



Form ADV Part 2A Brochure of  
**Kelly Park Investment LLC**  
**dba Kelly Park Capital**

CRD# 299882

Kelly Park Investment LLC  
1185 Avenue of the Americas  
New York, NY 10036  
Telephone: (212) 710-4111

**THIS BROCHURE ("BROCHURE") PROVIDES INFORMATION ABOUT THE QUALIFICATIONS AND BUSINESS PRACTICES OF KELLY PARK INVESTMENT LLC. IF YOU HAVE ANY QUESTIONS ABOUT THE CONTENTS OF THIS BROCHURE, PLEASE CONTACT THE FIRM AT 212-710-4111 OR [INVESTORRELATIONS@KELLYPARKCAPITAL.COM](mailto:INVESTORRELATIONS@KELLYPARKCAPITAL.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 KELLY PARK INVESTMENT LLC IS AVAILABLE ON THE SEC'S WEBSITE AT [WWW.ADVISERINFO.SEC.GOV](http://WWW.ADVISERINFO.SEC.GOV). ALSO, FREE AND SIMPLE TOOLS ARE AVAILABLE TO YOU TO REVIEW KELLY PARK INVESTMENT LLC AND ITS FINANCIAL PROFESSIONALS AT [INVESTOR.GOV/CRS](http://INVESTOR.GOV/CRS), WHICH ALSO PROVIDES FREE EDUCATIONAL MATERIALS ABOUT BROKER-DEALERS, INVESTMENT ADVISERS, AND INVESTING.**

The date of this Brochure is  
**March, 30 2024**

The delivery of this Brochure at any time does not imply that the information contained herein is correct as of any time subsequent to the date shown above. This Brochure will supersede all other documents containing information about the Firm. Registration of an Investment Adviser does not imply any level of skill or training.



## Item 2: Material Changes

---

Since the last annual update of this Brochure on March 30, 2023, updates have been made to Item 4 to reflect current practices regarding advisory fees and to Item 10 to reflect the inception of related investment adviser Kelly Park Management II LLC. There have been no other material changes since our last filing.

This item discusses only specific material changes that are made to the Brochure since its last update. Minor updates and clarifications occur throughout this document and we encourage you to review the full Brochure. Kelly Park Investment LLC will ensure that you receive a summary of any material changes to this and subsequent Brochures promptly as necessary.

A current Brochure and/or Form CRS may be requested, free of charge, by contacting us by phone at (212) 710-4111 or via email at [investorrelations@kellyparkcapital.com](mailto:investorrelations@kellyparkcapital.com). Additional information about Kelly Park Investment LLC and its advisory personnel is available on the SEC's websites [adviserinfo.sec.gov](http://adviserinfo.sec.gov) and [Investor.gov/CRS](http://Investor.gov/CRS). Additional information about Kelly Park Investment LLC and its employees is available on the SEC's websites [adviserinfo.sec.gov](http://adviserinfo.sec.gov) and [Investor.gov/CRS](http://Investor.gov/CRS).



### Item 3: Table of Contents

---

Item 1: Cover Page.....	1
Item 2: Material Changes.....	2
Item 3: Table of Contents .....	3
Item 4: Advisory Services.....	4
Item 5: Fees and Compensation.....	5
Item 6: Performance-Based Fees and Side-By-Side Management.....	9
Item 7: Types of Clients .....	10
Item 8: Methods of Analysis, Investment Strategies and Risk of Loss .....	10
Item 9: Disciplinary Information .....	20
Item 10: Other Financial Industry Activities and Affiliations.....	20
Item 11: Code of Ethics, Participation or Interest in Client Transactions, & Personal Trading.....	21
Item 12: Brokerage Practices .....	22
Item 13: Review of Accounts .....	23
Item 14: Client Referrals and Other Compensation.....	24
Item 15: Custody.....	24
Item 16: Investment Discretion .....	24
Item 17: Voting Client Securities.....	25
Item 18: Financial Information .....	25



## Item 4: Advisory Services

---

Kelly Park Investment LLC, doing business as Kelly Park Capital, is a Delaware limited liability company formed in September of 2018 and provides discretionary investment advice to private funds and non-discretionary investment advice to a single non-fund client who is itself a registered investment adviser. Kelly Park Management LLC is an affiliate and relying adviser of Kelly Park Investment LLC and serves as the general partner to private funds advised by Kelly Park Investment LLC. These firms are collectively referred to as “Kelly Park” or the “Firm”. The principal owners of the Firm are, Dean M. Rubino, Sean E. Westley and Scott A. Fine.

The Firm provides discretionary advisory services solely to the KPC Funds and non-discretionary advisory services to a third-party investment adviser. The Firm does not offer advisory services that are primarily for personal, family or household purposes.

Kelly Park primarily provides investment advice with regard to the selection of difficult to source securities, including private placements in investment funds managed by third parties and direct investments in private securities. Implementation of this advice is effected through the Firm’s private funds, collectively “the KPC Funds”, as described below.

### *KPC Funds:*

The KPC Investment Fund comprises a master and two feeder funds, the KPC Investment Master Fund Ltd, and its respective domestic and offshore feeder funds, KPC Investment Fund LP and KPC Investment Offshore SPC. The KPC Investment Fund is designed to allow investors, typically under the guidance of their financial advisor, to customize exposure to investment strategies managed by third party investment managers, typically through privately offered investment vehicles, (each an “Underlying Fund”) that have been selected based upon Kelly Park’s investment, operational and business risk analysis and evaluation of such Underlying Fund and its third-party investment manager.

Kelly Park may, upon request, assist investors and/or their wealth advisors with understanding the combined effect of grouping various Underlying Funds together. For example, when requested, Kelly Park will design model portfolios of Underlying Funds for demonstration purposes based on investor input factors such as the allocation size, return mandate, risk sensitivity, and overall investment objectives.



