

**Ridgeline Productions LLC**

**March 28, 2024**

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**This brochure provides information about the qualifications and business practices of Ridgeline Productions LLC (“Ridgeline” or the “Adviser”), an investment adviser applying for registration with the United States Securities and Exchange Commission (the “SEC”). If you have any questions about the contents of this brochure, please contact us at [invest@broadwayfund.com](mailto:invest@broadwayfund.com). This information has not been approved or verified by the SEC or by any state securities authority.**

**Additional information about Ridgeline Productions LLC also is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).**

Registration with the SEC or with any state securities authority does not imply a certain level of skill or training.

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## **Item 2. Material Changes**

Ridgeline is required in this Item to identify and discuss any material changes made to this Brochure since the last annual update dated June 30, 2023. There are no material changes to report.

However, updates have been made throughout this Brochure and Ridgeline recommends that you read this Brochure in its entirety. If Ridgeline makes any material changes to this Brochure, this Item will be revised to include a summary of changes.

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#### **Item 4. Advisory Business**

Ridgeline Productions LLC (“Ridgeline” or the “Adviser”) is organized as a Wyoming limited liability company and is an investment adviser with its principal place of business in New York, New York. Ridgeline became registered with the SEC in July 2023 and provides investment advisory services to Clients (as described below). Hunter Arnold, Curt Cronin and John Joseph are the principal owners of the Adviser.

The Adviser provides investment advisory services on a discretionary basis to its Clients, which consist of pooled investment vehicles (the “Clients”) intended for sophisticated investors and institutional investors.

The Adviser provides advice to Clients based on specific investment objectives and strategies. The Adviser does not tailor advisory services to the individual needs of Clients.

As of December 31, 2023, Ridgeline managed approximately \$153,854,000 of net assets for its clients on a discretionary basis and did not manage any client assets on a non-discretionary basis.

#### **Item 5. Fees and Compensation**

*Asset-Based Compensation.* The fee schedules for each Client will be described in detail in each Client’s offering memorandum or investment management agreement.

*Management Fee.* Investment management fees of 2% per annum are charged each quarter in based on the aggregate contributions to each Client. If a new Client account is established during a quarter or a Client makes an addition to its account during a quarter the investment management fee will be prorated for the number of days remaining in the quarter. Notwithstanding the foregoing, Ridgeline has entered into, and reserves the right in the future to enter into, other compensation arrangements with other Clients.

The Adviser may reduce, waive, defer or share the Management Fee chargeable to any Investor without the consent of or notice to any Investor.

The Adviser deducts the investment management fee from Client accounts on a quarterly basis by instructing each Client’s custodian. The asset-based compensation charged to a particular Client (if any) is described in such Client’s offering memorandum or other applicable governing document.

*Expenses.* In addition to paying investment management fees, Client accounts will also be subject to other investment expenses in accordance with each Client’s investment management agreement or fund governing documents. Each Client will pay all reasonable legal and other organizational and offering fees and expenses (“Organizational Expenses”) incurred in the formation of each Client and related and related entities excluding placement fees, which, if any, will be borne by the general partner of each Client (each, a “General Partner”) or by the investor that was introduced to each Client by such broker (but not any other investor).

Each Client will be responsible for all other expenses incurred in connection with its operation (collectively, “Operating Expenses”), including, without limitation, (i) all out-of-pocket costs and expenses related to investments or proposed investments that are not consummated, such as (A) legal, accounting, consultant and other professional costs and expenses; (B) travel costs; (C) brokerage commissions and other finders’ fees and transaction costs; (D) custodial fees and costs of other third-party services; (E) legal and other due diligence reports; (F) research costs and expenses; (G) costs and expenses associated with monitoring and administration of Investments; (H) expenses associated with financing, refinancing or pledging or disposing of, or proposed financing, refinancing or pledging or disposing of, all or any portion of an Investment and the expenses of any other debt or financing incurred by each Client; (I) expenses related to structuring investment vehicles; and (J) any withholding, transfer or other taxes imposed on each Client; provided, that each Client’s responsibility for expenses under this clause shall in no way limit the liability of any Partner for any obligation to reimburse each Client for such expenses; (ii) Management Fees; (iii) marketing expenses, promotional materials, and documentation of performance and the admission of

investors; (iv) out-of-pocket costs of the administration of each Client, including, without limitation: (A) accounting, audit, legal and consulting fees and expenses; (B) costs of holding any meetings of investors; (C) fees, reasonable expenses and indemnification of each member of the limited partner advisory committee; (D) costs of any litigation, director and officer liability or other insurance obtained with respect to any indemnified party and indemnification or extraordinary expense or liability relating to the affairs of each Client; (E) expenses associated with reporting and providing information to existing and prospective investors; and (F) expenses associated with the maintenance of books and records of each Client and the preparation and dispatch to the investors of distributions, financial and tax reports, portfolio valuations, tax returns and notices required pursuant to the Client's partnership agreement or other governing document (as referred to herein, the "Partnership Agreement"); (v) all other general operating expenses of each Client, such as: (A) expenses and fees incurred in connection with the regulation, registration, qualification or exemption of each Client under any applicable laws and expenses related to the maintenance thereof; (B) all expenses incurred in connection with the preparation of, and alterations and amendments to, the Partnership Agreement or the certificate of limited partnership of each Client; (C) all taxes, fees or other governmental charges levied against each Client and all expenses incurred in connection with any tax audit, investigation, settlement or review of each Client or its activities; (D) all expenses incurred in connection with the collection of amounts due to each Client from any person; and (E) all expenses incurred in connection with administrative proceedings relating to the determination of items at each Client level undertaken by the tax matters partner; and (vi) all expenses incurred in connection with the dissolution and liquidation of each Client. Each of the General Partner or any of its affiliates, in its sole discretion, may from time to time pay for any of the foregoing Operating Expenses and be reimbursed for such expenses, or to waive its right to reimbursement for any such expenses, as well as terminate any such voluntary payment or waiver of reimbursement.

