  
15 encountered, and found to be something that you think  
16 might make you a little bit different when you were  
17 going about the capital raising process. Noramay, since  
18 we just ended with you, why don't you kick off the  
19 answer to this one. And then we'll go to Mac and then  
20 to Han.

21 MS. CADENA: Yeah, that's a good question, you  
22 know. And I'll give you two different perspectives  
23 here. So in 2015, when we were building out my previous  
24 firm, the hurdles were that we were a team that was  
25 managing capital for the first time. Managing external

1 capital for the first time. Working together for the  
2 first time, in a niche that was -- it was the kind of  
3 sector and sometimes still is the kind of sector that  
4 you know, makes people cringe when you say the word  
5 "hardware" right? So there was so much -- so much  
6 anxiety around investing in what was believed to be such  
7 a capital-intensive sector overall.

8           So those were the challenges then. And I can  
9 say that, you know, fast-forward to six years later  
10 building a new firm, some of those same challenges are  
11 emerging. My business partner and I are both moms. We  
12 have young children. We are used to being in a career  
13 where we're earning -- earning capital and being  
14 breadwinners. And so being in a position where  
15 according to Samir of Allocate, I just heard his stat  
16 yesterday that was, it takes an emerging fund manager, I  
17 think he said 16.7 months to raise a fund. So, imagine  
18 stretching out that whole responsibly under a limited  
19 capital inflow basis for that period of time. Right?

20           So we're going on month 8 or 9 of being in  
21 this position. And I think for me personally, given that  
22 I am a first-gen college grad with significant family  
23 obligations, you know, upstream and downstream, that is  
24 probably the single most -- the biggest hurdle in being  
25 in this job. And I would counter that by saying that on

1 the flip side, what keeps me going are the constant --  
2 the constant reassurance from founders who say that our  
3 voice and our role in the ecosystem is needed and  
4 unique. And so, they are the -- you know, the fire in  
5 the belly that keeps this going when we have to modulate  
6 so many personal feelings and emotions.

7 MS. MILLER: Mac?

8 MR. CONWELL: So, for me, as a first-time fund  
9 manager, having a limited track record was a hurdle.  
10 The other hurdle was, and probably the biggest hurdle  
11 for me was the lack of my personal network for LPs. So  
12 I gained -- I figured I had to be a good investor. I  
13 had deal flow for entrepreneurs. You know, I had  
14 relationships with other VCs. I didn't know where to go  
15 to LPs and realized that I didn't have a network for  
16 LPs. And if not for me building up my profile on  
17 Twitter and being able to use the 506(c) designation, I  
18 probably don't raise this fund, all right? I would say  
19 80, 85 percent of my LPs came from people I've met on  
20 Twitter or who found me from a podcast or a blog post,  
21 right? And then on top of that, you know, I'm raising  
22 from a lot of LPs.

23 But I also have a lot of unaccredited  
24 investors who reach out to me, who are able to meet the  
25 threshold for our original minimum investment which was

1 10K who wanted to be a part. And I had to tell them,  
2 because I'm public soliciting, I cannot allow you to be  
3 investors in the fund.

4 And you know, I'm still struggling with how to  
5 work with them, because I have a list of over 500 non-  
6 accredited investors who would all be more than happy to  
7 put some money into the fund as LPs as opposed to, you  
8 know, we've seen other funds do crowdfunding for their  
9 funds. But it's to make investments in the management  
10 company which is actually fundamentally a different risk  
11 and return profile than being an LP in the actual fund.

12 And so, you know, that's now the other hurdle  
13 we try to get over. There's a lot of people who want to  
14 back us who aren't allowed to. So I still got to go  
15 through these old school archaic networks to find the  
16 right people who are allowed to back us. So that's been  
17 a hurdle that keeps coming up.

18 MS. MILLER: Thank you, Mac. Han?

19 MR. SHEN: Oh, I'm breaking up.

20 MR. MILLER: You're good now.

21 MR. SHEN: So, a few years into building iFly,  
22 I started telling some of my founder friends: Look.  
23 Now, I got turned down by at least 350 LPs or potential  
24 LPs. But I'm pretty sure most other founders don't need  
25 to get turned down by maybe a dozen or two dozen of EC

1 before they get funded. So I probably said the worst  
2 case, you know, example, and hopefully to encourage  
3 them, don't be discouraged if you'll ever get enough.

4           So raising a fund in many ways is probably a  
5 little harder than raising money for a typical startup,  
6 given the long time duration, access to LP. I totally  
7 agree with, you know, what everyone just mentioned. But  
8 I think, you know, there is still a positive side out of  
9 it. **Because as you know these LPs, many of them still**  
10 **carry the high caliber. They have lots of good**  
11 **questions for a good reason, so every conversation can**  
12 **be turned into a learning experience.**

13           And for some LPs that might have a concern,  
14 whether it's fund size, single GP or not, they cannot  
15 jump in right away. From my perspective, actually I  
16 love keeping in touch with these LPs. Because you know,  
17 again, like I said, every time I talk to them I learn  
18 something.

19           At the same time, it's also a reflective  
20 process to think about how, as a startup, we should look  
21 at our own strategy operation differentiation. So  
22 that's kind of a takeaway I got from the borrowing  
23 experience. And last but not least, you know, speaking  
24 of the company process. Sometimes LPs see -- look at a  
25 startup coming to us to raise money, we are -- the

1 fundraising for GP is how maybe us, we have to remind  
2 ourselves; we also have to do it after a sales pitch,  
3 right? And that gives us another perspective when we  
4 talk to founders, when we work with founders, and how we  
5 help them grow to the next stage as well.

