

## ADV PART 2A: FIRM BROCHURE



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This brochure (“Brochure”) provides information about the qualifications and business practices of Standard General L.P. (“Standard General” or the “Adviser”). If you have any questions about the contents of this Brochure, please contact Joseph Mause at (212) 257-4720 or by email at [jmause@standgen.com](mailto:jmause@standgen.com). 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, and references in this Brochure to Standard General as a “registered investment adviser” are not intended to imply a certain level of skill or training.

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

This Brochure does not constitute an offer to sell or a solicitation of an offer to purchase any interest in any investment fund and may not be relied upon by you in evaluating the merits of investing in the investment funds described herein. An offer to invest in a fund managed by Standard General (or its affiliate) will only be made by means of a confidential private placement memorandum and in accordance with applicable securities laws. Potential investors should review the applicable confidential private placement memorandum for a description of the material terms (including risk factors, conflicts of interests, investment strategies, fees and charges and tax aspects) relating to such fund.

Item 2.      Material Changes

This Brochure dated March 2024 updates the amended brochure filed in March 2023. This document should be reviewed in its entirety. The only material change from the amended brochure filed in March 2023 relates to compensation of employees who serve as directors of companies. Effective as of the date of this brochure, Standard General employees who serve on a board or executive committee of a company are permitted to accept reasonable compensation for such service, and such compensation will no longer inure to the benefit of the applicable fund(s).

### Item 3. Table of Contents

Item 1.	Cover Page .....	Page 1
Item 2.	Material Changes .....	Page 2
Item 3.	Table of Contents .....	Page 3
Item 4.	Advisory Business.....	Page 4
Item 5.	Fees and Compensation.....	Page 5
Item 6.	Performance Based Fees and Side-By-Side Management .....	Page 8
Item 7.	Types of Clients .....	Page 9
Item 8.	Methods of Analysis, Investment Strategies and Risk of Loss .....	Page 9
Item 9.	Disciplinary Information .....	Page 22
Item 10.	Other Financial Industry Activities and Affiliations.....	Page 23
Item 11.	Code of Ethics, Interest in Client Transactions, and Personal Trading.....	Page 24
Item 12.	Brokerage Practices.....	Page 28
Item 13.	Review of Accounts .....	Page 31
Item 14.	Client Referrals and Other Compensation .....	Page 32
Item 15.	Custody .....	Page 32
Item 16.	Investment Discretion .....	Page 32
Item 17.	Voting Client Securities .....	Page 33
Item 18.	Financial Information.....	Page 33

## Item 4. Advisory Business

### Item 4A

Standard General was founded in 2007 and became registered with the SEC as an investment adviser on December 9, 2009. Standard General provides discretionary investment advisory services including, but not limited to, managing and directing the investment and reinvestment of assets for pooled investment vehicles organized as private investment funds and single-investor funds (each a “Fund” and together the “Funds”).

An affiliate of Standard General, Standard General GP LLC, is the general partner or manager (the “General Partner”) of most of the Funds that are organized as limited partnerships or limited liability companies. In addition, SG Special Situations GP, LLC, an affiliate of the General Partner, serves as the general partner of a closed-ended Fund (“SGSSGP LLC”).

Standard General’s principal owner is Standard General Holdings L.P., an entity that is controlled by Soohyung Kim (as Chief Executive Officer) and owned (indirectly) by Soohyung Kim and other Standard General partners, employees and former employees.

### Item 4B

Standard General provides discretionary investment advisory services including, but not limited to, managing and directing the investment and reinvestment of assets for the Funds.

Standard General seeks to maximize returns by opportunistically employing a variety of strategies within the broad securities markets. The Funds have extensive flexibility in the instruments in which they may invest and the investment techniques they may use to achieve the investment objective. Such investments may involve a significant degree of risk of capital loss.

A key principle of Standard General’s investment program is a reliance on intensive primary research and fundamental analysis. In reviewing each potential investment or position, Standard General adheres to a disciplined assessment process. This rigorous process includes both quantitative and qualitative analysis of a company’s business, industry trends, competitive position and financial performance, among other items, as well as the valuation of its assets, an evaluation of the company’s management team, and an assessment of any legal or other contingent risks. Standard General approaches investing in public securities of companies as would a potential owner buying a private business. In Standard General’s approach, companies are reduced down to streams of cash flows, and these cash flows are valued by their prospects and volatility. Once the valuation analysis is complete, Standard General looks broadly across capital structures (broadly defined as secured loans, bonds and equities) as well as across both public and private companies to consider the market signals from each distinct asset class.

Standard General looks for securities that are absolutely or relatively mis-priced by the market and looks to construct positions that can profit as these valuation discrepancies normalize. Standard General’s investment philosophy also emphasizes event discipline. Standard General looks to

position the Funds in those discrepancies that it expects to close out within a year due to identified catalysts. While many of these catalysts are passive (events that Standard General cannot impact), Standard General is always looking for opportunities to work with other securities holders or companies themselves to create catalysts that will correct those mis-pricings.

