

Pinnacle Asset Management, L.P.  
Part 2A of Form ADV  
The Brochure

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This brochure provides information about the qualifications and business practices of Pinnacle Asset Management, L.P. (“Pinnacle”). If you have any questions about the contents of this brochure, please contact us at (212) 750-1778. 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 Pinnacle is also available on the SEC’s website at: [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## Material Changes

Pinnacle’s most recent update to Part 2 of Form ADV was made in March 2023. Since that update, information has been added to this Part 2 of Form ADV with respect to additional sources of fees and compensation, risks of loss, and brokerage practices.

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## Advisory Business

Pinnacle provides investment management services to private U.S. and offshore investment funds that invest in underlying funds, investment entities, operating companies and/or managed accounts managed by unaffiliated portfolio managers and management. Certain of Pinnacle’s funds also make investments in other funds or accounts managed by Pinnacle. For example, the PNR Funds, OPP Fund and the PPF Funds (each as defined below) are invested in the PACP Funds (as defined below). The domestic and offshore funds managed by Pinnacle are the PNR Funds, the PPF Funds, OPP Fund, the Gravitas Funds, Montes Fund, the PACP Funds, PMPC Master, the PSOC Funds, the PPET Fund and the PVA Funds (each as defined below) and are each referred to individually as a “Fund” and collectively as the “Funds”. Pinnacle provides investment advice to the Funds on a discretionary basis and in accordance with the objectives and investment policies described in each Fund’s respective offering and/or operational documents. Pinnacle also receives compensation for advisory and consulting services to, and may enter into fee sharing arrangements with, portfolio managers with which the Funds invest.

The “PNR Funds” consist of Pinnacle Natural Resources, L.P., a Delaware limited partnership open for investment by U.S. investors (“PNR Fund”), Pinnacle Natural Resources Offshore Ltd., a Cayman Islands exempted company open for investment by non-U.S. and U.S. tax-exempt investors (“PNR Offshore”), and Pinnacle Natural Resources Offshore ERISA Fund Ltd., a Cayman Islands exempted company open for investment by investors subject to the Employee Retirement Income Security Act of 1974, as amended (“PNR ERISA”). PNR Offshore invests substantially all of its assets in the PNR Fund. PNR ERISA invests substantially all of its assets in PNR Offshore. Waystone QIAIF Platform ICAV – Montes Fund (“Montes Fund”), a sub-fund of Waystone QIAIF Platform ICAV which is an umbrella fund with segregated liability between sub-funds registered with and authorized by the Central Bank of Ireland as an ICAV pursuant to Part 2 of the Irish Collective Asset-Management Vehicles Act 2015 (the “ICAV”), invests substantially all of its assets in PNR Offshore. Montes Fund has one investor which is also invested in Gravitas Fund. PNR Fund invests in underlying funds and managed accounts. Certain of the underlying funds that PNR Fund invests in are managed by Pinnacle. PNR Fund allocates a portion of its assets to PPF Master, PACP II, PSOC Master, PPET Master and PVA Master (all as defined below).

The “PPF Funds” (formerly the Pinnacle Commodity Infrastructure Funds) consist of Pinnacle Physicals & Financing, L.P., a Delaware limited partnership open for investment by U.S. investors (“PPF Fund”), Pinnacle Physicals & Financing Tax-Exempt, L.P., a Delaware limited partnership open for investment by U.S. tax-exempt investors (“PPF Tax-Exempt”), Pinnacle Physicals & Financing Offshore, Ltd., a Cayman Islands exempted company open for investment by non-U.S. investors (“PPF Offshore”) and Pinnacle Physicals & Financing Master, Ltd., a Cayman Islands exempted company (“PPF Master”). The PPF Funds are set up in a master-feeder structure whereby PPF Fund, PPF Offshore and PPF Tax-Exempt all invest in PPF Master, which then invests in underlying funds and other investment entities in groupings known as “tracks,” which are similar to side pockets. PPF Master invests in underlying funds including funds that are managed by Pinnacle. PPF Master allocates a portion of its assets to PACP I, PSOC Master and PVA Master (each as defined below), which are also managed by Pinnacle.

Pinnacle Opportunity Fund, L.P., is a Delaware limited partnership (“OPP Fund”). OPP Fund invests in underlying funds managed by third-party managers and managed accounts. In addition, OPP Fund allocates a portion of its assets to PPF Master, PACP I, PPET Master, PSOC Master and PVA Master (each as defined below).

P Fund L.P. (doing business as Pinnacle Fund) is a Delaware limited partnership (“Pinnacle Fund”). Pinnacle Fund is no longer open to investment and is in liquidation. PAGP (as defined below), its general partner, intends to use remaining cash balances to pay final Pinnacle Fund expenses and will distribute any proceeds in excess of expenses to former investors that it is able to locate.

The “Gravitas Funds” consist of Waystone QIAIF Platform ICAV - Gravitas Fund (“Gravitas Fund”) and Pinnacle Gravitas Holdings, Ltd., a Cayman Islands exempted company (“Gravitas Holdings”). Gravitas Fund is a sub-fund of the ICAV. Gravitas Fund has one investor which is also invested in Montes Fund. Gravitas Fund invests in funds managed by third-party managers, in PPF Master through PPF Offshore, in PMPC Master (as defined below), in PSOC Master (as

defined below) through PSOC Offshore (as defined below), in PPET Master, in PVA Master through PVA Offshore (as defined below), and in Gravitas Holdings, a Cayman Islands exempted company through which Gravitas Fund, as the only owner, makes certain of its investments in managed accounts. Gravitas Fund may have investments similar to investments of other Funds.

The “PACP Funds” consist of Pinnacle Arcadia Cattle Partners I, L.P., a Delaware limited partnership open for investment by U.S. investors (“PACP I”), Pinnacle Arcadia Cattle Partners II, LLC, a Delaware limited liability company open for investment by investors who wish to make a portion of their investment into the fund in the form of debt (“PACP II”), Pinnacle Arcadia Cattle Partners III, LLC, a Delaware limited liability company open for investment by U.S. tax-exempt investors and non-U.S. investors who do not wish to make a portion of their investment into the fund in the form of debt (“PACP III”) and Pinnacle Arcadia Cattle Partners Fund, L.P., a Delaware limited partnership (“PACP Master”). PACP II and PACP III are structured as corporations for U.S. federal tax purposes. The PACP Funds are set up in a master-feeder structure whereby PACP I, PACP II and PACP III all invest in PACP Master, which then invests in underlying operating companies. The PNR Fund invests in PACP Master through PACP II. OPP Fund and PPF Master invest in PACP Master through PACP I.

The “PMPC Funds” consist of Pinnacle Merritt Point Commodity Master Fund, Ltd., a Cayman Islands exempted company (“PMPC Master”). Gravitas Fund is currently the only investor in PMPC Master. The PMPC Funds will be offered to third-parties in the future through a domestic feeder fund and an offshore feeder fund that invest in PMPC Master.