Operating Expenses shall not include the General Partner's general operating and overhead expenses associated with providing the management and investment management services required under the Partnership Agreement ("General Partner Expenses"), and the General Partner shall be responsible for General Partner Expenses. General Partner Expenses include all expenses incurred by the General Partner in providing for its normal operating overhead, including, but not limited to, the cost of providing relevant support and administrative services (e.g., employee compensation and benefits, rent, office equipment, computer systems, insurance (other than as expressly set forth above), utilities, telephone, secretarial and bookkeeping services, etc.), but not including any Operating Expenses.

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

The Adviser and its investment personnel provide investment management services to multiple portfolios for multiple Clients. The Adviser (or an affiliate of the Adviser) is entitled to be paid performance-based compensation by Investments (as defined below) of its private pooled investment vehicle Clients. Such performance-based compensation may create an incentive for the Adviser to make investments that are riskier or more speculative than would be the case in the absence of such performance-based compensation arrangements. In addition, such arrangements may create an incentive for the Adviser to cause Clients to favor Investments that provide greater compensation to the Adviser and its affiliates. Performance-based compensation is expected to be in the form of profit distributions or other compensation in line with industry standards from some investments pursuant to contractual arrangements related to the underlying investments or, in the case of investments held through limited liability companies or other legal entities, by profit allocations or other compensation directly from such companies and entities. Such profit distributions and other compensation are in lieu of carried interest and, therefore no carried interest or similar allocation will be charged by the General Partner directly to Clients or investors. Neither the Clients nor Client investors will be entitled to receive any portion of such amounts paid to the General Partner or its affiliates from Investments. Notwithstanding the foregoing, Ridgeline has entered into, and reserves the right in the future to enter into, performance-based compensation arrangements with other Clients, including where carried interest or similar allocation will be charged by the General Partner directly to Clients or investors. The performance-based compensation charged to a particular Client (if any) is described in such Client's offering memorandum or other applicable governing document.

The Adviser manages multiple Client accounts. The management of multiple Client accounts creates a conflict of interest because the Adviser may have an incentive to favor one Client account over another. Accordingly, the Adviser has adopted and implemented policies and procedures intended to address conflicts of interest that may arise relating to the management of multiple Client accounts. In particular, the Adviser reviews investment decisions for the purpose of ensuring that all accounts with substantially similar investment objectives are treated equitably. The performance of similarly managed accounts is also regularly compared to determine whether there are any unexplained significant discrepancies. In addition, the Adviser's procedures relating to the allocation of investment opportunities require that eligible Client accounts with the same or substantially similar investment mandates and strategies participate in investment opportunities pro rata based on the relative size of Client accounts, as determined by the Adviser, of each participating account to all participating accounts; provided, however that the Adviser may allocate investment opportunities to such accounts on a non-pro rata basis due to a consideration of factors including but not limited to the Client's investment objective and strategies, risk profile, tax status, relative available capital, nature and liquidity of the security to be allocated and current market conditions.

#### **Item 7. Types of Clients**

Ridgeline's Clients consist of private funds. Ridgeline requires that a private fund Client be subject to a minimum of \$25,000,000 to open or maintain an account, which may be waived in Ridgeline's sole discretion. Additionally, Client Investors must meet certain suitability requirements as set forth in each Client's offering memorandum and/or operative documents. The offering memorandum for each Client sets forth the required minimum amounts for investment by investors in such Client. Minimum investment amounts have been, and may in the future be, waived at the sole discretion of Ridgeline (or by such Client, as applicable). Ridgeline, in its sole discretion, will establish any minimum account requirements with respect to other Clients.

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

##### **Methods of Analysis and Investment Strategies.**

Ridgeline's investment objective is to produce significant returns from a portfolio of investments in a wide variety of theatrical productions, including on-Broadway productions, off-Broadway productions (including both first run and touring productions in the United States and/or internationally), immersive productions ("Theatrical Productions"), related film/tv productions, live capture, cast recordings, and other related investments (all of the foregoing, collectively, "Investments"). Investments may be made in the form of either equity or debt (both majority control and minority non-control). Investments may be managed by Ridgeline and/or its affiliates.

Ridgeline seeks to produce returns for Clients by investing capital and any accrued profits and/or distributions in securities related to Theatrical Productions and other securities arising out of each Client's investments (e.g., movie rights, soundtracks, etc.).

The core of Ridgeline's strategy is to create value and investor returns through a data-supported strategic application of investment tactics to the Broadway and broader marketplace for Theatrical Productions, allowing investors to realize returns while supporting cultural contributions. Ridgeline has institutionalized its approach to every aspect of the business: (i) value optimization, (ii) vertical integration, (iii) cost optimization, (iv) risk mitigation and (v) profit generation and maximization.

