

Part 2A of Form ADV: Firm Brochure

Item 1. Cover Page

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The date of this brochure is October 11, 2024.

This brochure provides information about the qualifications and business practices of Global Strategic Risk Management, LLC (“GSRM”). If you have any questions about the contents of this brochure, please contact GSRM at 401-749-4589. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state securities authority.

Additional information about GSRM also is available on the SEC’s website at www.adviserinfo.sec.gov.

Any reference to GSRM as a “registered investment adviser” or as being “registered” does not imply a certain level of skill or training.

Item 2. Summary of Material Changes

This is GSRM's first brochure and, therefore, there are no material changes to report in this Item. In the future, this item will be used to report any material changes in accordance with the instructions to Form ADV.

Current and prospective investors are urged to review this brochure in its entirety.

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Item 4. Advisory Business

Global Strategic Risk Management, LLC (“GSRM,” “we” or “us”) is a Delaware limited liability company that was organized in 2023. Russell Jeffrey is the managing member of GSRM and controls 100% of the voting and economic interests thereof.

We currently manage the following private investment funds: Global Strategic Risk Management Master LP, a Cayman Islands exempted limited partnership (the “Master Fund”) and two feeder funds thereof: Global Strategic Risk Management Offshore, Ltd, a Cayman islands exempted company (the “Offshore Feeder”), and Global Strategic Risk Management, LP, a Delaware limited partnership (the “Domestic Feeder” and collectively with the Master Fund and the Offshore Feeder, the “Private Funds”).

Additionally, GSRM is the sub-advisor for GSRM Insurance Dedicated Fund, a series of Spearhead Insurance Solutions IDF, LLC, a Delaware Series Limited Liability Company (the “IDF” and collectively with the Private Funds, the “Funds” and each a “Fund”).

Global Strategic Risk Management (the “General Partner”) is the general partner of the Domestic Feeder and the Master Fund. Like GSRM, the General Partner is principally owned by Russell Jeffrey.

We provide discretionary investment advice to the Funds. In the future, we could provide discretionary and/or non-discretionary investment advice to other private investment funds and/or separately managed accounts (collectively with the Funds, “clients”).

Each Fund is managed in accordance with its own investment and trading objectives, as described in its offering and governing agreements (collectively, the “Fund Documents”). We generally do not permit investors in the Funds to impose limitations on the investment activities described in the Fund Documents.

The Funds’ investment objective is to generate returns via a non-correlated strategy, specifically by developing and administering analytical systems that model a wide set of assets, beginning with US Treasuries, and the swap markets and agency mortgage-backed securities and their derivatives.

From this core foundation, analysis will be executed on many other sectors, including equity and equity derivatives, debt instruments, such as corporate bonds, high yield bonds, as well as CDS, and other derivative instruments. The goal will be to create and manage a portfolio where the risk skew is designed to benefit the Funds, with a focus on expected total returns, and not just yield.

GSRM generally invests and trades on behalf of its clients in a portfolio of fixed-income securities. Such related securities include, but are not limited to, U.S. Treasuries, agencies, options, futures, interest rate swaps, and forward agreements. GSRM uses commodities, commodity futures, financial futures or options thereon primarily for hedging purposes. GSRM includes limited investments in equity securities. GSRM has broad and flexible investment authority.

There can be no assurance that the Funds’ investment objective will be achieved or that it will not incur losses. Certain investment practices can, in certain circumstances, increase the adverse impact to which the Funds’ investment portfolio is subject.

GSRM does not participate in wrap fee programs.

As of September 9, 2024, GSRM managed approximately \$1,518,844,317. Currently, GSRM does not manage any assets on a non-discretionary basis.

Item 5. Fees and Compensation

The extent to, and specific manner in which, our clients are responsible for fees, performance-based compensation and/or expenses are set forth in each client's applicable written agreement with us (and, in the case of the Funds, in the Fund Documents).

In general, we deduct our management fees from the Funds on the first day of each calendar quarter. The IDF's management fees are accrued monthly and paid quarterly in arrears. We generally receive performance-based fees or allocations from the Funds on an annual basis and upon the distribution of capital (such as a withdrawal by a Fund investor).

The Master Fund will pay the Investment Manager, from the applicable capital accounts of the Master Fund attributable to each Capital Account of each Limited Partner, a management fee quarterly in advance on the first day of each calendar quarter equal to 0.25% (one percent (1.0%) on an annualized basis) of the net asset value of each Master Fund capital account corresponding to each Capital Account of each Limited Partner as of such date (including any capital contributions made to the Partnership as of such date but before the accrual of any Incentive Allocation). GSRM can negotiate a fee rate that differs from the rate set forth above.

Management fees, performance-based compensation and/or expenses are reduced or waived in certain circumstances, including, without limitation, with respect to investments in Funds by our personnel and/or other related persons. Our clients pay our management fees in advance. No adjustments will be made to the management fees or performance-based fees or allocations for any withdrawals, appreciation, or depreciation in the value of securities held in the account during any fee period.

As the management fees and performance-based fees and allocations are based directly on the net asset value of the client accounts, GSRM has a conflict of interest in valuing the assets held in the accounts. GSRM's fund administrator, who is responsible for striking the monthly official net asset value (or NAV), will follow our documented valuation policies in order to mitigate this conflict.

Unless provided otherwise in the applicable Fund Documents, Fund clients generally bear all costs and expenses associated with their operations, including, without limitation (i) all expenses associated with the organization and ongoing administration of such Funds, including legal and accounting fees, (ii) all expenses incurred in connection with communications with investors and the ongoing offer and sale of interests in the Funds, (iii) all third party administration, accounting, tax preparation, audit, bookkeeping, directors fees and expenses, the costs of any regulatory filings (including any filings required by the European Alternative Investment Fund Managers Directive and preparing and filing Form PF), governmental fees and taxes and legal and compliance fees and expenses of, or relating to, the Funds, (iv) all expenses incurred for the benefit of the Funds related to the maintenance and procurement of information technology and data related services, systems and equipment, valuation services, proxy voting services and insurance, (v) all direct and incidental expenses relating to research and due diligence of existing and potential investments (including, without limitation, the use of consultants and attorneys) and research materials, and (vi) all trading and investment related costs and expenses (e.g., brokerage commissions, margin interest, expenses related to short sales, custodial fees and clearing and settlement charges). See "Brokerage Practices" below.

To the extent that we incur any expenses for the benefit of multiple clients, we generally will allocate such expenses in any manner that we deem equitable, taking into account our written agreements with such clients (and, if applicable, Fund Documents in the case of clients that are Funds) and applicable facts and circumstances, including the relative size of the applicable entity or account, the nature or source of the product or service and the benefits derived from and the extent of use of the product or services.

Nonetheless, the portion of an expense that we allocate to a client for a particular product or service might not reflect the relative benefit derived by such client from that product or service in any particular instance. Furthermore, it is possible that under some of our advisory contracts we do not require a client to incur certain expenses, despite the fact that such client will receive a benefit in connection with our incurrence of such expenses. In such an event, our other clients bear the additional share of any such expenses that would have been allocable to the client that is not required to incur such expenses. Our expense allocations often depend on inherently subjective determinations, but the expense allocations made by us will be in good faith. There are situations in which the appropriate allocation of expenses in the course of evaluating potential investments is not clear (for example, if a client and one or more other clients considered making an investment that was not consummated). Expenses will typically be allocated among the clients participating in the relevant investment or potential investment, except to the extent stated otherwise in the applicable client agreement or Fund Documents. However, in all cases, subject to applicable legal, regulatory, contractual or similar restrictions, we will make expense allocation decisions in our sole discretion in good faith.

GSRM and its personnel generally can be expected to receive certain intangible and/or other benefits and/or perquisites arising or resulting from their activities on behalf of clients and client portfolio investments, including benefits and other discounts provided from service providers. For example, airline travel or hotel stays incurred as a client expense typically result in cash rebates, “miles,” “points” or credit in loyalty/status programs, and such benefits and/or amounts will exclusively benefit GSRM and/or such personnel even though the cost of the underlying service is borne by clients. The value of such benefits and perquisites will neither be subject to an offset against fees or expenses payable by clients nor will they otherwise be shared with clients and/or portfolio investments.

