

Item 1 – Cover Page

Part 2A of Form ADV: Firm Brochure

The Magnolia Group, LLC

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Date of Disclosure Brochure: August 7, 2018

This Brochure provides information about the qualifications and business practices of The Magnolia Group, LLC. If you have any questions about the contents of this Brochure, please contact us at (402) 509-8456 or plindmark@the-magnolia-group.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about The Magnolia Group, LLC is also available on the SEC's website at www.adviserinfo.sec.gov.

The Magnolia Group, LLC is a registered investment adviser. Registration does not imply a certain level of skill or training.

Item 2 – Material Changes

The material changes made to this Brochure since last annual amendment are described below:

Item 10 has been updated to include additional information relating to employee shared services agreements.

Item 11 has been amended to reflect additional disclosures regarding certain investors investing on different terms and conditions than other investors.

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Item 4 – Advisory Business

Introduction

The Magnolia Group, LLC (“The Magnolia Group” or the “Firm”) is an investment adviser registered with the United States Securities and Exchange Commission (“SEC”), with principal offices in Omaha, Nebraska. The Magnolia Group, LLC is privately held and is owned 100% by Adam K. Peterson, its founder and Managing Member. The Firm was established in November 2012 and became registered as an investment adviser in August of 2014.

Private Fund Asset Management

The Capital Fund

The Magnolia Group provides investment advisory services to a private investment fund, the Magnolia Capital Fund, LP, a Delaware limited partnership (the “Capital Fund”). The Magnolia Group serves as the general partner (in such capacity, the “General Partner”) and investment adviser to the Capital Fund with sole authority to manage and control the business affairs of the Capital Fund as well as exclusive portfolio management responsibilities pursuant to the Capital Fund’s Limited Partnership Agreement (“Partnership Agreement”). The Magnolia Group manages the Capital Fund’s assets based on the investment objectives and restrictions of the Capital Fund as outlined in the Capital Fund’s Confidential Private Offering Memorandum (“Memorandum”), rather than on the individual needs and objectives of the limited partners in the Capital Fund.

While the Capital Fund’s assets will be primarily invested in publicly traded common stock, the Capital Fund is authorized to invest in any other securities, instruments, derivatives, and other investments deemed appropriate by The Magnolia Group, including, but not limited, preferred stock, options on stocks and indices, warrants, bonds, debentures, convertible securities and other debt obligations, exchange traded funds, swaps, forwards, futures, indices, structured and other synthetic securities and related derivative instruments (including those relating to equity securities, equity indices, interest rate products, fixed-income products, currencies and indices), securities of foreign issuers, private equity, and non-marketable investments.

Investments in the Capital Fund are suitable for “Accredited Investors” as defined in Rule 501(a) of the Securities Act of 1933 and “Qualified Clients” as defined under Rule 205-3 of the Investment Advisers Act of 1940. Investors interested in the Capital Fund should refer to the Partnership Agreement and the Memorandum for important information regarding investment objectives, risks, fees, and additional disclosures for a complete understanding of the terms and conditions for investing in the Capital Fund.

The Real Estate Fund

The Magnolia Group provides investment advisory services to Magnolia Real Estate Fund I, LLC (“Real Estate Fund”), an Oklahoma limited liability company managed by Ellbar Partners Management, LLC. Ellbar Partners Management, LLC is wholly owned and controlled by Ellbar Partners, LLC, an unaffiliated private single family office.

The Magnolia Group provides non-discretionary portfolio management services to the Real Estate Fund in accordance with the investment guidelines set forth in their amended Investment Management

Agreement (“IMA”). The Firm does not tailor its investment advice to the needs of investors in the Real Estate Fund.

The assets of the Real Estate Fund are primarily invested in other real estate funds that are managed by The Aligned Group, LLC (“TAG”). Adam Peterson is a 25% owner of TAG, and acts as a co-manager of the real estate funds TAG manages. The Real Estate Fund also directly holds real estate investments distinct from those held through the real estate funds managed by TAG.

Funds of One

The Magnolia Group also provides investment advisory services to two funds of one, Magnolia BOC I, LP (“BOC”) and Magnolia BOC II, LP (“BOC II”). Each is comprised of a single limited partner investor and is intended to hold only one asset. The Magnolia Group provides only non-discretionary portfolio management services to Magnolia BOC II, LP, in accordance with the investment guidelines set forth in the limited partnership agreement.

Assets Under Management

As of February 28, 2018, The Magnolia Group manages approximately \$466,794,982 of assets on a discretionary basis and \$53,096,924 of assets on a non-discretionary basis.

Item 5 – Fees and Compensation

Compensation earned by The Magnolia Group for providing investment advisory services to the Magnolia Capital Fund and the Magnolia Real Estate Fund (each, a “Fund,” collectively, the “Funds”) is generally comprised of an asset-based management fee (the “Management Fee”), as well as, in certain circumstances, a performance-based fee. Compensation earned by The Magnolia Group for providing investment advisory services to Magnolia BOC I, LP and Magnolia BOC II, LP (each, a “Fund of One,” collectively, the “Funds of One”) is comprised of a performance-based fee. The Funds of One do not pay an asset under management fee to The Magnolia Group.

The Capital Fund

The Capital Fund pays to The Magnolia Group on the first day of each fiscal quarter a Management Fee equal to 0.25% (1% annualized) of the beginning net asset value of each limited partner’s capital account. In the event of termination of the advisory arrangement, any adjustments for unearned fees will be determined by the offering documents. The Management Fee is non-negotiable, however, the Firm, in its sole discretion, may elect to reduce, waive or calculate differently the Management Fee with respect to any limited partner or reallocate any of its Management Fee to any limited partner; provided, however, that no such reduction, waiver, or calculation shall increase the amount thereof to be borne by any other limited partner. The Management Fee will be calculated by the third party administrator and deducted directly from the Capital Fund.

The Firm will also be compensated through an incentive allocation of 10% (subject to a high-water mark). For more details on the calculation of the performance fee, please refer to the amended Partnership Agreement. Expenses of the Capital Fund will be paid by the Capital Fund and allocated among all limited partners and the Capital Fund shall pay, or reimburse the Firm (or its affiliates), for all organizational expenses and operating expenses.

