

**Item 1
Cover Page**

Part 2A of Form ADV: Firm Brochure

Niles Investment Management, LLC

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This brochure (the “*Brochure*”) provides information about the qualifications and business practices of Niles Investment Management, LLC (“*NIM*,” the “*Firm*,” “*we*,” “*us*” and similar terms). If you have any questions about the contents of this Brochure, please contact us at (305) 813-0484 or by email at jen.niles@nilesinvestmentmanagement.com.

This Brochure also relates to SF GP I, LLC and SF GP II, LLC (the “*Funds’ General Partners*”); however, to the extent the qualifications and business practices of the Funds’ General Partners are substantially similar to those of the Firm, no specific mention of the Funds’ General Partners is made herein.

The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (“*SEC*”) or by any state securities authority. Additional information about NIM is also available on the SEC’s website at www.adviserinfo.sec.gov.

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

Item 2

Material Changes

On February 20, 2024, Niles Investment Management, LLC (“NIM,” the “*Firm*,” “*we*,” “*us*” and similar terms) initially filed this Brochure as part of its application to register as an investment adviser with the SEC in reliance on the exemption provided under Rule 203A-2(c) of the Investment Advisers Act of 1940. Since the initial Brochure was filed, NIM notes the following changes:

- The Firm was approved as a registered investment adviser on March 21, 2024.
- Pursuant to a transaction agreement between STP Investment Partners, LLC and the Firm, the Firm assumed day-to-day investment management activities of the Funds (defined in Item 4) on April 1, 2024. Contemporaneously with the beginning of investment management of the Funds by the Firm, Daniel Niles resigned from his position as Senior Portfolio Manager at STPIP. Mr. Niles is the Managing Member, the Chief Investment Officer and Chief Compliance Officer of the Firm.

The Firm recommends that you read this Brochure in its entirety. If the Firm makes any material changes to this Brochure, this item will be revised to include a summary of such changes.

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Item 4

Advisory Business

A. General Description of Advisory Firm

Niles Investment Management, LLC (“NIM”, the “Firm”, “we”, “us”, and similar terms), a Delaware limited liability company formed in November 2023 and owned by Daniel and Jennifer Niles, began operations as an investment manager to private fund clients on April 1, 2024. The Firm maintains its principal place of business in Florida. The Firm is controlled by its managing member, Daniel Niles (the “Managing Member”).

The Firm’s registration on Form ADV also covers SF GP I, LLC, a Delaware limited liability company (the “Fund I General Partner”), and SF GP II, LLC, a Delaware limited liability company (the “Fund II General Partner,” and together with the Fund I General Partner, the “Funds’ General Partners”). The Funds’ General Partners are affiliates of the Firm and serve as the general partners of the private fund clients that are organized as U.S. limited partnerships and Cayman Islands exempted companies. The Firm and the Funds’ General Partners share facilities and personnel. The Managing Member is the managing member of each of the Funds’ General Partners.

B. Description of Advisory Services

This Brochure generally includes information about us and our relationships with our clients. While much of this Brochure applies to all such clients, certain information included herein applies to specific clients only.

The Firm currently serves as the investment adviser, on a discretionary basis, to the following private pooled investment vehicles:

- Satori Fund I LP, a Delaware limited partnership (the “Domestic Fund”);
- Satori Fund Ltd., a Cayman Islands exempted company (the “Offshore Fund”);
- Satori Master Fund Ltd., a Cayman Islands exempted company (the “Master Fund”), which serves as the master fund into which the Domestic Fund and Offshore Fund invest substantially all of their assets through a “master feeder” structure; and
- Satori Fund II LP, a Delaware limited partnership (“Fund II”).

The Domestic Fund, the Offshore Fund, and the Master Fund are collectively referred to as “Fund I” and together with Fund II, the “Funds”. Fund I General Partner serves as the general partner of the Domestic Fund. Fund II General Partner serves as the general partner of Fund II. The Offshore Fund and the Master Fund are governed by their respective Boards of Directors.

Fund I and Fund II generally operate side-by-side.

In providing advisory services to the Funds, the Firm pursues a long-short strategy focused on long-term capital appreciation by primarily investing in the securities (including debt, derivatives and equity) of companies across a broad range of industries primarily in the United States but also internationally. Please see “*Item 8: Methods of Analysis, Investment Strategies, and Risk of Loss*” for a description of the Funds’ investment strategies and certain related risks.

As used herein, the term “client” generally refers to the Funds and to any other private investment fund or account that the Firm may advise in the future.

This Brochure does not constitute an offer to sell or solicitation of an offer to buy any securities. The securities of the Funds are offered and sold on a private placement basis under exemptions promulgated under the Securities Act of 1933, as amended and other applicable state, federal or non-U.S. laws. Significant suitability requirements apply to prospective investors in the Funds, including requirements that they be “accredited investors” as defined in Regulation D, “qualified purchasers” as defined in the Investment Company Act, as amended, or non-“U.S. Persons” as defined in Regulation S. Persons reviewing this Brochure should not construe this as, and should understand that this Brochure is not, an offer to sell or a solicitation of an offer to buy the securities of any of the Funds described herein. Any such offer or solicitation will be made only by means of a confidential private placement memorandum.

C. Tailored Advisory Services for Client Accounts

The Firm manages assets in accordance with the stated investment objectives of each client as set forth in the respective confidential offering memorandum and governing documents (collectively, “*Offering Documents*”), or an investment management agreement or similar agreement (an “*IMA*”).

Investment advice is provided directly to a Fund and not individually to the limited partners, shareholders, and investors in a Fund (the “*Investors*” or “*Fund Investors*”).

The Firm may enter into “side letters” or similar agreements with certain Investors that may waive or modify the application of or grant special or more favorable rights with respect to, the Offering Documents to the extent permitted by applicable law.

D. Wrap Fee Programs

The Firm does not participate in wrap fee programs.

E. Assets Under Management

The Firm manages, on a discretionary basis, approximately \$71,607,000 of client regulatory assets under management. This figure for regulatory assets under management was determined as of April 1, 2024. The Firm does not manage any assets on a non-discretionary basis.

Item 5

Fees and Compensation

A. Advisory Services and Fees

The Firm, either directly or indirectly through the Funds' General Partners, receives management fees and incentive compensation in connection with the management of the Funds.

The fees and/or compensation applicable to the Funds are set forth in detail in each Fund's Offering Documents. A brief summary of fees and compensation applicable to the Funds is provided below.

Management Fee

The Firm is paid a management fee (the "*Management Fee*") of between 1.5% and 2% per annum based upon the net asset value of Fund Investors' capital account balances as of the beginning of the month, subject to certain reductions as fully set forth in the Offering Documents.

In the sole discretion of the Firm, the Management Fee may be waived, reduced or calculated differently with respect to certain Investors, including affiliates and employees of the Funds' General Partners and the Firm (collectively, "*Related Investors*"). Typically, no Management Fee will be paid by any Related Investor.

Incentive Allocation

At the end of each fiscal year, the Funds' General Partners will be entitled to receive an incentive allocation based on the investment performance of each respective Fund (the "*Incentive Allocation*"). The Incentive Allocation is 20% of the net realized and unrealized gains for the year, subject to a traditional "high watermark" as more fully set forth in the Offering Documents.

The Firm and/or the Funds' General Partners, in its sole discretion, may reduce, waive or calculate differently the Incentive Allocation with respect to certain Investors, where applicable, including any Related Investor.

B. Payment of Fees

Management Fees are paid monthly in arrears. The Incentive Allocation is paid annually in arrears or upon withdrawals by Fund Investors. The Management Fee and Incentive Allocation are generally deducted from each Investor's capital balance account by the Funds' administrator.

C. Additional Expenses

In addition to the fees and allocations described above, each Fund I and Fund II generally bear all of their own expenses, including but not limited to expenses related to their operations and the investment of their assets. Each Fund shall bear those expenses as set forth in the applicable

Offering Document, as amended from time to time, including, but not limited to, some or all of the following:

- fees to the administrator;
- investment related expenses such as brokerage commissions, research expenses, interest on margin accounts and other indebtedness, borrowing charges on securities sold short, custodial fees, bank service fees, withholding and transfer fees, entity-level taxes, clearing and settlement charges, professional fees (including, without limitation, expenses of consultants and experts) relating to investments, and other expenses related to the purchase, sale or transmittal of investments;
- legal, accounting, audit and tax preparation expenses;
- corporate licensing;
- expenses related to the maintenance of the Funds' registered offices;
- expenses related to the offering and sale of Interests and other similar expenses related to the Funds; and
- extraordinary expenses.