The KPC PE IPO Fund is a private equity fund composed of a master fund and a feeder fund, the KPC PE IPO Master Fund Ltd and a domestic feeder fund, KPC Investment Fund LP. The KPC PE IPO Fund is designed to provide investors access to investments in private company securities through either direct deals or Underlying Funds.

*Non-Discretionary Services:*

Kelly Park provides non-discretionary investment management services to select institutional clients regarding private pooled investment vehicles, including hedge fund and private equity funds (also “Underlying Funds”) managed by third-party investment managers. The Firm provides these services in accordance with the non-discretionary consulting agreements, advisory agreements and client organization documents.

Non-discretionary services include continuous and ongoing management and supervisory services including, but not limited to, manager sourcing, selection, evaluation, asset allocation and ongoing monitoring of Private Funds to these portfolios on a non-discretionary basis, where each client makes the ultimate decision regarding each investment. The services provided by the Firm include sourcing, vetting, evaluating, selecting and recommending one or more Underlying Funds that the Firm reasonably believes would be appropriate investment vehicles for the client based on the investment objectives and strategies of the client, as well as confidential information, research and analyses that the Firm compiles about certain Underlying Funds.

Kelly Park provides investment advisory services to the KPC Funds based on the investment objectives described in the KPC Funds' offering documents, which permit Kelly Park some ability to tailor investment advice to individual investors as described further in the fund documents.

Kelly Park tailors its investment advice to non-discretionary clients based on their individual needs as documented in the investment advisory agreement.

As of December 31, 2023, the Firm had approximately \$28,161,000 in assets under management on a discretionary basis in the KPC Funds and \$100,000,000 in assets advised on a non-discretionary basis.

## **Item 5: Fees and Compensation**

---

Kelly Park will receive from the KPC Funds and non-discretionary clients a management fee, and may be entitled to receive a performance-based fee from the KPC Funds. The rates and terms of such fees vary considerably, as described below, and may be subject to negotiation or waiver.



#### *KPC Funds:*

##### *KPC Investment Fund*

Each investor in the KPC Investment Fund is subject to a management fee, payable in arrears, which varies with the Underlying Fund allocation schema. The maximum management fee, shall not exceed 0.25% for each calendar quarter (approximately 1.0% annually) of invested capital including cash balances, as described in the Fund's offering documents.

Each investor may also be subject to a performance-based fee with respect to each Underlying Fund, the overall rate of which varies with the allocation among Underlying Funds. The maximum performance fee, however, inclusive of the portion charged by the Underlying Fund's third-party investment manager, shall not exceed 20% of the net profits allocated to an investor's respective interest in the Underlying Fund for the period, subject to a "high-water mark." Again, this performance-based fee is inclusive of both compensation to the Underlying Fund's third-party investment manager and to Kelly Park.

The allocation of both management fees and performance-based fees between Kelly Park and the respective Underlying Funds will vary depending on the agreement Kelly Park has with each Underlying Fund. Kelly Park will also seek to negotiate lower investment minimums and different liquidity provisions than those typically imposed by the respective Underlying Funds in order to accommodate investors' ability to select such Underlying Funds. This presents a potential conflict of interest in that Kelly Park may be incentivized to select Underlying Funds that are willing to accept a smaller portion of the total management fees and/or performance-based fees, lower investment minimums or offer better liquidity terms. Kelly Park believes it has adopted adequate policy and procedures to mitigate this conflict of interest and act in the best interest of its clients. Investors in the KPC Investment Fund may pay higher fees than they would if they accessed an Underlying Fund manager directly and there is no assurance that Kelly Park will be able to obtain more favorable terms.

The KPC Investment Fund, on behalf of each investor, will pay or reimburse Kelly Park for all operating expenses and other costs of the KPC Investment Fund not otherwise required to be borne by Kelly Park, as described further under "Other KPC Fund Expenses" below.

##### *KPC PE IPO Fund*

Each investor in the KPC PE IPO Fund is subject to quarterly management fees between 0.1255% and 0.5000% of invested amount (approximately 0.5% to 2.0% annually). Management fees will

be collected at the time of the underlying investment based on expected time frame (as determined by Kelly Park) to achieve a liquidity event or other return of capital (generally 2-4 years for direct investments and 4-12 years for Underlying Fund investments), and are non-refundable. Should the underlying investment extend beyond this expected timeframe, no additional management fees will be collected from or born by the investor. Upon the realization of a liquidity event or other return of capital, investors are subject to a performance-based fee that will not exceed 20% of the net profits in the relevant investment. Special considerations apply for partial liquidations and any dividend payments. Investments in Underlying Funds will bear additional management fees assessed by that fund's third-party manager, who also may be entitled to receive performance-based fees.

*Other KPC Fund Expenses:*

The KPC Funds, on behalf of each investor, will pay, or reimburse Kelly Park for, all operating expenses and other costs of the KPC Funds not otherwise required to be borne by Kelly Park. Each investor will also indirectly bear their pro rata share of expenses of the Underlying Funds in which they invest.

Expenses of the KPC Funds that will be borne indirectly by the investors include the following:

- (i) accounting, book-keeping and auditing fees and expenses;
- (ii) legal fees and expenses, including fees and expenses incurred in connection with each Fund's offering documents and supplements thereto, any offering of interests in the KPC Funds, organizational documents of the KPC Funds related to investor interests (segregated portfolios and applicable series);
- (iii) fees and disbursements of the KPC Fund's or Kelly Park's attorneys, consultants, administrators and other third parties performing work benefiting the respective KPC Funds;
- (iv) all fees to protect or preserve any investment held by a KPC Fund, including fees and expenses in connection with the enforcement of Fund rights with respect to any asset;
- (v) insurance and bonding costs;
- (vi) trading expenses and transaction costs, including brokerage commissions, expenses relating to short sales, markups in the bid/offer spread on option positions, clearing and settlement charges, interest on loans and debit balances, margin interest, broker service fees and other clearing and custodial expenses;
- (vii) expenses attributable to regulatory filings which are made with respect to the assets of the KPC Funds, fees or assessments in connection with any regulatory registrations,

qualifications, reports, filings and/or approvals of the KPC Funds or Kelly Park, and any other related compliance fees and expenses, deemed appropriate by Kelly Park;