Brokerage commissions and/or transaction ticket fees charged by the qualified custodian are billed directly to the Capital Fund by the qualified custodian. The Magnolia Group does not receive any portion of such commissions or fees from the Capital Fund or the qualified custodian. All fees paid to The Magnolia Group for investment advisory services to the Capital Fund are separate and distinct from the fees and expenses charged by third parties (including broker/custodians). These separate fees and expenses include, but are not limited to, custodial fees, certain legal fees, administrator fees, or consultant fees, transaction fees, brokerage fees and commissions, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions.

For further information regarding brokerage arrangements, please refer to Item 12 – Brokerage Practices of this Brochure.

The Capital Fund's specific fee structure is set forth in the Partnership Agreement.

The Real Estate Fund

The Real Estate Fund pays to The Magnolia Group a quarterly Management Fee, in advance on or before the fifth day of each calendar quarter, which is calculated based upon a percentage of the market value of investments under management as of the last day of the previous fiscal quarter. In the event of termination of the IMA, the Firm will pro-rate the Management Fee earned and adjust accordingly. On an annual basis, the Management Fee will equal 0.80%. The manager of the Real Estate Fund calculates the Management Fee and wires to the Firm. The Management Fee is non-negotiable.

In addition to the management fees it pays to the Firm, the Real Estate Fund will also pay certain fees to The Aligned Group, LLC ("TAG") by way of its investments in the real estate funds managed by TAG, as described above in Item 4 – Advisory Business. The fees received by TAG will include management fees, asset acquisition and disposition fees and a performance based fee. The Real Estate Fund also owns an interest in TAG.

The investment advisory fees will either be deducted from the account of the Real Estate Fund and paid directly to The Magnolia Group by the qualified custodian(s) or billed to the Real Estate Fund. The Real Estate Fund will authorize the qualified custodian(s) of their account to pay such fees directly to The Magnolia Group or pay pursuant to the invoice presented.

Funds of One

The Magnolia Group does not earn a management fee from the Funds of One. The Funds of One will each pay a performance-based fee and that fee is further described below in Item 6 – Performance-Based Fees and Side-By-Side Management. The Funds of One will incur additional costs related to the operation of the SPV including but not limited to accounting fees, legal fees, insurance and bonding costs, trading expenses (including brokerage commissions), and custodial fees. These "operating expenses" and other "extraordinary expenses" to be borne by the SPVs are defined in the limited partnership agreements.

Item 6 – Performance-Based Fees and Side-By-Side Management

As described above in Item 5 – Fees and Compensation, The Magnolia Group charges the Capital Fund a performance fee, which is based upon a share of capital gains or capital appreciation of the assets of the

Fund. The Capital Fund's investment strategy is based on investment objectives and restrictions as outlined in its Offering Memorandum. Certain holdings in the Capital Fund make real estate and private equity investments which are directed by Mr. Peterson and directly pay Mr. Peterson a performance-based bonus. Mr. Peterson passes this bonus on as income to the Capital Fund.

As described above in Item 5 – Fees and Compensation, the Real Estate Fund may pay a performance fee to TAG by way of its investments in the real estate funds managed by TAG. The performance based fee TAG is entitled to receive could provide an incentive for Mr. Peterson (in his capacity as investment manager for Firm) to invest the Real Estate Fund's assets in the funds managed by TAG, where investments with unaffiliated funds may have been more suitable. The Real Estate Fund is currently fully invested and is not adding to its portfolio. This mitigates the potential conflict with the Capital Fund's indirect investments in real estate-related assets through certain Capital Fund holdings.

The Magnolia Group charges a performance fee to the Funds of One based upon a share of capital gains or capital appreciation of the assets in each Fund.

There are conflicts associated with performance fees that are not as common under an asset based fee arrangement. The nature of performance fees can encourage unnecessary speculation with Fund assets in order to earn or increase the amount of the fee. The result of riskier investments can have a positive effect in that results could equal higher returns when compared to an asset based fee account. On the other hand, riskier investments historically have a higher chance of losing value. Also, since in a performance fee arrangement an adviser is compensated based on capital gains or capital appreciation, these arrangements could give an investment adviser an incentive to time transactions in a Fund account on the basis of fee considerations rather than on what is in the best interest of the Fund.

The Firm evaluates investment opportunities that are in the best interests of investors without regard to fee arrangements.

Item 7 – Types of Clients

The Magnolia Group provides investment advice to pooled investment vehicles and two funds of one.

The original capital contribution by a limited partner in the Capital Fund will be not less than \$2,000,000, except to the extent that the Firm, in its sole discretion, permits an original capital contribution in a lesser amount. Additional capital contributions shall be in a minimum amount of \$100,000, unless otherwise so agreed.

The Funds of One are single investor entities with no minimum required capital contribution.

The Real Estate Fund is currently fully invested and closed to new investors.

Item 8 – Methods of Analysis, Investment Strategies, and Risk of Loss

Methods of Analysis

The Magnolia Group is a value-oriented investment management firm whose primary objective is to achieve long-term capital appreciation. The Magnolia Group seeks to achieve this objective by investing the Capital Fund's assets primarily in publicly traded common stocks and the Real Estate Fund's assets in

other real estate funds and real estate investments. The Capital Fund may also invest in fixed income, distressed debt securities, real estate assets, illiquid securities, private equity either directly or through other investment vehicles owned by a fund, and other investments at prices that may provide for generous risk-adjusted returns over the long-term. The Magnolia Group attempts to limit the risk of capital loss, but all methods, strategies, and investments carry a risk of loss, including a total loss of principal.

The Magnolia Group employs its value-oriented strategy through bottom-up fundamental analysis to make investment decisions. The Magnolia Group operates with an opportunistic approach when selecting investments, seeking investments with a discount to intrinsic value. The Magnolia Group invests the Funds' capital when asset prices are below The Magnolia Group's estimate of their intrinsic value. When opportunities are not available for investment, The Magnolia Group generally holds cash balances for future investments, reinvestment, or distribution to investors. These cash balances will vary from time to time and may range from a substantial portion of the Funds' accounts to no cash balance, depending on the opportunity set of investments.