Such expenses will be shared on a *pro rata* basis by all Investors in a Fund. To the extent that expenses to be borne by a Fund are paid by a Fund General Partner (in excess of its ratable share) or by the Firm, the applicable Fund will reimburse the Fund's General Partner or the Firm, as the case may be, for such expenses.

D. Prepayment of Fees

In general, the Management Fee and Incentive Allocation is paid in arrears and the Funds will not pay any fees in advance.

E. Additional Compensation and Conflicts of Interest

Neither the Firm nor any of its supervised persons accepts compensation (*e.g.*, brokerage commissions) for the sale of securities or other investment products.

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

The Firm, or the Funds' General Partners, receives performance-based compensation from every client. As a result, the Firm does not face certain conflicts of interests that may arise when an investment adviser accepts performance-based fees or allocations from some clients, but not from other clients.

Performance-based compensation can incentivize the Firm to make investments that are riskier or more speculative than it would otherwise make due to the higher return potential associated with higher risk investments. The Firm seeks to mitigate such conflicts of interest through the adoption and implementation of its investment policies that provide that transactions and investment opportunities will be allocated in accordance with each client's investment guidelines and Offering Documents. In addition, since the Incentive Allocation (as discussed in Item 5, "*Fees and Compensation*") is calculated on a basis that includes unrealized appreciation of the Funds' net assets, the allocation may be greater than if it were based solely on realized gains.

Item 7

Types of Clients

The Firm's clients currently consist of Fund I and Fund II, as discussed in Item 4, "*Advisory Business*." Investors in the Funds generally include, among others, institutions, pension plans, endowments, high net-worth individuals, financially sophisticated individuals, and other sophisticated investors.

The Firm generally requires Fund Investors to make a minimum capital commitment of at least \$500,000 for Fund I and \$250,000 for Fund II, although the amount of the minimum capital commitment may be waived or modified by the Firm in its sole discretion.

Item 8
Method of Analysis, Investment Strategies and Risk of Loss

A. Methods of Analysis and Investment Strategies

The descriptions set forth in this Brochure of specific advisory services that the Firm offers to clients, and investment strategies pursued and investments made by it on behalf of clients, should not be understood to limit in any way the Firm's investment activities. The Firm may offer any advisory services, engage in any investment strategy and make any investment, including any not described in this Brochure, that are considered appropriate, subject to each client's investment objectives and guidelines. The investment strategies that the Firm pursues are speculative and entail substantial risks. Clients and Investors should be prepared to bear a substantial loss of capital. There can be no assurance that the investment objectives of any client will be achieved.

The investment objective of the Funds is to achieve long-term capital appreciation. The Funds pursue this objective by primarily investing (both long and short) in the securities (including debt, derivatives and equity) of companies from a broad range of industries. This includes companies listed in the United States as well as those which trade on internationally recognized exchanges or over-the-counter markets overseas. Investment decisions are based primarily on identifying catalysts that the Firm expects will change an issuer's earnings expectations relative to current consensus and therefore drive movement in the stock price. This is determined by examining macroeconomic and company specific trends. Given the increasingly cyclical nature of the U.S. and global economies as they mature, the Firm uses both "bottom up" research as well as market timing especially in the late stages or the early stages of a cycle. The Firm will place emphasis on developments, both positive and negative, that the Firm believes will generate attractive opportunities on both the long and short side.

The Firm employs a "bottom up" fundamentally driven research approach to identify catalysts (e.g., favorable product mix shift, increasing price competition, falling demand) that it expects will change an issuer's earnings expectations relative to current consensus and therefore drive movement in the stock price. The operating leverage for many companies is large; therefore, understanding margin trends can be critical. Changing expectations for earnings growth are also likely to affect the multiple paid for those earnings. This "bottom up" research approach is also combined with a market timing-based approach because of the increasingly cyclical nature of the maturing global markets.

B. Material, Significant or Unusual Risks Relating to Investment Strategies

The investment program that the Firm pursues on behalf of its clients is speculative and involves substantial risks. There can be no assurance that clients will achieve their investment objectives. As a result of the inherent riskiness and uncertainty of an investment in the clients, such investment involves the risk loss of some or all of an Investor's investment.

Risk Factors

Prospective Investors should carefully consider the risks involved in an investment in a client, including, but not limited to, those discussed below. Investment risks specific to the investment strategy of the Funds are described in the applicable Fund's Offering Documents. Prospective Investors should review the applicable Offering Documents, which contain all material information and may contain explanations of additional strategies and corresponding risks not discussed below.

The following risk factors do not purport to be a complete list or explanation of the risks involved in an investment in the clients that the Firm advises. These risk factors include only those risks the Firm believes to be material, significant or unusual and relate to particular significant investment strategies or methods of analysis that it employs.

Risks Relating to Investment Strategy

General Investment and Trading Risks. All securities investments present a risk of loss of capital. Volatile financial markets increase that risk. If the Firm's evaluation of an investment opportunity should prove incorrect, clients could experience losses as a result of a decline in the market value of securities in which client hold a long position or an increase in the value of securities in which clients hold a short position. The risk management techniques that may be used by the Firm do not provide any assurance that clients will not be exposed to a risk of significant investment losses. No guarantee or representation is made that clients' investment program will be successful, that clients will achieve their targeted returns or that there will be any return of capital to investors in clients. In addition, investment results may vary substantially over time.

Investment and Trading Risks. An investment in a client involves risks, including the risk that the entire amount invested may be lost. The Funds invest in and actively traded securities and other financial instruments using investment techniques with risk characteristics, including risks arising from the volatility of the equity markets, the risks of borrowings and short sales, the potential illiquidity of securities and other financial instruments and the risk of loss from counterparty defaults. No guarantee or representation is made that a Fund's investment objective will be achieved. The Funds may utilize such investment techniques as option transactions, margin transactions, short sales, leverage and derivatives trading, which practices involve volatility and can increase the adverse impact to which a Fund may be subject. In addition, securities which the Firm believes are fundamentally undervalued or incorrectly valued may not ultimately be valued in the capital markets at prices and/or within the time frame the Firm anticipates. As a result, the Funds may lose all or substantially all of its investment in any particular instance.

Investments in Undervalued Securities. In seeking to achieve the objective of the Funds, the Firm may invest in undervalued securities. The identification of investment opportunities in undervalued securities is a difficult task and there is no assurance that such opportunities will be successfully recognized or acquired. While investments in undervalued securities offer the opportunity for above-average capital appreciation, these investments involve a high degree of financial risk and can result in substantial losses. Returns generated from the Funds' investments may not adequately compensate for the business and financial risks assumed.

The Funds may make certain speculative investments in securities that the Firm believes to be undervalued; however, there are no assurances that the securities purchased will in fact be undervalued. In addition, the Funds may be required to hold such securities for a substantial period of time before realizing their anticipated value. During this period, a portion of the Funds' capital would be committed to the securities purchased, thus possibly preventing the Funds from investing in other opportunities. In addition, the Funds may finance such purchases with borrowed funds and thus will have to pay interest on such funds during such waiting period.

Certain of the investment strategies employed by the Funds are based on historical relationships between prices. There can be no assurance that such historical relationships will continue, and no representation is made by the Firm as to what results a client will achieve or are likely to achieve based on such trends and relationships.

Leverage; Margin. Leverage is utilized in the investment program of the Funds, either directly, when deemed appropriate by the Firm, or through the Funds. While leverage presents opportunities for increasing the total return on investments, it has the effect of potentially increasing losses as well. Accordingly, any event which adversely affects the value of an investment could be magnified to the extent that leverage is utilized. The cumulative effect of the use of leverage with respect to any investments in a market that moves adversely to such investments could result in a substantial loss, which would be greater than if the investments were not leveraged.

In general, the clients' use of short-term margin borrowings results in certain additional risks. For example, should the securities pledged to brokers to secure the portfolio's margin accounts decline in value, the portfolio could be subject to a "margin call," pursuant to which the portfolio must either deposit additional funds with the broker, or suffer mandatory liquidation of the pledged securities to compensate for the decline in value. In the event of a sudden precipitous drop in the value of the portfolio's assets, the portfolio might not be able to liquidate assets quickly enough to pay off its margin debt.