The “PSOC Funds” consist of two dedicated feeder funds, Pinnacle Six One Commodities, L.P., a Delaware limited partnership (“PSOC Onshore”) and Pinnacle Six One Commodities, Ltd., a Cayman Islands exempted company (“PSOC Offshore”) that invest in a master fund, Pinnacle Six One Commodities, LLC, a Delaware limited liability company (“PSOC Master”). Gravitas Fund (through PSOC Offshore), PNR Fund, OPP Fund and PPF Master invest in PSOC Master.

The “PPET Funds” consist of Pinnacle Pacific Energy Trading Limited Partnership, a Cayman Islands exempted limited partnership (“PPET Master”) and Pacific Energy Trading Global, Ltd., a Cayman Islands exempted company (“PET Global”). PPET Master wholly-owns PET Global which wholly-owns an Australian power merchant. Gravitas Fund, PNR Fund and OPP Fund invest in PPET Master. The PPET Funds will be offered to third-parties in the future through a domestic feeder fund and an offshore feeder fund that invest in PPET Master.

The “PVA Funds” consist of two dedicated feeder funds, Pinnacle Viserion Agriculture, L.P., a Delaware limited partnership (“PVA Onshore”) and Pinnacle Viserion Agriculture, Ltd., a Cayman Islands exempted company (“PVA Offshore”) that invest in the master fund, Pinnacle Viserion Agriculture International, LLC, a Delaware limited liability company (“PVA Master”). Gravitas Fund invests in PVA Master through PVA Offshore. PPF Master, PNR Fund and OPP Fund invest in PVA Master as well.

Pinnacle was founded in 2003 and is owned by Jason M. Kellman, Scott L. Kellman, Donnell A. Segalas, Marcel N. Massimb, NGI Strategic Holdings (A) LP and NGI Strategies Holdings (B) LP

(collectively, “NGI”) and RAM Peak, LLC (“RAM”). As of December 31, 2023, Pinnacle managed approximately \$6.0 billion in net assets on a discretionary basis.

## **Fees and Compensation**

Pinnacle receives management fees from each of the PNR Funds, OPP Fund and Gravitas Fund as well as from PPF Master, PACP Master, PSOC Master and PVA Master, equal to a percentage of the net asset value of an investor’s investment in such Pinnacle Fund. The management fees charged to investors in the Funds vary in a range up to 2% per annum and may be deducted or invoiced monthly or quarterly in advance or arrears, depending on the Pinnacle Fund, the date of an investor’s initial investment and the class of interests or shares purchased. Pinnacle has the discretion to vary, waive or rebate the management fees for particular investors. In addition to the management fees received by Pinnacle, the portfolio managers, management and sub-advisers of the underlying funds, investment entities, operating companies and managed accounts in which the Funds invest also generally charge a management fee. The management fees of Pinnacle do not include the fees associated with underlying funds, investment entities, operating companies and managed accounts invested in by a Fund. Additionally, the fees of Pinnacle do not include the expenses incidental to the Funds’ operations and business or the expenses of any service providers (e.g., administrators, attorneys and auditors) and do not include expenses indirectly borne through investments in underlying funds, investment entities, operating companies or managed accounts. Pinnacle received a performance based fee from Gravitas Fund with respect to calendar year 2023. Pinnacle also receives fees from underlying managers of the Funds for advisory and consulting services and may enter into revenue sharing arrangements with portfolio managers of the Funds.

Pinnacle Associates GP, LLC (“PAGP”), a Delaware limited liability company, is an affiliate of Pinnacle and serves as the general partner of PNR Fund, PPF Fund, PPF Tax-Exempt, OPP Fund, Pinnacle Fund, PACP Master, PACP I, PSOC Onshore, PVA Onshore and PPET Master and as the managing member of PSOC Master, PACP II, PACP III, and PVA Master. In this capacity, it typically receives performance-based compensation consisting of an allocation generally equal to a percentage of the net realized and unrealized appreciation in the value of an investor’s investment through the end of the year or full or partial redemption with respect to OPP Fund, PNR Fund, PSOC Master, PVA Master, and PACP Master. PAGP also receives such performance-based compensation with respect to the net realized and unrealized appreciation in the value of the investment in PNR Fund made by an investor in each of PNR Offshore and PNR ERISA (through its investment in PNR Offshore and PNR Fund), in the value of the investment in PACP Master made by an investor in each of PACP I, PACP II and PACP III, in the value of the investment in PSOC Master made by an investor in each of PSOC Onshore and PSOC Offshore, in the value of the investment in PVA Master made by an investor in each of PVA Onshore and PVA Offshore. In addition, PAGP serves as the allocation shareholder of PPF Master. In this capacity, it may receive performance-based compensation from PPF Master generally equal to a percentage of the net realized and unrealized appreciation in the value of the investment in PPF Master made by an investor in each of PPF Fund, PPF Tax-Exempt and PPF Offshore, respectively. Performance-based compensation for the Funds varies in a range up to 20% of the net realized and unrealized appreciation of an investor’s investment through the end of the calendar quarter or year or

redemption, as applicable, or earlier in the event of a distribution, liquidity event or exit strategy in the PACP Funds, the PSOC Funds, the PPET Funds and the PVA Funds as discussed in the offering documents of the applicable Funds. PAGP has the discretion to vary, waive or rebate the performance-based compensation for particular investors. In addition, the manner in which the performance allocation is calculated and/or applied may be changed or restructured in the sole discretion of PAGP. Performance-based compensation will only be paid to PAGP if all prior losses have first been recouped. Performance-based compensation, if any, and a pro rata portion of the management fee to Pinnacle will be paid by an investor in the event of a withdrawal or redemption prior to the end of the period upon which such fee is based. In addition to the performance-based compensation that may be received by PAGP, the portfolio managers, management and sub-advisers of the underlying funds, investment entities, operating companies and managed accounts in which the Funds invest generally charge a performance-based fee, distribution or allocation which is charged separately from the Pinnacle performance-based compensation. Investors in the Funds should note that performance-based compensation arrangements could be viewed as creating an incentive for Pinnacle, its related persons or management or a portfolio manager or sub-adviser of an underlying fund, investment entity, operating company or managed account to make investments, take actions or use techniques that are riskier or more speculative than would be the case in the absence of such performance-based compensation. PAGP receives its performance-based compensation on a pre-tax basis in certain Funds. In certain Funds, PAGP, the portfolio managers, management and the sub-advisers receive such compensation with regard to unrealized appreciation as well as realized gains. Where required, all performance-based compensation is charged by PAGP in accordance with Rule 205-3 under the Investment Advisers Act of 1940, as amended and deducted from an investor's capital account in the applicable Fund.