Item 6. Performance-Based Fees and Side-by-Side Management

As generally described above in Item 5, our clients pay management fees. In addition, we are entitled to receive performance-based compensation (which is based on a percentage of the capital appreciation of client assets or the return on invested capital) from clients. Performance-based compensation takes the form of a performance allocation, performance fee, carried interest or other payment, and typically is subject to a high-water mark. Fund investors are provided with detailed disclosure in the applicable Fund Documents for such Fund as to how the relevant performance-based compensation is calculated and charged. Performance-based compensation will conform to Rule 205-3 under the Investment Advisers Act of 1940, as amended (the “Advisers Act”), to the extent applicable.

The terms of the compensation that we receive differ among the client accounts that we advise. This results in a conflict of interest when we allocate opportunities among these accounts because we will have an incentive to favor an account from which we are entitled to receive performance-based compensation (or greater performance-based compensation) over other accounts. To avoid such a conflict of interest we generally follow documented procedures in allocating opportunities among such accounts, which do not take into account the compensation to which such accounts are subject.

As explained above, at the end of each fiscal year and upon an investor’s withdrawal of all or any portion of its Capital Account(s), fifteen percent (15%) of the aggregate net capital appreciation (including net unrealized gains and losses and determined after all expenses, including the Management Fee, are taken into account) allocated to the applicable capital accounts of the Master Fund corresponding to each of the investors’ Capital Accounts (or the Capital Account(s) of the withdrawing investor with respect to the portion withdrawn) for such fiscal year (or elapsed portion thereof) will be reallocated by the Master Fund to the capital account of the General Partner in the Master Fund (the “Incentive Allocation”), subject to a “high water mark” provision. GSRM can negotiate a fee rate that differs from the rate set forth above.

When we determine that a particular trading opportunity would be desirable for more than one client, we generally seek to allocate such opportunity among such clients in a manner that we deem fair and equitable under the circumstances existing at such time. We generally allocate investment opportunities so that each security held by the accounts that we manage following a substantially similar investment strategy is held on a pari passu basis. In certain circumstances, we allocate securities among client accounts on a different basis. In such cases, the factors that we consider when determining which securities to allocate to each client account include (but are not limited to): the intended objective and strategy of each client account and any applicable investment or risk restrictions or guidelines, including leverage constraints and position limits; the relative amounts of capital in each client account available for new investments of the type at issue; our perception of the appropriate risk/reward ratio for each client account, taking into account, among other things, market exposure, anticipated volatility and diversification; the liquidity of each client account at the time of investment and thereafter; the ability to add positions to a client account on a leveraged basis; whether the position is an “odd lot”; whether the position is being added in a “de minimis” amount; applicable contractual, legal, tax and regulatory considerations; the overall portfolio composition of each client account; and such other considerations that we determine to be relevant at such time.

Notwithstanding the foregoing, there can be no assurance that certain allocation decisions will not directly or indirectly adversely affect our clients, even if such decisions are made in good faith. Allocations are subject to a significant degree of discretion exercised by us, including, but not limited to, in connection with portfolio rebalancing, investing in new, different or additional investment strategies and in connection with admissions and withdrawals of investors to and from the private investment funds that we manage. Even allocations designed to mitigate conflicts do not eliminate the possibility that an allocation of assets will not adversely affect our clients.

We will have no obligation to purchase or sell a security for, enter into a transaction on behalf of, or provide an investment opportunity to, a client solely because we purchase or sell the same security for, enter into a transaction on behalf of, or provide an opportunity to, another client if, in our reasonable opinion, such security, transaction or investment opportunity does not appear to be suitable, practicable or desirable for such other client.

Certain of our personnel and/or other related persons invest in one or more of our clients. In such case, we have an incentive to favor client(s) in which they have a greater economic interest and/or have a conflict of interest in allocating investment opportunities among those client accounts and other client accounts. In order to mitigate these potential conflicts, we will generally follow the documented procedures referenced above.

To the extent that GSRM manages accounts with both fixed management fee rates and accounts with performance-based fee arrangements, GSRM has a conflict of interest in that an account with a performance-based fee arrangement will offer the potential for higher profitability when compared to an account with a fixed management fee. Performance-based fee arrangements create an incentive for GSRM to recommend investments which are riskier or more speculative than those which would be recommended under a different fee arrangement. Performance-based fee arrangements also create an incentive to favor higher fee-paying accounts over other accounts in the allocation of investment opportunities. To minimize these and other such issues, GSRM has adopted policies designed to ensure that GSRM treats all clients equitably in allocating investment opportunities. These policies include our Code of Ethics, which governs the behavior of all employees, review procedures designed to identify unfair or unequal treatment of accounts, periodic reviews to identify potential problems, and trade allocation and aggregation policies. GSRM does not consider fee structures in allocating investment opportunities.

Clients and investors in the Funds are urged to review their applicable investment management agreements and/or Fund Documents for information regarding the specific fees, performance-based compensation and

expenses applicable to them.

Item 7. Types of Clients

GSRM primarily provides investment advice to clients who are private investment funds and/or insurance dedicated funds (such as the IDF). Investors in such Funds are generally high net worth individuals and institutional investors that qualify as “accredited investors” (as defined in Rule 501 under the Securities Act of 1933, as amended) and “qualified purchasers” (as defined under the 1940 Act). The minimum original investment in the Funds is generally \$2,000,000, subject to the Funds’ discretion to accept lesser amounts.

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

The objective of the Funds is to achieve superior long-term returns while attempting to minimize volatility under most interest rate scenarios by exploiting pricing inefficiencies in agency mortgage-backed and related fixed-income securities. It is anticipated that the Funds will have low correlation to the movements in most market indices. GSRM intends to accomplish its objective by trading and investing the Fund’s assets in a portfolio of fixed-income securities, with an emphasis on agency mortgage-backed and related fixed-income securities. GSRM will seek to purchase for the Funds undervalued securities that it expects to appreciate in price and to generate positive cash flow yield after hedging a number of the risks embedded in the securities. The Funds then employ leverage to magnify the return potential while attempting to keep return volatility within acceptable limits. No assurance can be given, however, that the Funds will achieve their objectives, and investment results can vary substantially over time and from period to period. Investing in securities involves risk of loss that investors should be prepared to bear (including the risk of a total loss of investment).

GSRM’s investment process for identifying and appropriately managing the risks associated with these undervalued agency mortgage-backed and related fixed-income securities and other assets relies on GSRM’s diligence, vigilance, humility and investment experience. The managing member of GSRM has over 30 years of investing and trading experience in the agency mortgage-backed and related fixed-income securities market. The Funds expect to couple this trading experience with sophisticated computer models and a top rate investment staff that will, in its entirety, be highly qualified to successfully manage the assets of the Funds.

GSRM’s risk management processes address risks that can be measured and managed (hedged), including interest rate risk (duration and convexity), prepayment risk, spread risk and volatility risk (these risks are described below). These processes also address other risks including basis risk, portfolio diversification risk, financing risk, liquidity risk, leverage risk and event risk.

Investing in securities involves risk of loss that clients and investors should be prepared to bear.

General Investment and Trading Risks. All securities investments present a risk of loss of capital. Volatile financial markets increase that risk. If our evaluation of an investment opportunity should prove incorrect, our clients could experience losses. No guarantee or representation is made that our clients’ investment programs will be successful, that clients will achieve their targeted returns or that there will be any return of capital invested to investors. In addition, investment results can vary substantially over time.

Competition. The securities industry and the varied strategies and techniques to be engaged in by GSRM are extremely competitive and each involves a degree of risk. GSRM will compete with firms, including many of the larger funds and securities firms, which have substantially greater financial resources and research staffs.