To conduct analysis, The Magnolia Group gathers information from financial newspapers and magazines, inspection of corporate activities, research materials prepared by others, SEC and other regulatory filings, industry data providers, governmental statistics offices, company annual reports, and other sources. The Magnolia Group seeks to leverage the varied business experience and knowledge of the Firm's personnel to achieve this objective by marshalling contacts across industries, as well as thoroughly researching business opportunities within its areas of expertise. To estimate the intrinsic value of assets, companies, and securities where The Magnolia Group may invest, the research process may include visiting assets, companies, competitors, and suppliers, attending industry conferences and trade shows, and other resources.

The Magnolia Group generally concentrates investments within a limited number of positions, where a position may be comprised of several securities or other investments. In addition to its core investment strategy, The Magnolia Group may employ other investment strategies deemed appropriate and may invest in and trade a variety of securities, instruments, and other investments.

Material Risks of Investment Strategies

The Magnolia Group's investment strategies involve the risk of loss of capital, and investors must be prepared to bear the loss of their entire investment. There are significant risks related to The Magnolia Group's investment strategies and objective. Material risks related to The Magnolia Group's strategies include, but are not limited to, the following:

General Investment Risk. An investment in the Funds involves a high degree of risk. There can be no assurance that the Funds will not incur losses, including permanent loss of an investor's entire capital. There are no guarantees or representations that the Funds will achieve desired investment objectives or be successful. Investors in the Funds must be prepared to assume the risks inherent in speculative investments.

The nature of the securities, other forms of financial instruments, real estate, and other assets invested in by the Funds and the investment strategies employed may increase this risk. Many unforeseeable events, including actions by various government agencies, such as the Federal Reserve Board, domestic

and international economic and political developments, terrorist attacks, or other events may cause sharp market fluctuations. Such events could adversely affect the Funds.

Concentration of Investments. A substantial portion of investments in the Funds may be concentrated in a limited number of securities, industries, countries, financial instruments, regional geographies, or asset classes. Accordingly, investments made within the Funds may involve an increased level of price volatility risk. In addition, after a price decline in a security, the Funds may be unable to liquidate a position quickly or at a relatively advantageous price, this risk would be increased in concentrated positions. Furthermore, investment strategies of the Funds anticipate investing primarily in a limited number of types of securities. Any such concentration can increase significantly both investment risk and portfolio volatility. An investment in any Fund should not be regarded as a complete investment program and should be considered solely by investors prepared to experience possible short-term volatility and fluctuations in value.

Limitations as to Investment Approach. As the investments of the Funds will mainly be net-long equity market exposure at any time over a market cycle, returns earned will depend to an extent on the direction of the broad equity market. The success of the Funds' investment activities will depend on The Magnolia Group's ability to identify undervalued investment opportunities. Because such identification and exploitation involves uncertainty, no assurance can be given that The Magnolia Group will be able to correctly identify and capitalize on investment opportunities. The Funds may also be adversely affected by unforeseen events involving such matters as changes in market liquidity, interest rates, the credit status of an issuer, forced redemptions of securities, or acquisition proposals.

Dependence Upon Individual Judgment and Skill. The Funds will rely primarily upon The Magnolia Group's own analysis. As a result, selection of investments within the Funds may be expected to involve subjective factors and judgment on the part of the Managing Member and any other personnel. Accordingly, success of the Funds is dependent to a large extent on the investment skills and judgment of the Managing Member. There can be no assurance that The Magnolia Group will successfully identify investments that fulfill the investment objective of the Funds or that such investments will not cause the Funds to experience losses.

Accuracy of Public Information. The Magnolia Group selects investments for the Funds primarily on information and data filed by issuers with various government regulators. Although the Firm reviews this information, it is not in a position to confirm the completeness or accuracy of such information and data. Furthermore, in some cases, complete and accurate information is not available. Additionally, if the Firm receives erroneous information, or if companies report information that proves to be misleading or fraudulent, the basis for our analysis of individual companies may be based on such inaccurate information.

Illiquid Investments. For certain investments made on behalf of the Funds, there may be little or no public market, and such investments will be subject to legal or other transfer restrictions. Additionally, the Funds may acquire securities that have limited liquidity due to trading volume or other factors. Accordingly, the Firm may not be able to sell the Funds' investments as desired.

Material Nonpublic Information. From time to time, The Magnolia Group may come into possession of material, nonpublic information that would limit its ability to buy and sell investments on behalf of the Funds. Investment flexibility in the Funds may be constrained as a consequence of the Firm's inability to

take certain actions because of such information. The Funds may experience losses if it is unable to sell an investment held as a result of obtaining nonpublic information about such an investment.

Leverage and Financing Risk. The Funds may borrow funds, use lines of credit, and use other forms of leverage, such as swaps and repurchase agreements ("repos"). Leverage may have the effect of potentially increasing losses of the Funds. The cumulative effect of the use of leverage by the Funds in a market that moves adversely to the Funds' investments could result in a loss to the Funds, which would be greater than if these Funds were not leveraged. In addition, to the extent that the Funds borrow funds, the interest cost at which the Funds can borrow will affect the operating results of the Funds. The use of leverage may result in certain investors in the Funds, such as tax-exempt organizations, employee benefit plans, and individual retirement accounts, recognizing "unrelated business taxable income" for federal income tax purposes.

Limitations on Hedging Strategies. The Funds may employ certain hedging techniques in connection with the Firm's overall investment strategy. However, there is no requirement that the Firm hedges positions in all or any of the Funds it advises. Moreover, such strategies, if employed, will be intended to hedge against certain risks, often general market risk, such as a price decline in the overall equity markets, but will not hedge against other risks, such as opportunistic investment risk, issuer risk, industry risk, sector risk, or catastrophic risk, any of which could be significant. The costs of hedging may reduce the profitability of the position sought to be hedged. There is no assurance that the intended hedging strategies can necessarily be implemented or, if established, will necessarily succeed in eliminating the intended risk.