Ridgeline's investment process starts with sourcing potential Investments. Ridgeline, the principals and their affiliates are personally involved in and have strong access to this exclusive industry through fifteen years of focused win-win business which has cultivated strong relationships and give them privileged access to excellent talent and brand names.

In general, Ridgeline, the principals and their affiliates perform their own research and quantitative modeling in determining potential investments for Clients. Ridgeline's investment ideas may also be generated from a wide variety of sources, including industry contacts, publications, social media and conferences.

Proprietary data generated by Ridgeline, the principals and their affiliates, put together over more than ten years of research, facilitates quantitative analysis that Ridgeline believes is unavailable to others.

After a potential Investment has been sourced, Ridgeline then analyzes the potential Investment to better understand the potential rewards and risks associated with that Investment. Ridgeline evaluates Investments through several filters:

### *1. Type of Production*

Primary Theatrical Productions can be broken down into four main categories, each with a different profile for risk and return: New Musicals, Revival Musicals, New Plays, and Revival Plays. Broadly speaking, new content and musicals are more volatile but have more potential upside, while revivals and plays are less volatile with less potential upside. Additionally, tours, cast recordings, live capture, and other types of productions each have their own risk/reward profile.

### *2. Size and Cost of Production*

The cost of Theatrical Productions varies dramatically, often ranging from \$2 million - \$100 million depending on the category of production. Ridgeline tends to focus on large scale Broadway musicals with a capitalization between \$8 million and \$25 million and large Broadway plays with significant star power.

### *3. Location of Production*

Another factor in Ridgeline's analysis of a potential Investment is where the production would be staged. For example, in the case of Broadway productions, location is a crucial component to understand in this market because space is inelastic – in order to be successful, a producer must both secure a theater from the limited pool of owners and secure the correct size theater. For example, if a producer anticipates a smash hit but selects a small theater, then the sales and thus profitability are constrained. If a producer secures a large theater but has only mediocre sales, the production may get closed down after only a few weeks on stage – where a small theater may have been able to support lesser sales and marginal profitability, or at least a mitigated loss. Tours can travel throughout anywhere in the United States and the world, wherever the producer assesses a viable market for the production. International Productions may be located anywhere in the world. Immersive productions have significantly more flexibility when it comes to location.

### *4. Stage and Process of Development*

Under a typical process for shows for Broadway and other Theatrical Productions, scripts are written by a variety of creatives from amateurs to seasoned professionals. Producers commission or purchase scripts and conduct a series of screenings to determine which scripts will go to production. Producers will then determine which scripts they will take to a workshop. Workshops will last anywhere from 2 to 6 weeks; focused on developing the production to prepare for full staging. At the end of the reading or workshop, a performance of the show, or selections from it, is often opened to select potential investors. Depending on the show's needs and risk profile, the show may then move on to be produced in a large city, moved to an off-Broadway theater, or produced at a regional or summer theatre. Finally, the show may be selected for production on Broadway or in another market.

Ridgeline evaluates where in the above process potential Investments lie in determining whether to make an investment. The greatest risk and reward results from investing in the rights to productions as scripts. While most scripts will never be produced (thereby resulting in a complete loss of investment), if a script is produced, by investing at this stage the investor typically obtains rights to both the investor and the producer's share of returns for a successful production. Investing in productions that are being developed off-Broadway typically gives investors guaranteed access to a production if it goes to Broadway, and it also gives investors the ability to negotiate additional ancillary opportunities such as cast recording and tours. Investing in productions as they go to Broadway is still a lower risk investment with the fastest return of capital; due to the reduced risk these investments also forgo the additional benefits of early or front money.

Ridgeline believes that its, the principals' and their affiliates' proprietary data on show types, lead producer track records, creative team member success rates and more help Ridgeline significantly improve Client's potential for outsized gains. By building a portfolio of Investments that includes projects at varying points in the development cycle, Ridgeline aims to time Investments in projects at the point where their risk/gain potential is maximized.

#### *5. Ancillary Opportunities*

Ridgeline believes that one of the true opportunities for successful theatrical investments is to invest in Broadway productions that provide follow-on rights to downstream, ancillary offerings. On Broadway, investors and producers typically take on all of the revenue risk: everyone else is getting guaranteed pay (from theater owners to equipment rental houses, advertising agencies, and more) but if the show is not making a weekly profit, producers and investors absorb the loss.

Touring productions usually invert the risk in favor of the investors as the host theater(s) take on the majority of the risk and much of the expense of the tour. Host venues are usually responsible for much of the local advertising, marketing, and sales support, which immediately lowers the cost for the tour production. On top of this, host venues typically give the touring production a minimum guarantee on ticket sales. The weekly guarantee is negotiated in advance, so a well-structured tour usually can come into every city knowing that the guarantee is higher than fixed operating costs; effectively resulting in profit each week.

In addition, the touring production usually takes a portion of all ticket sales above the guarantee. This essentially turns a well-produced, financially intelligent tour into a low downside investment with strong upside potential.

Using scaled leveraged bargaining power and our community connections, Ridgeline intends to not only negotiate proportional participation in risk-advantaged ancillary offerings, but to also seek to hold the first right to any unused portion of those offerings (investments passed on by vanity investors). By maximizing participation in risk advantaged offerings, Ridgeline intends to turn a hit show into many other highly favorable future opportunities.

Ridgeline also seeks opportunity in cast recordings, UK and foreign productions, film and television rights, digital brand leveraging, merchandising and much more.