Reliance on Technical Signals. Trading decisions made by GSRM in connection with its trading methodology will at times be based in part on technical analysis. The profitability of technical analysis varies with the accuracy of the forecasts of price moves of financial instruments, whether short- or long-term. No assurance can be given of the accuracy of the forecasts. In addition, the calculations which underlie GSRM's trading systems, methods and strategies involve the use of computers. GSRM will at times direct the purchase or sale of financial instruments for a Fund in accordance with computer-generated trading signals and information. The use of a computer in collating information or in developing and operating a trading method does not assure the success of the method because a computer is merely an aid in compiling and organizing trade information and executing algorithms generated by human beings. Moreover, because a Fund's trading methodology is designed to outperform, long term, widely followed benchmarks (such as SOFR (as defined below)) or medium-duration fixed-income U.S. Treasury benchmarks, such technical trading might not discern the fundamental causative event in a timely manner, and the Funds could make, or remain in, an investment in a financial instrument that proves unprofitable. Accordingly, no assurance is given that the trading decisions based on computer-generated information will produce profits for the Funds.

Reliance on Quantitative Analysis. GSRM's investment strategies rely upon quantitative models and systems. Such models and systems entail the use of sophisticated statistical calculations and complex computer systems, and there is no assurance that GSRM will be successful in carrying out such calculations correctly or that the use of these quantitative models and systems will not expose the Funds to the risk of significant losses. In addition, the analytical techniques used by GSRM cannot provide any assurance that the Funds will not be exposed to the risk of significant trading losses if the underlying patterns that form the basis for the quantitative models and systems employed by GSRM change in ways not anticipated by GSRM. The effectiveness of quantitative models and systems can diminish over time and attempts to apply existing quantitative models and systems to new or different markets, strategies or financial instruments can prove ineffective.

Reliance on Fundamental Analysis. While the investment strategy of GSRM employed in the Funds utilizes both quantitative and technical metrics, fundamental variables are extensively utilized as well. Fundamental analyses consider factors such as inflation, trade balances, inventories, interest rates, and sector specific and company-specific variables, which might not have an impact on traditional trading systems, in an attempt to identify investment opportunities. To the extent that such factors provide mixed or conflicting signals, the fundamental signals might not be able to detect and/or accurately predict price trends. There can be no guarantee that GSRM's fundamental research or signals will enable GSRM to accurately value the financial instruments in which the Funds invest or that any anticipated price trends will materialize with respect to such investments.

Concentration of Investments. Subject to any limitations adopted by GSRM from time to time, the Funds are generally not restricted in the amount of its capital that it can commit to any issuer, security, industry sector or geographic region, and at times the Funds can hold a relatively large concentration in a limited number of issuers, securities, industry sectors and/or geographic regions. Losses incurred in connection with those investments could have a material adverse effect on a Fund's overall financial condition. This is because the value of a Fund's investment portfolio will be more susceptible to any single occurrence affecting one or more of those issuers, securities, industry sectors or geographic regions than would be the case with a more diversified investment portfolio.

Macro Strategy Risk. The profitability of any macro program depends primarily on the ability of GSRM to predict derivative contract price movements to implement investment ideas regarding macroeconomic trends. Price movements for commodity interests are influenced by, among other things: changes in interest rates; governmental, agricultural, trade, fiscal, monetary and exchange control programs and policies; weather and climate conditions; natural disasters, such as hurricanes; changing supply and demand

relationships; changes in balances of payments and trade; U.S. and international rates of inflation and deflation; currency devaluations and revaluations; U.S. and international political and economic events; and changes in philosophies and emotions of market participants. GSRM's trading methods might not take all of these factors into account.

Corporate Debt. Bonds, notes and debentures issued by corporations pay fixed, variable or floating rates of interest, and include zero-coupon obligations. Corporate debt instruments are subject to credit ratings downgrades. Other instruments have the lowest quality ratings or are unrated. In addition, the Funds can be paid interest in kind in connection with its investments in corporate debt and related financial instruments (e.g., the principal owed to the Funds in connection with a debt investment are increased by the amount of interest due on such debt investment). Such investments can experience greater market value volatility than debt obligations that provide for regular payments of interest in cash and, in the event of a default, the Funds can experience substantial losses.

Fixed-income Securities. The Funds will primarily trade in fixed-income and preferred securities of primarily U.S. issuers, including, without limitation, loans, bonds, notes and debentures issued by corporations. Fixed-income securities pay fixed, variable or floating rates of interest. The value of fixed-income securities will change in response to fluctuations in interest rates or credit spreads. In addition, the value of certain fixed-income securities can fluctuate in response to perceptions of credit worthiness, political stability or soundness of economic policies. Fixed-income securities are subject to the risk of the issuer's inability to meet principal and interest payments on its obligations (i.e., credit risk) and are subject to price volatility due to such factors as interest rate sensitivity, market perception of the creditworthiness of the issuer and general market liquidity (i.e., market risk).

The Funds will trade in fixed-income instruments which are not protected by financial covenants or limitations on additional indebtedness. In addition, evaluating credit risk for foreign debt involves greater uncertainty because credit rating agencies throughout the world have different standards, making comparisons across countries difficult.

Investments in Loans. The Funds do not currently invest in loans. If the Funds invest in loans in the future, investing in loans entails the following risks:

- General Credit Risks. As a result of investment in loans, the Funds are exposed to losses resulting from default and foreclosure. The value of the underlying collateral, if any, the creditworthiness of the borrower and the priority of the lien are each of great importance (although the Funds can invest in subordinate or second priority liens). There is no assurance that the Funds will correctly evaluate the value of the assets collateralizing the loans or the prospects for a successful reorganization or similar action. In any reorganization or liquidation proceeding relating to a company in which the Funds have funds, the Funds can lose all or part of the amounts advanced to the borrower. The Funds cannot guarantee the adequacy of the protection of the Funds' interests, including the validity or enforceability of the loan and the maintenance of the anticipated priority and perfection of the applicable security interests. Furthermore, the Funds cannot assure that claims will not be asserted that might interfere with enforcement of the Funds' rights. In the event of a foreclosure, the Funds or an affiliate of the Funds can assume direct ownership of the underlying asset. The liquidation proceeds upon sale of such asset might not satisfy the entire outstanding balance of principal and interest on the loan, resulting in a loss to the Funds. Any costs or delays involved in the effectuation of a foreclosure of the loan, or a liquidation of the underlying property, will further reduce the proceeds and thus increase the loss.

- Lower Credit Quality Loans. Except as provided for in applicable Fund Documents, there are no restrictions on the credit quality of a Fund's loans. Loans purchased by the Funds can have substantial vulnerability to default in payment of interest and/or principal. Certain of the loans in which the Funds invest can have large uncertainties or major risk exposures to adverse conditions and could be considered to be predominantly speculative. Generally, such loans offer a higher return potential than better quality loans but involve greater volatility of price and greater risk of loss of income and principal. The market values of certain of these loans also tend to be more sensitive to changes in economic conditions than better quality loans.
- Lender Liability. A number of judicial decisions in the U.S. have in the recent past upheld the right of borrowers to sue lending institutions on the basis of various evolving legal theories (collectively termed "lender liability"). Generally, lender liability is founded upon the premise that an institutional lender has violated a duty (whether implied or contractual) of good faith and fair dealing owed to the borrower or has assumed a degree of control over the borrower resulting in a creation of a fiduciary duty owed to the borrower or its other creditors or shareholders. While believed to be unlikely, because of the nature of certain of the Funds' investments, the Funds could be subject to allegations of lender liability.
- Equitable Subordination. Loans to companies operating in workout modes or under Chapter 11 of the U.S. Bankruptcy Code are, in certain circumstances, subject to certain potential liabilities which exceed the amount of a Fund's loan. For example, under certain circumstances, lenders who have inappropriately exercised control of the management and policies of a debtor can have their claims subordinated or disallowed or be found liable for damages suffered by parties as a result of such actions.
- Loan Participations and Assignments. If in the future the Funds invest in fixed- and floating-rate loans, those investments could be in the form of loan participations and assignments of portions of such loans. Participations and assignments involve special types of risk, including credit risk, interest rate risk, liquidity risk, and the risks of being a lender. Participations in commercial loans can be secured or unsecured. Loan participations typically represent direct participation in a loan to a corporate borrower, and generally are offered by banks or other financial institutions or lending syndicates. When purchasing loan participations, the Funds assume the credit risk associated with the corporate borrower and assume the credit risk associated with an interposed bank or other financial intermediary and might only be able to enforce its rights through the lender and assume the credit risk of the lender in addition to the borrower. The participation interests in which the Funds invest might not be rated by any nationally recognized rating service. Investments in loans through a direct assignment of a financial institution's interests with respect to the loan can involve additional risks to the Funds. For example, if a loan is foreclosed, the Funds could become part owner of any collateral and would bear the costs and liabilities associated with owning and disposing of the collateral. In addition, it is conceivable that, under emerging legal theories of lender liability, a Fund could be held liable as a co-lender. It is unclear whether loans and other forms of direct indebtedness offer securities laws protections against fraud and misrepresentation. In the absence of definitive regulatory guidance, the Funds rely on GSRM's research in an attempt to avoid situations where fraud or misrepresentation could adversely affect the Funds.
- Liquidity. Loans and interests in loans have significant liquidity risks and market value risks since they are not generally traded in organized exchange markets but are traded by banks and other institutional investors engaged in loan syndications. Because loans are