Lack of Liquidity for Units. Interests in the Funds will not be listed for trading on any exchange and there are substantial restrictions on transfer or withdrawal of interests in the Funds. The interests in the Funds are illiquid by nature and are only suitable for investors whose investment intent is long-term.

Material Risks of Securities Used in Investment Strategies

The Funds have broad investment mandates, and the risks related to securities, assets, or financial instruments used to implement this strategy listed below are not intended to be a complete description of the risks associated with The Magnolia Group's investment strategies.

Equity Securities. The Funds may invest in equity and equity derivative securities. The value of these securities generally will vary with the performance of the issuer and movements in the equity markets. As a result, the Funds may suffer losses if they invest in equity securities of issuers whose performance diverges from The Magnolia Group's expectations or if equity markets generally move in a single direction and the Funds have not hedged against such a general move. To the extent the Funds invest in equity derivatives and private placements activities, the Funds will be exposed to risks that issuers will not fulfill their contractual obligations to the Funds, such as delivering marketable common stocks upon conversions of convertible securities and registering restricted securities for public resale.

Private Company Risk. Companies in which the Funds invest, directly or indirectly through other funds, may be in the early stages of growth, and the performance of early stage companies may be more volatile due to their limited product lines, markets, financial reserves, or their susceptibility to competitors' actions, major economic setbacks or downturns. The portfolio companies may also depend on the management talents and efforts of a small group of people and as a result the death, disability, resignation or termination of one or more of those persons could have a material adverse impact on the prospective

business opportunities and the investments made. Additionally, some of the companies may require a significant investment of capital to support their operations, finance the development of their products or markets, and may be highly leveraged and subject to significant debt service obligations, which could have a material adverse impact on the Funds' investments.

Private Fund Risk. The Magnolia Group may recommend that the Funds invest in other privately placed investment vehicles, such as other private funds. These securities may not be registered under the Securities Act of 1933 and are likely to be subject to legal or other restrictions on transfer. It may be impossible for the Funds to redeem their interests in an investment when desired or to realize their fair value at the time of such redemption. Further, because private funds are not registered investment companies, they are not subject to the same regulatory reporting or oversight as registered entities.

Outside Management Risk. The Funds may invest in other privately placed investment vehicles and the management of investments within these funds will be highly dependent on the abilities of the underlying manager or managers who make investment decisions on behalf of those funds. The Funds will be dependent to a significant extent on the continued service and coordination of these managers, and may be adversely affected by management who does not perform well.

Restricted Securities and Other Illiquid Investments. The Funds may invest in nonpublic and restricted securities and other assets, which are subject to legal or other restrictions on transfer or for which no liquid market exists. The market prices, if any, for such investments tend to be volatile and may not be readily ascertainable, and the Funds may not be able to sell them when they desire to do so or to realize what they perceive to be their fair value in the event of a sale. The sale of restricted and illiquid securities often requires more time and results in higher brokerage charges or dealer discounts and other selling expenses than the sale of securities eligible for trading on national securities exchanges or in the over-the-counter markets. The Funds may not readily be able to dispose of such illiquid investments and, in some cases, may be contractually prohibited from disposing of such investments for a specified period of time. Restricted securities may sell at a price lower than similar securities that are not subject to restrictions on resale. Disposition of such investments may be possible, if at all, only at substantial discounts from their purchase price or intrinsic value. The Capital Fund invests in a thinly-traded holding company which invests in private equity, real estate, and other private fund securities (the risks of which are described in this Item 8). The investments in this holding company are directed by Mr. Peterson in his capacity as co-CEO of the holding company.

Debt Securities. The Funds expect to invest in debt securities and instruments. Certain debt instruments in which the Funds invest may be unrated, and whether or not rated, the debt instrument may have speculative characteristics. The issuers of such instruments may face significant ongoing uncertainties and exposure to adverse conditions that may undermine the issuer's ability to make timely payment of interest and principal. In addition, an economic recession could severely disrupt the market for these securities and may have an adverse impact on the value of such instruments. It is also likely that any such economic downturn could adversely affect the ability of the issuers of such securities to repay principal and pay interest thereon and increase the incidence of default for such securities.

Distressed Debt Investments. The Funds may invest in debt of borrowers that have defaulted or are anticipated to default. Bankruptcy and other insolvency proceedings are expensive, highly complex, and may result in unpredictable outcomes. There can be no assurances that the Funds will obtain favorable results in such proceedings or that the results would be known in a reasonable timeframe.

Short Selling. The Funds may engage in short selling. Short selling inherently involves certain additional risks. Selling securities short creates the risk of losing an amount greater than the initial investment in a relatively short period of time and the theoretically unlimited risk of an increase in the market price of the securities sold short. There is also the risk that the securities borrowed by the Funds in connection with a short sale will need to be returned to the securities' lender on short notice. If the request for return of securities occurs at a time when other short sellers of the security are receiving similar requests, a "short squeeze" can occur, and the Funds might be compelled, at the most disadvantageous time, to replace borrowed securities previously sold short with purchases on the open market, possibly at prices significantly in excess of the proceeds received earlier. In addition, short selling can involve significant borrowing and other costs, which can reduce the profit or create losses in particular positions.

Options. The Funds may utilize options in furtherance of its investment strategy for both speculative and hedging purposes. Options positions may include long positions, where the Funds are the holder of put or call options, as well as short positions, where the Funds are the seller or writer of an option. Although option techniques can increase investment return, they can also involve a relatively higher level of risk. The buyer of a call option assumes the risk of losing the entire investment (the premium paid) in the call option. When an option is sold or written, uncovered, the writer could be liable for significant losses via margin with a risk of unlimited loss. Option premium costs, as well as the cost of covering options written by the Funds, can reduce or eliminate position profits or create losses as well. The Funds' ability to close out their positions as purchasers of an exchange-listed option is dependent upon the existence of a liquid secondary market on option exchanges. The Funds may also utilize options that may have limited liquidity. The seller ("writer") of a call option which is covered assumes the risk of a decline in the market price of the underlying security or other instrument below the purchase price of the underlying instrument, less the amount of premium received by the seller, and effectively forgoes the opportunity for gain on the underlying instrument above the exercise price of the option.