#### ***Material Risks (Including Significant, or Unusual Risks) Relating to Investment Strategies.***

The following summary identifies the material risks related to the Adviser's significant investment strategies and should be carefully evaluated before making an investment with the Adviser; however, the following does not intend to identify all possible risks of an investment with the Adviser or provide a full description of the identified risks. Investors and potential investors in pooled investment vehicles should refer to the offering memorandum for the pooled investment vehicle for a further discussion of the applicable risks.

***Dependence upon Suitable Investment Opportunities.*** Each Client's sole purpose is to invest in Theatrical Productions and associated activities. With a focused strategy to invest in Theatrical Productions and associated activities, the availability of investment opportunities will be primarily driven by the ongoing ability of Ridgeline and the principals to identify and secure such investment opportunities. Each Client will be dependent upon Ridgeline's and the principal's ability to make such investments in order to realize profits which may be distributed to the investors. There is no assurance that Ridgeline will succeed in those endeavors. Nor is there any assurance as to the viability, prospects, projections, and results of operation of each Client. Accordingly, there can be no assurance that each Client will be able to secure investment opportunities that satisfy each Client's objectives or realize upon their values or that each Client will be able to fully invest their committed capital. Whether or not each Client is able to achieve these objectives, investors will be required to pay a Management Fee, and the payment of such fee is required even if each Client not made an investment or experience net losses in a particular quarter. In addition, each Client will incur Organizational Expenses and other Operating Expenses which may not be offset by the income each

Client realizes. Each Client's investments will involve a high degree of business and financial risk that can result in a loss of the entire investments.

*Past Performance is not Indicative of Future Performance.* The investment program of each Client should be evaluated on the basis that there can be no assurance that Ridgeline's assessment of short-term or long-term prospects of investments will prove accurate or that Ridgeline or each Client will achieve their investment objectives or be successful at executing Ridgeline's investment strategies.

*Competitive Industry.* Ridgeline faces intense competition from other theatrical producers and presenters in attracting creative, business and technical personnel for the Theatrical Productions. Many competitors have substantially greater experience, assets and financial and other resources than each Client, and Ridgeline. In addition, each Client will face competition from other plays and musicals on offer at the same time as the Theatrical Productions as well as competition from other forms of entertainment available to individuals, including movies and concerts.

*Illiquid Investments.* The individual Theatrical Productions in which each Client will invest will be comparatively small investments which have either a limited readily available market or no readily available market for their resale. Each Client typically will be dependent upon such individual Theatrical Productions. There can be no assurance that such individual Theatrical Productions will be profitable or that sufficient funds will exist in each Client to provide for any, some or all of the Redemption requests received by each Client. Proceeds to each Client will largely consist of incremental cash amounts during an indeterminate period of time, and, at least initially, there will not be large amounts of cash proceeds available to each Client to effect Redemptions by each Client.

***Risks Associated With Types of Securities that are Primarily Recommended (Including Significant, or Unusual Risks).***

*Dependence on Individual Theatrical Productions.* Although Ridgeline will monitor the performance of each investment, it will be primarily the responsibility of the management team of each Theatrical Production to render such production profitable. There can be no assurance that such theatrical management teams will possess the required level of skill or resources required to run a Theatrical Production or that such management teams, if able to run a Theatrical Production, will indeed run such Theatrical Production in a competent manner. Neither Ridgeline nor each Client will be responsible for any action taken by or omission of such management teams. In addition, in the event of a default by or failure of an individual Theatrical Production, each Client will not receive any payments in respect of each Client's investment in such Theatrical Production, which will adversely affect each Client's performance. While Ridgeline expects to take various remedial actions designed to minimize or avoid losses, no assurance can be provided that these actions will be successful or how long they will take.

*Investing in Theatrical Productions is a high-risk investment.* Many Theatrical Productions result in the loss to investors of one hundred percent (100%) of their investment, and most Theatrical Productions fail to recoup their production costs. Producing a particular theatrical production is a highly speculative enterprise, carrying a substantial risk that the venture will be unprofitable and that the investors will lose all or a large part of their investment. No assurances of any nature can be made that the Theatrical Production will be financially successful, and if it is financially unsuccessful, there are no alternative lines of business for each Client to fall back on. Client investors should purchase Interests only if they can afford the loss of their entire investment.

*Ticket sales for Theatrical Productions may be negatively impacted by the economy and the opinions of critics and fewer ticket sales means less profits, if any.* Ticket prices for theater productions are high relative to competing forms of entertainment (such as movies, DVD rentals, on demand programming, streaming entertainment, etc.). Consequently, the sale of tickets to Theatrical Productions may suffer if the public explores less expensive entertainment options in an unfavorable economic environment. Also, given the relatively high price for theater tickets, theater-goers often make decisions regarding which show to see based on the reviews of theater critics. Each Client, and Ridgeline will have no control over critics' reviews of the Theatrical Productions. If any Theatrical Production in which each Client is invested does not receive

positive reviews, such reviews may inhibit each Client's ability to sell tickets, and such Theatrical Production may have to close earlier than expected.

*Ticket sales for Theatrical Productions may be negatively impacted by technological advances and changing entertainment preferences.* Certain technological advancements and anticipated developments in related entertainment products, including certain virtual reality products and services may negatively impact sales of tickets to Theatrical Productions. In addition, changing entertainment preferences in each generation may also negatively impact such sales.