- (viii) such research and portfolio management expenses as Kelly Park shall deem appropriate, which may include, but are not limited to, expenses incurred in connection with due diligence investigations or research of potential investments, Underlying Funds and their investment advisers, including travel, lodging and other expenses incurred in connection with on-site visits, meetings, research symposiums and communications with Underlying Funds' investment managers, security holders, analysts and other third parties, costs of research reports, data feeds and databases, news wires and quotation services, periodical subscription fees and costs of software (including risk control software) utilized by Kelly Park in connection with research and similar expenses incurred in connection with the ongoing monitoring and due diligence of Underlying Funds;
- (ix) fees to qualified valuation agents for the annual revaluation of certain investments necessitated by applicable accounting rules;
- (x) fees of the registered offices of the KPC Funds;
- (xi) director and independent board service fees;
- (xii) the cost of preparation and distribution of reports and statements to investors;
- (xiii) filing and recording fees;
- (xiv) custodial fees, bank service fees, and fees or expenses associated with maintaining KPC Fund assets;
- (xv) management fees;
- (xvi) applicable federal, state, local and foreign taxes payable by the KPC Fund; and
- (xvii) extraordinary expenses, such as indemnification and litigation expenses.

In addition to expenses described above, each investor will indirectly bear similar expenses of any Underlying Funds in which the investor invests in accordance with the terms of each such Underlying Fund.

Operating expenses of the KPC Funds shall be allocated to a particular investor if those expenses were incurred solely for the benefit of that investor; otherwise they will be allocated among each investor, as applicable, existing at the time such expenses were incurred pro rata based upon relative net asset value, unless Kelly Park determines that an alternative allocation would be more equitable for a particular expense.

*Non-Discretionary Services:*



Non-discretionary advisory services are subject to an annual management fee of up to 1.2% per annum of the value of the client's portfolio and is paid in arrears based on the last business day of the year. This management fee may be negotiable and may vary based on the size of the portfolio and the scope of the mandate.

The Firm may charge private pooled investment vehicle clients, such as fund-of-funds, a fixed fee or an annual management fee per annum calculated on the basis of the total assets invested in Underlying Funds recommended to the client. The Firm may also charge a monthly portfolio fund Evaluation Fee and/or Monitoring Fee and an ad-hoc portfolio analysis fee, following the delivery of any ad-hoc reports to the client's investment adviser as set forth in the advisory agreement.

The Firm may negotiate, administer, and process, on behalf of its clients, fee rebates or other remuneration from the Underlying Funds it recommends, or those funds' general partners (or analogous party) solely for the purpose of reducing the fees due to the Firm from its clients. All such rebates or other remuneration received offsets and reduces fees due the Firm from non-discretionary clients on a dollar-for-dollar basis specific to each such client.

## **Item 6: Performance-Based Fees and Side-By-Side Management**

---

Under conditions specified in the documents governing each client relationship, Kelly Park is eligible to earn a performance-based fee in addition to a management fee. An adviser charging performance fees to some accounts faces a variety of conflicts because the adviser can potentially receive greater fees from accounts having a performance-based compensation structure than from those accounts it charges only a management fee unrelated to performance (e.g., an asset-based fee). As a result, the adviser may have an incentive to allocate certain investments in favor of the account that pays a performance-based fee. To mitigate these conflicts, the Firm's platform places the allocation discretion with the investor and their adviser representatives. Should an investor or their adviser seek the Firm's input with respect to allocations, the Firm has developed models and procedures to allocate among investors in a manner it believes to be as equitable as possible considering each investor's mandate, limitations and capital available for investment; however, even investors with similar objectives can have different investment portfolios. Additionally, performance-based compensation presents an incentive for the third-party funds to pursue investments which the underlying fund manager believes has the greatest potential for return and this may entail assuming a higher degree of risk.

## Item 7: Types of Clients

---

The Firm provides advisory services solely to the KPC Funds and a third-party investment adviser and does not offer advisory services that are primarily for personal, family or household purposes.

Investors in the KPC Funds are required to meet certain suitability thresholds, as stated in the offering materials, including the requirements for (i) an “accredited investor”, as defined in Regulation D under the Securities Act of 1933, and (ii) a “qualified client” within the meaning of SEC Rule 205-3 promulgated under the Investment Advisers Act of 1940, as amended. Investors in the KPC Funds are subject to acceptance by Kelly Park, investors must satisfy an initial minimum investment requirement of between \$75,000 and \$400,000 and may also be subject to minimum allocations among Underlying Funds of \$100,000. Kelly Park may accept lower initial investments at their sole discretion.

## Item 8: Methods of Analysis, Investment Strategies and Risk of Loss

---

Kelly Park seeks to provide investors and clients access to a range of private investments with an attractive capital appreciation potential. Depending on a client’s specific investment objectives, risk tolerance and liquidity constraints, the Firm may invest in or recommend direct investments in private stock of companies it believes have a reasonable chance of going public through an initial public offering (“IPO”) or experiencing an alternative liquidity event. In certain instances, the private stock may be accessed through an investment in a special purpose vehicle which holds the private stock or similar rights to such private stock. In some instances, the Firm may recommend investing in a more diversified Underlying Fund managed by a third-party investment manager that has been selected based upon Kelly Park’s selection criteria.

Kelly Park identifies potential Underlying Funds through a variety of sources and generally favors those which are believed to be nimble, sector-focused, and / or may have a niche opportunity best exploited by a “hedge fund” structure. Other investment fund opportunities may be considered if Kelly Park believes doing so is in the best interest of its clients. Kelly Park believes that “nimble” investment managers and those with unique “alpha” producing strategies have a unique performance advantage over larger fund managers, including in general their greater ability to: capitalize on market inefficiencies, pursue limited-capacity trading strategies, and efficiently execute trades and pursue only their best investment ideas. Kelly Park intends to seek



investment managers that it believes have substantial experience managing investment fund strategies and generating returns that are largely uncorrelated to the broader markets and successfully manage risk. Once an investment manager and potential Underlying Fund have been selected for consideration, Kelly Park conducts a thorough evaluation of both the investment manager and potential Underlying Fund.