Neither Pinnacle nor PAGP receive fees or performance allocations from Pinnacle Fund (in liquidation), Montes Fund (as fees with respect to its investment of all of its assets in PNR Offshore are paid at the PNR Fund level), Gravitas Holdings (an investment for Gravitas Fund), PMPC Master (as fees are paid at the Gravitas Fund level), and PPET Master (as fees are paid at the Gravitas Fund, PNR Fund and OPP Fund level).

Pinnacle may also receive redemption fees in the event an investor redeems from certain Funds during the relevant lock-up period or other than on an anniversary date, as applicable and as disclosed in the Fund's offering documents. Such fees range up to 5%, as disclosed in the applicable Fund's offering documents, and are payable to Pinnacle and not the Funds.

With respect to each of the Funds, Pinnacle has the ability to create additional classes of interests or shares and/or enter into side letters or other similar agreements, varying the material and/or not material terms of a particular investor's investment in such Fund without the consent of, or disclosure, or notice to, the other investors. Terms may differ according to types of investment strategies utilized, functional currency, hedging of currency risk, service provider information, management fees and performance allocation percentages and methods of calculation, expense caps, capacity allowances, different transparency, reports or performance disclosures (including access to information about the underlying investments and characteristics of the portfolio and access to the underlying manager or management), performance hurdles, fund and investor level gates, liquidity restrictions, permitted subscription and redemption terms and notice periods, redemption fees, early redemption penalties, insurance information, transfer rights, confidentiality

conditions, preferred returns, leverage or notional trading ratios or levels, risk profiles, distributions, distribution amounts, distribution methods, access to investment opportunities, indemnification, notice of major events, “key man” provisions, placement fees, minimum and maximum aggregate subscription amounts, investor eligibility requirements, different forms of reports, investor contributions, redemptions and holdings information, tax information, tax payments, regulatory compliance information, information about and notice of specific events including acquisitions and dispositions and affecting the underlying managers, management or sub-advisers, Pinnacle, a particular fund and in other respects in the complete and sole discretion of PAGP, the board of directors of the offshore funds and/ or Pinnacle, as applicable.

Pinnacle has negotiated and may negotiate favorable investment terms (including fees) with certain underlying funds, investment entities, managed accounts, portfolio managers, management and sub-advisers on behalf of some of its Funds due to existing relationships Pinnacle has with the managers, management and sub-advisers of such underlying investments through the investments of its other Funds. As such, certain Funds may pay differing amounts and/or types of advisory fees to the underlying managers, management and sub-advisers. Pinnacle also receives compensation for advisory and consulting services to, and may enter into fee sharing arrangements with, portfolio managers with which the Funds invest.

The investors in the Funds pay the fees and expenses of the Funds, which includes the expenses of the underlying funds, investment entities, operating companies and managed accounts. Expenses are deducted from or invoiced to the Funds. If any such expenses are incurred jointly by more than one Pinnacle product, such expenses will be allocated among the Pinnacle products in such manner as PAGP or Pinnacle considers fair and equitable. These expenses include any brokerage and transaction costs (see “Brokerage Practices” below for more information). Fund expenses also include cybersecurity and insurance costs including but not limited to cybersecurity insurance which may not be sufficient to cover costs related to cybersecurity incidents and cyber extortion demands of the Funds and their underlying investments, all of which will be borne by the Funds.

### **Performance Based Fees and Side-by-Side Management**

As stated in the Fees and Compensation section above, PAGP receives performance-based compensation from investors in certain of the Funds, which is based on net realized and unrealized appreciation in the value of an investor’s investment in a Fund. Pinnacle received a performance-based fee from Gravitas Fund for calendar year 2023.

Also, as stated previously, the fact that PAGP receives performance-based compensation may create an incentive for its affiliate, Pinnacle, to make investments, take actions or use techniques on behalf of such Funds that are riskier or more speculative than would be the case in the absence of such compensation. In addition, the performance-based compensation received by PAGP is typically based primarily on realized and unrealized gains and losses. As a result, the performance-based compensation earned could be based on unrealized gains that the Funds may never realize. In addition, certain Funds charge the performance-based compensation on a pre-tax basis. Typically the underlying portfolio managers, management or their administrator value a Fund’s investment but Pinnacle may engage, and has engaged, independent valuation agents to value the

assets of certain Funds. Pinnacle may select a value from the range provided by such independent valuation agent and thus may have some input or influence on the valuation process or range of values on which PAGP's compensation is paid.

The fact that the performance-based compensation that PAGP receives varies by Fund (and that Pinnacle receives a performance-based fee from Gravitas Fund) may create an incentive for Pinnacle to favor or focus on Funds for which PAGP or Pinnacle receives higher performance-based compensation. Pinnacle attempts to address this potential conflict of interest by maintaining allocation policies and procedures designed to ensure that the Funds are treated fairly over time and related-party policies designed to ensure that transactions between related parties are on an arm's length basis at current market prices and cannot favor one portfolio investment over another.

## **Types of Clients**

Pinnacle provides investment management services to the Funds. Details concerning applicable suitability criteria are set forth in the respective Funds' offering and/or operational documents. The Funds generally have a minimum initial investment requirement and a minimum additional investment requirement. These thresholds may be waived in the sole discretion of PAGP or the board of directors of the applicable Fund.

## **Methods of Analysis, Investment Strategies and Risk of Loss**

As discussed previously, Pinnacle provides discretionary investment management services to the Funds. The Funds seek to achieve their respective investment objective(s) by allocating assets to a variety of portfolio managers and management through direct investments in underlying funds (partnerships, limited liability companies, corporations and other pooled investment vehicles), managed accounts, special purpose vehicles and other investment structures or investments in operating companies.

With respect to the underlying investments of the Funds, Pinnacle researches and identifies portfolio managers, management and operating companies using both qualitative and quantitative factors, including, but not limited to: (1) management team reputation and integrity, (2) decision-making process, (3) ability to implement investment strategy, (4) past performance record, (5) level of personal investment, and (6) risk control and leverage.

Pinnacle directs Fund investments to underlying funds (including Funds managed by Pinnacle), investment entities, managed accounts and operating companies that may pursue a variety of different strategies and techniques.