Real Estate Risks. Investments in real estate are subject to various known and unknown risks, including unforeseen changes in the local, national, and global economy, dynamic shifts in the geopolitical environment, the financial conditions of tenants, changes in the number of buyers for a specific asset type or geography, increases in the supply of product relative to demand, changes in availability and terms of third party financing, increases in interest rates, real estate tax rates, energy prices, and other operating expenses, changes in environmental laws and regulations, zoning laws, and other governmental rules and policies, volatility of real estate cash flows that can affect debt service and overall returns, commodity and labor prices impacting the cost of construction, as well as acts of God, terrorism, labor shortages, material shortages, and uninsurable losses, and other factors that are beyond the control of The Magnolia Group. The acquisition, ownership, management, and disposition of property carries potential litigation risks, which could result in unexpected losses to the Funds.

Futures and Commodities Contracts. The Funds may utilize futures and/or commodity contracts in connection with their investment activities. The low margin or premiums normally required in futures and commodities may provide a large amount of leverage, and a relatively small change in the price of a security or contract can produce a disproportionately larger profit or loss. Thus, like other leveraged investments, any purchase or sale of a futures or commodity contract may result in losses in excess of the amount invested. Trading in futures and commodity interests may involve substantial risks. Futures and commodity markets are highly volatile. There is no assurance that a liquid secondary market will exist for futures or commodity contracts, and the Funds may be required to maintain a position until exercise or expiration, which could result in losses.

Structured Finance Products. The Funds may invest a portion of their assets in structured finance products, including collateralized debt obligations (“CDOs”) and other products, in both funded (cash) and unfunded (derivative) form. Structured finance products are subject to credit, liquidity, default, recovery, correlation, market value, interest rate, currency, collateral, operational, structural, legal, tax, and certain other risks. Structured finance products are generally privately placed and offer less liquidity than other investment grade or noninvestment grade corporate debt. They are also generally issued in structured transactions with risks different from regular corporate debt. In addition, concentrations of structured finance products of a particular type, as well as concentrations of structured finance products issued or guaranteed by affiliated obligors, serviced by the same servicer, or backed by the same or similar underlying collateral, may subject the Funds to additional risk. A portion of the Funds may consist of structured finance products that are subordinate in right of payment and rank junior to other securities that are secured by, or represent an ownership interest in, the same pool of assets. In addition, certain transactions have structural features that divert payments of interest and/or principal to more senior classes when the delinquency or loss experience of the pool exceeds certain levels. As a result, such securities have a higher risk of loss as a result of delinquencies or losses on the underlying assets. In certain circumstances, payments of interest may be reduced or eliminated for one or more payment dates, and/or principal payment may be reduced or eliminated.

Forwards, Swaps, Repos and Other Derivatives. The Funds may utilize forwards, swap contracts, repos, and other over-the-counter derivative instruments. Principal risks relating to the use of derivatives include, in the case of hedging strategies, the possible imperfect correlation between the derivative and the market value of the securities, currencies, or other commodity position intended to be hedged (i.e., tracking risk), losses magnified by the degree of leverage (exposure) represented by the derivative, lack of a liquid secondary market for closing out the position, losses resulting from interest rate or currency movements not anticipated by The Magnolia Group, and reduced returns as a result of collateral posting to counterparties.

A position in a derivative instrument entails risks that are separate and distinct from those of the underlying interest. For example, the leverage (market risk per trading unit) and volatility represented by a derivative instrument is often significantly greater than that of the underlying interest. When traded in markets, derivative trading is often more volatile and less regulated than trading in established debt or equity issues. Trading in various over-the-counter derivatives, moreover, involves certain risks as to the counterparty (i.e., its ability to fulfill its contractual obligations under the derivative instrument). The derivatives markets are frequently characterized by limited liquidity, which can make it difficult as well as costly to close out open positions in order to either realize gains or to limit losses. Additionally, many derivatives are valued on the basis of dealers’ pricing of these instruments. However, the price at which dealers value a particular derivative and the price that the same dealers would actually be willing to pay for such derivative should the Funds be required to sell such position may be materially different. Such differences can result in an overstatement of the Funds’ net asset values.

The pricing relationships between derivatives and the underlying instruments on which they are based may not conform to anticipated or historical patterns, resulting in unanticipated losses. In addition, there may be an imperfect correlation between the derivative and the market value of the securities, currencies, or other commodity position intended to be hedged.

The stability and liquidity of certain forwards, swaps, repos, and other over-the-counter derivative transactions depend in large part on the creditworthiness of the parties to the transaction. If there is a default by the counterparty to a transaction, the Funds may have contractual remedies pursuant to the

agreements related to the transaction; however, exercising such contractual rights may involve delays or costs or may not be successful, which could adversely affect the Funds. It is possible that in the event of a counterparty credit default, the Funds may not be able to recover all or a portion of their investment in such derivative instrument and may be exposed to additional liability (i.e., the obligations associated with what has become an unhedged position).

Municipal Securities. The Funds may invest in municipal bonds issued by one or more cities or other local governments and agencies, including, but not limited to, counties, redevelopment agencies, special-purpose districts, school districts, publicly owned airports and seaports, and any other governmental entities below the state level, in order to take advantage of fixed and/or variable interest rates and possible exemptions granted to holders of municipal bonds on interest received with respect to federal income tax and income tax of the state in which the municipal bonds originate. Investments in municipal bonds are subject to different degrees of risk resulting from the varying ranges of creditworthiness amongst issuers of municipal bonds, interest rate risk, project finance risk, tax rate risk, and a lack of direct oversight disclosures that are required of issuers of corporate debt, particularly in the secondary trading market.

Stock Index Options. The Funds may also purchase and sell call and put options on stock indices listed on securities exchanges or traded in the over-the-counter market for the purpose of realizing its investment objectives or for the purpose of hedging their portfolios. A stock index fluctuates with changes in the market values of the stocks included in the index. The effectiveness of purchasing or writing stock index options for hedging purposes will depend upon the extent to which price movements in the Funds' portfolios correlate with price movements of the stock indices selected. Because the value of an index option generally depends upon movements in the level of the index rather than the price of a particular stock, whether the Funds realize gains or losses from the purchase or writing of options on indices depends upon movements in the level of stock prices in the stock market generally or, in the case of certain indices, in an industry or market segment, rather than movements in the price of particular stocks.