#### Item 4C

Standard General does not generally tailor its advisory services to the individual needs of investors in the Funds (“Investors”), nor does it accept Investor-imposed investment restrictions. As noted above, when deemed appropriate for a large or strategic investor, Standard General may create a Fund based on the preferences of a single investor or may manage a separately managed account.

Standard General, in its sole discretion, may enter (and has previously entered) into agreements (“side letters”) with one or more Investors (including but not limited to large, strategic and/or affiliated Investors), concerning an Investor’s investment in one or more of the Funds, whereby such Investors are provided with terms and conditions that are more favorable than those applicable to the other Investors in the Funds. Side letters may address various terms, including but not limited to fees, reporting, lock-ups, capacity and/or withdrawal/redemption rights. The other Investors generally have no recourse against the Funds or Standard General in the event that certain Investors receive additional or different rights, terms or other benefits as a result of such side letters. In addition, future Investors may receive more favorable terms after the date of this Brochure.

#### Item 4D

Standard General does not participate in wrap fee programs.

#### Item 4E

As of December 31, 2023, Standard General manages \$[ ] of client gross assets on a discretionary basis.

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

#### Item 5A

Standard General typically charges fees that are based upon a set percentage of assets under management and performance. For Standard General’s open-ended Funds, the amount of the management fee depends on the investor’s choice of tranche and lockup period, and ranges from 0% to 2.0% per annum of the net asset value of the investment of the investor. For Standard General Fund L.P., Standard General Offshore Fund Ltd., Standard General Fund II L.P., Standard General Offshore Fund II Ltd., Standard General Focus Fund L.P. and Standard General Focus Offshore Fund Ltd., the amount is calculated and payable quarterly as of the first day of each calendar quarter. For certain other Funds, the amount is either calculated and payable monthly as of the first day of each calendar month or quarterly in arrears as of the last day of each quarter.

The calculation and payment of the management fee is pro-rated for any period that is less than a full month or quarter, as applicable. Any such prepaid fees, not subsequently earned through continuing management services would automatically be refunded to the applicable investor.

For its closed-end Fund, the management fee is equal to 0.5% per annum on the amount of each investor's unfunded capital commitment and 1.5% per annum on such investor's invested capital (i.e., the cost basis of such investor's share of investments then held by the Fund reduced by any permanent write downs). The management fee is calculated and payable quarterly in advance as of the first day of any calendar quarter. The management fee for the closed-end Fund is offset by 100% of all other fee income received by Standard General with respect to the closed-end Fund, including all transaction fees, advisory fees, monitoring fees, directors' fees, investment banking fees, break-up fees or other similar fees realized in connection with the use of the closed-end Fund's capital for consummated or unconsummated investments.

Except as described below with respect to the closed-end Fund, Standard General or its affiliate, the General Partner, is entitled to receive from the Funds an annual performance-based profit allocation or fee (the "Performance Allocation") generally at the end of each year. The Performance Allocation rate depends on the Investor's choice of Fund and tranche. The Performance Allocation amount will not exceed 25% of the increase in the value of each investor's investment, subject to a High Water Mark described below, and with respect to at least one Fund, only to the extent that the net profits of such Fund exceed a predetermined hurdle amount. The Performance Allocation is generally allocated at the end of each fiscal year and immediately prior to a withdrawal occurring prior to the end of any fiscal year. The General Partner is also entitled to receive from certain Funds, carried interest distributions based on the net proceeds from the disposition of the assets of such Funds.

If a loss occurs that results in the value of an Investor's investment being less than the highest value of such investment through the close of any year since admission (or in the year of such Investor's admission, lower than the initial amount of capital contributed by such Investor to the relevant Fund) (the "High Water Mark"), then no Performance Allocation is charged on subsequent increases in the value of each investor's investment, if any, until such time as the value of the investor's investment is equal to the High Water Mark. Withdrawals by an Investor will result in a proportional reduction of the High Water Mark.

For Standard General's closed-end Fund, an affiliate of Standard General, SGSSGP LLC, is entitled to receive distributions of "carried interest" in the amount of 20% of net profits after an investor has received a return of capital contributed to date plus an 8% cumulative compounded annual rate of return on such capital. Upon the final liquidation and distribution of the Fund's assets, SGSSGP LLC will be required to contribute to the Fund for distribution to its limited partners the amount of the cumulative net after-tax carried interest to the extent, if any, that the amount previously distributed to the general partner as its carried interest exceeds the aggregate amount due to SGSSGP LLC as its carried interest on a cumulative basis.

The management fee and the Performance Allocation (or carried interest distributed with respect to the closed-end Fund) may be waived, reduced or rebated by a Fund, Standard General or our affiliates for any Investor, including for investments we or our affiliates make and/or for investments made by the principals, our employees and their family members.