privately syndicated and loan agreements are privately negotiated and customized, loans are not purchased or sold as easily as publicly traded securities.

- Fraud. Of paramount concern in purchasing loans is the possibility of material misrepresentation or omission on the part of borrower. Such inaccuracy or incompleteness would adversely affect the valuation of the collateral underlying the loans or adversely affect the ability of the Funds to perfect or effectuate a lien on the collateral securing the loan. The Funds will rely upon the accuracy and completeness of representations made by borrowers to the originator of such loans to the extent reasonable but cannot guarantee such accuracy or completeness. Under certain circumstances, payments to the Funds can be reclaimed if any such payment or distribution is later determined to have been a fraudulent conveyance or a preferential payment.

“High Yield” Securities. The Funds do not currently invest in “higher yielding” (and, therefore, higher risk) debt securities. If the Funds invest in “high yield” securities in the future, investing in these securities entails additional risks. Such securities are generally considered to be below “investment grade” and face ongoing uncertainties and exposure to adverse business, financial or economic conditions which could lead to the issuer’s inability to meet timely interest and principal payments. In certain periods, there is little or no liquidity in markets for these securities. Furthermore, it is likely that a major economic recession or financial crisis could have a materially adverse impact on the value of such securities. High yield securities have historically experienced greater default rates than has been the case for investment grade securities. The market values of certain of these lower rated debt securities tend to reflect individual corporate developments to a greater extent than do higher rated securities, which react primarily to fluctuations in the general level of interest rates. The markets for high yield securities tend to be more volatile, less liquid and less active than those for higher-rated securities, which can adversely affect the price at which these securities can be sold and make it impractical or impossible to sell such securities at times of market dislocation. In addition, adverse publicity and investor perceptions, whether or not based on fundamental analysis, would also decrease the value and liquidity of these securities.

Preferred Stock. The Funds invest in preferred stock. Investments in preferred stock involve risks related to priority in the event of bankruptcy, insolvency or liquidation of the issuing company and how dividends are declared. Preferred stock ranks junior to debt securities in an issuer’s capital structure and, accordingly, is subordinate to all debt in bankruptcy.

Preferred stock generally has a preference as to dividends. Such dividends are generally paid in cash (or additional shares of preferred stock) at a defined rate, but unlike interest payments on debt securities, preferred stock dividends are payable only if declared by the issuer’s board of directors. Dividends on preferred stock can be cumulative, meaning that, in the event the issuer fails to make one or more dividend payments on the preferred stock, no dividends can be paid on the issuer’s common stock until all unpaid preferred stock dividends have been paid. Preferred stock can also be subject to optional or mandatory redemption provisions.

Convertible Securities. The Funds do not currently invest in convertible securities. If the Funds invest in convertible securities in the future, investing in these securities entails additional risks. The market value of convertible securities, as with all fixed income securities, tends to decline as interest rates increase and, conversely, tends to increase as interest rates decline. However, when the market price of the common stock underlying a convertible security exceeds the conversion price, the convertible security tends to reflect the market price of the underlying common stock. As the market price of the underlying common stock declines, the convertible security tends to trade increasingly on a yield basis and thus, will not decline in price to the same extent as the underlying common stock. If a convertible security held by a Fund is called for redemption, such Fund will be required to permit the issuer to redeem the security, convert it into the

underlying stock or sell it to a third party. Any of these actions could have an adverse effect on a Fund's ability to achieve its objective.

Interest Rate Risk. Generally, the value of fixed income securities will change inversely with changes in interest rates. As interest rates rise, the market value of fixed income securities tends to decrease. Conversely, as interest rates fall, the market value of fixed income securities tends to increase. This risk will be greater for long-term securities than for short-term securities. The Funds will attempt to minimize the exposure of the portfolios to interest rate changes through the use of interest rate swaps, interest rate futures and/or interest rate options. However, there can be no guarantee that the Funds will be successful in fully mitigating the impact of interest rate changes.

Mortgage-Backed and Asset-Backed Securities. The Funds invest in residential mortgage-backed securities. If the Funds invest in other mortgage-backed or asset-backed securities in the future, investing in these securities entails additional risks. Mortgage-backed securities represent an interest in a pool of mortgages. Investing in commercial and residential mortgage-backed securities involves the general risks typically associated with investing in traditional fixed-income securities (including interest rate and credit risk) and certain additional risks and special considerations (including the risk of principal prepayment and the risk of investing in real estate). When market interest rates decline, more mortgages are refinanced, and the securities are paid off earlier than expected. Prepayments also occur on a scheduled basis or due to foreclosure. When market interest rates increase, the market values of mortgage-backed securities decline. At the same time, however, mortgage refinancing and prepayments can slow, which lengthens the effective maturities of these securities. As a result, the negative effect of the rate increase on the market value of mortgage-backed securities is usually more pronounced than it is for other types of fixed-income securities. Further, different types of mortgage-backed securities are subject to varying degrees of prepayment risk. Finally, the risks of investing in such instruments reflect the risks of investing in real estate securing the underlying loans, including the effect of local and other economic conditions, the ability of tenants to make payments, and the ability to attract and retain tenants.

Asset-backed securities are structured like mortgage-backed securities, but instead of mortgage loans or interests in mortgage loans, the underlying assets include, but are not limited to, such items as student loans, motor vehicle installment sales or installment-loan contracts, leases of various types of real and personal property, and receivables from credit-card agreements. Asset-backed securities are subject to many of the same risks as mortgage-backed securities. Each type of asset-backed security also entails unique risks depending on the type of assets involved and the legal structure used. For example, credit card receivables are generally unsecured, and the debtors are entitled to the protection of a number of state and federal consumer credit laws, many of which give debtors the right to set off certain amounts owed on the credit cards, thereby reducing the balance due. Asset-backed securities typically experience credit risk. For example, there is an increasing supply of subordinated securities rated lower than AA (down to B or first loss) and senior securities that are rated lower than AAA, as well. There is also the possibility that recoveries on repossessed collateral is not, in some cases, available to support payments on these securities because of the inability to perfect a security interest in such collateral or for other reasons.

Equity Securities. The Funds invest in equity and equity-related securities. Equity securities fluctuate in value in response to many factors, including the activities, results of operations and financial condition of individual companies, the business market in which individual companies compete, industry market conditions, interest rates and general economic environments. In addition, events such as epidemics, pandemics, political instability, terrorism and natural disasters are unforeseeable and contribute to market volatility in ways that adversely affect a Fund's positions.

Small to Medium Capitalization Companies. The Funds invest in the stocks of companies with small- to medium-sized market capitalizations. While GSRM believes these investments often provide significant

potential for appreciation, these stocks, particularly smaller-capitalization stocks, involve higher risks in some respects than do investments in stocks of larger companies. For example, prices of such stocks are often more volatile than prices of large-capitalization stocks. Smaller companies often lack the management experience, financial resources, product diversification, and competitive strength of larger companies. In addition, due to thin trading in some such stocks, an investment in these stocks is more illiquid than that of larger capitalization stocks.