Kelly Park believes that an active allocation approach is critical to delivering consistent returns and evaluates Underlying Funds based upon performance, correlation to traditional public equity and fixed income markets and market conditions. The Underlying Fund selection process is driven by both quantitative and qualitative analysis. For each prospective selection of a new Underlying Fund, Kelly Park first conducts an evaluation of the Underlying Fund's investment adviser and their strategy, team, and approach through analysis of, where applicable and among other criteria, its prior investment returns, portfolio exposures, current assets under management and investment strategy outlook. To accommodate investors ability to select Underlying Funds that will accept their allocation, Kelly Park may limit the available Underlying Funds to those where the Underlying Fund is willing to accept certain terms, including fee reductions, future capacity rights, enhanced redemption provisions, and certain information sharing arrangements, including information regarding the Underlying Fund's investment strategy sufficient to consider the selection of the Underlying Fund and the estimates and indications of the Underlying Fund's net asset value or account balance necessary to determine the respective KPC Fund's net asset value on the determination date. Any such agreed to fee reductions would not affect the aggregate amount of management fees and performance-based compensation that investors will incur.

Kelly Park also assesses an Underlying Fund's investment adviser's ability to operate effectively. The key components of this analysis include, but are not limited to, a review of key principals, organizational structure and terms of Underlying Funds, mid/back-office operations, valuation process, accounting practices and internal controls and procedures, disaster recovery plan and trading procedures.

At the request of investors, their wealth advisers or other representatives, Kelly Park may assist investors and/or their wealth advisors with understanding the combined effect of grouping various investments and Underlying Funds together. However, investors can allocate their investable capital in any manner they choose, or based on their wealth adviser's advice, including to a single Underlying Fund or strategy.

Kelly Park anticipates that the number and identity of Underlying Funds and Strategies will vary over time, as Kelly Park determines based on its on-going evaluation.

### **Risk of Loss**

All securities have a level of investment risk; some of which are significant. An investment in the KPC Funds is speculative and involves certain considerations and risk factors that investors should carefully consider. Investors must be able to bear the risk of loss of their entire investment. Moreover, KPC Fund investors will have no control over how the Underlying Fund's investment managers will invest the assets of each Underlying Fund.

Changes in economic conditions, including, for example, interest rates, exchange rates, inflation rates, industry conditions, competition, technological developments, political and diplomatic events and trends, tax laws and innumerable other factors, can affect substantially and adversely the business and prospects of the KPC Funds. None of these conditions will be foreseeable or within the control of the Investment Manager.

### **Risks of Relating Pre-IPO Companies and Private Equity Investing**

***High Degree of Risk.*** Investing in pre-IPO companies involves a high degree of business and financial risk that can result in substantial losses. In order for Kelly Park to succeed, it must be able to accurately identify potentially successful companies, a process which is difficult even for those with extensive experience investing in pre-IPO companies.

***Illiquidity.*** Investing in pre-IPO companies requires a long-term commitment, with no certainty of return. Pre-IPO companies are not expected to generate cash flow or distributions in the near term. Investments will be highly illiquid and there can be no assurance that Kelly Park will be able to realize on such investments in a timely manner, if at all. Dispositions of such investments may require a lengthy time period or may result in distributions in kind. This illiquidity may result in an inability to sell these securities at all.

***No market for securities of pre-IPO Companies.*** There is currently no market for the securities of pre-IPO Companies. Furthermore, an active trading market for such securities may never develop or, if developed, it may not be sustained and the Firm may be unable to sell such securities unless a market can be established and sustained.

***Investment Manager has discretion to liquidate positions.*** Kelly Park, in its sole discretion, may liquidate positions in the secondary market at a gain or loss, even if other market participants believe an IPO or like liquidity event to be imminent. Alternatively, the Firm may extend the investment, even if other market participants believe and IPO or like liquidity event is unlikely.

***Availability of Investment Opportunities.*** The market for the kinds of investments contemplated by the Firm is limited and competitive and may become even more competitive in the future. Identifying attractive investment opportunities is difficult and involves a high degree of uncertainty. Moreover, certain investments may from time to time be oversubscribed and it may not be possible to make investments that have been identified as attractive opportunities.

***Lack of Control of Portfolio Companies.*** The Firm expects that the collective ownership of direct stock of companies it invests in will represent minority interests in pre-IPO companies. Therefore, Kelly Park, or the KPC Fund, will be limited in its ability to protect or influence its investments.

***Dependence on Public Offering Markets.*** The investment strategy employing pre-IPO companies is based in large part upon the state of the securities markets in general and the market for initial public offerings in particular. Changes in securities markets and general economic conditions, including economic downturns, fluctuations in interest rates, the availability of credit, inflation, and other factors may affect the value of these investments. The market for public offerings is cyclical in nature and, accordingly, there can be no assurance that the securities markets will, at any point in time, be receptive to public offerings. Any adverse change in the market for public offerings could have a material adverse effect on these investments.

***Uncertain Exit Strategies.*** Due to the illiquid nature of pre-IPO companies, it cannot be predicted what, if any, exit strategy will ultimately be available for any given investment. Exit strategies that appear to be viable when an investment is initiated may be precluded by the time the investment is ready to be realized due to economic legal, political or other factors.

### **Risks of Investing and Use of a Multi-Advisor Approach**

***General.*** Neither Kelly Park nor the KPC Funds will have any control over the investments that the Underlying Fund's investment managers make for the Underlying Funds. The ability to reallocate investments among Underlying Funds will be constrained by withdrawal limitations imposed by the Underlying Funds which can prevent timely responses to market changes.