6           So overall, it's all good. Just never stop.  
7 But that's the fun part. That's where the journey is  
8 going to continue.

9           MS. MILLER: Yeah. I think that those are all  
10 -- I love that you each highlighted really different  
11 aspects from, you know, **resource constraints**. And what  
12 is your **runway like to actually, you know, get you to**  
13 **fund closing, to network challenges, and how do you**  
14 **figure out ways to bridge across networks**. And then all  
15 the way over to just **resiliency challenges**. What do you  
16 do in the face of when you know that you've got a really  
17 great idea and a really interesting thesis that you want  
18 to bring to market? And I imagine that each of you are  
19 hearing things in one another's challenges, and it's  
20 something that resonates as true for you. Each of you  
21 also brought in some lingo as you were talking. And for  
22 those who are turned in and who are thinking okay, what  
23 exactly is some of this terminology, I will give a plug  
24 for a glossary that we have put together on fund  
25 terminology for those that are listening and are trying

1 to demystify some of the lingo. Check out our website,  
2 which is at SEC.gov/OASB, which is the lovely government  
3 acronym for our office. But we do have that and we try  
4 to put it in plain language. But I encourage you to  
5 check that out.

6           And that's a good segue into my next question  
7 for you. Because I imagine that for each of you, when  
8 you set up and started raising your fund, you realized  
9 that you needed to fit your fund within one of the  
10 regulatory exemptions. You started talking to a lawyer  
11 and they said okay, there's limitations -- I think that  
12 Mac, you were mentioning on how you go about reaching  
13 people or who can be a part of your fund or how many  
14 investors depending on the type of fund you're creating.

15           Talk to me a little bit about how you  
16 interfaced with the different regulatory requirements  
17 that you found out you needed to comply with, and how  
18 did that impact how and where you looked for your  
19 limited partners? Mac, I think you were talking a  
20 little bit about how you have used social media and  
21 506(c) which for those listening, that is a pathway for  
22 raising capital that became effective with the Jobs Act,  
23 that allows you to generally solicit, which means to  
24 advertise, to promote what you're doing. But you're  
25 limited to only taking in accredited investors, which

1 are generally high net worth, high income individuals.

2 Mac, why don't you start us, and then we'll go  
3 over -- Noramay, you go next, since you were talking  
4 about that timeline; and then Han, we'll go to you after  
5 that. Talk to me a little bit about how did you figure  
6 out with the regulations that you needed to comply with,  
7 how were you going to find LPs?

8 MR. CONWELL: I had no clue. Like I was just  
9 like kind of fumbling around in the dark when I got  
10 started. And what happened was, for one, when I started  
11 to raise my funding it wasn't because I actually wanted  
12 to raise the funds. Somebody like basically told me to  
13 go do it and gave me some money. It was like, here's  
14 \$250,000. Go use this and go raise a fund. I was like,  
15 Okay; now what do I do? But I was lucky enough to have  
16 other experience with VCs in my network I could talk to,  
17 right? Kate Braddock from the W Fund has been amazing.  
18 Marlon Nichols from MaC Ventures. Charles Hudson from  
19 Precursor. There's a lot of others. So if I didn't say  
20 your name, sorry about that. I got a lot of great  
21 advice.

22 And then something really instructive  
23 happened that was very mind-shifting for me. I had  
24 always heard that you raise a fund one way for so long.  
25 Angel List came out with what they call the rolling

1 fund, where one of the big claim to fames was this idea  
2 that you could publish a listing. And I was like, oh,  
3 what's that? I have a Twitter following. How can I do  
4 that? It's one thing that led me down a rabbit hole of  
5 learning what the different regulations were, what I  
6 could and couldn't do. And also understanding that  
7 there's more than one way to raise a fund. Which led me  
8 to eventually, you know, write a blog post about how I  
9 constructed my funds finally differently. But it came  
10 from like, months of me like, really looking into --  
11 sorry about that everybody. I've got a house phone.  
12 I'm one of the few people in America who still has one.

13 So -- and it came -- it came to a point of --  
14 I spent probably four or five months just learning all  
15 the different ins and outs of the different regulations,  
16 different fund structures, different models. You know,  
17 all of those kinds of things until I felt -- until I  
18 landed on something that would allow me to raise a fund  
19 with my limited resources.

20 So one fun fact about me is, I wasn't an  
21 accredited investor when I decided to start my fund.  
22 It's a very unusual thing. Most people who start funds  
23 tend to already be high net worth individuals. I  
24 wasn't. And so I had to find work-arounds and ways for  
25 me to get it done, and I was lucky enough to have really

1 strong support. A really great lawyer in Jason. How's  
2 it going, Jason? I know you're watching to make sure I  
3 don't do anything stupid. So if my phone starts ringing  
4 it's because he's calling me to tell me to shut up.

5 But you know, I was lucky enough to have these  
6 amazing people and advisors around me, and I really  
7 spent some time really learning, but it look awhile to  
8 wrap your head around all the different things and  
9 roles. **And I spend my time now educating other people.**

10 MS. MILLER: Wonderful. Noramay?

11 MS. CADENA: Yeah. For me it was coming from  
12 another, you know, I would call them traditional venture  
13 funds, so Reg D, 506(b). And when we decided to build  
14 out this new firm, it was -- it was really taking some  
15 of those lessons learned but applying the same model.  
16 We have considered crowdfunding to enable different  
17 offerings under our platform. For example, we think  
18 working capital in the food and CPG industry is -- it's  
19 a big area of need. And so we are being open-minded in  
20 considering additional ways of bringing capital in so we  
21 can have platform offerings for companies, whether  
22 they're part of our portfolio or not. But I would say  
23 starting out, given that I was coming from another  
24 venture fund, we were familiar with that model. And I  
25 wanted to lean in and amplify that way of investing.