An investment in a Fund involves a high degree of risk, including the risk that the entire amount invested may be lost. The Funds allocate assets to underlying managers and invest in portfolio investments that invest in and actively trade securities, commodities, physical commodities, exchange-traded and over-the-counter ("OTC") derivatives, and other instruments and commodities using a variety of strategies and investment techniques with significant risk characteristics, including, but not limited to, the risks arising from the volatility of the US and foreign equity, fixed-income, physical and financial commodity and currency markets, the risks of



borrowings, significant margin calls and short sales, the risks arising from leverage associated with trading in the equities, currencies, futures and OTC physicals and derivatives markets, the illiquidity of investments in physicals and derivative instruments, and the risk of loss from counterparty defaults, among other risks. In addition to historic market risks, Fund performance may be adversely affected by market fluctuations resulting from certain risks which are unprecedented in nature or magnitude and therefore not amenable to existing risk management techniques which are based on modeling past events and assigning probabilities to the recurrence of those events. Such events include, without limitation, natural catastrophes and catastrophic acts of terror resulting in mass casualties and associated destruction and subsequent abandonment of large areas in urban locales; breakdowns of operating facilities; governmental intervention; imposition or declaration of martial law in jurisdictions with a long history of civil rule of law; mass disruption of communications facilities or other electronic facilities due to terrorist acts; pandemics resulting from bio-terror attacks or outbreaks of pests, infections or fatal disease for which there is no available cure or treatment; urban terror using nerve gas or other toxins; terrorist use of nuclear weapons, radiation dispersal weapons or other weapons of mass destruction; cyber-terror and terrorist attacks on financial markets, exchanges and payments systems; hacking, data breaches and other cyber-security attacks on a Fund, Pinnacle, the operating companies, the underlying managers or management or any of the service providers, services, supply chains, modes of transportation or other key system of an underlying Fund investment and acts of God. No guarantee or representation is made that a Fund's investment program will be successful. Leverage inherent in the types of underlying investments made by, and otherwise utilized by, the underlying managers and management can, in certain circumstances, substantially increase the adverse impact to which the Funds' investment portfolios may be subject. The Funds invest in natural resources, in particular, the PACP Funds, the PSOC Funds, PPF Master, the PPET Funds and the PVA Funds invest in commodity merchant operating companies that may be subject to substantial price fluctuations due to changes in economic conditions, environmental damage, labor issues, governmental regulations, climate change, political events, natural disasters, exploration and development infringement, successes or failures, and technological changes. Because certain of these operating companies' activities are geographically concentrated, their values may be affected by local events. The operating companies in which the Funds' invest are commodity merchants in specific industries and do not provide diversification. The operating companies may enter into different types of borrowing arrangements with different types of lenders. The assets of such operating companies will collateralize their indebtedness with their assets and such operating companies cross-collateralize their indebtedness across their subsidiaries meaning that a default by one subsidiary could trigger adverse consequences for other subsidiaries, including possible defaults under their debt agreements, which could have a material adverse effect on such operating companies' business, financial condition and results of operations and thus, a material adverse effect on the Fund's performance. In addition, such indebtedness may place material restrictions on redemptions/withdrawals and other liquidity mechanisms in the Funds.

The Funds invest in various physical commodities such as wheat, corn, soybeans, grain, livestock, copper, aluminum, gold, silver, coffee, cocoa, crude oil, natural gas, electricity, storage facilities etc., through underlying managers or operating companies. These underlying managers and operating companies are charged with assessing current and future supply and demand balances of commodities, achieving returns by taking advantage of market misperceptions of these balances, and properly accounting for the forces needed to bring supply and demand into balance. These misperceptions and any resulting inaccurate valuations are driven by limitations in available data

and/or its dissemination, as well as limitations in data processing ability by market participants. They are more generally driven by factors such as the weather; catastrophic weather events, such as fires, floods, droughts, and hurricanes, which may impair production infrastructure; and exogenous events, such as strikes, embargoes, operational breakdowns, governmental intervention, wars, general geopolitical issues, diseases (including crop and animal diseases), and human psychology. As a result, returns generally are driven by the individual skill and execution of each manager or management of an operating company rather than by any overall market forces or direction. There is significant risk that the managers or management of an operating company will be mistaken in their judgement of the impact of these factors and generate negative returns for the Funds.

Because the investment strategies of the Funds involve significant risk, the Funds are suitable only for experienced and sophisticated investors who can bear the economic risk of the loss of their entire investment and who have limited to no need for liquidity in their investment. Further, due to the illiquid nature of the Funds' portfolio investments, cash may not be readily available for an indefinite time and redemptions may be made at a price that does not accurately reflect the value of their investment. In addition, the Fund's investments may require a lock up on redemptions for significant periods of time (five years or more).

Although Pinnacle seeks to select only portfolio managers and management of operating companies who will invest the Funds' assets with the highest level of integrity and operating companies with a management team with a successful history of performance, Pinnacle's investment selection process cannot ensure that selected portfolio investments will perform as desired, and Pinnacle does not have any direct control over the day-to-day operations of any of its selected portfolio managers or management of the operating companies. Pinnacle may not necessarily be aware of certain activities at the underlying portfolio investment level, including, without limitation, a portfolio manager or management engaging in unreported risks, mismanagement, investment "style drift," regulatory breaches or fraud. A portfolio manager or management of an operating company may not have the expertise, infrastructure or policies and procedures needed to meet their investment goals. As a result, there can be no assurance that portfolio investments selected by Pinnacle will conform their conduct to the desired standards or meet a Fund's investment objective. There is a risk that underlying portfolio investments may suffer a complete failure as a result of poor performance, failure to raise assets, regulatory violations and enforcement actions, fraud or other factors, which in any case could result in a complete loss of a portfolio investment. Portfolio investments carry additional risks including, but not limited to, lack of liquidity, ultimate lack of diversification, lack of transparency, reliance on portfolio managers or existing management for performance and valuation information, and dependence on key personnel risk. Institutions, such as futures commission merchants, swap counterparties and banks, generally have custody of the Funds' assets. In addition, the portfolio investments may invest in uncleared swaps, derivative or synthetic instruments, or other over-the-counter transactions where such institutions are the counterparties. If one of these institutions is unable to fulfill its contractual obligations or there is bankruptcy or fraud at one of these institutions, it could impair the operational capabilities or the capital position of the Funds and increase the risk of settlement default.

The PACP Funds, the PSOC Funds, the PPF Funds, the PPET Funds and the PVA Funds (and indirectly, PNR Fund, OPP Fund and Gravitas Fund) all invest in operating companies. At times, Pinnacle recommends an operating companies' services or goods to other operating companies (which recommendation, at times, may result in fees or other economic benefits to Pinnacle and/or PAGP). Apart from the potential for economic compensation/other benefits, Pinnacle may have a conflict of interest in making such recommendations, especially where the corresponding operating companies are owned by two different Funds, in that Pinnacle has an incentive to maintain goodwill between it and the existing and prospective operating companies for the Funds, while the products or services recommended may not necessarily be the best or lowest cost option available to the operating companies owned by the Funds and could result in higher expenses for the operating company as well as an advantage for the Fund holding the service-providing operating company at the possible expense of the Fund holding the operating company to which services are being provided. Pinnacle will seek to mitigate such conflicts in such manner as it deems appropriate in its reasonable discretion, including, but not limited to, recusing itself from any decision-making at an operating company relating to the retention of services or purchase of goods from another operating company or ensuring that the terms relating to the purchase and sale of such services or goods are negotiated on an arms-length basis and purchased and sold at applicable market rates. In addition, the Funds and the operating companies could purchase assets of the same entities (together or separately) and transact business with the same entities at the same time. Pinnacle will attempt to mitigate conflicts of interests in its reasonable discretion in these situations as well, including, but not limited to, by recusing Pinnacle involvement, by asking the management of an operating company for confirmation of arm's length terms, or making allocations of such opportunities on a reasonable basis such as capital available but cannot guarantee that the terms will be mutually beneficial for each operating company or Fund or that the operating company will comply with Pinnacle's procedures.