Currency. The Funds may invest a portion of their assets in principal instruments denominated in currencies other than the U.S. dollar, the price of which is denominated in the local currency of the investment. The Funds will value their securities and other assets in U.S. dollars. The value of the Funds' assets will fluctuate with U.S. dollar exchange rates as well as the price changes of the Funds' investments in the various local markets and currencies. Thus, an increase in the value of the U.S. dollar compared to the other currencies investments will reduce the effect of increases in the assets denominated in the other currencies and conversely, a decrease in the value of the U.S. dollar will have the opposite effect on the Funds' non-U.S. dollar securities.

Emerging Market and Global Investments. The Funds may invest a substantial portion of their assets in the securities and instruments of issuers located outside the United States, including emerging markets. In addition to business uncertainties, such investments may be affected by political, social, currency, and economic uncertainty affecting a country or region. Many financial markets are not as developed or as efficient as those in the United States and, as a result, liquidity may be reduced and price volatility may be higher. The legal and regulatory environment may also be different, particularly as to bankruptcy and reorganization. Financial accounting standards and practices may differ, and there may be less publicly available information in respect to such companies. The Funds may be subject to additional risks, which include possible adverse political and economic developments, possible seizure or nationalization of foreign deposits, and possible adoption of governmental restrictions which might adversely affect the payment of principal and interest to investors located outside the country of the issuer, whether from

currency blockage or otherwise. Furthermore, some of the securities may be subject to brokerage taxes levied by governments, which has the effect of increasing the cost of such investment and reducing the realized gain or increasing the realized loss on such securities at the time of sale. Income received by the Funds from sources within some countries may be reduced by withholdings and other taxes imposed by such countries. Any such taxes paid by the Funds will reduce the net income or return from such investments. While The Magnolia Group will take these factors into consideration when making investment decisions for the Funds, no assurance can be given that the Funds will fully be able to avoid these risks.

Item 9 – Disciplinary Information

Neither The Magnolia Group nor any of its employees have any disciplinary matters to disclose regarding its advisory business or the integrity of its management.

Item 10 – Other Financial Industry Activities and Affiliations

As described in Item 5 above, Mr. Peterson is a 25% owner of The Aligned Group, LLC (“TAG”), which manages private real estate funds. The other owners are the Real Estate Fund (25%) and an unaffiliated third party (50%). The Real Estate Fund has a significant investment in the funds that TAG manages. This represents a conflict of interest because Mr. Peterson, as the owner of the Firm, has an incentive to invest the Real Estate Fund’s assets in the funds managed by TAG, where investments with unaffiliated funds may have been more suitable. As discussed in Item 5 – Fees and Compensation above, TAG receives management fees, performance-based fees, and asset acquisition and disposition fees. The Firm has a potential conflict in that certain fees charged to the Real Estate Fund by TAG could appear to be timed to benefit TAG’s owners and may not be in the best interest of the Real Estate Fund. The Firm addresses this conflict by assessing investments without regard to any additional fees the Firm may receive, directly or indirectly, as a result of those investments. Additionally, TAG may, on a discretionary basis, reimburse the TAG funds for real estate brokerage fees paid.

Mr. Peterson serves as Co-CEO, Co-Chair Person of the Board, Co-President, and Class B Director of the Board to Boston Omaha Corporation (“Boston Omaha”), a holding company which is majority-owned by the Capital Fund. Mr. Peterson receives compensation for his position as Co-CEO and in order to mitigate this conflict, and according to the Capital Fund’s Limited Partnership Agreement, the advisory fee the Capital Fund pays to the Firm is reduced by the amount of Mr. Peterson’s compensation. Additionally, Mr. Peterson will receive his pro rata portion of such dividends or bonuses indirectly as a limited partner of the Capital Fund, and further will receive a portion of such dividends or bonuses indirectly through the performance allocation paid to the General Partner of the Capital Fund.

Mr. Peterson is also predominantly responsible for making investment decisions for Boston Omaha. Investment decisions made on behalf of Boston Omaha may have the potential to conflict with the investment objectives of the Capital Fund.

The Funds of One are solely invested in the common stock of Boston Omaha. The Funds’ investors are also investors in Magnolia Capital Fund and currently own additional pro-rata shares of Boston Omaha through their limited partnership interest in that account. Unlike Magnolia Capital Fund, the investment objective of the Funds of One is to hold only the common stock of Boston Omaha. The Magnolia Group does not intend to actively trade shares of Boston Omaha for these accounts, but to hold the securities for a significant period of time.

In order to mitigate any conflicts that may arise, Mr. Peterson will act in good faith and conduct sufficient due diligence to ensure that investment decisions made on behalf of Boston Omaha are not in conflict with the best interests of the Capital Fund or the Funds of One. In instances where it is appropriate for both the Capital Fund and Boston Omaha to participate in the same investment opportunity, Mr. Peterson will act in good faith to ensure that allocation between the two entities aligns with the best interests of the Capital Fund. New investment opportunities (exclusive of those related to the common stock of Boston Omaha) will not be allocated to the Funds of One, consistent with their investment objective to hold only the common stock of Boston Omaha.

Certain employees of Boston Omaha will share office space with The Magnolia Group. Such employees will be considered Access Persons of The Magnolia Group and subject to the Firm's Code of Ethics, requiring reporting of their personal security transactions to the Firm on an initial, quarterly, and annual basis. The Magnolia Group will ensure that employees of Boston Omaha do not have access to the Firm's confidential information. In order to do so, The Magnolia Group will maintain locked filing cabinets (where necessary to protect confidential information) and limit access to the Firm's shared network.

Certain employees of The Magnolia Group provide services to Boston Omaha. The Magnolia Group and Boston Omaha have in place a shared services agreement for an employee whereby The Magnolia Group is reimbursed a percentage of the employee's payroll and benefits based on the amount of time the employee spends on Boston Omaha matters. The Magnolia Group makes a good faith estimate to determine the reimbursement amount.