Purchasing Securities of Initial Public Offerings. The Funds do not currently purchase securities of companies during their Initial Public Offerings (IPOs) or shortly thereafter. If the Funds invest in IPOs in the future, investing in these securities entails additional risks. Special risks associated with these securities include a limited number of shares available for trading, unseasoned trading, lack of investor knowledge of the companies and limited operating histories. These factors contribute to substantial price volatility for the shares of these companies. The limited number of shares available for trading in some initial public offerings make it more difficult for the Funds to buy or sell significant amounts of shares without an unfavorable impact on prevailing market prices. In addition, some companies engaged in initial public offerings are involved in relatively new industries or lines of business, which are not widely understood by investors. Some of these companies are undercapitalized or regarded as developmental stage companies, without revenues or operating income, or the near-term prospects of achieving them.

Risk of Default or Bankruptcy of Third Parties. The Funds engage in transactions in securities and financial instruments that involve counterparties. Under certain conditions, the Funds could suffer losses if a counterparty to a transaction were to default or if the market for certain securities and/or financial instruments were to become illiquid. See “Counterparty Risk” below for additional details. In addition, the Funds could suffer losses if there were a default or bankruptcy by certain other third parties, including brokerage firms and banks with which the Funds do business, or to which securities have been entrusted for custodial purposes. For example, if one of a Fund’s prime brokers or custodians were to become insolvent or file for bankruptcy, such Fund could suffer significant losses with respect to any securities held by such firm.

Additionally, under CFTC regulations, “futures commission merchants” (“FCMs”), such as a Fund’s prime brokers, are required to maintain customers’ assets in a segregated account. If a Fund’s FCM fails to do so, under certain circumstances, such as the inability of another customer of the FCM or the FCM itself to satisfy substantial deficiencies in the other customer’s account, the Fund is subject to a risk of loss of its assets on deposit with such prime broker. In the case of any bankruptcy or customer loss, the Fund might recover, even with respect to property specifically traceable to the Fund, only a pro rata share of all property available for distribution to all of the FCM’s customers.

Counterparty Risk. Some of the markets in which the Funds effect their transactions are “over-the-counter” or “interdealer” markets. The participants in such markets are typically not subject to credit evaluation and regulatory oversight as are members of “exchange based” markets. This exposes the Funds to the risk that a counterparty will not settle a transaction in accordance with its terms and conditions because of a dispute over the terms of the contract (whether or not bona fide) or because of a credit or liquidity problem, thus causing the Funds to suffer a loss. Such “counterparty risk” is accentuated for contracts with longer maturities where events intervene to prevent settlement, or where the Funds have concentrated its transactions with a single or small group of counterparties. GSRM is not restricted from dealing with any particular counterparty or from concentrating any or all of its transactions with one counterparty. The ability of GSRM to transact business with any one or number of counterparties, the lack of any meaningful and independent evaluation of such counterparties’ financial capabilities and the absence of a regulated market to facilitate settlement increase the potential for losses by the Funds.

The Funds' investment strategy requires use of transactions that expose the Funds to the credit of its counterparties, and vice versa. For example, a Fund will seek to borrow securities intending to sell them short and enter into long and short derivative positions. All of these transactions, and transactions similar to them, are governed by documents, industry standards, market customs and practices, the parties' prior course of dealing and by the covenant of good faith and fair dealing. At times, and especially in times of market stress, these credit exposures come under stress, normal business conduct is interrupted, and normal legal protections prove inadequate or fail to provide timely relief. Should it become necessary to remove or reduce exposure to a particular counterparty, there can be no guarantee that a satisfactory alternative will be available, or even if one is available, that the Funds will be able to avail itself of that alternative. As a consequence, it is possible that any unwinding of the credit exposure proves costly and thereby damages the Funds.

Exchange Traded Funds ("ETFs"). The Funds do not currently invest in ETFs. If the Funds invest in ETFs in the future, investing in these securities entails additional risks. ETFs are generally structured to invest in all or a representative sample of the securities that generally replicate the price and yield performance of an underlying market index or sector such as a broad stock market, industry sector, domestic or international equity or fixed income, or U.S. or foreign government bond. ETF shares are traded on stock exchanges and markets at open market prices that generally track the net asset value per share of the ETF. Direct issuances and redemption of ETF shares at the ETF's net asset value per share only occur in large blocks (or creation units) transacted between the ETF and authorized institutional purchasers on an in-kind basis. An exchange traded sector fund is adversely affected by the performance of that specific sector or group of industries on which it is based. International investments involve risk of capital loss from unfavorable fluctuations in currency values, differences in generally accepted accounting principles, or economic and/or political instability in other nations and/or other factors. Although index-based ETFs are designed to provide investment results that generally correspond to the price and yield performance of their respective underlying indices, ETFs are not able to replicate exactly the performance of the indices because of their expenses and other factors. ETF shares can trade at either a discount or premium to their underlying net asset value. The purchase or sale of ETF shares on the secondary market involves the payment of brokerage commissions, and the purchase and redemption of creation units involves other transaction costs and brokerage commissions. Investors in ETFs also directly bear the ETF's costs associated with its payment of investment management fees and fees for administrative, custodial or other services and thus the Limited Partners will indirectly incur an additional layer of fees and expenses.

Derivatives Generally. Derivative instruments, or "derivatives," include options, futures, swaps, structured securities and other instruments and contracts that are derived from, or the value of which is related to, one or more underlying securities, financial benchmarks, financial assets, currencies or indices. Derivatives allow an investor to hedge or speculate upon the price movements of a particular security, financial benchmark, financial asset, currency or index at a fraction of the cost of investing in the underlying asset. The Funds seek to acquire derivatives for these or other reasons, however, there is no assurance that derivatives that the Funds wish to acquire will be available at any particular times upon satisfactory terms or at all.

The value of a derivative is frequently difficult to determine and depends largely upon price movements in the underlying asset. Therefore, many of the risks applicable to trading the underlying asset are also applicable to derivatives of such asset. However, there are a number of other risks associated with derivatives trading. For example, because many derivatives are "leveraged," and thus provide significantly more market exposure than the money paid or deposited when the transaction is entered into, a relatively small adverse market movement in the underlying asset can not only result in the loss of the entire investment, but also expose the Funds to the possibility of a loss exceeding the original amount invested. Over-the-counter ("OTC") derivatives generally are not assignable except by agreement between the parties concerned, and no party or purchaser has any obligation to permit such assignments. The OTC market for

derivatives is relatively illiquid. In the case of OTC derivatives contracts, the Funds are subject to the credit risk of the counterparty.

In the future, the Funds could take advantage of opportunities with respect to certain other derivative instruments that are not presently contemplated for use or that are currently not available, but that are developed, to the extent such opportunities are both consistent with the trading objective of the Funds and legally permissible. Special risks could apply to instruments that are invested in by the Funds in the future that cannot be determined at this time or until such instruments are developed or invested in by the Funds.

The Dodd-Frank Wall Street Reform and Consumer Protection Act (the “Dodd-Frank Act”) enables the Commodity Futures Trading Commission (“CFTC”) and the SEC to enact new regulations on certain OTC derivatives. Pursuant to CFTC regulations, certain OTC derivatives contracts (including certain interest rate swaps and certain credit default index swaps) are required to be traded on regulated trading platforms (i.e., swap execution and facilities) and cleared through registered clearing organizations subject to regulation by the CFTC. Such contracts are traded more like futures and options contracts, and parties to such transactions trade standardized contracts and face clearing organizations as contractual counterparties, rather than facing the credit risk of counterparties under individually negotiated bilateral OTC agreements. In the future, additional categories of OTC derivative contracts could be subject to mandatory clearing. The SEC recently adopted rules establishing margin, capital and collateral segregation requirements for security-based swap dealers. These rules became effective on October 6, 2021, which was the registration deadline for security-based swap dealers.