Underlying Funds will trade wholly independently of each other and, at times, may hold economically offsetting positions. To the extent that the Underlying Funds do, in fact, hold such positions, gains achieved by one or more Underlying Funds may be partially or wholly offset by losses incurred by one or more other Underlying Funds.

Under certain circumstances, an Underlying Fund's investment manager may be compelled to liquidate positions in order to generate funds needed to meet margin calls, to fund withdrawal

requests or meet other capital requirements. Such liquidations could disrupt the investment manager's trading system or method.

***Reliance on Forecasts.*** Kelly Park's determination of suitable Underlying Funds relies on a multitude of variables including macroeconomic forecasts, investor demand, asset class and style returns, hedge fund manager behavior, and hedge fund skill. There can be no assurance that Kelly Park will be able to accurately predict any of these variables.

***Descriptive Accuracy of Investment Program.*** Underlying Funds often follow complex investment strategies that are difficult to characterize clearly. The respective investment managers occasionally mischaracterize or fail to describe material aspects of their strategies in the applicable Underlying Fund offering documents in order to appear more skilled, controlled or straightforward than they actually are.

***Incentive-Based Compensation Arrangements.*** In investing in Underlying Funds an investor will, in effect, incur the costs of two forms of investment management services, namely, the services provided by Kelly Park in identifying suitable Underlying Funds and the services provided by an Underlying Fund's investment manager in selecting investments on behalf of their Underlying Funds. Both Kelly Park and the Underlying Fund managers may receive incentive-based compensation from or with respect to each portfolio's investments in the Underlying Funds. As an Underlying Fund's investment manager will be compensated based on the performance of its own Underlying Fund, an investment manager may receive incentive compensation with respect to their Underlying Fund for a particular period, even if the client portfolio as a whole depreciated in value during such period.

In addition, incentive-based compensation creates an incentive for the Underlying Fund's investment manager to make investments that are riskier or more speculative than would be the case in the absence of such incentive-based compensation.

***Underlying Fund Expenses.*** Multi-manager investment vehicles necessarily incur a share of expenses of their underlying investment entities. Investors will indirectly bear their share of the fees and expenses of relevant Underlying Funds. Some Underlying Funds may have significant operating expenses. Strategies utilized by certain investment managers may require frequent trading, and, as a result, portfolio turnover and brokerage commission expenses may significantly exceed those of other investment entities of comparable size.

***Valuation Matters.*** A multi-manager approach will place certain constraints on Kelly Park's ability to value investment assets. The interests of the Underlying Funds will be valued at the net asset

value calculations provided by the Underlying Fund's investment manager. Underlying Fund investment managers may invest in securities and instruments with no current market or for which a market value is not readily determinable. Although Kelly Park, in evaluating potential Underlying Funds, will endeavor to assess the integrity and frequency of their reporting practices, and will consider audited financial statements, which confirm valuations, and/or administrator statements, Kelly Park will not be required to, nor will it normally be in a position to, independently verify portfolio valuations, performance data or other information furnished by Underlying Funds' investment managers.

***Withdrawal Limitations.*** Underlying Funds typically have a variety of limitations upon withdrawals of capital, with many permitting such withdrawals only at quarterly intervals, in some cases only after a so-called "lock-up" period of a year or possibly longer. Withdrawal limitations of Underlying Funds can impair investors' and Kelly Park's ability to react rapidly to a variety of important events affecting the segregated portfolios and one or more Underlying Funds, including significant market or economic developments.

***Monitoring; Limited Available Information.*** Although Kelly Park will endeavor to monitor Underlying Funds on an ongoing basis as it deems appropriate, Kelly Park will not, as a general matter, in the case of each Underlying Fund invested in by the segregated portfolios, have access to information about the underlying portfolio positions on a daily or regular basis and will be dependent upon information furnished periodically and to varying degrees by the Underlying Fund's investment managers (in addition to audited financial statements and/or administrator statements, where available). Furthermore, Underlying Fund investment managers and Underlying Funds will typically not be required under applicable laws to make public disclosures regarding their operations and performance; as a result, the amount of publicly available information that may be used by Kelly Park in identifying and monitoring these investment managers and their Underlying Funds may be relatively small. Investors in Underlying Funds typically have no right to demand immediate information from their Underlying Funds. Accordingly, Kelly Park may not be in a position to analyze or respond to developments within any particular Underlying Fund unless and until information relating thereto is disseminated by the Underlying Fund to its investors, including the segregated portfolios. Such information may not necessarily be timely, accurate or complete, which often make it impossible to verify that Underlying Funds and their investment managers are following their investment program and complying with expected concentration and exposure limits.

Kelly Park will (i) monitor communications from Underlying Funds in connection with its ongoing determination of whether it can continue to recommend that a KPC Fund hold investments in an

Underlying Fund and (ii) provide Underlying Fund performance information to investors. Kelly Park will not, however, pass on to investors the communications it receives from the Underlying Funds as these are typically subject to certain confidentiality and regulatory conditions which prohibit Kelly Park from disseminating the materials of third-party investment funds. As a result of the foregoing, although investors and their advisers will benefit from the continuing professional and experienced analysis of the Underlying Funds by Kelly Park, an investor and its advisers are likely to have less direct information on which to base Underlying Fund Allocation decisions than direct investors in an Underlying Fund.

**Limited Regulation.** The Underlying Funds may employ investment managers that are not subject to provisions or laws enacted by various jurisdictions that are designed to protect investors contracting with entities for the provision of money management services. Underlying Funds eligible for investment by the segregated portfolios, like their investment managers, will be subject to varying levels of regulation. Risks related to laws and regulations affecting our business change from time to time, and we are currently operating in an environment of significant regulatory reform, both in the U.S. and globally. We cannot predict the effects, if any, of future legal and regulatory changes on our business or the services we provide.