LOGIC Real Estate Companies, LLC which is partly-owned by Boston Omaha, is a commercial real estate services company whose subsidiaries provide real estate brokerage and property management services to the funds managed by TAG. As noted in Item 4 above, the Real Estate Fund is primarily invested in the TAG funds. LOGIC services are not exclusive to the TAG fund assets and are provided at the same market rates to other unaffiliated clients and customers.

Adam Peterson serves on the Board of Directors for United Casualty & Insurance Company. United Casualty & Insurance Company is owned by Boston Omaha Corporation.

In order to address conflicts of interest that may arise from the affiliations described above, the Firm has created a Limited Partner Advisory Committee (the "LPAC") established through the Capital Fund's offering documents. The LPAC will review potential conflicts in order to ensure that investment decisions made by the Firm are not in conflict with the best interests of the Funds.

Item 11 – Code of Ethics, Participation in Client Transactions and Personal Trading

The Firm has adopted a Code of Ethics and Insider Trading Statement ("Code") that describes the standards of conduct required from employees, including the protection of material, non-public information related to publicly traded companies. The Code requires that all of the Firm's supervised persons, as defined in the Code of Ethics, comply with applicable securities laws. The Code also includes provisions that require any supervised person to report any violations of the Code promptly to the Chief Compliance Officer ("CCO"), and to other persons designated from time to time. Each supervised person receives a copy of the Code, including any amendments, and acknowledges such receipt in writing.

The Code requires the Firm's supervised persons to report personal securities transactions in reportable accounts at least quarterly. Supervised persons are required to submit initial holdings reports that disclose all their securities holdings at time of employment and submit annual holdings reports and quarterly transactions reports thereafter. The Firm permits supervised persons to invest in the same securities as those held by the Funds. This may create a conflict of interest, since employees have the ability to trade ahead of clients and potentially receive a more favorable price. The Firm mitigates this conflict through its policy of placing the clients' interests first, ensuring that clients have priority over the Firm's employees in the purchase or sale of securities. As a result, supervised persons of the Firm are prohibited from trading in reportable securities on the day prior, day after, and same day the Fund is trading in those securities. Supervised persons of the Firm are also required to pre-clear personal transactions in certain reportable securities with the Firm's CCO or Managing Member. A copy of the Firm's Code is available upon request.

Potential Conflicts of Interest

Mr. Peterson currently serves on the board of directors of three publicly traded companies and may be asked to serve on the board of others. The Firm's Code requires supervised persons to gain approval to serve on the board of directors of a publicly traded company. The Firm has restricted supervised persons' personal trading in any company for which Mr. Peterson serves on the board. Mr. Peterson is also subject to each companies' restricted trading and/or blackout period and this may, at times, adversely affect trading for the Capital Fund.

As stated above in Item 10 – Other Financial Industry Activities and Affiliations, the Firm invests assets of the Real Estate Fund in funds managed by TAG, which is affiliated with the Firm. This represents a potential conflict of interest because the Firm benefits when such investments are made as a result of the affiliation between the Firm and TAG. The Firm addresses this conflict by having a policy to assess all investments without regard to any additional fees the Firm may receive, directly or indirectly, as a result of those investments.

Also stated above in Item 10, the Firm invests assets of the Capital Fund and the Funds of One in Boston Omaha Corporation, a holding company for which Mr. Peterson is Co-CEO, Co-Chair Person of the Board, Class B Director of the Board, and Co-President. Mr. Peterson is entitled to receive compensation and income in the form of salary and bonuses from Boston Omaha. In order to mitigate this conflict the Firm reduces the advisory fee paid by the Capital Fund by the amount of Mr. Peterson's compensation. Additionally, Mr. Peterson will receive his pro rata portion of such dividends or bonuses indirectly as a limited partner of the Capital Fund, and further will receive a portion of such dividends or bonuses indirectly through the performance allocation paid to the General Partner of the Capital Fund. As noted above in Item 10, each of the Fund of One investors are also investors in Magnolia Capital Fund and own additional pro-rata shares of Boston Omaha through their limited partnership interest in that account.

Mr. Peterson is predominantly responsible for making investment decisions for Boston Omaha. Investment decisions made on behalf of Boston Omaha may have the potential to conflict with the investment objectives of the Capital Fund. In order to mitigate any conflicts that may arise, Mr. Peterson will act in good faith and conduct sufficient due diligence to ensure that investment decisions made on behalf of Boston Omaha are not in conflict with the best interests of the Capital Fund. In instances where it is appropriate for both the Capital Fund and Boston Omaha to participate in the same investment opportunity, Mr. Peterson will act in good faith to ensure that allocation between the two entities aligns with the best interests of the Capital Fund.

The Magnolia Group may permit certain investors to invest in the Capital Fund on different terms and conditions than other investors. Such different terms and conditions may include fee structure, investment minimum, and providing portfolio transparency information. Such arrangements are solely at the General Partner's discretion and may, among other things, be based on the size of the investor's contribution to the Capital Fund or other similar commitment by the investor. Currently, the Capital Fund has entered into arrangements primarily providing terms relating to legal, regulatory or other similar status applicable to such investor and providing certain portfolio transparency information to such investor. Any such arrangements are subject to the Firm's fiduciary duties to the Funds.

Item 12 – Brokerage Practices

Magnolia Group's objective in selecting broker-dealers and effecting portfolio transactions is to seek the best combination of price and execution for investments made on behalf of the Funds. Investments for the Capital Fund will be purchased and sold through select broker-dealers as well as the Capital Fund's custodian. The Real Estate Fund primarily invests in real estate assets or private real estate funds that are not purchased or sold through a broker-dealer and, as a result, will not be subject to the brokerage commissions that publicly-traded securities typically carry. However, the Firm will still seek to obtain the best combination of price and execution for investment transactions made on behalf of the Real Estate Fund.