CFTC-registered swap dealers, SEC-registered security-based swap dealers and major swap (including major security-based swap) participants (entities who are not swap dealers, but whose level of activity makes them subject to rules governing dealers) are subject to regulatory oversight and requirements with respect to OTC derivatives, which include mandatory margin requirements, business conduct requirements, such as know-your-customer rules, increased risk disclosure and rules requiring trades to be documented within certain time frames. Derivative contracts, whether cleared or traded OTC, must be reported to registered swap data repositories. Despite these changes, parties to OTC derivative trades will continue to bear counterparty credit risk.

Index Futures. The Funds do not currently invest in index futures. If the Funds invest in index futures in the future, investing in these securities entails additional risks. The price of index futures contracts do not correlate perfectly with the movement in the underlying index because of certain market distortions. First, all participants in the futures market are subject to margin deposit and maintenance requirements. Rather than meeting additional margin deposit requirements, participants can close futures contracts through offsetting transactions that would distort the normal relationship between the index and futures markets. Second, from the point of view of speculators, the deposit requirements in the futures market are less onerous than margin requirements in the securities market. Therefore, increased participation by speculators in the futures market also cause price distortions. Successful use of index futures contracts by the Funds also is subject to GSRM’s ability to correctly predict movements in the direction of the market.

Swaps. The Funds do not currently invest in swaps. If the Funds invest in swaps in the future, investing in these securities entails additional risks. Swap agreements and options on swap agreements (“swaptions”) can be individually negotiated and structured to include exposure to a variety of different types of investments, asset classes or market factors. Whether the a Fund’s use of swap agreements or swaptions will be successful will depend, in part, on GSRM’s ability to select appropriate transactions for such Fund. Depending on their structure, swap agreements increase or decrease the holder’s exposure to, for example, equity securities, long-term or short-term interest rates, non-U.S. currency values, credit spreads or other factors. Swap agreements can take many different forms and are known by a variety of names. Swap transactions are highly illiquid and increase or decrease the volatility of a Fund’s portfolio. Moreover, a

Fund bears the risk of loss of the amount expected to be received under a swap agreement in the event of the default or insolvency of its counterparty. The Funds will also bear the risk of loss related to swap agreements, for example, for breaches of such agreements or the failure of the Funds to post or maintain required collateral. It is possible that developments in the swap markets, including potential government regulation, could adversely affect the a Fund's ability to terminate swap transactions or to realize amounts to be received under such transactions.

Credit Default Swaps. The Funds do not currently purchase or sell credit derivatives contracts – primarily credit default swaps – for hedging or other purposes. If the Funds invest in credit default swaps in the future, investing in these securities entails additional risks. The typical credit default contract requires the seller to pay to the buyer, in the event that a particular reference entity experiences specified credit events, the difference between the notional amount of the contract and the value of a portfolio of securities issued by the reference entity that the buyer delivers to the seller. In return, the buyer agrees to make periodic payments equal to a fixed percentage of the notional amount of the contract. In addition, the parties are required to post collateral to secure their obligations, which can reduce the amount of collateral or funds available for other purposes.

If the Funds invest in these securities in the future, they could also purchase and sell credit default swaps on a basket of reference entities as part of a synthetic collateralized debt obligation transaction.

As a buyer of credit default swaps, the Funds are subject to certain risks. In circumstances in which the Funds do not own the debt securities that are deliverable under a credit default swap, the Funds are exposed to the risk that deliverable securities will not be available in the market, or will be available only at unfavorable prices, as would be the case in a so-called “short squeeze.” In certain instances of issuer defaults or restructurings, it has been unclear under the standard industry documentation for credit default swaps whether or not a “credit event” triggering the seller's payment obligation had occurred. In either of these cases, the Funds would not be able to realize the full value of the credit default swap upon a default by the reference entity.

As a seller of credit default swaps, the Funds incur leveraged exposure to the credit of the reference entity and is subject to many of the same risks it would incur if it were holding debt securities issued by the reference entity. However, the Funds will not have any legal recourse against the reference entity and will not benefit from any collateral securing the reference entity's debt obligations. In addition, the credit default swap buyer will have broad discretion to select which of the reference entity's debt obligations to deliver to the Funds following a credit event and will likely choose the obligations with the lowest market value in order to maximize the payment obligations of the Funds.

Purchase of Distressed Securities. The Funds do not currently purchase securities and other obligations of companies that are experiencing significant financial or business distress, including companies involved in bankruptcy, reorganization or other liquidation proceedings. If the Funds invest in these securities in the future, it would entail additional risks. Although such investments can produce significant returns to the Funds, they involve a high degree of risk over a potentially lengthy period of time and provide less liquidity than many other investments. Investment in these types of securities requires sophisticated analysis and there can be no assurance that the Funds will accurately predict various factors that could affect the prospects of a successful restructuring. Many of these investments ordinarily remain stagnant until the applicable company reorganizes and/or emerges from bankruptcy proceedings, and, as a result, usually have to be held for an extended period of time.

The Dodd-Frank Act established the Orderly Liquidation Authority (the “OLA”), an insolvency regime for large, interconnected financial companies, including broker-dealers, whose failure poses a significant risk to the financial stability of the United States. The Funds could invest in such large, interconnected financial

companies and therefore face losses if such financial companies are put into receivership and then liquidated upon a determination by the U.S. Federal Deposit Insurance Corporation and the board of governors of the U.S. Federal Reserve. If a financial company becomes liquidated by the OLA, the Funds' investments in such a financial company could be adversely affected. Unlike in bankruptcy proceedings, creditors, shareholders and contract counterparties will not have any input into, or advanced notice about, the liquidation or reorganization of the applicable financial company. Many of the procedural rules for the OLA have not yet been written, and it is unclear how financial companies that become subject to liquidation proceedings would be affected.

U.S. Government Securities. The Funds invest in securities issued by the U.S. Government and its agencies. The assumption is that all U.S. Government guaranteed securities are "money good" and that all interest and principal payments will be made on their due dates. If the U.S. Government however were to default on its obligations, it could adversely affect the Funds.

There are also general market risks, including economic, political or market conditions, events such as wars and terrorist attacks, interest rate changes, inflation and market volatility. Certain of these risks are summarized as follows:

Risks Related to Cyber Security. GSRM and its service providers are susceptible to cyber security risks that include, among other things, theft, unauthorized monitoring, release, misuse, loss, destruction or corruption of confidential and highly restricted data; denial of service attacks; unauthorized access to relevant systems, compromises to networks or devices that GSRM and its service providers use to service GSRM's operations; or operational disruption or failures in the physical infrastructure or operating systems that support GSRM and its service providers. Cyber-attacks against or security breakdowns of GSRM or its service providers can adversely impact GSRM and its clients, potentially resulting in, among other things, financial losses; the inability of GSRM to transact business and process transactions; violations of applicable privacy and other laws; regulatory fines, penalties, reputational damage, reimbursement or other compensation costs; and/or additional compliance costs. GSRM could incur additional costs for cyber security risk management and remediation purposes. There can be no assurance that GSRM or its service providers will not suffer losses relating to cyber-attacks or other information security breaches in the future.

Risks Related to War and International Conflicts. A number of countries in Europe have suffered terror attacks, and additional attacks could occur in the future. Ukraine has experienced ongoing military conflict; this conflict could expand, and military attacks could occur elsewhere in Europe. In addition, as of October 2023, there has been an ongoing military conflict between Israel and the terrorist organization known as Hamas. Europe also has been struggling with mass migration from the Middle East and Africa. The ultimate effects of these events and other socio-political or geographical issues are not known but could profoundly affect global economies and markets.

Banking and Financial System Instability. National and regional banks, financial institutions and other participants in the U.S. and global capital markets are closely interrelated as a result of credit, trading, clearing, technology, and other relationships. A significant adverse development or Distress Event (such as a bank run, insolvency, bankruptcy, or default) with one or more national or regional banks, financial institutions, or other participants in the financial or capital markets could spread to others and lead to significant concentrated or market-wide problems (such as defaults, liquidity problems, impairment charges, additional bank runs, and losses, among other possible effects) for other participants in these markets. Future developments, including actions taken by the U.S. Department of the Treasury, Federal Deposit Insurance Corporation (FDIC), and/or Federal Reserve Board, and systemic risk in the U.S. and global banking sectors and broader economies in general, are difficult to assess and quantify, and the form and magnitude of such developments or other actions of any of the U.S. Department of the Treasury, Federal Deposit Insurance Corporation, and/or Federal Reserve Board, as well as other financial industry agencies

and policy-making and regulatory bodies, could remain unknown for significant periods of time and could adversely affect the Funds and their investments.