When a client purchases an option in the United States, there is no margin requirement because the option premium is paid for in full. The premiums for certain options traded on non-U.S. exchanges may be paid for on margin. Whether any margin deposit will be required for over-the-counter ("*OTC*") options and other OTC instruments, such as currency forwards, will depend on the credit determinations and specific agreements of the parties to the transaction, which are individually negotiated.

Hedging Transactions. The Firm is not required to attempt to hedge portfolio positions in the Funds and, for various reasons, may determine not to do so. Furthermore, the Firm may not anticipate a particular risk so as to hedge against it. The Funds may utilize financial instruments, both for investment purposes and for risk management purposes, in order to: (i) protect against possible changes in the market value of a Fund's investment portfolio resulting from fluctuations in the securities markets and changes in interest rates, (ii) protect the unrealized gains in the value of the investments in a Fund's portfolio, (iii) facilitate the sale of any such investments, (iv) enhance or preserve returns, spreads or gains on any investment in a Fund's portfolio, (v) hedge the interest rate or currency exchange rate on any of a Fund's liabilities or assets, (vi) protect

against any increase in the price of any securities a Fund anticipates purchasing at a later date or (vii) for any other reason that the Firm deems appropriate.

The success of the hedging strategy of the Funds is subject to the Firm's ability to correctly assess the degree of correlation between the performance of the instruments used in the hedging strategy and the performance of the investments in the portfolios being hedged. Since the characteristics of many securities change as markets change or time passes, the success of a Fund's hedging strategy is also subject to the Firm's ability to continually recalculate, readjust and execute hedges in an efficient and timely manner. While a Fund may enter into hedging transactions to seek to reduce risk, such transactions may result in a poorer overall performance for a Fund than if it had not engaged in any such hedging transactions. For a variety of reasons, the Firm may not seek to establish a perfect correlation between such hedging instruments and the portfolio holdings being hedged. Such imperfect correlation may prevent a Fund from achieving the intended hedge or expose a Fund to risk of loss. The successful utilization of hedging and risk management transactions requires skills complementary to those needed in the selection of a Fund's portfolio holdings.

Short Selling. Short selling involves selling securities which are not owned and borrowing them for delivery to the purchaser, with an obligation to replace the borrowed securities at a later date. Short selling allows the investor to profit from declines in market prices to the extent such decline exceeds the transaction costs and the costs of borrowing the securities. The extent to which a Fund engages in short sales will depend upon the Firm's investment strategy and opportunities. A short sale creates the risk of a theoretically unlimited loss, in that the price of the underlying security could theoretically increase without limit, thus increasing the cost to a Fund of buying those securities to cover the short position. There can be no assurance that a Fund will be able to maintain the ability to borrow securities sold short. In such cases, a Fund can be "bought in" (*i.e.*, forced to repurchase securities in the open market to return to the lender). There also can be no assurance that the securities necessary to cover a short position will be available for purchase at or near prices quoted in the market. Purchasing securities to close out the short position can itself cause the price of the securities to rise further, thereby exacerbating the loss.

Forward Trading. The Funds may invest in forward contracts and options thereon, which, unlike futures contracts, are not traded on exchanges, and are not standardized; rather, banks and dealers act as principals in these markets, negotiating each transaction on an individual basis. Forward and "cash" trading is substantially unregulated; there is no limitation on daily price movements and speculative position limits are not applicable. For example, there are no requirements with respect to record-keeping, financial responsibility or segregation of customer funds or positions. In contrast to exchange-traded futures contracts, interbank traded instruments rely on the dealer or counterparty being contracted with to fulfill its contract. As a result, trading in interbank non-U.S. exchange contracts may be subject to more risks than futures or options trading on regulated exchanges including, but not limited to, the risk of default due to the failure of a counterparty with which a Fund has forward contracts. Although the Firm seeks to trade with responsible counterparties, failure by a counterparty to fulfill its contractual obligation could expose a Fund to unanticipated losses. The principals who deal in the forward markets are not required to continue to make markets in the currencies or commodities they trade and these markets can experience periods of illiquidity, sometimes of significant duration. There have been periods during which

certain participants in these markets have refused to quote prices for certain currencies or commodities or have quoted prices with an unusually widespread between the price at which they were prepared to buy and that at which they were prepared to sell. Disruptions can occur in any market traded by the Funds due to unusually high or low trading volume, political intervention or other factors. The imposition of credit controls by government authorities might also limit such forward (and futures) trading to less than that which the Firm would otherwise recommend, to the possible detriment of a Fund. Neither the CFTC nor banking authorities regulate forward currency trading through banks. In respect of such trading, the Funds would be subject to the risk of counterparty failure or the inability or refusal by a counterparty to perform with respect to such contracts. Market illiquidity or disruption could result in major losses to the Funds.

Highly Volatile Markets. The prices of derivative instruments, including option prices, can be highly volatile. Price movements of derivative contracts in which the clients' assets may be invested are influenced by, among other things, interest rates, changing supply and demand relationships, trade, fiscal, monetary and exchange control programs and policies of governments, and national and international political and economic events and policies. In addition, governments from time to time intervene, directly and by regulation, in certain markets, particularly those in currencies, financial instruments, futures and options. Such intervention often is intended directly to influence prices and may, together with other factors, cause all of such markets to move rapidly in the same direction because of, among other things, interest rate fluctuations. The portfolio also is subject to the risk of the failure of any exchanges on which its positions trade or of their clearinghouses.

Diversification. Since the Funds' portfolios are generally concentrated in securities of 20-60 companies, the investment risk is greater than if the portfolio were invested in a larger number of securities.

Portfolio Turnover. The Funds' investment programs may involve frequent trading, which may result in higher investment costs and charges to a Fund and a substantially greater percentage of a Fund's income consisting of ordinary income or short-term capital gain than long-term capital gain for Federal income tax purposes.

Risks Relating to Market Conditions Generally

Economic and Market Risk. Changes in economic conditions, including, for example, inflation rates, industry conditions, competition, technological developments, domestic and global political and diplomatic events and trends, tax laws and innumerable other factors – none of which will be within the control of the Firm – can affect substantially and adversely the business and prospects of a client. A major recession or adverse developments in the securities market might have an impact on some or all of a client's investments. The Firm may rely upon its own projections concerning a client's future performance in making investment decisions. Such projections are inherently subject to uncertainty and to certain factors beyond the control of a client and the Firm. The economic environment for all companies may remain challenging.

Uncertain Geopolitical Events. International and/or local geopolitical events are likely to influence the issuers (whether individual issuers, related groups of issuers, or otherwise) of, and

markets for, instruments traded by the Funds. Geopolitical events, including, without limitation, national referenda, political elections, international violent and non-violent conflicts and political movements, can affect monetary policy, fiscal policy, international relations, currency valuations, interest rates, credit ratings, inflation, investor sentiment, legal systems and regulatory regimes, among numerous other things, in ways that could adversely affect the global economy and/or a Fund's portfolio companies, which in turn may adversely affect a Fund and/or its ability to operate and/or pursue its investment strategy.

Prospective investors should note that the outcome of the most recent U.S. elections creates uncertainty with respect to legal, tax and regulatory regimes in which the Firm and the Funds' General Partners will operate. Any significant changes in, among other things, economic policy (including with respect to interest rates and foreign trade), the regulation of the asset management industry, tax law, immigration policy and/or government entitlement programs could have a material adverse impact on the Funds' General Partners and the Firm, and thus, consequently the Funds as a whole.

Risks Relating to the Operations and Investment Activities of the Clients

Enhanced Scrutiny and Regulations of the Private Funds and Financial Services Industries.

The growth of the private funds industry, and the increasing size and reach of private funds transactions, as well as the increasing attention to private funds, has prompted additional governmental and public attention to the private funds industry and its practices, some of which may, directly or indirectly, apply to the Funds, the Funds' General Partners, or the Firm. In addition, the Dodd-Frank Act provided significant changes to the structure of federal financial regulation and new substantive requirements that apply to a broad range of market participants (including private funds), including mandating significant changes to the authority of the U.S. Federal Reserve and the SEC as well as enhanced oversight and regulation of banks and non-bank financial institutions. Such regulation and oversight could result in the imposition of restrictions and constraints on the flexibility and success of private funds and their portfolio companies, as well as imposing taxes and other additional costs.