*Strikes by unions can shut down Theatrical Productions.* Musicians, stagehands, actors, and many other theatrical personnel belong to unions. Such unions have entered into collective bargaining agreements with the Broadway League, a trade association that includes producers and theater owners. If terms cannot be reached for the extension of an expiring collective bargaining agreement, there is the possibility that the applicable union will go on strike or that members of the Broadway League may lock out the union members. Both possibilities have occurred in the past. Either a strike or a lock-out could seriously disrupt the opening of any Theatrical Production, and if it already has opened, the continuation of any Theatrical Production, particularly if any work stoppage extends for more than a few days.

*Competitive Industry.* Each Client faces intense competition from other theatrical producers and presenters in attracting creative, business and technical personnel for the Theatrical Productions. Many competitors have substantially greater experience, assets and financial and other resources than each Client, and Ridgeline. In addition, each Client will face competition from other plays and musicals on offer at the same time as the Theatrical Productions as well as competition from other forms of entertainment available to individuals, including movies and concerts.

*Pandemics, terrorist attacks, and natural disasters can shut down Theatrical Productions.* Theatrical Productions are dependent upon many geopolitical factors, including peoples' choice and ability to travel in order to attend a Theatrical Production. Pandemics, terrorism, travel bans instituted by Executive Order and other geopolitical events, or considerations may impact peoples' ability or willingness to purchase tickets to a Theatrical Production in which each Client is invested.

*Production of the Theatrical Productions may be abandoned before Investors achieve their investment objective.* Ridgeline has the right to abandon any Theatrical Production or other Investment at any time that Ridgeline deems it to be in the best interest of each Client, including if such Theatrical Production does not operate profitably or for any other reason that Ridgeline deems reasonable. Furthermore, under the terms of most theater licenses, if tickets sales fall below a stipulated level for a specified period of time (often as short as two weeks), the theater owner has the right to terminate the theater license which, effectively, would mean the end of such Theatrical Production since prohibitive cost considerations may render the transferring of such Theatrical Production to another theater (if one is available) impracticable.

*Each Client may not have the right to invest in touring companies or other licensed productions related to any Theatrical Production.* If any Theatrical Production is a success, each Client intends to participate in investment opportunities related to such Theatrical Productions, including touring companies. However, there can be no assurance that each Client will be able to secure such investment opportunities.

#### **Additional Risks Relating to the Adviser.**

*Cybersecurity Risk.* The information and technology systems of the Adviser and of key service providers to the Adviser and its Clients, may be vulnerable to potential damage or interruption from computer viruses, network failures, computer and telecommunication failures, infiltration by unauthorized persons and security breaches, usage errors by their respective professionals, power outages and catastrophic events such as fires, tornadoes, floods, hurricanes and earthquakes. For instance, cyber-attacks may interfere with the processing or execution of the Adviser's transactions, cause the release of confidential information, including private information about Clients, subject the Adviser or its affiliates to regulatory fines or financial losses, or cause reputational damage. Additionally, cyber-attacks or security breaches (e.g., hacking or the unlawful withdrawal or transfer of funds), affecting any of the Adviser's key service providers, may cause

significant harm to the Adviser, including the loss of capital. Similar types of cybersecurity risks are also present for Theatrical Productions in which the Adviser may invest. These risks could result in material adverse consequences for such Theatrical Productions and may cause the Adviser's investments in such Theatrical Productions to lose value. Although the Adviser has implemented various measures designed to manage risks relating to these types of events, if these systems are compromised, become inoperable for extended periods of time or cease to function properly, it may be necessary for the Adviser to make a significant investment to fix or replace them and to seek to remedy the effect of these issues. The failure of these systems and/or of disaster recovery plans for any reason could cause significant interruptions in the operations of the Adviser or its Client accounts and result in a failure to maintain the security, confidentiality or privacy of sensitive data, including personal information, which may result in identity theft.

***Risk Management Failures.*** Although the Adviser attempts to identify, monitor and manage significant risks, these efforts do not take all risks into account and there can be no assurance that these efforts will be effective. Moreover, many risk management techniques, including those employed by the Adviser, are based on historical market behavior, but future market behavior may be entirely different and, accordingly, the risk management techniques employed on behalf of Clients may be incomplete or altogether ineffective. Similarly, the Adviser may be ineffective in implementing or applying risk management techniques. Any inadequacy or failure in risk management efforts could result in material losses to Clients.

***Systems and Operational Risk.*** The Adviser relies heavily on certain financial, accounting, data processing and other operational systems and services that are employed by the Adviser and/or by third party service providers, including prime brokers, the third-party administrator, market counterparties and others. Many of these systems and services require manual input and are susceptible to error. These programs or systems may be subject to certain defects, failures or interruptions. For example, the Adviser and its Clients could be exposed to errors made in the confirmation or settlement of transactions, from transactions not being properly booked, evaluated or accounted for or related to other similar disruptions in each *Clients'* operations. In addition, despite certain measures established by the Adviser and third-party service providers to safeguard information in these systems, the Adviser, Clients and their third-party service providers are subject to risks associated with a breach in cybersecurity which may result in damage and disruption to hardware and software systems, loss or corruption of data and/or misappropriation of confidential information. Any such errors and/or disruptions may lead to financial losses, the disruption of each *client* trading activities, liability under applicable law, regulatory intervention or reputational damage.