Investors should consider an investment in a Fund as involving a high degree of financial risk and should therefore carefully consider all risk factors set forth in the relevant Fund's offering and/or operational documents. Each prospective investor should carefully review offering and/or operational documents, as applicable, before deciding to make an investment in a Fund.

### **Disciplinary Information**

Pinnacle and its management have not been involved in any material legal or disciplinary events in the past 10 years.

### **Other Financial Industry Activities and Affiliations**

Pinnacle is a related party to PAGP. The members of PAGP or their affiliates are also limited partners of Pinnacle and its general partner. PAGP is the general partner of Pinnacle Fund, OPP Fund, PNR Fund, PPF Fund, PPF Tax-Exempt, PACP Master, PACP I, PSOC Onshore, PVA Onshore and PPET Master and is the managing member of PACP II, PACP III, PSOC Master, and PVA Master. PAGP participates in the investments of these Funds and receives a performance allocation from OPP Fund, PNR Fund, PACP Master, PSOC Master and PVA Master equal to a percentage of the net realized and unrealized appreciation allocated to the capital accounts of each limited partner or managing member as of the end of the calendar quarter or year, as applicable,

subject to certain adjustments. PAGP is also the allocation shareholder of PPF Master and receives a performance allocation from PPF Master as of the end of the fiscal year equal to a percentage of the net realized and unrealized appreciation allocable to each investor in a feeder fund that makes its investments through PPF Master, subject to certain adjustments. PAGP does not currently receive an allocation from PMPC Master or PPET Master but may in the future. Pinnacle serves as the investment adviser to the Funds and receives a management fee from each of the Funds (with the exception of Montes Fund, Gravitas Holdings, Pinnacle Fund, PMPC Master and the PPET Funds). Pinnacle also received a performance-based fee from Gravitas Fund for the calendar year 2023. Principals of Pinnacle and PAGP serve as board members for the boards of the offshore Funds and certain portfolio investments and may receive customary costs and expenses related to such positions.

Pinnacle is registered with the U.S. Commodity Futures Trading Commission (the “CFTC”) and the National Futures Association as a commodity pool operator (“CPO”) and a commodity trading advisor (“CTA”). PAGP and/or the directors of each Fund (other than Montes Fund and Gravitas Fund) has entered into a CPO delegation agreement with Pinnacle to act as the CPO of such Fund. Pinnacle acts as CTA to Montes Fund and Gravitas Fund.

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

To avoid any potential conflicts of interest involving personal trades, Pinnacle has adopted a Code of Ethics, which requires, among other things, that all employees:

- place the integrity of the investment profession, the interests of the Funds, and the interests of Pinnacle above an employee’s own personal interests;
- use professionalism and courtesy in all communications with persons outside Pinnacle;
- adhere to the fundamental standard that an employee should not take inappropriate advantage of his or her position;
- avoid any actual or potential conflict of interest;
- conduct all personal securities and commodities transactions in a manner consistent with the Code of Ethics;
- use reasonable care and exercise independent professional judgment when conducting investment analyses, making investment recommendations, taking investment actions, and engaging in other professional activities;
- practice, and encourage others to practice, in a professional and ethical manner that will reflect favorably on an employee and the profession;
- promote the integrity of, and uphold the rules governing, capital markets;
- maintain and improve an employee’s competence and strive to maintain and improve the competence of other investment professionals; and
- comply with applicable provisions of the federal securities laws.

Pinnacle’s Code of Ethics also requires employees to: (1) pre-clear certain personal securities transactions with the Chief Compliance Officer or his delegate (“CCO”), (2) report personal securities transactions to the CCO on at least a quarterly basis, (3) provide the CCO with a detailed summary of certain holdings (both initially upon commencement of employment and annually

thereafter) over which such employees have a direct or indirect beneficial interest, and (4) arrange to have all brokerage activity recorded in Pinnacle's cloud-based compliance monitoring system.

PAGP, Pinnacle and their principals, employees and/or related persons have investments in the Funds. In addition, the principals and employees of PAGP and Pinnacle and their related parties may invest with an underlying manager in other investments in which the Funds do not invest. Pinnacle may determine to purchase or sell portfolio investments for one Fund, but not another, or purchase portfolio investments in different amounts for different Funds. Funds may purchase portfolio investments together or sell such portfolio investments to other Funds. Funds may receive beneficial terms from portfolio investments because of another Fund's investment with such portfolio investment or portfolio manager.

Pinnacle's CCO monitors Pinnacle's investment allocation procedures to ensure that they are adequate to prevent any Fund from being systematically disadvantaged. Additionally, investments by Pinnacle/PAGP principals, employees and/or related persons for their own accounts in underlying funds or operating companies, or with underlying managers, that may be suitable investment opportunities for a Fund are subject to review by Pinnacle's CCO.

PAGP may receive a pro rata share of the capital appreciation, if any, of certain of the Funds for which it serves as general partner, managing member or allocation shareholder. Certain employees and related persons of Pinnacle, directly or through a holding company or investment entity, have an interest in the Funds and therefore indirectly participate in the capital appreciation of the Funds as well. Such related persons of Pinnacle are not, however, subject to the management fee or performance-based compensation paid to Pinnacle or PAGP.

Pinnacle may recommend or make investments in investment vehicles to which Pinnacle or related parties may provide services and from which they may receive fees or costs. Pinnacle and its affiliates generally eliminate the duplication of management fees and performance-based compensation by waiving such amounts at one or more fund level but may still receive advisory or consulting fees, cost reimbursement or expenses related to such services. In particular, Pinnacle also receives compensation for advisory and consulting services to, and may enter into fee sharing arrangements with, portfolio managers with which the Funds invest.

Certain limited partners of the Funds that are either limited partnerships or limited liability companies may have a general partner or managing member that is an entity that is a related person to Pinnacle.

Investors or prospective investors may obtain a copy of Pinnacle's Code of Ethics by contacting Timothy P. Faenza, CCO, by telephone at (212) 750-1778.

### **Brokerage Practices**

Pinnacle does not conduct any trading at the Fund level except for cash management instruments and currency hedging under certain circumstances. Only PMPC Master trades directly pursuant to a trading agreement with a third-party manager rather than through portfolio investments. With respect to the Funds, the investments purchased and sold by the underlying funds, investment

entities, operating companies and managed accounts are principally purchased and sold through future commission merchants, brokerage firms and other counterparties (collectively, “Brokers”). These transactions generate a substantial amount of brokerage commissions and other compensation, all of which the Funds, directly or indirectly, are obligated to pay.