In addition, as private funds and other alternative asset managers become more influential participants in the U.S. and global financial markets and economy generally, the private funds industry has been subject to criticism by some politicians, regulators, and market commentators. There can be no assurance that such criticism will not have an adverse impact on the Funds, the Funds' General Partners or the Firm or otherwise impede the Funds' activities.

The current regulatory environment in the United States may be impacted by future legislative developments. President Joe Biden's legislative agenda may include certain regulatory measures for the U.S. financial services industry, an increase in tax rates and other changes to tax policies. Further, a Democrat-controlled Congress may adopt a more progressive platform, which may adversely affect the private funds industry. The uncertainty of future legislation could adversely impact a client and its ability to achieve its investment objectives. It is impossible to predict what, if any, changes in regulation applicable to the Funds, the Firm, the markets in which they trade and invest or the counterparties with which they do business may be instituted in the future. The effect of any future regulatory change on the Funds could be substantial and adverse.

On August 23, 2023, the SEC issued a number of new rules and regulations under the Investment Advisers Act of 1940, as amended (the “*Advisers Act*”) applicable to private fund advisers, including the Firm, that will take effect on either September 14, 2024 or March 14, 2025, depending on the specific rule (collectively, the “Private Funds Rules”).

For example, the Private Funds Rules generally will place restrictions on certain activities of private fund advisers, including, without limitation, (i) charging or allocating regulatory, examination or compliance fees or expenses to a private fund (unless such fees and expenses are disclosed to investors), (ii) charging or allocating fees or expenses to a private fund that are related to a portfolio investment on a non-pro rata basis, unless the allocation approach is fair and equitable and the private fund adviser distributes advance written notice of the non-pro rata allocation (along with an explanation of why such allocation is fair and equitable), (iii) charging or allocating fees or expenses to a private fund that are associated with an investigation of a private fund adviser without disclosure and consent from investors (the Private Funds Rules also prohibit charging or allocating such fees or expenses to a private fund if the investigation results in a sanction for violating the Advisers Act), and (iv) borrowing money, securities, or other fund assets, or receiving an extension of credit, from a private fund client without disclosure to, and consent from, investors.

In general, the preparations for compliance with, and adherence to, the Private Funds Rules are expected to require more of the Firm’s time, attention, and resources.

Notwithstanding anything to the contrary herein, the Private Funds Rules and the requirements thereunder may significantly impact the Firm, the Funds, and such impact is difficult to fully understand at this juncture, as the Private Funds Rules, as released, leave open many interpretive questions. Furthermore, there is at least one pending lawsuit against the SEC with respect to the Private Funds Rules, so it is unclear if there will be any changes, amendments or clarifications with respect thereto.

In summary, regulation generally as well as regulation more specifically addressed to the private funds industry, including tax laws and regulation, whether in the United States or abroad, could increase the cost of acquiring, holding or divesting investments, the profitability of enterprises and the cost of operating the Funds. Additional regulation could also increase the risk of third-party litigation. The transactional nature of the business of the Funds exposes the Funds, the Funds’ General Partners, and the Firm generally to the risk of third-party litigation.

Acts of God. The Funds’ investments may be susceptible to the effects of force majeure or “act of god” events, including, without limitation, earthquakes, floods, hurricanes, tropical storms, fires, outbreaks of infectious disease, pandemic or any other serious public health concern or other natural disasters, electricity shortages or other similar national or local emergencies that are beyond the control of, and are not easily foreseeable by, the Funds the Funds’ General Partners or the Firm.

Disease outbreaks have occurred in many countries in the past (including severe acute respiratory syndrome, or SARS, avian flu, H1N1/09 flu and COVID-19 (as defined below)) and any prolonged occurrence of infectious disease, or other adverse public health developments or natural disasters

in any country in which the Funds target investments may have an adverse effect on the Funds' investments.

Some force majeure events may adversely affect the ability of a party (including the Funds, the Funds' General Partners, the Firm (and their respective affiliates), the Administrator, a company in which clients invests or a counterparty to Funds or a company in which a Fund invests) to perform its obligations until such force majeure event subsides. In addition, the cost to the Funds of repairing or replacing damaged assets resulting from such force majeure event could be considerable. Certain force majeure events (such as war or an outbreak of infectious disease) could have a broader negative impact on the world economy and international business activity generally, or in any of the countries in which clients invest specifically. Additionally, a major governmental intervention into industry, including the nationalization of an industry or the assertion of control over one or more companies or assets, could result in a loss to clients, including if its investment in such company or asset is canceled, unwound, or acquired (which could be without what the Funds consider to be adequate compensation). Any of the foregoing may therefore negatively affect the performance of a Fund and its investments.

Novel Coronavirus Pandemic, Public Health Emergency and Global Economic Impacts. In March 2020, the World Health Organization declared a global pandemic in connection with an outbreak of a novel and highly contagious form of coronavirus ("*COVID-19*"). The outbreak of COVID-19 caused a worldwide public health emergency with a substantial number of hospitalizations and deaths, and, together with subsequent COVID-19 variants, has, among other things, adversely impacted global commercial activity and disrupted nearly every aspect of business and personal life, including, without limitation, government-imposed and other quarantine requirements, restrictions on travel, and the closures or reductions of offices, businesses, schools, retail stores, restaurants, other commercial establishments and other public venues (including, without limitation, temporary or permanent reductions in work force, remote working arrangements and emergency contingency plans). Although such adverse effects and restrictions have lessened to some degree, the effects of COVID-19, including from any subsequent COVID-19 variants, are difficult to assess, continue to impose substantial uncertainty, and may still adversely impact many economies, global financial markets, the business and operations of the Firm, the clients or their underlying investments and/or their respective affiliates. In particular, the effects of a public health emergency, including COVID-19 and subsequent COVID-19 variants, may materially and adversely impact the value and performance of the Firm's ability to source, manage and direct investments and its ability to achieve its investment objectives, all of which could result in significant losses.

Dependence on the Funds' General Partners and the Firm. The success of a client is significantly dependent upon the ability of the Funds' General Partners and the Firm, and particularly the Managing Member, to continue to develop and effectively pursue a client's investment objective. There can be no assurance that the services of the Firm or Managing Member will be available for any length of time. The death or incapacity of Managing Member could have an adverse effect on the Funds' performance and could result in substantial withdrawals of investor capital in the Funds.

Limited Liquidity; Information Rights. An investment in any of the Funds provides limited liquidity since the Interests are not freely transferable and an investor generally may only withdraw from a capital account at limited times. In addition, the Firm may suspend withdrawal rights where the disposal of a Fund's assets, or the determination of the value of an investor's capital account, would not be reasonably practicable or would be seriously prejudicial to the non-withdrawing partners. An investment in a Fund is suitable only for sophisticated investors who do not need liquidity with respect to this investment. Also, investors may request additional information and reporting and, as a result, may be able to act on such additional information (*i.e.*, request withdrawals) that other investors do not request or receive.

Counterparty Risk. Some of the markets in which a client may impact transactions are "over-the-counter" or "interdealer" markets. The participants in such markets are typically not subject to the same credit evaluation and regulatory oversight as are members of "exchange-based" markets. In addition, many of the protections afforded to participants on some organized exchanges, such as the performance guarantee of an exchange clearinghouse, might not be available in connection with such "over-the-counter" transactions. This exposes a client 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 a client to suffer a loss. Such "counterparty risk" is accentuated for contracts with longer maturities where events may intervene to prevent settlement, or where a client has concentrated its transactions with a single or small group of counterparties. The Firm is not restricted from dealing with any particular counterparty or from concentrating on any or all of a client's transactions with one counterparty. Moreover, the Firm has no formal credit function which evaluates the creditworthiness of a client's counterparties. The ability of a client 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 may increase the potential for losses by such client.

Suspension of Trading and Failure of Exchanges. Each securities exchange typically has the right to suspend or limit trading in one or more securities listed on such exchange. Such a suspension involving securities owned by a client would render it impossible for such client to liquidate positions and, accordingly, could expose such client to losses. A client is subject to the risk of failure of any exchanges on which the positions of such client trade or of their clearinghouses. Any of the foregoing events could result in a client not being able to achieve the market position selected by the Firm, which may result in significant or even total losses to such client.