**Operational Risk.** There is an inherent operational risk that the policies and procedures of the Underlying Funds' investment managers may not be followed or, even if followed, may not adequately mitigate a particular risk. There can be no assurance that Kelly Park's due diligence will be sufficient to ensure that all internal controls are being followed and that a fraudulent scheme devised by an Underlying Fund's investment manager will be detected.

**Limited Selection of Underlying Funds.** Kelly Park will select only a limited subset of all available potential Underlying Funds. As a result, an investor is restricted in the number of potential Underlying Funds among which it can choose to allocate its investment in a KPC Fund, compared to the number of private funds in which an investor may be eligible to invest were it to invest directly. Although Kelly Park will seek to select as Underlying Funds that will achieve the investment objectives of the segregated portfolios and the KPC Fund, there can be no assurance or guarantee that the Underlying Funds will outperform other similar private funds not selected to be Underlying Funds.

**Limitation on Selection of Underlying Funds Related to CFTC Regulation.** Kelly Park and its affiliates will rely on an exemption from registration as a CPO under the Commodity Exchange Act that requires each Portfolio to satisfy certain limits with respect to its investments into Commodity Pool Funds. As a result, in making its Underlying Fund allocations an investor must



either (i) select a portfolio of Underlying Funds each of which, if it is a Commodity Pool Fund, will satisfy the commodity interest limits of CFTC Rule 4.13(a)(3), or (ii) select a portfolio of Underlying Funds whereby no more than fifty percent (50%) of the assets of the portfolio are invested in Commodity Pool Funds. The above limitations may result in an investor being unable to make its preferred Underlying Fund allocations if it wishes to allocate greater than 50% of the segregated portfolio to Underlying Funds that are Commodity Pool Funds that will not all satisfy the commodity interest limits of CFTC Rule 4.13(a)(3).

***Pursuit of Selective Terms; the Universe of Available Investments; Other Considerations.*** The selection of Underlying Funds requires the exercise of judgment by Kelly Park. Kelly Park may, at times, decide not to select certain Underlying Funds that would have yielded profits or avoided losses if selected by an investor. In addition, Kelly Park's intention to seek Underlying Funds that are willing to provide favorable or advantageous terms to the KPC Fund will limit the universe of private funds that the KPC Fund will make available to the investors.

***Direct Investing may be Less Expensive.*** An investor in a KPC Fund meeting the eligibility conditions imposed by the Underlying Funds, including minimum initial investment requirements that may be substantially higher than those imposed by a KPC Fund, could invest directly in the Underlying Funds. Such a direct investment in the Underlying Funds might be subject to more favorable taxation and lower fees than an indirect investment through a KPC Fund.

***Investment Strategies of the Underlying Funds.*** Underlying Funds recommended by Kelly Park cover a broad range of strategies including, but not limited to, long/short, market neutral, global macro, arbitrage, and event driven strategies. In pursuit of these strategies, the Underlying Funds can employ derivatives, margin or other types of leverage and may pursue investments in real estate, life settlement, or other strategies that have exposure to specific risks and may be concentrated in particular industries. It is critical that KPC Fund investors individually assess each Underlying Fund considered for their portfolio.

***Securities of the Underlying Funds.*** Underlying Funds may employ a broad range of securities in pursuit of their investment strategies, some of which carry risks different from, and greater than, typical stock-and-bond investing. These securities can include, but are not limited to, commodities futures and options; forwards swaps, and other derivatives; currency investments; and investments in foreign securities, including emerging markets. It is critical that KPC Fund investors individually assess each Underlying Fund considered for their portfolio.

***Increases in Assets Under Management May Have an Adverse Effect on Trading.*** By accepting additional capital, each Underlying Fund may exceed the Underlying Manager's capacity (*i.e.*, the maximum amount at which it can effectively trade and manage risk). For example, the investment manager may encounter difficulty in establishing or liquidating larger positions at desired prices.

***Illiquid Assets.*** Certain investments made by the Underlying Funds may have no readily available market or third-party pricing. Reduced liquidity may have an adverse impact on market price and an Underlying Fund's ability to sell particular securities when necessary to meet liquidity needs or in response to a specific economic event, such as the deterioration of creditworthiness of an issuer. Reduced liquidity in the secondary market for certain securities may also make it more difficult for the investment managers to obtain market quotations based on actual trades for the purpose of valuing the Underlying Funds' portfolios.

***Trade Errors.*** Kelly Park will have no control over any trade errors that might occur with respect to securities transactions of an Underlying Fund. An Underlying Fund investment manager may use a computerized trading system that relies on the ability of their personnel to accurately process such systems' outputs and to use the proper trading orders, including stop-loss or limit orders, to execute the transactions called for by the systems. In addition, these investment managers rely on their staff to properly operate and maintain the computer and communication systems upon which the trading systems rely. Such systems are inherently subject to human errors, including the failure to implement, or the inaccurate implementation of any of the systems, in addition to errors in properly executing transactions. This could cause substantial losses on transactions, and any such losses could substantially and adversely affect the performance of the Fund.

***Transaction Execution and Costs; Brokerage Allocation.*** In many cases relatively narrow spreads may exist between the prices at which an Underlying Fund will purchase and sell particular positions. The successful application of an Underlying Fund's methodology will therefore depend, in part, upon the quality of execution of transactions, such as the ability of broker-dealers to execute orders on a timely and efficient basis. Although the Underlying Managers will seek to utilize brokerage firms which will afford superior execution capability to the Underlying Funds, there is no assurance that all of the Underlying Funds' transactions will be executed with optimal quality. Furthermore, depending upon the amount of trading, total commission charges and other transaction costs may be high. The level of commission charges, as an expense of an Underlying Fund, may therefore impact the profitability of such Underlying Fund.