1           And we also have a great legal partner on  
2 board who has helped us navigate the fund formation in  
3 the early stages of building up the firm. And that is -  
4 - and it's all places. You know, we're excited to be  
5 working with them.

6           MS. MILLER: Wonderful. Yeah. And it's --  
7 you got to have -- with the complexity of the rules,  
8 you've got to have good securities counsel on your team  
9 to help make sure that once you've picked a structure  
10 that you're doing the things that you need to stay  
11 within it. So 506(b), for those listening, that is the  
12 dominant form of fundraising that has historically been  
13 used, but it does keep you from broadly soliciting in  
14 the ways that some others might look to use.

15           I'd love, Han, to hear a little bit about your  
16 experience navigating the regulatory requirements.

17           MR. SHEN: Yeah. So it's definitely a very  
18 important topic to any emerging manager. What I'd like  
19 to add is not only look at the regulatory compliance,  
20 but also blend that into the soft process and the  
21 negotiation on your LPA and given side letters. Because  
22 sometimes an LP may not be familiar with these  
23 compliance issues, they may want to ask for certain  
24 terms in the LPA or side letters. I think for any new  
25 managers working maybe the first time doing this

1 negotiation with the LPA -- it used to be LPA --  
2 especially one who might want to enter your next fund, I  
3 think that's where you have to take extra precautions.

4 Even though we all are eager to close a fund,  
5 but at the same time, I'm going to know we have to push  
6 back some on the LPs' requests so that we can stay on  
7 course within the domain of the regulation compliance.  
8 And that's the one thing I'd just like to add.

9 MS. MILLER: That is a great practical piece  
10 of advice. As somebody who had been in private practice  
11 before this role, I've seen, all of the sudden you might  
12 end up with stock buyers that conflict with each other,  
13 and that is a whole other method for you to be dealing  
14 with. Let's switch. Mac, you're shaking your head,  
15 like this is just bringing up things that are painful  
16 for you to think about. Let's switch a little bit into  
17 talking about the label itself of "emerging fund  
18 manager." That term gets used a lot. What do you think  
19 it means to be an emerging manager, and do you think  
20 that is a label that is helpful for you? Or is that  
21 something that holds you back when you're looking at  
22 capital raising? We'd love perspectives from you about  
23 what you think about that label. And do you want to  
24 take this, the first bit?

25 MS. CADENA: I could go.

1 MS. MILLER: Yeah, Noramay, that'd be great.  
2 Thank you.

3 MS. CADENA: You know, I'm one of the founding  
4 members of the Latinx VC, which is a nonprofit  
5 organization that is aiming to really elevate the  
6 ecosystem, you know, funders and founders. And then I'm  
7 on one of these committees with my friend Carmen  
8 Palafox. And she recently said, you know, we've got to  
9 be part of changing the language here, right? So what  
10 if we start saying "founding GP" instead of "emerging  
11 manager"? And so that is the beginning of me really  
12 thinking about this in a different way. A lot of us who  
13 are in this game and have transitioned in from other  
14 industries where we have had extensive careers, you  
15 know, certainly don't want to label ourselves as  
16 emerging, right? I'm 40 years old. I think I've  
17 emerged into my body, into my power, into everything.

18 And so, I do think language matters. If it is  
19 a label that is uniform throughout the ecosystem it can  
20 really help drive capital to where it's needed the most,  
21 I'm a proponent. But if we think about the term  
22 "emerging" and how it can mean sub-50 million AUM or  
23 sub-100 million AUM or sub one billion AUM, then it's  
24 not doing anyone justice, right?

25 A pension fund can say they support emerging

1 managers without really moving the needle in what we  
2 believe to be the true need for allocation into diverse  
3 fund managers. So I wanted to share that. I thought  
4 Carmen was definitely forward-leaning when she talked  
5 about making that shift. And I would be more supportive  
6 of the term if it were uniform in really driving capital  
7 to areas where it's needed the most. So I think we can  
8 all help in coming up with new terminology that is truly  
9 you know, definitive in terms of AUM and particular  
10 communities.

11 MS. MILLER: Yeah, I love that. Because words  
12 matter. I mean, that goes to the heart of words matter.  
13 I told Arlen, Arlen Hamilton when I met her, I said,  
14 "All right. I'm still in, forever, I'm using "under-  
15 estimated. I'm done with "under-served." If anything  
16 it is "under-estimated." That is the term I really like  
17 for bringing more diversity into the mix. So I love  
18 Carmen's suggestion for how we might want to change the  
19 way we talk about people who are breaking in and maybe  
20 do something new on the fund side, but not necessarily a  
21 new career. They bring rich experience to the table.  
22 Mac, we'd love your thoughts.

23 MR. CONWELL: Yeah, so I view the term  
24 "emerging manager" the same way I do "early stage  
25 startup," right? If you ask 20 VCs what does early

1 stage mean to them, you'll get 20 different answers, all  
2 right? Same thing for LPs. If you ask them what does  
3 an emerging manager mean to them, you'll get 20  
4 different answers. So for me the term is only helpful  
5 because it helps me weed out funds that don't invest in  
6 emerging managers, right? And once we get past that and  
7 we talk about firms that do invest in emerging managers,  
8 is then figuring out what does that mean to them. So  
9 that can be difficult to navigate. And then "emerging  
10 manager" is one thing but also how much you're raising  
11 is another. So they go hand in hand. So there may be  
12 somebody who invests in emerging managers who would do  
13 first time buyers, but they want to invest their funds,  
14 their 25 million, 50 million or more. If I'm raising a  
15 \$10 million fund it doesn't help; it's not worth it.