For example, in response to the rapidly declining financial condition of regional banks Silicon Valley Bank and Signature Bank, the California Department of Financial Protection and Innovation and the New York State Department of Financial Services closed Silicon Valley Bank and Signature, and the Federal Deposit Insurance Corporation was appointed as receiver for each of Silicon Valley Bank and Signature Bank. In response, the Department of the Treasury, the Federal Reserve Board, and the Federal Deposit Insurance Corporation stated that all depositors of Silicon Valley Bank and Signature would have access to all their deposits. Similarly, in the spring of 2023, the California Department of Financial Protection and Innovation closed commercial bank First Republic Bank, and the Federal Deposit Insurance Corporation seized its assets, following the rapid decline of First Republic Bank's financial condition.

Although the U.S. Department of the Treasury, the Federal Reserve Board, the Federal Deposit Insurance Corporation, and other financial institutions have taken measures to stabilize the financial system, uncertainty and liquidity concerns in the broader financial services industry remain. Additionally, should there be additional systemic pressure on the financial system and capital markets, there is no assurance that the response of any government, regulator, or market participant will be as favorable to industry participants as the recent measures have been. Highly publicized issues related to the U.S. and global capital markets in the past have led to significant and widespread investor concerns and market volatility. The aforementioned banking industry situation could lead to further rules and regulations for banks, financial institutions, and other financial market participants in both the U.S. and global capital markets and complying with the requirements of any such rules or regulations could be burdensome. The recent bank closings have given rise to significant liquidity concerns in the broader financial services industry and to increased market volatility. Liquidity problems in the financial services industry could have an adverse effect on GSRM's clients and their investment returns.

Any Distress Event has a potentially adverse effect on the ability of GSRM to manage its clients' investments, and maintain operations, which in each case could result in significant losses and unconsummated investment acquisitions and dispositions. Although GSRM seeks to do business with Financial Institutions it believes are creditworthy and capable of fulfilling their respective obligations, GSRM is under no obligation to use a minimum number of Financial Institutions with respect to any client or to maintain account balances at or below the relevant insured amounts.

An investment in the Funds is speculative and involves a high degree of risk. The Funds have substantial limitations on investors' ability to redeem or transfer their interests in the Funds, and no secondary market for the Funds' interests exists or is expected to develop.

For a detailed discussion of these and other risks, investors should review the "Risk Factors" section of the applicable Fund Documents.

Item 9. Disciplinary Information

There are no legal or disciplinary events that are material to a client's or prospective client's evaluation of GSRM's advisory business or the integrity of its management.

Item 10. Other Financial Industry Activities and Affiliations

As described above in Item 4, GSRM and the General Partner are principally owned by Russell Jeffrey.

GSRM could in the future advise other private investment funds and separately managed accounts. The

management of multiple client accounts exposes us to a number of actual and potential conflicts of interest, in particular in respect of GSRM and its related persons allocating their time and investment opportunities among the client accounts. In addition, the compensation earned by GSRM and its related persons from each of the client accounts could differ from one another. We have in place policies and procedures that we believe are reasonably designed to identify and resolve actual and potential conflicts of interest. However, there can be no assurance that these policies and procedures will be successful in identifying or mitigating all actual or potential conflicts of interest.

GSRM and/or its affiliates can determine, in their discretion, to participate in investments with persons not affiliated with the Funds. In addition, GSRM from time to time offers certain investors in the Funds, or any third party, the opportunity to co-invest in opportunities in which one or more Funds has invested or that become available to such Fund(s). GSRM offers such opportunities to investors in the Funds that it selects in its discretion without notice to or the consent of the other investors in the Funds.

In addition, we have a conflict of interest where a service provider (*e.g.*, legal counsel or accountants) provides services directly to us or one of our affiliates, and separately provides services to one or more clients, in that we or our affiliates obtain services at a lower cost (or obtain other terms that are more beneficial) than we or our affiliates otherwise could have as a result of the service provider's work performed on behalf of, and the compensation paid to the service provider by, such clients. Unless inconsistent with our applicable written client agreement, costs associated with services rendered to the benefit of a client are borne by such client. We and our affiliates use some of the same service providers as are retained on behalf of one or more clients and, in some cases, fee rates, amounts or discounts are offered to us and our affiliates by a third-party service provider which differ from those offered to a client as a result of scheduled or ad hoc rate changes, differences in the scope, type or nature of the service or transaction, alternative fee arrangements and negotiation.

GSRM and the General Partner, on behalf of the Funds, as applicable, have claimed an exemption from registration as a commodity pool operator pursuant to CFTC Rule 4.13(a)(3).

Item 11. Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

GSRM has adopted a Code of Ethics (the "Code of Ethics") which provides that it is committed to conducting its business in accordance with all applicable laws and regulations and in an ethical and professional manner. In addition, GSRM recognizes that it has a fiduciary duty to the investors in the Funds it manages, and that all its employees must conduct their business on its behalf in a manner that enables GSRM to fulfill this fiduciary duty. In this regard, GSRM has developed policies and procedures in its Code of Ethics that are premised on fundamental principles of openness, integrity, honesty and trust. In addition, among other things, GSRM's Code of Ethics governs all personal investment transactions by its employees, its policies with respect to gifts and entertainment, compliance with applicable federal securities laws, the manner in which violations of its Code of Ethics are to be reported, and certain other outside activities of its employees. GSRM will provide a copy of its Code of Ethics to any client, prospective client or Fund investor upon request.

GSRM has a Personal Securities Trading Policy in its Code of Ethics. The goal of these procedures is to oversee personal trading, including investments by Access Persons in securities or instruments which are traded in by the private investment funds or other client accounts managed by GSRM and which are integral to the strategy execution for those Funds. These policies also seek to avoid placing Access Persons in situations that could compromise their loyalty and judgment and to avoid the appearance of any conflicts of interest between their personal trading activities and GSRM's trading for client accounts. All investments or divestments in IPOs and Private Placements must be precleared.

As discussed in the Code of Ethics, all of GSRM's employees must provide copies of all brokerage statements over which they have discretionary trading control to GSRM's Chief Compliance Officer (the "CCO") for review. All GSRM employees must also attest on an annual basis that they are in compliance with GSRM's Personal Securities Trading Policy.

Pursuant to SEC guidance, if the principals of GSRM own more than 25% of the interests in a Fund, a transaction involving that Fund could constitute a "principal" transaction under Section 206(3) of the Advisers Act. The CCO will monitor the interests of the principals of GSRM, their immediate family members and their affiliates in the Funds, and GSRM will not execute any transaction between the Funds that would result in a principal transaction unless GSRM obtains the consent of the applicable Fund in a manner approved by its counsel.

Item 12. Brokerage Practices

Selection of Brokers

GSRM has discretion over what securities and the amount to be bought and sold, the broker or dealer to be used as well as the commission rates to be paid. In placing portfolio transactions for GSRM's clients, GSRM seeks to obtain the best execution for clients, taking into account the following factors: the ability to effect prompt and reliable executions at favorable prices (including the applicable dealer spread or commission, if any); the operational efficiency with which transactions are effected, taking into account the size of order and difficulty of execution; the financial strength, integrity and stability of the broker; the Fund's risk in positioning a block of securities; the quality, comprehensiveness and frequency of available research services considered to be of value; and the competitiveness of commission rates in comparison with other brokers satisfying GSRM's selection criteria.

For avoidance of doubt, GSRM does NOT define best execution as lowest commission cost.