**Cybersecurity Risks.** We and our clients depend on telecommunication, information technology and other operational systems, whether ours or those of others such as custodians, financial intermediaries, transfer agents and other parties to which we or they outsource the provision of services or business operations. These systems may fail to operate properly or become disabled as a result of events or circumstances wholly or partly beyond our or their control. Further, despite implementation of a variety of risk management and security measures, our information technology and other systems, and those of others, could be subject to physical or electronic break-ins, unauthorized tampering or other security breaches, resulting in a failure to maintain the security, availability, integrity and confidentiality of data assets. Technology failures or cyber security breaches, whether deliberate or unintentional, including those arising from use of third-party service providers or client usage of systems to access accounts, could have a material adverse effect on our business or our clients and could result in, among other things, financial loss, reputational damage, regulatory penalties or the inability to transact business.

**Natural Disasters, Epidemics, Pandemics and Terrorist Attacks.** Areas in which KPC Group has offices or where it otherwise does business are susceptible to natural disasters and epidemics, pandemics or other outbreaks of serious contagious diseases (“natural disasters”). The occurrence of a natural disaster could adversely affect and severely disrupt the business operations, economies and financial markets of many countries (even beyond the site of the natural disaster) and could adversely affect KPC Group’s investment program and its ability to do business. In addition, terrorist attacks, or the fear of or the precautions taken in anticipation of such attacks, could, directly or indirectly, materially and adversely affect certain industries in which KPC Group invests or could affect the areas in which KPC Group has offices or where it otherwise does business. Other acts of war (e.g., invasion, acts of foreign enemies, hostilities and insurrection, regardless of whether war is declared) could also have a material adverse impact on the financial condition of industries or countries in which KPC Group invests.

KPC Group has a business continuity plan that was designed to address interruptions in our normal business operations. While we believe our plan is adequate to allow for the continued operations of our business, there is a risk that certain natural or unnatural events that have not been anticipated may impact our operations for a period of time, where KPC Group is unable to provide continuous investment advisory services. Such examples include but are not limited to terrorist attacks and global pandemics.

**Reliance on Key Personnel.** The success of Advisers investment strategies will depend, in substantial part, upon the skill and expertise of Mr. Rubino. The death, disability or departure of Mr. Rubino may adversely affect the Firm’s business and performance.

**There can be no assurance that the investment objectives associated with any investment or strategy will be met.**



## Item 9: Disciplinary Information

---

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of the Kelly Park or the integrity of the Firm's management. The Firm has no information applicable to this Item. The Firm has had no legal or disciplinary events that would be material to the evaluation of the Firm or the integrity of the Firm's management.

## Item 10: Other Financial Industry Activities and Affiliations

---

As a registered investment adviser, Kelly Park Investment LLC is required to disclose any financial industry activities and affiliations that are material to the Firm's business or your evaluation of the Firm.

Neither the Firm nor any of the Firm's management persons are registered, or have an application pending to register as a futures commission merchant, a commodity pool operator, commodity trading advisor, or an associated person of the foregoing entities. The Firm is not a broker-dealer, nor is it affiliated with any broker-dealer; however, an owner of the firm (the Member) is a registered representative (and not an employee) of a broker-dealer. While it is possible that the Firm may recommend an underlying manager that employs a broker-dealer from whom the Member receives compensation, such instances are incidental, and expected to be *de minimis*, as the Member plays a passive investment role at the Firm and has no authority to direct trades on behalf of clients.

Kelly Park Management LLC is an affiliate of Kelly Park Investment LLC and serves as the general partner to the KPC Funds.

Kelly Park Investment LLC is under common control with other investment advisers (the "Affiliates"). In addition to his responsibilities at Kelly Park Investment LLC, Mr. Rubino is the Founder and CIO of KPC Terrapin Group LLC, an investment adviser registered with the SEC and providing discretionary and non-discretionary investment advisory services. Mr. Rubino is also the Co-Founder and CIO of Kelly Park Management II LLC, an exempt adviser reporting to the SEC that

provides advisory services to private funds. Mr. Rubino divides his time among these two firms, as well as any other endeavors, but also seeks to synergize his efforts on behalf of the clients across the advisory firms. While the investment universe of the two firms overlaps, current and prospective clients of the Affiliates are not expected to overlap with those of KPC Terrapin Group.

The Firm does not have any other control relationship or arrangement with a financial industry entity that is material to the Firm's advisory business or to its clients.

### **Item 11: Code of Ethics, Participation or Interest in Client Transactions, & Personal Trading**

---

The Kelly Park Code of Ethics ("Code of Ethics") is based upon the premise that Firm personnel have a fiduciary responsibility to render professional, continuous and unbiased investment advisory services. The Code of Ethics includes all Access Persons: Firm personnel involved in the formulation, communication and implementation of the Firm's investment advice or in the servicing of the Firm's clients. The Code of Ethics requires Access Persons to: (1) comply with all applicable laws and regulations; (2) observe all fiduciary duties and put client interests ahead of their own and those of the Firm; (3) observe the Firm's personal trading policies so as to avoid "front-running" and other conflicts of interests between Access Persons and Firm clients; and (4) ensure that Access Persons have read the Code of Ethics, agreed to adhere to the Code of Ethics and are aware that a record of all violations of the Code of Ethics will be maintained by Firm's Chief Compliance Officer, and that personnel who violate the Code of Ethics are subject to sanctions by the Firm, up to and including termination.

*Participation or Interest in Client Transactions:* The Firm recognizes that the personal securities transactions of its Access Persons demand the application of the highest standards, and the Firm requires that all such transactions be carried out in a way that does not endanger the interest of any client. At the same time, the Firm believes that if investment goals are similar for clients and for Access Persons of the Firm, it is logical and even desirable that there be common ownership of some securities. The Firm and its related persons are permitted to invest their personal funds in the Underlying Funds. Therefore, in order to address conflicts of interest, the Firm has adopted a set of procedures, included in its Code of Ethics, with respect to investments made in the Underlying Funds that are effected by Access Persons for their personal accounts. The Code of Ethics generally requires Access Persons to report personal securities holdings on an annual basis



and personal securities transactions on a quarterly basis. Kelly Park and its Access Persons are permitted to invest in the same securities or related securities, including Underlying Funds, which Kelly Park recommends to clients. Access Persons must obtain the prior written approval of the Chief Compliance Officer before engaging in certain transactions in their personal account and the Code requires Kelly Park to review Access Persons transactions and compare those transactions to those of advisory clients to identify potential conflicts of interest or the appearance of a potential conflict.