16 But you know, there are emerging manager  
17 programs and initiatives out there that have been  
18 helpful, right? Now, whether or not the wording should  
19 be changed, sure. But the idea that there are these  
20 initiatives that support first time fund managers, new  
21 fund managers, people who have experience and have had  
22 careers in the space, without using their own funds.  
23 Think, like First Close Partners, they do very amazing,  
24 right? So I do think that they do some boost -- there's  
25 something to be said for being able to come up with

1 uniform terms, you know, for stage of fund and size of  
2 fund, so that we understand where the LPs are.

3 But then part of it is, LPs aren't public for  
4 a reason, right? Like I don't know if they want to make  
5 it easier. There's always that in the back of my mind  
6 too.

7 MS. MILLER: Han?

8 MR. SHEN: Yes. So when I first came to the  
9 States 23 years ago, as an international student at the  
10 time, I already felt the impact they bring. My English  
11 was much worse at the time, and I was surprised by some  
12 forms I was filling just says "alien". You know, just  
13 maybe just watching a movie, ET, what do you mean by  
14 "alien" right? Then when I tried to get into the VC  
15 industry 12 years ago, I was questioned by people, "Oh,  
16 yeah, you were just a chemist. How can you get into VC;  
17 how can you do VC?"

18 Then a couple years ago, when I stated a fund  
19 people would ask, you know, is this your track record?  
20 Is it your previous fund track record? There are some  
21 programs for minorities. They say, okay, this is for a  
22 minority. You know, you are not part of this. I'm  
23 like, when is Asian no longer classified as a minority  
24 in this country?

25 So anyway, it's a very interesting process to

1 identify the way people think about each other. Maybe  
2 the argument is for the sake of convenience and  
3 communication. As much as we like to speak up and talk  
4 about it, at the same time it still takes a lot of  
5 effort for any of us to try to start a new fund to think  
6 harder, think smarter, and figure out a way to get in  
7 front of these LPs, whether through a referral, or  
8 whatsoever. Because if we only present some numbers or  
9 stats they will probably see us the same way. So from  
10 my experience, it's a lot important to find some kind of  
11 a connection or referral to get in front of the LP to at  
12 least get a chance to tell the story, to show why we are  
13 different, why we are not one of such typical quote-  
14 unquote "labels" that people have in their mind.

15           It's not going to be an easy or quick, you  
16 know, process to fix this problem, but I'm pretty sure  
17 everybody here and maybe in the audience will just keep  
18 working on it. And that's something I feel strongly  
19 about. I'm glad we talked about this too.

20           MS. MILLER: Well, it's an important topic.  
21 And I mean, I think if you're a subscriber and you --  
22 I'm a big data nerd. I'll put the label "nerd" on it,  
23 because it's the best one to describe me and how I feel  
24 about data. But even this morning, you know, Pitch Book  
25 sent out an email and one of the storylines in there was

1 about the fact that last year was one of the lowest  
2 years on record for first-time VC fundraises. And so,  
3 you know, as we look at emerging fund managers in our  
4 team, the way that we're thinking about, and it's  
5 instructive to hear how everybody else thinks about that  
6 term. We're looking at it from the perspective of, we  
7 want to see greater diversity and representation within  
8 the investment professional industry. And the way that  
9 we want to see that happen is not by kicking people out  
10 and saying you're no longer at the table. Because that's  
11 not how you really increase opportunity. It's by making  
12 sure that new people are able to get in the room and  
13 have a seat at the table.

14 That's what's incredible. And so when I'm  
15 thinking about emerging fund managers, I'm thinking  
16 Noramay, just like, bringing people who are talented.  
17 They may have been a chemist. They may have worked in  
18 other areas. And it brings something new to the table.

19 And they're raising that first, second or third fund  
20 where they don't have the long standing track record  
21 that a lot of pensions and later-stage LPs may be asking  
22 for. So I really love hearing the ways that that label  
23 and that term can be used both as a term for  
24 empowerment, but it's also sometimes used as a tool to  
25 say, okay, you're emerging; wait a little while.

1           Because at some point we've got to find a way  
2 to make sure that you've got a seat at the table; that  
3 you are raising capital, so that you can shed that  
4 emerging label and you can just be a fund manager,  
5 period, hard stat.

6           So along that line, I would love to hear and  
7 spend a little bit to looking at how you are deploying  
8 capital and hear a little bit about whether or not you  
9 are seeing some funding gaps in the market that you  
10 think that -- so when I'm saying, "emerging fund  
11 manager" I'm talking about that first fund, second fund.

12       Does she see early fund managers who are raising these  
13 first and second funds -- how are you uniquely filling  
14 gaps in the market and spotting investment opportunities  
15 that other people aren't seeing and you're finding alpha  
16 in the market? We'd love -- and I'll toss it out to  
17 whoever wants to unmute first and answer that question.

18       Because I do think it's important for people to  
19 understand that you have a unique value proposition as  
20 somebody who has a different perspective and a different  
21 lens as an investor.