Some underlying funds, investment entities, operating companies and managed accounts may allocate portfolio transactions to Brokers in consideration of such brokers’ provision of, or payment of the cost of, certain services that are of benefit to the underlying fund, investment entity, operating company or managed account and/or other clients or accounts of that portfolio manager/management. In such circumstances, portfolio transactions for the underlying fund, investment entity, operating company or managed account are usually allocated to Brokers in consideration of such factors as price, the ability of the Brokers to effect the transactions, the Brokers’ facilities, reliability, responsiveness, strength, quality of coverage and financial responsibility and the provision or payment (or the rebate to the Funds for payment) of the costs of brokerage or research products or services. Pinnacle will use best efforts to ensure that the portfolio managers/management will strive to allocate portfolio transactions to Brokers on the basis of best execution so that the total brokerage cost is the most favorable under prevailing market circumstances, but they need not solicit competitive bids and do not have an obligation to seek the lowest available commissions or other transactions costs. Accordingly, if a portfolio manager/management determines in good faith that the amount of commissions charged by a Broker is reasonable in relation to the value of the brokerage and research or investment management-related services and equipment provided by such Broker, the underlying fund, investment entity, operating company or managed account may pay commissions to such Broker in an amount greater than the amount another Broker might charge. Pinnacle relies on the portfolio managers/management to monitor the brokerage costs, and there is no assurance that the brokerage costs are charged properly. Finally, the relationships with Brokers that provide services to the portfolio managers/management may influence the portfolio managers’/management’s judgment in allocating brokerage business and create a conflict of interest in using the services of those Brokers to execute the Funds’ investments’ brokerage transactions.

Research or investment management-related services and equipment provided by Brokers through which portfolio transactions for an underlying fund, investment entity, operating company or managed account are executed, settled and cleared may include research reports on particular industries and companies, economic surveys and analyses, financial publications, discussions with research personnel, recommendations as to specific instruments, online quotation systems, news and research services and other services (e.g., computer and telecommunications equipment, which shall include updates, improvements, maintenance, modifications, repairs and replacements) providing lawful and appropriate assistance to the portfolio managers/management in the performance of their investment decision making responsibilities on behalf of the underlying funds, investment entities, operating companies and managed accounts and other accounts which they manage (collectively “soft dollar items”).

Underlying funds, investment entities, operating companies or managed accounts may use soft dollar items in certain circumstances, provided that an underlying fund, investment entity or managed account does not pay a rate of commissions in excess of what is competitively available from comparable Brokers for comparable services, taking into account various factors, including

commission rates, financial responsibility and strength and ability of the broker to efficiently execute transactions. Non-research products acquired by underlying funds, investment entities, operating companies or managed accounts through the use of “soft dollars” are outside the parameters of the “safe harbor” provided by Section 28(e) of the Securities Exchange Act of 1934, as are transactions effected in futures, currencies or certain derivatives. Certain soft dollar items received by the underlying funds, investment entities, operating companies or managed accounts fall outside the “safe harbor” of Section 28(e), and are permitted under the specific authority of an underlying fund’s, investment entity’s, operating company’s or managed account’s partnership agreement or similar governing instrument.

Pinnacle includes best execution provisions in its trading adviser and managed account advisory agreements with the underlying managers and ensures that any “soft dollars” use by the underlying managers conforms to the Section 28(e) safe harbor in the Securities and Exchange Act of 1934, as amended, by including this requirement in the trading adviser and managed account advisory agreements that the Funds have with underlying managers.

Portfolio managers/management typically have discretion in selecting the Brokers for the underlying funds, investment entities, operating companies and managed accounts. Pinnacle may suggest Brokers or request a change in Brokers if it deems it to be in the best interests of a Fund. Brokers used by the portfolio managers are typically regulated by, among other regulatory bodies, the Securities and Exchange Commission (the “SEC”), the New York Stock Exchange and the Financial Industry Regulatory Authority, Inc. (“FINRA”). The portfolio managers/management also use other United States and non-United States Brokers from time to time and may change Brokers at any time, and maintain cash on deposit with all such Brokers as margin. To the extent funds are held by non-United States Brokers, they are held or segregated to the extent required under the applicable securities, commodities or other laws and regulations of the jurisdiction in which they are held, but do not have the protection of United States regulations. The portfolio managers/management may finance certain of their securities positions with repurchase transactions. Securities positions held by dealers in repurchase transactions can be transferred to others by such dealers, and therefore are subject to the risk of such dealers’ default, delay or insolvency. The portfolio managers/management may also engage in stock lending transactions.

To the extent a Fund’s portfolio managers/management trade in futures contracts on United States exchanges, the assets deposited by the underlying funds, investment entities, operating companies and managed accounts with futures commission merchants as margin are segregated pursuant to the U.S. Commodity Exchange Act, as amended, and the regulations of the CFTC. The portfolio managers/management typically have relationships with several different futures commission merchants. The portfolio managers/management are not committed to continue these relationships with the futures commission merchants for any minimum period.

To the extent a Fund’s portfolio managers/management trade in futures contracts on markets other than regulated United States futures exchanges, funds deposited to margin positions held on such exchanges will be invested in bank deposits or in instruments of a credit standing generally comparable to those authorized by the CFTC for investment of customer segregated funds, although applicable CFTC rules do not require funds employed in trading on foreign exchanges to be deposited in customer segregated fund accounts, but rather to be held in secured amount accounts.

Additional costs could be incurred in connection with the underlying funds', investment entities', operating companies' and managed accounts' non-U.S. investment activities. Non-United States brokerage commissions generally are higher than in the United States. Increased custodian costs as well as administrative difficulties (such as the applicability of foreign laws to foreign custodians in various circumstances, including bankruptcy, ability to recover lost assets, expropriation, nationalization and record access) may be associated with the maintenance of assets in non-United States jurisdictions.

The portfolio managers/management possess discretionary trading authority over the accounts of clients other than the underlying funds, investment entities, operating companies and managed accounts and, from time to time, may engage in trading activities for accounts of their officers, shareholders, members and/or affiliates or related entities. The same instrument may be purchased or sold at or about the same time for any or all of the underlying funds, investment entities, operating companies and managed accounts and other accounts managed or advised by the portfolio managers/management or their affiliates or related entities. In the likely event the orders are combined, transactions will be allocated as the portfolio managers or management, in the portfolio managers' or management's sole discretion, may determine. The allocation of trades in this manner may in some instances result in the allocation of trades to the underlying funds, investment entities, operating companies and managed accounts at prices less favorable than could have been obtained had the trade been executed on an isolated basis.