Broker-dealers selected by the Firm generally charge the Capital Fund a flat transaction fee for executing securities transactions. The Firm seeks to negotiate competitive pricing for the Capital Fund based on its own knowledge of commission rates and spreads currently available, however, the transaction fees charged by the broker-dealer/custodian may be higher or lower than those charged by other custodians and broker-dealers for the same services. The Firm will select broker-dealers/custodians based on all relevant factors, including execution capability, transaction costs, value of research, responsiveness, and financial strength and reputation of the broker dealers/custodians. The Firm has determined in good faith that the broker-dealers/custodians that the Firm has selected to execute securities transactions on behalf of the Funds is consistent with its duty to seek "best execution". The Firm periodically reviews its policies regarding broker selection in light of its duty to obtain best execution.

Research and Other Soft Dollar Benefits

The Firm does not accept soft dollars from broker-dealers/custodians.

Brokerage for Client Referrals

The Firm does not receive referrals from broker-dealers/custodians.

Directed Brokerage

The Magnolia Group's only clients are the Funds and Funds of One and therefore it is unlikely that the Firm would receive a request for directed brokerage.

Because the Firm only advises the Funds and Funds of One, only one of which is actively buying and selling securities traded through a broker-dealer (MCF), the conditions do not exist where aggregation of trade orders would be required.

The Magnolia Group determines how investment and trading opportunities are allocated among the client accounts it manages based on the specific and distinct investment objectives of each Fund or Fund of One. The assets of the Real Estate Fund are primarily invested in other real estate funds and real estate assets and the Fund is currently fully invested and not seeking new investment opportunities.

Item 13 – Review of Accounts

At least quarterly, the Firm periodically performs a comprehensive review of the performance and positions in the Funds and Funds of One. Such review is performed by the Firm's Managing Member or a designated person, and they document and remediate any material exceptions. In addition, for the Fund that trades public equities (the Capital Fund) and the Funds of One, the Firm has retained the services of an independent third party administrator ("TPA") who performs reviews and reconciles positions on a monthly basis. The TPA also prepares monthly NAV statements for all investors in the MCF and the Funds of One after it has completed its reviews.

The Firm and its TPA, as applicable, will review performance during unusual market conditions.

Each investor in the Capital Fund has the option to receive unaudited reports of performance from the TPA on a monthly basis via email. In addition, each investor in the Capital Fund receives audited year-end financial statements.

Item 14 – Client Referrals and Other Compensation

The Magnolia Group does not directly or indirectly compensate any person for client referrals. The only compensation the Firm receives for advisory services is the fees charged directly to the Funds for providing investment advisory services as described in Item 5 – Fees and Compensation of this Brochure. Please see Item 10 – Other Financial Industry Activities and Affiliations for disclosure regarding the compensation received by Mr. Peterson as result of his affiliation with TAG.

Item 15 – Custody

The Magnolia Group is deemed to have custody of the Capital Fund and the Funds of One since it also serves as general partner to each. The Firm supervises the completion of an audit of the Capital Fund by an independent public accountant as well as the distribution of audited financial statements to limited partners of the Capital Fund within 120 days of the fiscal year end. The independent public accountant that conducts the audit is registered with, and subject to, regular inspection by the Public Company Accounting Oversight Board ("PCAOB").

Item 16 – Investment Discretion

The Firm buys and sells securities and other instruments for the Capital Fund and Magnolia BOC I, LP on a discretionary basis in a manner consistent with the investment objectives, guidelines, and restrictions as set forth in the Memorandum or Limited Partnership Agreement.

The Firm is authorized to make investment decisions in accordance with the objectives, guidelines, and restrictions without obtaining prior consent from the Capital Fund or investors regarding: (i) which

securities or other investment instruments to buy or sell; (ii) the total amount of securities or other investment instruments to buy or sell; (iii) selection of the executing broker for any transaction; and (iv) commission rates or commission equivalents charged for transactions.

The Firm does not possess discretionary authority with regard to Magnolia BOC II, LP.

The Firm no longer possesses discretionary authority with regard to the Real Estate Fund. Consistent with The Magnolia Group's amended IMA, the Firm primarily provides advisory services in connection with asset management and has no obligation to identify new investment opportunities for the Fund.

Item 17 – Voting Client Securities

The Firm retains responsibility for voting proxies and will not accept direction from investors in the Funds – except for BOC II. BOC II's sole investor, under certain circumstances, can direct Magnolia in the voting of its shares of Boston Omaha. Under Section 206(4)-6 of the Advisers Act, the Firm has implemented written policies and procedures governing its proxy voting activities. The Firm's written policy requires it to vote client proxies in the best interest of the Funds. However, the policy permits the Firm to abstain from proxy votes when: (i) in the reasonable opinion of the Firm, the outcome of the vote most likely will not be determined by how the Firm may vote and thus the cost of voting appears to exceed the potential benefit to the Funds; or (ii) the subject of the vote does not appear likely to have a material impact on the value of the investment held by the Funds.

The Firm recognizes that there may be a conflict of interest or potential conflict of interest between itself and the Funds with respect to the voting of proxies of certain companies and has developed a mechanism for identifying and addressing such conflicts. As mentioned in Item 10 – Other Financial Industry Activities and Affiliations, Mr. Peterson serves as Co-CEO, Co-Chair Person, and Executive Vice President of Boston Omaha, a holding company which is majority-owned by the Capital Fund. In addition, Mr. Peterson may hold Board positions in other portfolio companies of the Fund. Voting in the best interest of the Funds and as Director of a portfolio company may align in many instances, however, certain proposals, if adopted, may not be in the best interest of the Funds as shareholders in the portfolio company. If the Firm's CCO determines that a material conflict exists between the company's interest and a Fund's interests, it will maintain documentation evidencing the resolution, which will include review and recommendation from the LPAC.

The Firm's CCO may be reached directly at (402) 403-0767 for a copy of the proxy policy and information with respect to how the Firm voted a proxy.

Item 18 – Financial Information

The Firm does not require or solicit prepayment of more than \$1,200.00 in fees per client, six (6) months or more in advance. Therefore, the Firm is not required to include a balance sheet for its most recent fiscal year.

The Firm does not have any financial conditions to disclose that are likely to impair its ability to meet contractual commitments to the Funds.

The Firm has never been the subject of a bankruptcy petition.