Business and Regulatory Risks of Hedge Funds. Legal, tax and regulatory changes could occur that may adversely affect a client. The regulatory environment for hedge funds is evolving and changes in the regulation of hedge funds may adversely affect the value of investments held by a client and the ability of such client to obtain the leverage it might otherwise obtain or to pursue its trading strategies. In addition, the securities and futures markets are subject to comprehensive statutes, regulations, and margin requirements. The SEC, other regulators and self-regulatory organizations and exchanges are authorized to take extraordinary actions in the event of market emergencies. The regulation of derivatives transactions and funds that engage in such transactions

is an evolving area of law and is subject to modification by government and judicial action. The effect of any future regulatory change on a client could be substantial and adverse.

Cybersecurity Risk. The operations of the Funds' General Partners, the Firm, and the Funds are dependent on technology information and communication systems. A failure of any such system or a security breach or cyber-attack could significantly disrupt the Funds' General Partners or the Firm's operations and those of the Funds. The service providers of the Funds' General Partners, the Firm and the Funds are subject to the same cyber-security threats as the Funds' General Partner, the Firm, and the Funds. If a service provider fails to adopt, implement or adhere to adequate cyber-security measures, or in the event of a breach of its networks, information relating to a Fund, its operations and/or personal information relating to investors may be lost, damaged or corrupted or improperly accessed, used or disclosed.

Any system failure, security breach or cyber-attack on the Funds' General Partners, the Firm, or the Funds, or any of their service providers, could cause the Funds' General Partners, the Firm and/or the Funds to suffer, among other things, financial loss, disruption to its business, including its trading capabilities and the ability of a Fund to transmit payments, including to investors, increased operating costs, liability to third parties, regulatory intervention and reputational damage and could have a material adverse effect on the Funds' investments.

Risks Associated with Service Providers. Each of the Funds' General Partners and the Funds is dependent on its service providers (including the Firm, the administrator, the prime brokers, custodians and their respective delegates) for investment management, operational and financial advisory services, executive functions and management services as well as back-office functions that are integral to the Funds' operations and performance. Failure by any service provider to carry out its obligations to the Funds in accordance with the terms of its appointment or without exercising due care and skill, whether as a result of insolvency or other causes, or the termination of a Fund's relationship with any third-party service provider, or any delay in appointing a replacement for such service provider, could materially disrupt the business of the Funds, resulting in a material adverse effect on the Funds.

Risks Relating to Specific Investments

The Firm does not recommend a particular type of investment instrument to its clients, but rather, the Firm recommends and invests in multiple investment instruments. Given the broad discretion the Firm has in managing clients, any one or more of the risks listed in the previous section may be incurred by clients.

However, because it may be useful in understanding the Firm's investment program, set forth below is a non-exclusive list of certain risks related to investments and other instruments that may be utilized:

Equity Securities Generally. The value of equity securities of public and private, listed and unlisted companies and equity derivatives generally varies with the performance of the issuer and movements in the equity markets. As a result, a client may suffer losses if it invests in equity instruments of issuers whose performance diverges from the Firm's expectations or if equity

markets generally move in a single direction and such client has not hedged against such a general move. Clients also may be exposed to risks that issuers will not fulfil contractual obligations such as, in the case of convertible securities or private placements, delivering marketable common stock upon conversions of convertible securities and registering restricted securities for public resale.

Small and Medium Capitalization Companies. A client may invest a portion of its assets in the securities of companies with small- to medium-sized market capitalizations. While the Firm believes such securities often provide significant potential for appreciation, the securities of certain companies, particularly smaller-capitalization companies, involve higher risks in some respects than do investments in securities of larger companies. For example, prices of small-capitalization and even medium-capitalization securities are often more volatile than prices of large-capitalization securities and the risk of bankruptcy or insolvency of many smaller companies (with the attendant losses to investors) is higher than for larger “blue chip” companies. In addition, due to thin trading in the securities of some small-capitalization companies, an investment in those companies may be less liquid than an investment in medium- or large-capitalization companies.

Growth Stage Companies. While investments in growth stage companies offer the opportunity for significant capital gains, such investments involve a high degree of business and financial risk which can result in substantial losses. The stock market has experienced volatility which has particularly affected the securities of growth stage companies. As a result, a client’s performance may experience substantial volatility.

Investing in Technology Companies. Investing in securities and other instruments of technology companies involves substantial risks. These risks include: (i) the fact that certain companies may have limited operating histories; (ii) rapidly changing technologies and products which may quickly become obsolete; (iii) cyclical patterns in information technology spending which may result in inventory write-offs, cancellation of orders and operating losses; (iv) scarcity of management, engineering and marketing personnel with appropriate technological training; (v) the possibility of lawsuits related to technological patents; (vi) changing investor sentiment and preferences with regard to technology sector investments (which are generally perceived as risky) which can affect the price of underlying securities; and (vii) volatility in the U.S. stock markets affecting the prices of technology company securities, which may cause the performance of a client to experience substantial volatility.

Risks of Investing in REIT Securities. A client may invest in securities issued by entities which qualify as “real estate investment trusts” (“REITs”) under the Internal Revenue Code of 1986, as amended. As a result, some of a client’s investments will be subject to the risks incident to investments in REITs, including: (i) potential environmental liabilities, the risk of uninsured losses, the perceptions of prospective tenants of the safety, convenience and attractiveness of the properties, the ability of the owner to provide adequate management, maintenance and insurance, the expenses of periodically renovating, repairing and reletting spaces, and increasing operating costs (including mortgage payments, real estate taxes, insurance, maintenance costs and utilities) which may not be passed through to tenants; (ii) risks of owning properties through joint ventures or partnerships which may render a REIT unable to exercise sole decision-making authority and subject the REIT to the risk that a joint venturer or partner will act in a manner contrary to its best

interests; (iii) general real estate investment considerations, such as the effect of local economic and other conditions on property cash flows and values, the need to relet space upon the expiration of current leases, dependence on major tenants and the possibility of tenant defaults, the ability of a property to generate revenue sufficient to meet debt service payments and other operating expenses, periodic excessive real estate development, and the illiquidity of real estate investments, all of which may affect the REIT's ability to make expected distributions to its stockholders; (iv) possible increases in interest rates, which may lead prospective purchasers of real estate equity securities, as well as other classes of equities, to demand higher annual yields, and which would adversely affect the market price of such securities; (v) borrowing risks; (vi) relative illiquidity of real estate investments which will tend to limit the ability of a REIT to vary its holdings promptly in response to changes in local economic or other conditions; and (vii) risks associated with the management by REITs of properties owned by third parties, including the risk that management contracts (which are typically cancelable without notice) will be terminated by the entity controlling the property or in connection with the sale of such property, that contracts may not be renewed upon expiration or may not be renewed on terms consistent with current terms, and that the rental revenues upon which management fees are based will decline as a result of general real estate market conditions or specific market factors.

Investments in REITs are also subject to special risks, including, without limitation: (i) restrictions on ownership (which may prohibit ownership of more than 9.9% of a REIT's shares by one investor), which are designed to ensure that the REIT does not violate certain share accumulation restrictions imposed by federal tax laws on REITs; and which may also deter possible acquisitions of, or changes in control of, a REIT; (ii) many REITs have small-to- medium-sized market capitalizations which may be more volatile than prices of large- capitalization securities and an investment in such securities may be less liquid; and (iii) tax risks, including risk of changes in the tax laws that may cause a REIT to fail to qualify as a REIT or cause REITs, generally, to be subject to corporate taxation, and limitations on a REIT's ability to sell properties at a time when it is otherwise economically advantageous to do so, thereby adversely affecting returns to its stockholders.

Call Options. There are risks associated with the sale and purchase of call options. The seller (writer) of a call option which is covered (*e.g.*, the writer holds the underlying security) assumes the risk of a decline in the market price of the underlying security below the purchase price of the underlying security offset by the gain by the premium received if the option expires out of the money and gives up the opportunity for gain on the underlying security above the exercise price of the option. The seller of an uncovered call option assumes the risk of a theoretically unlimited increase in the market price of the underlying security above the exercise price of the option. The buyer of a call option assumes the risk of losing the premium if the option expires out of the money.

Put Options. There are risks associated with the sale and purchase of put options. The seller (writer) of a put option which is covered (*e.g.*, the writer has a short position in the underlying security) assumes the risk of an increase in the market price of the underlying security above the sale price of the short position of the underlying security offset by the premium if the option expires out of the money, and thus the gain in the premium, and the option seller gives up the opportunity for gain on the underlying security below the exercise price of the option. The seller of an uncovered put option assumes the risk of a decline in the market price of the underlying security

to zero. The buyer of a put option assumes the risk of losing the premium if the option expires out of the money.