22           MR. CONWELL: I'll -- I'm going to jump in  
23 here. Earlier, you -- at the beginning you asked us the  
24 question of why we started our fund. So I never  
25 answered that part. But for me the greatest example is,

1 there was a founder locally in Baltimore, a black woman.  
2 The idea, for a physical product in a market that had an  
3 air of innovation in our lifetime. And after three  
4 years of everybody saying no to her, she ended up  
5 becoming a surrogate mother, to raise \$40,000 to start  
6 building her prototype, right? That is a heartbreaking  
7 story. And the only reason she had to go to that length  
8 was because most of the people she was talking to didn't  
9 understand the industry she was looking to disrupt, all  
10 right?

11 And so for me, what we do at our firm, in  
12 RareBreed is, I'm constantly telling my team the way we  
13 look at companies is we want to understand how a company  
14 or founder thinks about customer acquisition, experience  
15 and retention. Because if you're in a large enough  
16 market and you can show that you can do those three  
17 things, then we could be the fund that doesn't miss out  
18 on the next banks, right?

19 Just because we don't understand everything  
20 about a market doesn't mean that that founder's not  
21 building overall changing product, all right? And --

22 MS. MILLER: Right.

23 MR. CONWELL: -- that is just a perspective  
24 that I have one, having been an underestimated founder  
25 myself, and two, working for an investment arm of the

1 State where I can only invest in companies based here in  
2 the State. And so the way you look at founders and the  
3 way you look at companies has to change a bit. And so  
4 that is how we're going to find out, but finding those  
5 hidden gems, but supplementing that with also, you know,  
6 the Angel, great company coming out of Silicon Valley.  
7 Like, we'll have a few of those too. But having a  
8 combination of the two we'll get a truly diverse  
9 portfolio, in a way that's more than just lip service.

10 MS. MILLER: I like that.

11 MS. CADENA: So for Supply Change Capital, we  
12 -- our unique perspective on the future of food is that  
13 it's going to be culture-rich, sustainability mindful,  
14 supply chain efficient and tech driven. And so we're  
15 taking a look at the demographic shifts of the U.S., the  
16 push or the increasing presence of the multicultural  
17 American. And taking a look at this new American table  
18 and the kinds of brands, ingredients and technologies  
19 that are required to find this food, purchase the food  
20 and consume the food. And we think our background as  
21 operators and investors, and being deeply embedded in  
22 these cultural ecosystems are, you know, one of the  
23 reasons why founders are picking us.

24 And so we're finding founders through early  
25 stage programs across the country through our diversity

1 networks and through academic networks. In most of the  
2 deals we invest in, we will be the first institutional  
3 investor.

4           And one of the things that has been really  
5 interesting for us to see and to share as we build up  
6 the firm is that founders are -- I think founders are at  
7 an inflection point where they are really interested in  
8 a double and triple bottom line. They want to build  
9 their company and do well, but they want to bring like-  
10 minded and like-hearted investors along for the ride.  
11 And so they're in a position to say, you know, yes, I  
12 want your capital, yes, I want yours, no I don't want  
13 yours.

14           And so I think it's prime time for VCs who  
15 could really establish themselves with an edge because  
16 they think we are going to win out on some of these  
17 allocations against bigger firms, because we can -- we  
18 can more closely relate in terms of experience and  
19 values and thesis.

20           MS. MILLER: I love that.

21           MR. SHEN: So I see quite a bit analogy  
22 between early stage VC and a stock investment. Meaning  
23 if someone finds a piece of insight, of course in a very  
24 legal way, since this is a seed event, if you gain that  
25 insight, that gives you a very unique angle at looking

1 at opportunities, whereas other people missed. All you  
2 got to do is to see the opportunity at least one rung  
3 ahead of others, without overpaying the price. I think  
4 that probably states before loss of investment, whether  
5 it's a stock trading or a real estate investment. So  
6 with that belief, when I started iFly in 2016, I  
7 actually changed quite a bit from my previous time a  
8 bigger fund with loss of capital.

9           A view I have even now is that eventual  
10 landscape, innovation landscape is just never  
11 homogeneous. There are always pockets of innovation.  
12 Founders, they might look unglamorous for today. They  
13 might be ignored by lots of investors. But if they are  
14 truly solving a real and a meaningful problem that is  
15 big and important, or maybe not founded by someone else,  
16 will come up with a better solution to address the  
17 issue. That's where we like to engage early. That's  
18 where we like to dig deep, to uncover those  
19 opportunities.

20           If it doesn't show up that's fine. There's no  
21 pressure since we are running the show, we are leading  
22 the fund. But if we see something that gives us so much  
23 conviction because of the prior thesis development,  
24 because of the research, due diligence we have done,  
25 then we at iFly are very happy to write a very -- you

1 know, half a million dollars to I think a million  
2 dollars in the first deployment. With that, now we are  
3 to have built a very concentrated portfolio. And  
4 everyone talk about value added. From iFly's  
5 perspective we are saying oh, yeah, we have just a  
6 handful of companies. So that we are not only motivated  
7 but also we can afford the time to really help these,  
8 you know, companies.

9           One of the founders, I had a call -- actually  
10 he texted me about two weeks ago, 11:30, and we joined  
11 on the call right away, because I know he has a topic he  
12 wanted to discuss without waiting for another day.

13           And another example, I think, to Noramay's  
14 point -- and actually, I'll give a shout out to you and  
15 your cofounder Shayna Harris for wonderful piece of  
16 writing they just published on Forbes about the  
17 emergence of the new American table within the 6.2  
18 trillion food retail market.

19           So we have happened to have one of the  
20 portfolio companies called Wi featured in the article.  
21 Wi is a startup in the San Francisco Bay Area. They do  
22 online groceries specifically for Asians and Hispanics.