## **Review of Accounts**

Donnell A. Segalas, Managing Partner and Chief Executive Officer, Jason M. Kellman, Managing Partner and Chief Investment Officer, Scott L. Kellman, Managing Partner, and Marcel N. Massimb, Ph.D., Managing Director, Research and Risk Management, are the four voting members of Pinnacle's Investment Committee. The Investment Committee is responsible for all investment decisions. The Investment Committee meets formally on a monthly basis to review the Funds' portfolio investments and consider new portfolio investments, as applicable. All decisions regarding the Funds' investments must be unanimous; each committee member has the power to veto a decision.

Investors in the Funds receive (1) within 90 to 180 days (depending on the Fund) of the Funds' fiscal year end, written annual audited financial statements performed by an independent public accounting firm, (2) a monthly or quarterly report stating the previous month's or quarter's unaudited results, and (3) an annual statement of the changes in such investor's capital account, if applicable. In addition, each investor in Gravitas Fund receives a monthly, quarterly and semi-annual report. Investors in PNR Fund, PNR Offshore, PNR ERISA, OPP Fund, PACP I, PACP II, PACP III, the PSOC Funds and the PVA Funds receive a quarterly letter stating the previous quarter's unaudited results along with Pinnacle's comments on significant market or investment developments relating to the respective Fund. Investors in certain of PPF Funds receive a semi-annual commentary.

Certain investors may receive more frequent transparency and/or different portfolio information and reports.



## **Client Referrals and Other Compensation**

Pinnacle maintains agreements with unaffiliated third-party solicitors, finders and servicing agents (collectively referred to herein as “Solicitors”) that assist it in establishing investor relationships for a fee. The compensation paid to Solicitors by Pinnacle is for referring the potential investors to the Funds. Services provided by the Solicitors could include making introductions, communicating with investors, and providing the investors with information and materials about the advisory services Pinnacle provides to the Funds. In no event will the services provided by Solicitors to Pinnacle include investment advisory services. The compensation paid by Pinnacle to the Solicitors is paid from the management fees or performance allocations earned with respect to the investments made by investors introduced by the Solicitors and such compensation is not passed through to the referred investors in any way. Compensation paid to Solicitors may be determined as a percentage of the amount invested by the investors that they introduce to Pinnacle, or a percentage of the management fee and/or the performance-based compensation paid by the investor, or may be a fixed one-time or monthly fee or some combination thereof. Pinnacle also receives compensation for advisory and consulting services to, and may enter into fee sharing arrangements with, portfolio managers with which the Funds invest.

## **Custody**

The Funds’ assets are held by qualified banking relationships (the “Financial Institutions”). However, Pinnacle has access to certain of the Funds’ accounts through PAGP as general partner or managing member to the U.S. domiciled funds managed by Pinnacle. The Funds’ investors will not receive statements directly from the Financial Institutions. Instead, the Funds are subject to an annual audit, and the audited financial statements are distributed to each investor. Such audited financial statements will be prepared in accordance with generally accepted accounting principles and distributed within 90 or 180 days (depending on the Fund) of the Funds’ fiscal year ends.

## **Investment Discretion**

Subject to the investment guidelines set forth in the offering and/or operational documents of the applicable Fund, Pinnacle has discretion to determine the underlying funds, investment entities, operating companies or accounts in which the Funds will invest, to select the underlying portfolio managers and management, and to determine the amount of investment in such underlying funds, investment entities, operating companies or accounts. Pinnacle has representatives on the boards of the operating companies in which the Funds invest and as such, has involvement in the operations of such entities.

## **Voting Client Securities**

Pinnacle does not invest in public securities. In its “fund of hedge funds,” Pinnacle is rarely, if ever, requested to vote on traditional corporate issues. Pinnacle may have the opportunity to vote on behalf of its Funds about whether to approve or reject a proposed change to the operations, terms, or structure of an unaffiliated underlying investment. In addition, representatives of

Pinnacle may be board or committee members of a Fund's underlying investment, including operating companies, and vote on issues relating to such underlying investment. Such voting matters will be treated as "proxies" for purposes of the Pinnacle Proxy Voting and Class Action Lawsuits Policy and the related procedures. Pinnacle will generally vote in favor of routine corporate housekeeping proposals, including election of directors, and will generally vote in favor of proposals recommended by management. Pinnacle, or its board representative, will determine if a proposal is in the best interests of the Pinnacle Fund invested in such portfolio investment. If they believe it is not, Pinnacle's Investment Committee will determine how to vote with respect to such proposal, considering the best interests of its Fund as determined by Pinnacle in its discretion, which may include the engagement of outside counsel for recommendations and/or abstaining from voting and Pinnacle may take into account the following factors, among others: (i) whether the proposal was recommended by management and Pinnacle's opinion of management; (ii) whether the proposal fairly compensates management for past and future performance; (iii) the costs associated with the proposal; (iv) the impact on a Fund's redemption and withdrawal rights; (v) the continued or increased availability of portfolio information; (vi) industry and business practices and market terms and (vii) any economic benefits to the Fund or Funds.

Proxies are assets of Pinnacle's Funds that must be voted with diligence, care, and loyalty. Pinnacle will vote each proxy in accordance with its fiduciary duty to its Funds. Pinnacle will vote in a way that it believes, consistent with its fiduciary duty, will cause the value of the Fund to increase the most or decline the least. Consideration will be given to both the short and long term implications of each proposal. Conflicts of interest will be addressed on a case-by-case basis and procedures to address any conflicts may include recusal of a Pinnacle representative from a particular vote or a review of arm's length market terms of similar transactions.

## **Financial Information**

Pinnacle has never been the subject of a bankruptcy petition and is not aware of any financial condition that is expected to adversely affect its ability to manage the Funds.

Pinnacle Asset Management, L.P.  
Part 2B of Form ADV  
The Brochure Supplement

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New York, NY 10019  
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Updated: March 2023

This brochure supplement provides information about Donnell A. Segalas, Jason M. Kellman, Scott L. Kellman, and Marcel N. Massimb that supplements the Pinnacle Asset Management, L.P. (“Pinnacle”) brochure. You should have received a copy of that brochure. Please contact Pinnacle’s Chief Compliance Officer, Timothy P. Faenza, at (212) 750-1778 if you did not receive Pinnacle’s brochure or if have any questions about the contents of this supplement.

Additional information about Messrs. Segalas, Kellman, Kellman, and Massimb is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## **Donnell A. Segalas' Biographical Information**

Donnell A. Segalas, Managing Partner and Chief Executive Officer of Pinnacle, was born in 1957. In addition to his responsibilities as Chief Executive Officer, Mr. Segalas sits on Pinnacle's Investment Committee. Mr. Segalas also directs business development and investor services for Pinnacle. Prior to joining Pinnacle in December 2003, Mr. Segalas was Executive Vice President for Alternatives at Phoenix Investment Partners. Previously, Mr. Segalas held senior positions at The Far Hills Group LLC, Maplewood Partners, L.P., and Drexel Burnham Lambert. Mr. Segalas is a former member of the Board of Directors of Annaly Capital Management, Inc., a publically traded diversified capital manager (NYSE: NLY), and is a former member of three of its formal committees. Mr. Segalas received a B.A. from Denison University in 1979. Mr. Segalas is also an appointed Director to certain of the Cayman Islands-based funds managed by Pinnacle.