Futures Contracts. A client may trade in futures contracts (and options on futures). Futures positions may be illiquid because, for example, most U.S. commodity exchanges limit fluctuations in certain futures contract prices during a single day by regulations referred to as “daily price fluctuation limits” or “daily limits”. Under such daily limits, during a single trading day no trade may be executed at prices beyond the daily limits. Once the price of a contract for a particular future has increased or decreased by an amount equal to the daily limit, positions in the future can neither be taken nor liquidated unless traders are willing to effect trades at or within the limit. Futures contract prices on various commodities or financial instruments occasionally have moved the daily limit for several consecutive days with little or no trading. Similar occurrences could prevent a client from promptly liquidating unfavorable positions and subject such client to substantial losses. In addition, a client may not be able to execute futures contract trades at favorable prices if trading volume in such contracts is low. It is also possible that an exchange or a regulator (such as the SEC or the CFTC) may suspend trading in a particular contract, order immediate liquidation and settlement of a particular contract or order that trading in a particular contract be conducted for liquidation only. In addition, the CFTC and various exchanges impose speculative position limits on the number of positions that may be held in particular commodities. Trading in commodity futures contracts and options are highly specialized activities that may entail greater than ordinary investment or trading risks. Furthermore, low margin or premiums normally required in such trading may provide a large amount of leverage, and a relatively small change in the price of a security or contract can produce a disproportionately larger profit or loss.

Swap Agreements. A client may enter into swap agreements. Swap agreements are individually negotiated and can be structured to include exposure to a variety of different types of investments or market factors. Depending on their structure, swap agreements may increase or decrease a client’s exposure to long-term or short-term interest rates (in the United States or abroad), non-U.S. currency values, corporate borrowing rates, or other factors such as security prices, baskets of equity securities or inflation rates. Swap agreements can take many different forms and are known by a variety of names. The Funds are not limited to any particular form of swap agreement if consistent with the Funds’ investment objective and policies.

Swap agreements tend to shift a client’s investment exposure from one type of investment to another. For example, if a client agrees to exchange payments in dollars for payments in non-U.S. currency, the swap agreement would tend to decrease such client’s exposure to U.S. interest rates and increase its exposure to non-U.S. currency and interest rates. Depending on how they are used, swap agreements may increase or decrease the overall volatility of a client’s portfolio. The most significant factor in the performance of swap agreements is the change in the specific interest rate, currency, individual equity values or other factors that determine the amounts of payments due to and from a client. If a swap agreement calls for payments by a client, such client must be prepared to make such payments when due. This is only true in default and not part of mark-to-market. In addition, if a counterparty’s creditworthiness declines, the value of swap agreements with such counterparty can be expected to decline, potentially resulting in losses by such client.

Other Derivative Instruments. A client may 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 may be developed, to the extent such opportunities are both consistent with the investment objective of such client and legally permissible. Special risks may apply to instruments that are invested in by a client in the future that cannot be determined at this time or until such instruments are developed or invested in by such client. Certain swaps, options and other derivative instruments may be subject to various types of risks, including market risk, liquidity risk, the risk of nonperformance by the counterparty, including risks relating to the financial soundness and creditworthiness of the counterparty, legal risk and operations risk.

Fixed Income Securities and Loans. A client may invest in bonds or other fixed income securities of U.S. and non-U.S. issuers, including, without limitation, bank debt, bonds, notes, debentures and commercial paper, as well as derivatives thereon. Fixed income securities pay fixed, variable or floating rates of interest. The value of fixed income securities in which a client invests will change in response to fluctuations in interest rates. In addition, the value of certain fixed income securities and bank loans can fluctuate in response to perceptions of creditworthiness, foreign exchange rates, political stability or soundness of economic policies. Fixed income securities and bank loans 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).

Convertible Securities. Convertible securities are bonds, debentures, notes, preferred stocks or other securities that may be converted into or exchanged for a specified amount of common stock of the same or different issuer within a particular period of time at a specified price or formula. A convertible security entitles the holder to receive interest that is generally paid or accrued on debt or a dividend that is paid or accrued on preferred stock until the convertible security matures or is redeemed, converted or exchanged. Convertible securities have unique investment characteristics in that they generally (i) have higher yields than common stocks, but lower yields than comparable non-convertible securities, (ii) are less subject to fluctuation in value than the underlying common stock due to their fixed income characteristics and (iii) provide the potential for capital appreciation if the market price of the underlying common stock increases.

The value of a convertible security is a function of its "investment value" (determined by its yield in comparison with the yields of other securities of comparable maturity and quality that do not have a conversion privilege) and its "conversion value" (the security's worth, at market value, if converted into the underlying common stock). The investment value of a convertible security is influenced by changes in interest rates, with investment value declining as interest rates increase and increasing as interest rates decline. The credit standing of the issuer and other factors may also have an effect on the convertible security's investment value. The conversion value of a convertible security is determined by the market price of the underlying common stock. If the conversion value is low relative to the investment value, the price of the convertible security is governed principally by its investment value. To the extent the market price of the underlying common stock approaches or exceeds the conversion price, the price of the convertible security will be increasingly influenced by its conversion value. A convertible security generally will sell at a premium over its conversion value by the extent to which investors place value on the right to

acquire the underlying common stock while holding a fixed income security. Generally, the amount of the premium decreases as the convertible security approaches maturity.

A convertible security may be subject to redemption at the option of the issuer at a price established in the convertible security's governing instrument. If a convertible security held by a client is called for redemption, such client will be required to permit the issuer to redeem the security, convert it into the underlying common stock or sell it to a third party. Any of these actions could have an adverse effect on a client's ability to achieve its investment objective.

Non-U.S. Investments. A client may invest a portion of its assets in securities of non-U.S. corporations that are traded in non-U.S. markets. Investing in the securities of companies in non-U.S. countries involves certain considerations not usually associated with investing in securities of U.S. companies or U.S. markets, including political and economic considerations, such as greater risks of expropriation and nationalization, confiscatory taxation, the potential difficulty of repatriating funds, general social, political and economic instability and adverse diplomatic developments; the possibility of imposition of withholding or other taxes on dividends, interest, capital gain or other income; the small size of the securities markets in such countries and the low volume of trading, resulting in potential lack of liquidity and in price volatility; fluctuations in the rate of exchange between currencies and costs associated with currency conversion; and certain government policies that may restrict the portfolio's investment opportunities. In addition, accounting and financial reporting standards that prevail in such countries generally are not equivalent to U.S. standards and, consequently, less information is available to investors in companies located in such countries than is available to investors in companies located in the U.S. There is also less regulation, generally, of the securities markets in such countries than there is of the U.S. securities markets.

Item 9
Disciplinary Information

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

Item 10
Other Financial Industry Activities and Affiliates

A. Broker-Dealer Registration

The Firm and its management persons are not registered as broker-dealers and do not have any application pending to register with the SEC as a broker-dealer or registered representative of a broker-dealer.

B. Futures Commission Merchant, Commodity Pool Operator, or Commodity Trading Advisor Registration

The Firm and its management persons are not registered as, and do not have any application to register as, futures commission merchants, commodity pool operators, commodity trading advisors or associated persons of the foregoing entities.

The Firm and/or the Funds' General Partners have claimed an exemption from CFTC registration under Rule 4.13(a)(3), which exempts commodity pool operators that (i) trade only a de minimis level of commodity interests, (ii) market to "accredited investors" and (iii) do not market trading in commodity interests.

C. Material Relationships and Conflicts of Interests with Industry Participants

The Firm's relationships and arrangements with its clients and other industry participants are material to its advisory business and may raise actual or potential conflicts of interest. Prospective Investors should carefully consider the risks involved in an investment with the Firm, including, but not limited to, those discussed below. Prospective Investors should consult their own legal, tax and financial advisers as to all of these risks and as to an investment with the Firm generally.

The portfolio strategies employed by the Firm, the Funds' General Partners and their affiliates for other accounts could conflict with the transactions and strategies employed by the Firm in managing the Funds and may affect the prices and availability of the securities and instruments in which each Fund invests. Participation in specific investment opportunities may be appropriate, at times, for multiple clients managed by the Firm. Based on such factors as the relative amounts of capital available for new investments, investment time horizon, relative exposure to short-term market trends and the investment programs and current portfolio positions, such opportunities will be allocated among the client accounts.