Additionally, the Code of Ethics sets forth the Firm's policies and procedures with respect to material, non-public information and other confidential information, and the fiduciary duties that the Firm and each of its Access Persons has to each of its clients. The Code of Ethics is circulated at least annually to all Access Persons, and each Access Persons, at least annually, must certify, in writing, that he or she has received and followed the Code of Ethics and any amendments thereto.

*Other Activities of the Firm and its Affiliates:* Neither the Firm, nor any affiliate or employee, is required to manage client accounts as its sole and exclusive function. Each of them may, and certain of them do, engage in other business activities, including other financial services ventures and/or other unrelated employment. In addition to managing client accounts, the Firm, and its affiliates or Principals may provide investment advice to other parties and may manage other accounts in the future. For additional information regarding financial services affiliates of the Firm, please see Item 10. For additional information regarding other activities of Firm principals, please refer to the Form ADV Part 2B Brochure Supplement, provided alongside this Brochure or available upon request.

A copy of the Kelly Park Code of Ethics is available upon request to clients or prospective clients.

## **Item 12: Brokerage Practices**

---

Currently, the KPC Funds only participate in private placements, engage a third-party investment manager to manage assets directly, or to maintain cash or cash equivalent investments. Kelly Park does not invest the Funds' assets directly in other securities and/or financial instruments traded in public markets. As a result, the Firm does not use or select broker-dealers on behalf of its clients. The managers of the Underlying Funds, when applicable, each select broker-dealers to execute transactions on behalf of those Underlying Funds. Generally, portfolio transactions for the Underlying Funds are cleared through brokerage accounts maintained at various brokerage



institutions, which may also act as a custodian for the Underlying Funds. Kelly Park reviews the use of brokers by Underlying Funds as part of ongoing monitoring of service providers.

The Funds' investors bear a pro rata portion of the commissions charged by any broker-dealer utilized by the Underlying Manager, including affiliates of the Firm.

#### *Research and Other Soft Dollar Benefits*

The Firm currently does not receive brokerage and research services from firms that are paid for with credits earned ("Soft Dollars") through commissions generated by portfolio transactions.

#### *Brokerage for Client Referrals*

The Firm does not receive referrals from broker-dealers or third parties in exchange for using such broker-dealer or third party.

#### *Aggregation of Orders*

The Firm may aggregate transactions for an advisory client with those of its other clients as well as, under certain circumstances, with those of the Firm's related persons, affiliates, or employees. The Firm will allocate investment opportunities first among participating client accounts in a fair and equitable manner. Securities are generally allocated among client accounts on a pro rata, percentage or other objective basis in light of the nature of the investment opportunity and an assessment of the appropriateness of that opportunity for each client, taking into consideration the various risks associated with the investment and the relative risk profile of each client. Not all transactions will be aggregated and not all clients participate in every aggregated transaction. Regardless of whether the Firm aggregates orders, the Firm attempts in good faith to ensure that its allocations are fair to all of its clients over time.

### **Item 13: Review of Accounts**

---

Kelly Park continually supervises the KPC Funds and monitors the Underlying Funds on an ongoing basis. This monitoring includes the ongoing reassessment of the strategies, and an Underlying Fund's investment adviser's ongoing competence with those strategies, including with respect to factors that may impact performance. However, Kelly Park can provide no assurance that their monitoring process will achieve its objective. Kelly Park provides its clients with monthly unaudited reports on the performance of the Series or Portfolios, annual audited financial statements of the KPC Funds and in addition, after the end of each fiscal year, each domestic fund

investor will be furnished with the required tax information for preparation of their respective tax returns.

#### **Item 14: Client Referrals and Other Compensation**

---

The Firm may compensate affiliates or non-affiliates for client referrals in accordance with Rule 206(4)-1 under the Investment Advisers Act. The compensation paid to any such entity will typically consist of a payment stated as a percentage of the advisory or management fee. Third parties who refer or help solicit clients may also be compensated based on a percentage of the advisory or management fee charged by the Firm for that client. Where investors are referred to Kelly Park by third party broker-dealers or their representatives for investment in a KPC Fund, such third-parties apply a charge for their services that is paid by the investor. Clients do not pay additional fees to Kelly Park as a result of such arrangements, and Kelly Park does not receive any portion of the broker-dealer charges. Where referrals are compensated, prospective clients will receive disclosure of the compensation arrangement between the Firm and the referring party.

#### **Item 15: Custody**

---

Kelly Park is deemed to have custody of the assets of the KPC Funds. As such, the KPC Funds are audited on an annual basis by an independent public accountant that is registered with and subject to regular inspection by the Public Company Accounting Oversight Board (the “PCAOB”). Kelly Park sends these audited financial statements, presented in accordance with GAAP, to each investor within one hundred twenty (120) days or one hundred eighty (180) days of the Fund’s fiscal year end, as required.

#### **Item 16: Investment Discretion**

---

The Firm provides discretionary investment advisory services to the KPC Funds in accordance with their respective governing documents including applicable private placement memorandums, subscription documents, investment management agreement or advisory agreements and limited partnership agreements, if applicable.





The Firm provides non-discretionary advisory services to a third-party adviser subject to a written investment advisory agreement.

### **Item 17: Voting Client Securities**

---

The nature of the securities in which the Firm invests typically do not have voting rights and, as such, the Firm does not vote client proxies. Managers of the Underlying Funds have the sole and exclusive authority and responsibility to vote proxies with respect to securities held in the Underlying Fund's account.

### **Item 18: Financial Information**

---

A registered investment adviser is required to provide you with certain financial information or disclosures about its financial condition. Kelly Park does not have any financial conditions that are reasonably likely to impair our ability to meet contractual commitments to our clients.