***Valuation of Portfolio Holdings.*** There are various conflicts of interest in connection with the valuation of Client assets. In particular, higher valuations of Client assets will result in a Client overpaying withdrawing investors and subscribing investors overpaying for their interests in a Client. Similarly, lower valuations of Client assets will result in a Client underpaying withdrawing investors and subscribing investors underpaying for their interests in a Client. In addition, inflated valuations may result in better performance which may assist in marketing for the Adviser. To address these conflicts, the Adviser has adopted and implemented a methodology specifically designed to account for the types of assets being valued (e.g., Theatrical Productions) and has formed a valuation committee to oversee the valuations process, and the review of fair-valued investments.

***Effects of Health Crises and Other Catastrophic Events.*** Health crises, such as pandemic and epidemic diseases, as well as other catastrophes that interrupt the expected course of events, such as natural disasters, war or civil disturbance, acts of terrorism, power outages and other unforeseeable and external events, and the public response to or fear of such diseases or events, have and may in the future have an adverse effect on Clients' investments and the Adviser's operations. For example, any preventative or protective actions that governments may take in respect of such diseases or events may result in periods of business disruption, inability to obtain raw materials, supplies and component parts, and reduced or disrupted operations for Client portfolio companies. In addition, under such circumstances the operations of the Adviser and other service providers, including functions such as trading and valuation could be reduced, delayed, suspended or otherwise disrupted. Further, the occurrence and pendency of such diseases or events could adversely affect the economies and financial markets either in specific countries or worldwide.

*Expanded Private Fund Adviser Rules.* On August 23, 2023, the SEC adopted certain rules and amendments under the Investment Advisers Act of 1940 (the “Advisers Act”) to enhance the regulation of private fund advisers (the “Private Fund Adviser Rules”) that will affect investment advisers, including Ridgeline, by (i) requiring such investment advisers to comply with additional reporting and compliance obligations, (ii) prohibiting certain business practices, (iii) prohibiting certain types of preferential treatment offered by such investment advisers to certain (but not all) investors in a private fund, including, among other things, the provision of information regarding portfolio holdings of the private fund or of a substantially similar pool of assets, and (iv) prohibiting other forms of preferential treatment for certain (but not all) investors without providing sufficiently detailed written disclosures about such preferential treatment to prospective and current investors. Section 202(a)(29) of the Advisers Act defines the term “private fund” as an issuer that would be an investment company under the Investment Company Act but for the exemption provided under Sections 3(c)(1) or 3(c)(7) thereunder. Because the Funds rely on these provisions of the Investment Company Act, each will be considered a “private fund” within the meaning of the Private Fund Adviser Rules, and Ridgeline would be required to comply with the enhanced obligations under the Private Fund Adviser Rules. The costs of complying with certain of the reporting and compliance obligations under the Private Fund Adviser Rules could be substantial, and it is possible that the costs of preparing such reports would be borne by Funds. If the Funds are responsible for such expenses, it could affect a Fund’s ability to deploy capital and reduce the amount available for investment. In addition, if Ridgeline was prohibited from discussing the underlying portfolios of its Funds with investors, or if certain types of Side Letters were prohibited absent highly specific disclosure, it could result in a reduction of the quality and quantity of information provided to investors.

There is no “grandfathering” under the Private Fund Adviser Rules, and therefore Ridgeline would be obligated to comply with the Private Fund Adviser Rules with respect to the current and future Funds that it manages. Each investor must make its own determination as to the extent that its investment in such funds would be affected by the Private Fund Adviser Rules, and the potential impact of the Private Fund Adviser Rules on its investment.

#### **Item 9. Disciplinary Information**

This Item is inapplicable.

#### **Item 10. Other Financial Industry Activities and Affiliations**

This Item is inapplicable.

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

##### ***Code of Ethics.***

Ridgeline has adopted and implemented a code of ethics (the “Code of Ethics”) pursuant to Rule 204A-1 under the Investment Advisers Act of 1940, as amended (the “Advisers Act”), which requires Ridgeline and its employees to put the interests of Clients before their own interests and to act honestly and fairly in all respects with its Clients. The Code of Ethics also requires all employees to comply with applicable federal securities laws.

The Code of Ethics describes rules surrounding personal securities transactions and applies to all Ridgeline’s employees and to any other person who is deemed to be an “access person” (all such employees and other persons are referred to as “access persons”). Access persons are required to report certain personal securities transactions and holdings. Those personal securities transactions may raise potential conflicts with the interests of Ridgeline’s Clients. To mitigate potential conflicts of interest, Ridgeline requires its access persons to pre-clear their personal transactions in any investments involving initial public offerings, private placements, as well as other “reportable securities” as defined in Rule 204A-

1 under the Advisers Act. Ridgeline, however, allows its access persons to trade exchange traded funds and exchange traded notes, as well as other securities that are not “reportable securities” without a prior written approval.

The Code of Ethics also provides guidance for Ridgeline employees regarding (i) engaging in activities outside of Ridgeline’s business; (ii) documenting close personal or family relationships; and (iii) giving and receiving business related gifts and providing and receiving entertainment.

A copy of the Code of Ethics may be obtained by contacting the Chief Compliance Officer at willbruce@silverfernfinancial.com.