D. Material Conflicts of Interest Relating to Other Investment Advisers

The Firm does not recommend or select other investment advisers for our clients.

Item 11

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

A. Code of Ethics

The Firm has adopted a Code of Ethics (the “*Code*”), which is designed to reinforce and enhance the Firm’s high standards of personal and professional conduct and ethical way of doing business. The Code is based on the principle that the Firm and its employees have a fiduciary duty to its clients, and must in this fiduciary capacity, place the interest of the clients before its own and designed to address and avoid conflicts of interests and is applicable to all employees. The Code contains detailed rules concerning, among other issues, conflicts of interests, procedures with respect to personal securities transactions, gifts and entertainment, and outside business activities. Employees are required to certify their adherence to the terms set forth in the Code upon commencement of employment and annually thereafter. Furthermore, the Code provides for a range of sanctions, as deemed appropriate, including censure, fine, reversal of transactions and disgorgement of profits, suspension or termination of employment.

We will provide a copy of the Firm’s Code upon request.

B. Securities in which the Firm or a Related Person Has a Material Financial Interest

Certain of the Firm’s employees, directly or indirectly, have personal investments in one or more of the Funds. As a result, the Firm and its employees have an interest in the investments that may also be recommended to clients. Such employees may be in possession of information relating to a Fund that is not available to other Fund Investors. The size and nature of such employee investments in a Fund will change over time without notice to the Investors in such Fund. Investments by Firm employees in the clients could incentivize such employees to increase or decrease the risk profile of a Fund.

To the extent that the Firm determines that it would be in the best interest of certain clients to engage in a “Cross Trade” where, as investment manager to a client, including the Funds, the Firm causes that client to purchase a security directly from (or sell a security directly to) another client, the Firm will follow a policy whereby it determines that the transaction is in the best interests of both clients involved and take steps to ensure that the transaction is consistent with the duty to obtain best execution for each of those clients. Cross Trades may be conducted for a variety of reasons, including tax purposes, liquidity purposes, to rebalance the portfolios of the clients, or to reduce transaction costs that may arise in an open market transaction. If the Firm decides to engage in a Cross Trade, it will determine that the trade is in the best interests of both of clients involved and take steps to ensure that the transaction is consistent with the Firm’s duty to seek best execution for each of those clients. When effecting Cross Trades between clients, the Firm will have potentially conflicting division of loyalties and responsibilities with respect to each participating client. To the extent that any such Cross Trade may be viewed as a principal transaction, as such term is used under the Investment Advisers Act of 1940, as amended (“*Advisers Act*”), due to the ownership interest in a client by the Firm, its affiliates, or its personnel, the Firm will comply with all applicable requirements of the Advisers Act.

C. Investing in Securities That the Firm or a Related Person Recommends to Clients.

The Firm's Code places restrictions on personal trades by its employees and any of their respective spouses, domestic partners or children living in the same household of such employees (each a "*Covered Persons*"). Except with respect to certain permitted investments, the Firm does not typically permit Covered Persons to trade Reportable Securities (as defined in the Code, and which include single name equity and debt securities, options or other derivatives on securities, indices and currencies, and interests in private investment funds) in their personal accounts. Permitted investments include mutual funds, U.S. government securities, currencies, ETFs, closed-end funds, unit investment trusts, and other broad index securities. On occasion, and subject to written pre-clearance from the Chief Compliance Officer (or his designee), Covered Persons may be permitted to sell positions acquired prior to joining the Firm. Covered Persons must also disclose all personal accounts and holdings initially upon commencement of employment, and annually thereafter. In addition, Covered Persons are required to provide quarterly reports regarding transactions in Reportable Securities and newly opened personal accounts thereafter.

The Firm, its affiliates and its employees may give advice or take action for their own accounts that may differ from, conflict with or be adverse to advice given or action taken for clients. These activities may adversely affect the prices and availability of other securities or instruments held by or potentially considered for one or more clients.

The Firm has established policies and procedures to monitor and resolve conflicts with respect to investment opportunities in a manner it deems fair and equitable, including restrictions placed on personal trading in the Code, as described above, and regular monitoring of employee transactions and trading patterns for actual or perceived conflicts of interest, including those conflicts that may arise as a result of personal trades in the same or similar securities made at or about the same time as client trades.

D. Conflicts of Interest Created by Contemporaneous Trading

The Firm allocates investment opportunities to clients on a fair and equitable basis, to the extent practical and in accordance with clients' applicable investment strategies and terms, over a period of time. Investment opportunities are generally allocated among clients for which participation in the respective opportunity is considered appropriate, which may take into account, among other considerations: (i) the client's investment objective and strategy; (ii) whether the risk-return profile of the proposed investment is consistent with a client's objectives; (iii) the potential for the proposed investment to create an imbalance in a client's portfolio; (iv) the liquidity requirements of a client; (v) potentially adverse tax consequences; (vi) regulatory restrictions that would or could limit a client's ability to participate in a proposed investment; and (vii) the need to re-size risk in a client's portfolio.

The Firm has 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 the Firm purchases or sells the same security for, enters into a transaction on behalf of, or provides an opportunity to, another

client if, in its reasonable opinion, such security, transaction or investment opportunity does not appear to be suitable, practicable or desirable for the client.

In particular, when a client is ramping up its investment or trading strategies, it may receive larger allocations of certain securities than other clients to obtain its desired risk and portfolio size.

Item 12 Brokerage Practices

A. Selection of Broker-Dealers and Reasonableness of Compensation

The Firm has full discretionary authority to manage investments of the Funds, including authority to make decisions with respect to which investments are bought and sold, the amount and price of those investments, and to the extent clients engage in investments involving brokers, dealers and counterparties (collectively, “*Broker-Dealers*”), the selection of such Broker-Dealers as well as the commissions or markups and markdowns paid. The Firm's authority is limited by its own internal policies and procedures and each Fund's investment guidelines.

Consistent with the Firm's fiduciary duty to its clients, the Firm has an obligation to seek best execution of client securities transactions. In the Firm's opinion, best execution is a combination of trade price, commission rates, prompt and reliable execution and research that a Broker-Dealer provides. When selecting a Broker-Dealer to execute transactions, the Firm will consider the full range and quality of a Broker-Dealer's services (both qualitative and quantitative factors) including, but are not limited to:

- A Broker-Dealer's ability to effect such transactions;
- A Broker-Dealer's facilities;
- Reliability and financial responsibility of a particular Broker-Dealer;
- Quality, comprehensiveness, frequency of available research and related services considered to be of value to the clients;
- A Broker-Dealer's willingness to commit capital; and
- Competitiveness of commission rates in comparison with other Broker-Dealers satisfying the Firm's other selection criteria.

The relative importance of the above factors may take into account the following criteria:

- The size of the transaction;
- The objectives, investment policy and risks specific to a particular client;
- The availability of securities to borrow for short sales; and
- The market for the security.

Accordingly, the prices and commission rates (or dealer markups and markdowns arising in connection with riskless principal transactions) charged to clients by Brokers-Dealers may be higher than those charged by other brokers-dealers that may not offer such services. In addition, the Firm executes a portion of client securities transactions through an outsourced trading firm. As a result, the clients' expenses may be higher, as a result of paying such outsourced trading firm than if the Firm traded directly with other Brokers-Dealers.

To assist with trade execution, the Firm has retained an unaffiliated third-party outsourced trading firm to provide trade execution, including Broker-Dealer selection, and other ancillary services to

the Firm for the benefit of the client. As a result, client expenses will be higher, as a result of paying such outsourced trading firm than if the Firm traded directly with such Brokers-Dealers.

The Firm maintains policies and procedures to periodically review the quality of its executions, including periodic reviews by the Chief Compliance Officer.

1. Research and Other Soft Dollar Arrangements

The Firm uses “soft dollars” to obtain brokerage and research services within the meaning of Section 28(e) of the Exchange Act (“*Section 28(e)*”). Any soft dollar transactions are expected to fall within the safe harbor provided by Section 28(e). The services furnished by a Broker-Dealer pursuant to soft dollar transactions for one client are expected to benefit the Firm and its affiliates in rendering investment management services to other clients. Research products or services within the scope of Section 28(e) typically include research reports, market data, discussions with research analysts and consultants, meetings with corporate executives, software that provides for analysis of securities and certain publications. Brokerage services generally include activities related to executing securities transactions.