Research and Other Soft Dollar Benefits

Soft dollar arrangements arise when an investment adviser obtains products and services, other than securities execution, from a broker in return for directing client securities transactions to the broker. Soft dollar arrangements would pose a conflict of interest for us in that such arrangements would allow us to pay with client commissions expenses that would otherwise be borne by us. In the event that we use client brokerage commissions (or markups or markdowns) to obtain research or other products or services, we would receive a benefit because we do not have to produce or pay for the research, products or services. We believe that this conflict is mitigated because our clients will generally pay for research as a "hard dollar" expense pursuant to their respective investment management agreements. We have an incentive to select a broker based on our interest in receiving the research or other products or services offered by such broker, rather than on our clients' interests in receiving most favorable execution.

Although GSRM does not currently engage in soft dollar transactions, if in the future GSRM engages in soft dollar transactions, GSRM will comply with the safe harbor requirements of Section 28(e) of the Securities Exchange Act of 1934, as amended. Under this provision, in exercising our discretionary authority to select or arrange for the selection of brokers for execution of transactions for our clients, and, subject to our duty to obtain best execution, we consider the value of research and brokerage products and services provided by such brokers. Accordingly, if we determine in good faith that the amount of commissions charged by a broker is reasonable in relation to the value of the brokerage and products or services provided by such broker, our clients pay commissions to such broker in an amount greater than the amount another broker would charge.

GSRM's prime brokers generally provide GSRM with front and back-office services, including trading, securities lending, clearing, and reporting, among others. GSRM executes securities transactions with broker-dealers that provide GSRM with access to proprietary research reports (such as standard investment research and credit reports). To GSRM's knowledge, broker-dealers generally make these services available to all institutional investors doing business with such broker-dealers. Broker-dealers make these bundled services available to GSRM on an unsolicited basis and without regard to the rates of commissions charged or paid by client accounts or the volume of business that GSRM directs to such broker-dealers.

During the last fiscal year, GSRM has considered the quality, comprehensiveness and frequency of available research services and products considered to be of value provided by brokers when directing transactions to a particular broker. Research provided by a broker can be used to service the Fund. GSRM directs transactions to such brokers only consistent with best execution. GSRM has not committed to provide any level of brokerage business to any broker.

Aggregation of Orders

The securities to be purchased or sold by the client accounts, (including the Funds and any applicable co-investment vehicles) can be aggregated in order to obtain superior execution and/or lower brokerage expenses. Execution prices for identical securities purchased or sold on behalf of multiple accounts in any one day could be (but are not required to be) averaged. In such instances, allocation of prices, with transaction costs generally allocated pro rata based on the size of each client account's participation in the order (or allocation in the event of a partial fill), as determined by GSRM. In the event of a partial fill, allocations are modified on a basis that GSRM deems to be appropriate, including, for example, in order to avoid odd lots or de minimis allocations. When orders are not aggregated, trades generally will be processed in the order that they are placed with the broker or counterparty selected by GSRM. As a result, certain trades in the same security for one client account (including a client account in which GSRM and its personnel have a direct or indirect interest) could receive more or less favorable prices or terms than another client account, and orders placed later could not be filled entirely or at all, based upon the prevailing market prices and volume at the time of the order or trade. In addition, some opportunities for reduced transaction costs and economies of scale would not be achieved.

Trade Error Policy

Subject to applicable law, GSRM will reimburse the applicable client account(s) for net losses that occur as a result of any trade errors resulting from its gross negligence or willful misconduct.

We face a potential conflict of interest because, should a trade error occur, generally we (and not an independent third party) would be the party that determines whether such trade error resulted from our gross negligence or willful misconduct. However, notwithstanding this potential conflict of interest, in all cases, we would make such determination in good faith.

Item 13. Review of Accounts

GSRM's Chief Investment Officer and the entire portfolio management team monitors the Funds' portfolios on an on-going basis. Portfolios are reviewed for performance, positions, market conditions and other such considerations as GSRM deems appropriate. The portfolio is also reviewed daily by members of GSRM's accounting team to ensure that all positions, trades and cash are consistent with the corresponding information and records of GSRM's prime broker and administrator. The CCO is also involved in the review of trading activity and the portfolio in general.

GSRM can, in its discretion, furnish investors in the Funds with periodic written unaudited performance reports. On an annual basis, investors receive a copy of the relevant Fund's annual audited financial statements and, where applicable, a statement of taxable income (Schedule K-1).

We have entered in the past and could in the future enter into agreements ("side letters") with one or more Fund investors that result in investment terms that differ from the terms applicable to other investors in such Fund, including, without limitation, with respect to fees, performance-based fees or allocations, and/or withdrawal/redemption terms. In addition, pursuant to side letters, we provide particular investors with more frequent and/or more detailed information regarding a Fund's positions, performance, finances, and management and/or other information about such Fund or GSRM (including, notification of the commencement of certain disciplinary actions, legal proceedings, investigations or similar matters, or redemptions from the Funds by GSRM, its affiliates and/or its respective personnel), possibly enabling such investors to better assess the prospects and performance of the Funds. As a result of such side letters, certain investors receive additional rights and/or information that other investors will not necessarily receive. Subject to applicable law and contractual arrangements, GSRM does not intend to disclose the terms of side letter agreements or other arrangements and does not intend to disclose the identities of the investors that have entered into such agreements with the Funds or GSRM. We will not be required to offer such additional or different rights and terms to any or all other investors.

We provide certain additional information to any investor, or prospective investor, in a Fund (or to any of our clients or prospective clients) who requests such information. This information is provided in response to questions and requests and in connection with due diligence meetings and other communications but will not be distributed to other investors and prospective investors (or other clients or prospective clients) who do not request such information. Such information could affect a prospective investor's (or prospective client's) decision to invest, and investors and clients (which could include our personnel, affiliates and/or related persons) who receive such additional information are able to act on such additional information and redeem their investments potentially at higher values than other investors (or clients). Each investor and client is responsible for asking such questions that it believes are necessary in order to make its own investment decisions and must decide for itself whether the limited information provided by us is sufficient for its needs.

We provide clients with reports in such forms and at such times as such clients and we agree.

Item 14. Client Referrals and Other Compensation

GSRM can enter into arrangements with third party placement agents whereby GSRM will pay to third parties who introduce investors to GSRM a portion of the advisory fees received by GSRM from such clients. All such "referral fees" shall be paid solely from GSRM's investment management fee and shall not result in any additional charge to investors, unless the client or Fund investor agrees otherwise in its applicable written agreement with us or the placement agent.

GSRM does currently have one third party placement agent agreement in place. Please refer to Form ADV Part 1 for additional information.

Placement agents are subject to a conflict of interest because they will be compensated in connection with their solicitation activities. This conflict applies as well to any nominees that are compensated in connection with the investment of their clients' assets with us or in the private investment funds that we manage.

Item 15. Custody

Client funds and securities are maintained by qualified custodians to the extent required by Rule 206(4)-2 under the Advisers Act (the “Custody Rule”). For purposes of the Custody Rule, GSRM is deemed to have custody over the Private Funds’ assets.

Additionally, in accordance with the Custody Rule, a qualified custodian is not required to deliver quarterly account statements to the Private Funds or their respective investors because annual audited financial statements are delivered to investors within 120 days after the end of the Private Funds’ fiscal year.

Item 16. Investment Discretion

GSRM has discretionary authority to manage securities accounts on behalf of its clients. The investors in the Funds managed by GSRM cannot place any limits on its authority beyond the limitations set forth in the Fund Documents.

Item 17. Voting Client Securities

GSRM invests primarily in agency mortgage-backed securities and other fixed income products. Agency mortgage-backed and related fixed-income securities do not typically have voting rights. If any matters are submitted to a vote, GSRM will exercise its discretion in the best interests of its clients. The Private Funds themselves, but not individual investors, can direct how GSRM votes particular securities. In fulfilling its obligations to clients, GSRM will act in a prudent and diligent manner intended to enhance the economic value of the securities.

Item 18. Financial Information

Currently, there is no financial condition that is reasonably likely to impair our ability to meet contractual commitments to our clients.

Item 19. Requirements for State-Registered Advisers

Not applicable.