### ***Transactions in Securities where Adviser has a Material Financial Interest.***

Ridgeline, as well as certain of Ridgeline’s employees may, and currently do, invest in a Client, and, accordingly, will share any profits and losses generated by each Client’s investments. In addition, related persons of Ridgeline may purchase interests in the same investments held by each Client, subject to pre-clearance and other Code of Ethics requirements. Related persons of Ridgeline serve as a lead producer, executive producer and/or a co-producer of Theatrical Productions, for which they are typically compensated based on profits generated by the Theatrical Production and have other business arrangements with Theatrical Productions invested in by Clients. As a result, conflicts of interest frequently arise in connection with making investment decisions for Clients because of the financial and other interests held by Ridgeline and related persons in the relevant Theatrical Production.

### ***Insider Trading.***

Ridgeline or its respective related persons, in the course of its investment management and other activities, may come into possession of confidential or material nonpublic information about issuers, including issuers in which Ridgeline or its respective related persons have invested or seek to invest (including Theatrical Productions) on behalf of Clients. Ridgeline is prohibited from improperly disclosing or using such information for its own benefit or for the benefit of any other person, regardless of whether such other person is a Client. Ridgeline maintains and enforces written policies and procedures that prohibit the communication of such information to persons who do not have a legitimate need to know such information and to assure that Ridgeline is meeting its obligations to each Client and remains in compliance with applicable law. In certain circumstances, Ridgeline may possess certain confidential or material, nonpublic information that, if disclosed, might be material to a decision to buy, sell or hold a security or financial instrument, but Ridgeline will be prohibited from communicating such information to each Client or using such information for each Client’s benefit. In such circumstances, Ridgeline will have no responsibility or liability to each Client for not disclosing such information to each Client (or the fact that Ridgeline possesses such information), or not using such information for each Client’s benefit, as a result of following its policies and procedures designed to provide reasonable assurances that it is complying with applicable law.

## **Item 12. Brokerage Practices**

### ***Factors Considered in Selecting or Recommending Broker-Dealers for Client Transactions.***

Unless otherwise instructed, Ridgeline is given discretionary authority to select custodial and brokerage firms and to negotiate brokerage commissions. Ridgeline does not anticipate typically using broker-dealers for client investment transactions. However, in the rare cases it may engage a broker-dealer, the below sections discuss the approach and analysis Ridgeline will take in selecting and executing such a transaction.

**Best Execution.** Best execution has been defined as the “execution of securities transactions for clients in such a manner that the client’s total cost or proceeds in each transaction is the most favorable under the circumstances.” The best execution responsibility applies to the circumstances of each particular transaction and an investment adviser must consider the full range and quality of a broker-dealer’s services, including, among other things, execution capability, commission rates, and the value of any research,

financial responsibility and responsiveness. Ridgeline applies the best execution responsibility across all Clients consistently.

**Broker Analysis.** Ridgeline evaluates a wide range of criteria in seeking the most favorable price and market for the execution of transactions. These include the broker-dealer's trading costs, efficiency of execution and error resolution, financial strength and stability, capability, positioning and distribution capabilities, information in regard to the availability of securities, trading patterns, statistical or factual information, opinion pertaining to trading and prior performance in serving Ridgeline.

Also in consideration is such broker-dealers' provision or payment of the costs of research and other investment management-related services (the provisional payment of such costs by brokers are referred to as payment made by "soft dollars", as further discussed in the "Research and Other Soft Dollars Benefits" section immediately below). Accordingly, if Ridgeline determines in good faith that the amount of trading costs charged by a broker-dealer is reasonable in relation to the value of the brokerage and research or investment management-related services provided by such broker, the client may pay trading costs to such broker in an amount greater than the amount another broker might charge.

Ridgeline's investment professionals are responsible for continuously monitoring and evaluating the performance and execution capabilities of brokers that transact orders for our client accounts to ensure consistent quality executions. In addition, Ridgeline periodically reviews its transaction costs in light of current market circumstances and other relevant information.

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

Ridgeline does not receive indirect economic benefit in the form of soft dollar credits used to purchase research and related equipment/software from non-clients (i.e., brokerage or research firms) in connection with giving advice to Clients.

### **Item 13. Review of Accounts**

**Frequency and Nature of Review.** Each Client account is reviewed by Ridgeline's portfolio managers on an ongoing basis. Matters reviewed include adherence to investment guidelines and the performance of each Client account in light of the current investment environment.

**Factors Prompting a Non-Periodic Review of Accounts.** Significant market events changes in the investment objectives or guidelines of a particular Client, or specific arrangements with particular Clients may trigger reviews of Client accounts on other than a periodic basis.

**Content and Frequency of Regular Account Reports.** Each investor in a Client will receive the following: (i) unaudited performance information including Net Asset Value and Per Interest NAV Calculations; (ii) annual financial statements of each Client audited by an independent certified public accounting firm; (iii) copies of such investor's Schedule K-1 to each Client's tax returns; and (iv) other periodic reports or letters as determined by the General Partner in its sole discretion. The financial statements of each Client will be prepared in accordance with U.S. generally accepted accounting principles ("GAAP") (except to the extent that that each Client's offering memoranda or Partnership Agreement states or contemplates that such statements may be inconsistent with GAAP). The Client will bear all fees incurred in providing such tax returns and tax reports.

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

#### ***Economic Benefits Received from Non-Clients for Providing Services to Clients.***

The principals of Ridgeline own various companies ("Affiliated Companies") that operate and manage Theatrical Productions in which a Client invests, or that are hired by certain Theatrical Productions in which a Client invests. For example, Hunter Arnold owns and operates a production company, TBD Theatricals and Hunter Arnold and Curt Cronin own and operate a live capture film production company, TBD Studios.