In some instances, the Firm may receive a product or service that may be used only partially for functions covered by Section 28(e) (e.g., an order management system, trade analytical software or proxy services). In such instances, the Firm will make a reasonable allocation of the cost to determine the relative portion of the product or service used to assist the Firm in carrying out its investment decision-making responsibilities with respect to the clients and the relative portion used for administrative or other purposes not covered by Section 28(e). The portion of the product or service attributable to assisting the Firm in carrying out its investment decision-making responsibilities with respect to the clients, as applicable, will be paid through brokerage commissions generated by transactions on behalf of the clients, and the portion attributable to administrative or other purposes not covered by Section 28(e) is expected to be paid by the Firm from its own resources, to the extent that such expenses are not client expenses.

To the extent that the Firm uses “full-service brokers” which provide research and other services to the Firm and the commission (or markups or markdowns) associated with such services is greater than would otherwise be obtained using available floor brokers or electronic brokers, such commission could be deemed to comprise soft dollar arrangements. The Firm intends to enter into “commission sharing arrangements” with one or more Broker-Dealer. Under these arrangements, a portion of the commission is paid to that Broker-Dealer for execution services and the remainder of the commission is paid to other approved Broker-Dealers or third-party research providers for research services provided by such Broker-Dealers or vendors. Transactions executed under these commission sharing arrangements generate a higher commission rate than transactions executed with other Broker-Dealers.

When the Firm uses brokerage commissions (or markups or markdowns) generated by any client to obtain research or other products or services, the Firm receives a benefit because it does not have to produce or pay for such products or services. While the Firm is obligated to seek best execution for each client, the fact that the Firm can obtain or receive such products or services may

create an incentive for it to select or recommend a particular Broker-Dealer more favorable to the Firm's interests, to the exclusion of another Broker-Dealer that offers business terms which are more favorable to one or more clients.

On a periodic basis, the Firm will evaluate the transactions executed under these arrangements to ensure that the brokerage and research services received by the Firm are within the safe harbor provided under Section 28(e).

2. Brokerage for Client Referrals

Subject to best execution, the Firm may also allocate purchase and sale transactions to Broker-Dealers on the basis of capital introduction and consulting services provided by such Broker-Dealers. Even though the Firm does not commit to allocate a particular amount of brokerage to a Broker-Dealer in return for capital introduction services and consulting services, the use of such services could create a conflict of interest when deciding which prime brokers to use.

3. Directed Brokerage

The Firm does not recommend, request, or require that a client direct the Firm to execute transactions through a specified Broker-Dealer.

B. Aggregating Orders for Client Accounts

If the Firm determines that the purchase or sale of a security is appropriate with regard to more than one client, the Firm may, but is not obligated to, purchase or sell such a security on behalf of such clients with an aggregated order, for the purpose of reducing transaction costs, to the extent permitted by applicable law. When an aggregated order is filled through multiple trades at different prices on the same day, each participating client generally will receive the average price, with transaction costs generally allocated pro rata based on the size of each client's participation in the order (or allocation in the event of a partial fill) as determined by the Firm. In the event of a partial fill, allocations may be modified on a basis that the Firm deems to be appropriate, including, for example, 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 the Firm. As a result, certain trades in the same security for one client (including a client in which the Firm and its employees may have a direct or indirect interest) may receive more or less favorable prices or terms than another client, and orders placed later may not be filled entirely or at all, based upon the prevailing market prices at the time of the order or trade. In addition, some opportunities for reduced transaction costs and economies of scale may not be achieved.

Although the Firm believes that aggregating orders usually facilitates best execution and reduces transactional costs, it is possible that the average price received for a bunched order may be worse than the price which a client could have received had it executed a smaller quantity of shares on its own. There may also be corresponding potential disadvantages when more than one client simultaneously seeks to dispose of commonly held securities or other investment positions.

Item 13

Review of Accounts

A. Periodic Review of Client Accounts

The Firm reviews client accounts on an ongoing basis. The Managing Member has ultimate responsibility for all investment decisions made and will conduct reviews that include, but are not limited to, an assessment of daily profit and loss reports with respect to its clients' investment positions, the amount of leverage employed in connection with managing its clients' accounts, and adherence to each client's trading parameters and investment strategies. The Managing Member evaluates the Firm clients' investments based on performance, company fundamentals, news and press releases, analyst reports, general market conditions and other considerations. A review of a client account may be triggered by any unusual activity or special circumstances.

B. Factors Prompting Review of Client Accounts Other than a Periodic Review

A review of a client account may be triggered by any unusual activity or special circumstance.

C. Contents and Frequency of Account Reports to Clients

The Firm provides Fund Investors with annual audited financial statements (within 120 days after the end of each fiscal year) and Schedules K-1 with respect to each Investor's interest in a Fund, as applicable. In addition, the Firm may provide such Fund Investors with performance and other updates on a periodic basis.

Item 14
Client Referrals and Other Compensation

A. Economic Benefits for Providing Services to Clients

The Firm does not receive economic benefits from non-clients for providing investment advice and other advisory services.

B. Compensation to Non-Supervised Persons for Client Referrals

The Firm may engage a placement agent to solicit or refer potential clients or Investors into the Funds. Such placement agent will be subject to a conflict of interest because they will be compensated in connection with their solicitation activities. In addition, the use of capital introduction services provided by executing or prime brokers may create a conflict of interest in that it may create an incentive for the Firm to direct additional brokerage to such executing brokers or prime brokers. The Firm will implement policies and procedures designed to seek best execution and periodically monitor and evaluate service providers.

Item 15

Custody

While the Firm does not intend to maintain physical custody of funds and securities of the Funds, the Firm (or its affiliates) may be deemed to have custody of the funds and securities of the Funds pursuant to Rule 206(4)-2 of the Advisers Act due to its ability to access the accounts of the Funds directly or indirectly through the position of the Funds' General Partners. Fund Investors do not receive statements directly from the Funds' custodians. Instead, the Funds will be subject to an annual audit by an independent, PCAOB-registered auditing firm and audited financial statements will be distributed to each Fund Investor. Audited financial statements are prepared in accordance with U.S. Generally Accepted Accounting Principles and will be distributed within 120 days of each Fund's fiscal year end.

Item 16

Investment Discretion

The Firm has discretionary authority to manage investments on behalf of each Fund, including the authority to determine which securities and investments to buy or sell and the amount of securities and investments to buy or sell. Despite this broad authority, the Firm is committed to adhering to the investment strategy and program set forth in the applicable Offering Documents.

Item 17

Voting Client Securities

The Firm has adopted a proxy voting policy pursuant to and in compliance with the Advisers Act Rule 206(4)-6. The Firm's general policy is to not vote proxy proposals, amendments, consents or resolutions (collectively, "*Proxies*"). However, if the Firm were to vote Proxies, the Firm would vote in what it determines is the best position for its clients to take, taking into account their respective investment objectives.

There are many complexities to Proxies, and the Firm may take into account any of the following factors, as determined by the Firm in its sole discretion, including without limitation:

- The impact on the value of the securities or instruments owned by the relevant client and the returns on those securities;
- the anticipated associated costs and benefits;
- the continued or increased availability of portfolio information; and
- industry and business practices.

The Firm may vote against a proposal or recommendation of management and will generally determine to abstain from voting a proxy, if it is believed the action is in the best interest of a client.

Generally, Investors may not direct the Firm's vote in a particular solicitation.

Conflicts of interest may arise between the interests of a client, on the one hand, and the Firm or its affiliates on the other hand. If the Firm determines that it may have, or be perceived to have, a conflict of interest when voting Proxies, it will vote in accordance with its Proxy voting policies and procedures.

Investors and prospective Investors may obtain a copy of the Firm's Proxy voting policies and Proxy voting record upon request by contacting the Firm at (305) 813-0484 or by email at jen.niles@nilesinvestmentmanagement.com.

Item 18
Financial Information

The Firm (i) is not required to include a balance sheet for its most recent fiscal year, (ii) is not aware of any financial condition reasonably likely to impair its ability to meet contractual commitments to clients, and (iii) has not been the subject of a bankruptcy petition at any time during the past ten years.