23           We went into the investment about two years, three or  
24 four months ago. And the company has grown quite a bit,  
25 you know, thanks to everybody around the table and other

1 investors as well.

2           They just closed a Series T, with \$325 million  
3 raised, there by Series T, a 2.5 billion dollar  
4 valuation. So I am very proud of the team, but it also  
5 kind of validates the thesis and the view we have had.  
6 In their timeline, if everybody understood what we was  
7 all about, probably there would be so many term sheets  
8 at a very high valuation, they would already have let  
9 out a small new fund like iFly. So with that, I have  
10 strength and ability and awareness for Noramay, for Mac,  
11 and for me, and I find many other emerging managers, the  
12 space is heterogeneous, and that's where our own fair  
13 advantage is.

14           In a way, we might be labeled by others to be  
15 XYZ or this or that itself could give us leeway to  
16 identify those opportunities. And that's where we aspire  
17 to generate also.

18           MS. MILLER: Yeah, I love that, because it  
19 really goes to the heart of finding solutions that  
20 gravitate and that you really understand differently  
21 from someone else, somebody else. And it also goes to  
22 the way we talk to different entrepreneurs that are  
23 looking to raise capital. And one of the things is, if  
24 they sit there and they just start talking about how  
25 much money they made, versus what else they can get from

1 their investor, in the sense of connections, someone who  
2 understands your product, that can help guide you and be  
3 a strategic advisor that answers -- that answers that  
4 11:30 phone call.

5           It gets to the phrase I love to use that not  
6 every dollar is worth one dollar, and what you can bring  
7 as an investor is really I think unique and something  
8 that's incredibly valuable. So I love hearing the ways  
9 that each of you are approaching that. And I would love  
10 to answer -- or not to answer, to ask, some questions  
11 that we have received from the audience.

12           So I'll start with the first one that we  
13 received. So thank you to participants for sending in  
14 questions.

15           This one is, how do you think that LPs should  
16 be re-thinking their diligence process to allow them to  
17 fairly consider more diverse and emerging managers?

18           So I just -- I'll open that up to whoever  
19 thinks of an answer first that you'd like to share.

20           MS. CADENA: I can go.

21           MS. MILLER: Good.

22           MS. CADENA: I recently joined the Gender  
23 Smart JEDI Working Group.

24           MS. MILLER: Great. I love hearing that.

25           MS. CADENA: Yeah. Justice, Equity,

1 Diversity, Inclusion.

2           So, one of the -- one of the initiatives by  
3 this group is to create an ILPA DDQ version 2. And so a  
4 due diligence questionnaire version 2 that is really  
5 keyed toward better evaluation of emerging fund  
6 managers. And so I can't remember how close that  
7 questionnaire is from prime time, but that is one way  
8 that, you know, institutions like Gender Smart are  
9 really pushing the envelope globally, so that we can  
10 eliminate the hurdles institutional investors have in  
11 diligencing a smaller fund. So I would say, you know,  
12 definitely check out that work, the work done by that  
13 committee, and more specifically this due diligence  
14 questionnaire.

15           MS. MILLER: That's great. I love hearing  
16 about that.

17           MR. CONWELL: One thing I would say from an  
18 LP's perspective is, for early stage like understanding  
19 that the due diligence for a first time fund or early  
20 stage, a smaller fund, a nano micro fund is just going  
21 to be different. And honestly understand that operators  
22 who are now looking to becoming fund managers may not  
23 fit the description of a high net worth individual. So  
24 things like GP commitment can become a really large  
25 barrier that holds people out who have immense

1 experience working with founders or supporting founders.

2 And so when you're looking to augment or  
3 supplement your due diligence from track records and  
4 things like that, I think it works to lean heavier on  
5 understanding that GP's experience of supporting  
6 founders already.

7 You know, what kind of work have they already  
8 done? What kind of founders have they supported? Have  
9 they supported founders that have gotten funding? Have  
10 they helped founders get funding? Those kind of things  
11 are -- have they worked in a capacity where they've  
12 helped startups work with large corporations, right?  
13 Like these are skills and things that speak higher than  
14 whether or not I have the ability to put in a GP  
15 commitment, all right?

16 And then if you're going to do it based on  
17 track record, where someone has to be in this industry  
18 for 10 years, you make it really hard for new people to  
19 break in, all right? So if somebody doesn't have the  
20 track record, per se, and they've had experience working  
21 with startups, helping them move forward, you know,  
22 helping them get the right meetings, helping them close  
23 on deals, helping them close on funding, well, if those  
24 things should weigh even heavier for a first time or new  
25 fundraiser who maybe doesn't have the necessary pedigree

1 or dollars in their bank account, right? And I say that  
2 as, I'm the kind of person who kind of fits that  
3 description.

4 I'm still a good investor, right?

5 Wholeheartedly I believe myself to be a great investor,  
6 all right? But if you look at me based on some LP  
7 standard due diligence processes, they will never make  
8 an investment in me. I will never pass all their due  
9 diligence checks. And that's their loss, right? I'll  
10 perform lower case and have huge output, like, they'll  
11 feel like they missed out. But if you don't want to  
12 miss out, just talk to a couple of the founders I worked  
13 with. Talk to the founders I helped raise capital.  
14 Talk to the founders I've helped get partnerships at  
15 Amazon and Viacom and Disney and places like that.

16 Okay? I'm going to show you the kind of work  
17 and hustle and all the things that comes in place to do  
18 this job well, more than do I have 100K I can put to  
19 work on a GP commitment. I'm all in because this is my  
20 career. Like I'm here to do a good job. If you need me  
21 to put the money up for you to believe that I'm all in,  
22 then you missed the boat on this.