### **Disciplinary Information**

Mr. Segalas has not been involved in any legal or disciplinary events that would be material to an investor's evaluation of Mr. Segalas or of Pinnacle.

### **Other Business Activities**

Mr. Segalas is not engaged in any other investment related business and does not receive compensation in connection with any business activity outside of Pinnacle.

### **Additional Compensation**

Mr. Segalas does not receive economic benefits from any person or entity other than Pinnacle in connection with the provision of investment advice.

### **Supervision**

Mr. Segalas' investment recommendations are supervised by the other members of Pinnacle's Investment Committee. Mr. Segalas' activities are also overseen by the Chief Compliance Officer, Timothy P. Faenza. Any of these individuals can be reached directly by calling the telephone number on the cover of this brochure supplement.

## **Jason M. Kellman's Biographical Information**

Jason M. Kellman, Managing Partner and Chief Investment Officer, was born in 1977. Mr. Kellman's primary responsibilities include directing portfolio management and manager selection for Pinnacle's commodity programs. Mr. Kellman sits on Pinnacle's Investment Committee. Prior to becoming Chief Investment Officer in 2005, Mr. Kellman was the Director of Investments for Pinnacle. He joined Pinnacle in 2003 as an Associate Director of Research. Prior to joining Pinnacle, he was an Associate in an Energy & Utility consulting practice at Towers Perrin, a global management consulting firm. His clients included electric and gas utilities as well as merchant energy trading companies. Mr. Kellman is currently a member of the Board of Directors of Concord Resources Holdings Limited, a global metals merchant, a member of the Board of Managers of Pinnacle Arcadia Cattle Holdco, LLC, a cattle feeding holding company, a member of the Board of Directors of Six One Commodities Global LLC, a global energy merchant, a member of the Board of Directors of Pacific Energy Trading Global, Ltd., an international gas and power merchant, and a member of the Board of Directors of Viserion International Holdco, LLC, a global agricultural merchant. Additionally, Mr. Kellman is a Trustee of the Board of Union College. Mr. Kellman received a B.A. in Economics from Union College in 1999 and an MBA in Finance from the University of Notre Dame in 2004. Jason M. Kellman is the brother of Scott L. Kellman.

### **Disciplinary Information**

Mr. Kellman has not been involved in any legal or disciplinary events that would be material to an investor's evaluation of Mr. Kellman or of Pinnacle.

### **Other Business Activities**

Mr. Kellman is not engaged in any other investment related business and does not receive compensation in connection with any business activity outside of Pinnacle.

### **Additional Compensation**

Mr. Kellman does not receive economic benefits from any person or entity other than Pinnacle in connection with the provision of investment advice to the Funds.

### **Supervision**

Mr. Kellman's investment recommendations are supervised by the other members of Pinnacle's Investment Committee. Mr. Kellman's activities are also overseen by the Chief Compliance Officer, Timothy P. Faenza. Any of these individuals can be reached directly by calling the telephone number on the cover of this brochure supplement.

## **Scott L. Kellman's Biographical Information**

Scott L. Kellman, Managing Partner, was born in 1979. Mr. Kellman's primary responsibilities include directing portfolio structure for Pinnacle's commodity programs. Mr. Kellman sits on Pinnacle's Investment Committee. Prior to joining Pinnacle in March 2006, Mr. Kellman was an executive at Goldman, Sachs & Co. focused on the hedge fund business in the Global Securities Services (Prime Brokerage) unit of the Equities Division. At Goldman, his clients included established and emerging hedge funds and institutional hedge fund investors in the U.S. and Asia. Mr. Kellman is currently a member of the Board of Directors of Pacific Energy Trading Global, Ltd., an international gas and power merchant. Mr. Kellman received a B.A. with Honors from Brown University in 2001. Scott L. Kellman is the brother of Jason M. Kellman.

### **Disciplinary Information**

Mr. Kellman has not been involved in any legal or disciplinary events that would be material to an investor's evaluation of Mr. Kellman or of Pinnacle.

### **Other Business Activities**

Mr. Kellman is not engaged in any other investment related business and does not receive compensation in connection with any business activity outside of Pinnacle.

### **Additional Compensation**

Mr. Kellman does not receive economic benefits from any person or entity other than Pinnacle in connection with the provision of investment advice to the Funds.

### **Supervision**

Mr. Kellman's investment recommendations are supervised by the other members of Pinnacle's Investment Committee. Mr. Kellman's activities are also overseen by the Chief Compliance Officer, Timothy P. Faenza. Any of these individuals can be reached directly by calling the telephone number on the cover of this brochure supplement.

## **Marcel N. Massimb's Biographical Information**

Marcel N. Massimb, Ph.D., Managing Director, Research and Risk Management of Pinnacle, was born in 1954. Dr. Massimb's responsibilities involve research, risk management and manager due diligence for Pinnacle's commodity programs. Dr. Massimb sits on Pinnacle's Investment Committee. Prior to joining Pinnacle in June 2004, Dr. Massimb was the Executive Vice President of LJH Global Investments, LLC, responsible for Research and Risk Management. From 2000 to 2002, Dr. Massimb was the Chief Executive Officer and Chief Investment Officer of Wolf Point Capital Management, LLC. Before that, from 1994 to 2000, Dr. Massimb was a Principal of Harris Investment Management, Inc. responsible for fixed income research. Dr. Massimb received a Ph.D., in Finance and Econometrics from the University of Chicago in 1992, an MBA in Finance from the University of Chicago in 1986, an M.Sc. in Economics from the University of Oregon in 1981, and a B.Sc. in Economics from the University of Yaoundé in 1978.

### **Disciplinary Information**

Mr. Massimb has not been involved in any legal or disciplinary events that would be material to an investor's evaluation of Mr. Massimb or of Pinnacle.

### **Other Business Activities**

Mr. Massimb is not engaged in any other investment related business and does not receive compensation in connection with any business activity outside of Pinnacle.

### **Additional Compensation**

Mr. Massimb does not receive economic benefits from any person or entity other than Pinnacle in connection with the provision of investment advice to the Funds.

### **Supervision**

Mr. Massimb's investment recommendations are supervised by the other members of Pinnacle's Investment Committee. Mr. Massimb's activities are also overseen by the Chief Compliance Officer, Timothy P. Faenza. Any of these individuals can be reached directly by calling the telephone number on the cover of this brochure supplement.