Although any business dealings between each Theatrical Production and an Affiliated Company will be conducted on an arm's length basis, Ridgeline and its members and affiliates may have interests arising in the ordinary course of their businesses which conflict with the interests of Theatrical Productions and the Client. Ridgeline will manage the actual and potential conflicts of interest issues in good faith.

#### **Item 15. Custody**

The Adviser is deemed to have custody of the assets of pooled investment vehicles and intends to comply with Rule 206(4)-2 under the Advisers Act by meeting the conditions of the pooled vehicle annual audit provision.

#### **Item 16. Investment Discretion**

Ridgeline provides investment advisory services on a discretionary basis to Clients. Please see Item 4 for a description of any limitations Clients may place on the Adviser's discretionary authority.

Prior to assuming full discretion in managing a Client's assets, the Adviser enters into an investment management agreement or other agreement that sets forth the scope of the Adviser's discretion.

Unless otherwise instructed or directed by a discretionary Client, the Adviser has the authority to determine (i) the securities to be purchased and sold for each Client account (subject to restrictions on its activities set forth in the applicable investment management agreement and any written investment guidelines), and (ii) the amount of securities to be purchased or sold for each Client account. Because of the differences in Client investment objectives and strategies, risk tolerances, tax status and other criteria, there may be differences among Clients in invested positions and securities held. The Adviser may consider the following factors, among others, in allocating securities among Clients: (i) a Client's investment objectives and strategies; (ii) risk profiles; (iii) tax status; (iv) size of each Client account; (v) nature and liquidity of the security to be allocated; and (vii) current market conditions. Although it is the Adviser's policy to allocate investment opportunities to eligible Client accounts on a pro rata basis (based on the net capital contribution of each participating account relative to net capital contribution of all participating accounts), these factors may lead the Adviser to allocate securities to Client accounts in varying amounts. Even Client accounts that are typically managed on a pari passu basis may from time to time receive differing allocations of securities based on total assets of each account eligible to invest in the particular investment type (e.g., equities) divided by the total assets of all accounts eligible to invest in the particular investment.

Securities acquired by the Adviser for its Clients through a limited offering will be allocated pursuant to the procedures set forth in the Adviser's allocation policy. The policy provides that the Adviser will determine the proposed allocation of limited offering securities after considering the factors described above with respect to general allocations of securities and determining those Client accounts eligible to hold such securities. Eligibility will be based on the legal status of each Clients and each Clients' investment objectives and strategies.

The Adviser may provide certain Clients or investors in a private fund with the opportunity to co-invest in certain investments to which the Adviser has access. Participation in such opportunities may be limited to a select number of Clients or investors based on the Adviser's consideration of factors, including but not limited to: (i) whether the potential co-investor has expressed an interest in participating in co-investment opportunities; (ii) the Adviser's evaluation of the potential co-investor's size and financial resources; (iii) the ability of the potential co-investor to expeditiously participate in the investment opportunity without harming or otherwise prejudicing the other Clients participating; (iv) the Adviser's perception of whether the investment opportunity may subject the potential co-investor to legal, regulatory or other burdens that make it less likely that the potential co-investor would accept the investment opportunity; (v) whether the Adviser believes that allocating the investment opportunity to a potential co-investor will help establish, recognize or strengthen relationships that may provide indirectly longer-term benefits to current or future Clients or to the Adviser; (vi) any confidentiality concerns the Adviser has that may arise in connection with providing the potential co-investor with specific information regarding an investment opportunity in order to allow it to

evaluate the opportunity; and (vii) other factors deemed relevant by the Adviser. Co-investment opportunities may not be available to all of the Adviser's Clients or investors.

The Adviser may effect cross transactions between discretionary Client accounts, except as otherwise noted below. Cross transactions enable the Adviser to effect a trade between two Clients for the same security at a set price. Cross transactions include rebalancing transactions that are undertaken so that, after withdrawals or contributions have occurred, the portfolio compositions of similarly managed accounts remain substantially similar. The Adviser has a potentially conflicting division of loyalties and responsibilities regarding both parties to cross transactions, including with respect to a decision to enter into such transactions and with respect to valuation, pricing and other terms. Because the Adviser represents the interests of both the seller and the buyer in a cross transaction, Clients for which the Adviser executes cross transactions bear the risk that other Clients in the cross transaction will be treated more favorably. Clients also bear the risk that the price of a security bought or sold through a cross transaction may be less favorable than it might have been had the transaction been executed in the open market, and the risk that they receive a security that is difficult to dispose of in a market transaction. The Adviser will only engage in a cross transaction between Clients when the Adviser has determined that the cross transaction is in the best interest of each Client. Cross transactions between Client accounts are not permitted if they would constitute principal trades or trades for which the Adviser or its affiliates are compensated as a broker unless Client consent has been obtained based upon written disclosure to each Client of the capacity in which the Adviser or its affiliates will act. In addition, cross transactions are not permitted for benefit plan or other similar accounts that are subject to ERISA.

#### **Item 17. Voting *Client* Securities**

Given the nature of investments made by Ridgeline, it is highly unlikely that Ridgeline or its Clients will ever see a proxy or shareholder communication. However, if Ridgeline were to be delegated proxy voting authority on behalf of its Clients, the Adviser would comply with proxy voting policies and procedures that are designed to ensure that in cases where the Adviser votes proxies with respect to Client securities, such proxies are voted in the best interests of each Client.

#### **Item 18. Financial Information**

This Item is not applicable.