23 MS. MILLER: Well said.

24 MR. SHEN: Yeah, so two pieces of thoughts  
25 here. Number one, we're in a world that faces lots of

1 these sort of constraints, both on GPs' side and LPs'  
2 side. I've worked with some investment professionals on  
3 the LP side. They tell us their investment check size  
4 is a minimum of 20 -- they don't want it to be more than  
5 10 percent of the fund, which is understandable, right?

6 They have 24/7. So in a way I'm thinking a lot here,  
7 would there be a different kind of a -- a reward system  
8 or kind of a management system for the LP to think about  
9 carving out a piece of the performance ranking for the  
10 set of investment professionals who aspire to work with  
11 the GPs so that at the end of a year, their performance  
12 is not just ranked by how much capital they deployed for  
13 some of the existing relationships over 20 years, to  
14 come back every two years to have a new fund. Right?

15 I think without that in place, it's very  
16 difficult to motivate the individual believer, you know,  
17 piece side, to take a step forward.

18 And the second part is, when it comes to the  
19 interaction with LP, again, you know, they have  
20 different priorities. It's understandable. After all,  
21 it's their money. They have to put that into a good way  
22 to use. And when used to, you know, start my venture  
23 career 12 years ago, I would probably dig into a lot of  
24 the nitty gritty on my checklist for due diligence.  
25 But after a while I realized probably just about half a

1 dozen, no more than than 10 out of there really matter.

2 Different -- you should go through anyway.

3 But when I really assess the probability of success of a  
4 founder, right, there are probably a few things that  
5 matter most. And what are they? Probably the answer,  
6 it probably varies from person to person, from investor  
7 to investor. But I'm wondering whether LPs could also,  
8 you know, give you some thoughts when they look at, you  
9 know, new GPs or founding GPs, what are the core pieces  
10 that I should gather most to motivate people like  
11 Noramay, Mac, or myself to access, like, in our best  
12 effort, to make the fund successful. So those are the  
13 two pieces of thoughts that I have.

14 MS. MILLER: Thanks. That helps a lot. Okay,  
15 second question from the audience. And this is a little  
16 bit of the flip side of that question, which is what are  
17 some of the out of the box ways that you are identifying  
18 underestimated founders who may be struggling to figure  
19 out how to raise capital?

20 MR. CONWELL: I'll take that one, all right?  
21 And so for me, I'm like, I would say like 30 percent of  
22 my job is education, right? I'm always out there trying  
23 to share with founders how this industry works, whether  
24 it's through the different tweets I put out, whether  
25 it's through blog posts, I'll do random ask me anything

1 events, where it's either on Clubhouse or on Zoom, where  
2 I will take any and all questions about this stuff. I  
3 also speak at a lot of events, whether they're at  
4 universities or accelerators. When I speak at  
5 accelerators or incubators, I don't just do the name  
6 brand ones, right? Most people do like the big brand  
7 ones and then maybe some locals. But then you need to  
8 get out and go to other places.

9 So one of my favorite accelerators to bring up  
10 is Velocity, which is based in Birmingham, Alabama.

11 MS. MILLER: I love Velocity.

12 MR. CONWELL: See? More investors need to go  
13 out and get in front of entrepreneurs in different  
14 places, and be willing to have those conversations, so  
15 that -- a lot of entrepreneurs just don't know. They  
16 just don't know how it works. And I know that because I  
17 was there. Like, when I started my first company, I  
18 didn't know what a VC was. I didn't know what a startup  
19 was. Heck, I didn't know what networking was, right? I  
20 didn't know any of this stuff.

21 But so the more we're sharing this  
22 information, the more we're talking about it, the more  
23 entrepreneurs we're going to come across. You know,  
24 being able to have entrepreneurs, you know, paint a  
25 picture of my -- I put my DMs on Twitter. I send me a

1 cold e-mail. Mind you, I don't get to all of them. I  
2 do get to some number of them, by e-mail. We have main  
3 investments in companies that reached out to us cold  
4 through Twitter, or through e-mail, all right? And  
5 that's how -- a way to help underestimated founders get  
6 into the space, right? Because at the end of the day,  
7 as much as we say about this industry, it's still built  
8 on networks.

9 I think as much as we're trying to change it  
10 and working to change it, it's still a network-based  
11 industry. So anything that we can do to increase the  
12 accessibility and bring down the barriers to getting  
13 into the network the better. So for me, that's the way  
14 we think about it.

15 MS. CADENA: Yeah, I think that makes sense.  
16 I don't have too much to add here other than Angel  
17 networks could be powerful in providing deal flow, and  
18 we are launching a branded suite of events and workshops  
19 under the New American Table brand that will be  
20 introducing topics like you know, how to work with big  
21 distributors and retailers that are bringing emerging  
22 brands along to learn about the stages, the pipelines,  
23 the milestones, so that they can be ready, better  
24 prepared to raise capital.

25 MR. SHEN: Yeah, they're both well said. So

1 if I could add one point, I'll probably say, you know,  
2 for a new manager, for a founding partner, it probably  
3 matters even more than ever to run the operation  
4 efficiently. What I mean by that is, you know, when we  
5 used to work in a corporation or at a larger fund, we  
6 actually did not recognize so much how important you  
7 have the back office, the staff, all these other  
8 supporting resources available to us.

9 But now being a small shop, no matter how hard  
10 you work, you only have 24/7. You have to divide up for  
11 family, your life, and still have to have lots of sleep  
12 since it's going to be a marathon. So I see, you must  
13 have, when you start up -- because over time you have to  
14 really think about how you engage people effectively to  
15 keep them set with information and updates. And also  
16 along the way sometimes the note might just be  
17 temporary. I've got turned down by some LPs for the  
18 first fund but I kept on sending people some periodic  
19 updates, highlights, progress, thought thesis on my  
20 mailing list. I have about 15,000 people's e-mails, and  
21 hopefully nobody complains about being spammed by me.  
22 Not yet.

23 But you know, such an LP would turn me down  
24 for a first fund; came in, you know, last year, and  
25 wrote a very sizeable check for Fund II. Right? So,

1 you know, if I ever disconnect from the LP because they  
2 turned me down first time, I'd have probably never had a  
3 second chance to do it. So that's my thought in terms  
4 of, you know, working with the ambiguity and the change.

5 But never just give up. And it's more about how you  
6 spend time as well.

7 MS. MILLER: All right. Okay. I see that we  
8 have three minutes left. So I'm going to a lightening  
9 round, final questions. So try to pack a big punch with  
10 the answer. So lightening round question is, you've got  
11 a magic wand. What would you have the SEC do to help  
12 support emerging fund managers? And you can reply in  
13 whatever order. Mac, you look like you're ready to go.

14 MR. CONWELL: I'm just really -- I was born  
15 for this question. I would love for the SEC to change  
16 the rules around the limits of the amount of LPs you can  
17 have in the fund, and the ability for retail investors  
18 to invest in larger numbers into a venture fund.

19 Now, granted, I understand there may need to  
20 be some rules and some additional oversight for a fund  
21 to do that. But again, I am a good fund manager. If  
22 there was a retail investor who wanted to put money into  
23 my fund, they're not making a bad investment, right?  
24 I'm not here to steal their money. I'm not here to do  
25 anything nefarious.

1                   And I also am here to increase the access for  
2 people from communities like the one I come from in  
3 Baltimore, to gain access to these asset classes. It's  
4 unfair that people who are maybe have the dollar amounts  
5 in their bank account to make an investment into a fund  
6 are intentionally left out of wealth creation within a  
7 portfolio strategy of investing into funds. So if I had  
8 a magic wand, those are the things I would ask the SEC  
9 to change.

10                   MS. MILLER: Sounds good. Thank you, Mac.

11                   MR. SHEN: Go ahead.

12                   MS. CADENA: Okay. You know, my friend Mariah  
13 is doing some policy work here along with that general  
14 note. They have moved the needle in trying to change  
15 the accreditation threshold to allow more people to  
16 qualify to invest under Reg 506(b). That is one thing.

17                   And if I could have a second lightning strike  
18 I would say endowment capital can be really catalytic  
19 here. And the challenge is the size of the endowment  
20 and the types of funds they can invest in. And so some  
21 sort of vehicle that enables them to create an  
22 allocation for you know, emerging managers. Because  
23 again, I think that if we match university values and  
24 mission with the work emerging managers are doing around  
25 the country, this capital can be truly catalytic.

1           MR. SHEN: Yeah. So I love the lever of both  
2 momentum and persistence. Also the changes take time  
3 and effort to make it happen. And it also takes a lot  
4 of people to unify with their voice to make things  
5 happen.

6           So I was very pleasantly surprised to be  
7 invited to join the panel. And I don't think it takes a  
8 magic wand to make it happen. But if we can have more  
9 such discussion and gathering, hopefully after COVID  
10 we'll get together in person once in a while. I truly  
11 believe, you know, getting like minded people in the  
12 same tranche, not only to share their thoughts and voice  
13 our concern, speak up with our opinion, but also even  
14 just allow the new GPs, founding GPs, emerging manager,  
15 whatever you, the way you call it, to share their  
16 thoughts, share their stories, share best practice or  
17 even some, you know, pitfalls we have gone through, I  
18 think that would be hugely amenable to everybody who  
19 participates. And again, thank you.

20           MS. MILLER: Well, thank you. I appreciate  
21 each of you carving out time. I know that each of you  
22 are busy, but this is also an area of passion that we  
23 share.

24           And so I want to thank you for joining us. I  
25 want to thank participants who have tuned in live as

1 well as those who are watching their recordings. And I  
2 want to find that if you have ideas to share on the  
3 capital-raising roles, I encourage you to reach out to  
4 us to have a conversation. Our team is here and we'd  
5 love to hear from you. E-mail us at  
6 smallbusiness@sec.gov. Happy to set up some time to  
7 have conversations.

8                   And I appreciate again, Noramay, Mac, and Han,  
9 I appreciate you making time today to have this  
10 important conversation and share some ideas and ways  
11 that you think that we can improve access to capital.

12                   Thanks, everyone.

13                   MR. SHEN: Yeah, thank you.

14                   MS. MILLER: Bye-bye.

15                   (Whereupon, at 3:02 p.m., the meeting was  
16 adjourned.)

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REPORTER'S CERTIFICATE

I, Peter Shonerd, reporter, hereby certify that the foregoing transcript of 47 pages is a complete, true and accurate transcript of the meeting indicated, held on 5-5-21, at Washington, D.C. in the matter of: OFFICE OF THE ADVOCATE FOR SMALL BUSINESS CAPITAL FORMATION VIRTUAL COFFEE BREAK - DIVERSIFYING VENTURE CAPITAL RAISING.

I further certify that this proceeding was recorded by me, and that the foregoing transcript has been prepared under my direction.

5-10-2021