**It is critical that Investors refer to their respective Fund's governing documents for a complete understanding of how Standard General and/or its affiliate, the General Partner, are compensated for their advisory services. The information contained herein is a summary only and is qualified in its entirety by the relevant Fund's governing documents.**

#### Item 5B

Standard General (or an affiliate) deducts fees from Investors' assets invested in the Funds. Investors do not have the ability to choose to be billed directly for fees incurred.

#### Item 5C

The Funds typically bear their respective operating expenses (the "Operating Expenses"). Operating Expenses include, without limitation, with respect to a Fund or a Master Fund (as defined below), as applicable, indemnification expenses; commissions; clearing fees; research fees and expenses; fees, interest and other costs on margin accounts or other financings or re-financings; accounting and legal fees and disbursements (including legal fees related to the protection of its investments); regulatory compliance, administration, accounting, audit and tax preparation expenses; borrowing charges on securities sold short; custodial fees; trade capture, risk reporting, trade break fees; proxy solicitation expenses; bank service fees; expenses incurred in connection with the admission of additional investors or the acceptance of additional contributions from any Investors of the Fund or the Master Fund; expenses incurred in connection with any meeting of the Investors of the Fund or the Master Fund; expenses in connection with transactions directed to broker-dealers (whether or not such direction is in partial recognition of investment research and information furnished or expenses for services rendered by broker-dealers in the execution of such orders and the use of such research and other services provided by such broker-dealers); directors' and officers' insurance premiums; investment and trading consultant expenses; investment related travel expenses; expenses in connection with proposed transactions (including transactions that fail to close); expenses in connection with fund investments; expenses related to communicating with investors and any other reasonable expenses (as determined by the General Partner (or the Fund's board of directors, if applicable) in its sole discretion) related to the purchase, sale, holding or transmittal of Fund or Master Fund assets or liabilities; and any management fee or Performance Allocation or other management fee or incentive fee payable by a Fund (a "Feeder Fund") that invests all or substantially all of its assets in another Fund (a "Master Fund"). A Feeder Fund will also bear its pro rata share of the Master Fund's Operating Expenses.

Please note that Investors may indirectly incur brokerage and other transaction costs related to their investment in the Funds. Please see Item 12 of this brochure for a more detailed discussion of Standard General's brokerage practices.

In consideration for the management fee, Standard General is responsible for its own general operating and overhead costs including salaries, fringe benefits, rent, office equipment, fire and theft insurance and other general overhead costs.

#### Item 5D

As noted in Item 5A above, management fees payable to Standard General in respect of open-ended Funds are generally charged quarterly or monthly in advance based on the value of the relevant assets as of the first day of the quarter or month, as applicable, and, for Standard General's closed-end Fund, quarterly in advance based in part on unfunded capital commitments and in part on invested capital.

As also mentioned in Item 5A above, the calculation and payment of the management fee is pro-rated for any period that is less than a full month or quarter, as applicable. Any such prepaid fees, not subsequently earned through continuing management services would automatically be refunded.

Items 5E through 5E.4 are "Not Applicable" since Standard General does not accept compensation for the sale of securities or other investment products.

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

As described in Item 5A above, Standard General (or an affiliate) receives performance-based compensation (the Performance Allocation and carried interest distributions) from certain of the Funds. While each Fund managed by Standard General pays performance-based compensation, it should be noted that Standard General reserves the right to reduce, waive or calculate differently such fees for certain Investors.

A conflict of interest arises as Standard General has an incentive to favor performance-based fee accounts over other accounts to generate higher fees. Standard General addresses this conflict several ways, including through disclosure in this brochure and in a Fund's offering documents, by managing all similar accounts in a similar fashion and by generally aggregating all discretionary client trades for execution. Funds receive the average share price and bear the transaction costs on a pro rata basis. In addition, Standard General acknowledges its fiduciary duty to follow trading procedures that meet each Fund's investment objectives and guidelines. Procedures have been adopted and implemented to fairly execute trade orders and allocate trades in a consistent, controlled and accountable manner.

In addition, it should be noted when Standard General (or an affiliate of Standard General) receives performance-based compensation, this creates a potential conflict of interest in that Standard General or its affiliate may make investments that are riskier or more speculative than in the absence of such a performance-based fee.

Please refer to Item 5, Fees and Compensation and Item 12, Brokerage Practices, for additional information about Standard General's fees and trade allocation policies and procedures.



Investors are provided with clear disclosure as to how performance-based compensation is charged with respect to a particular Fund and the risks and potential conflicts of interest associated with such performance-based compensation prior to making an investment.

## Item 7. Types of Clients

Standard General provides investment advisory services to the Funds and may in the future provide advisory services to institutional investors, endowments, trusts, pension funds and other types of clients. Investments in the Funds are generally restricted to Investors who (i) qualify as “accredited investors,” as that term is defined under Rule 501(a) of Regulation D of the Securities Act of 1933, as amended, and “qualified purchasers” as that term is defined under the Investment Company Act of 1940, as amended, or (ii) with respect to the non-U.S. Funds, are qualified non-U.S. investors. For the avoidance of doubt, non-U.S. Funds advised by Standard General may also accept U.S. investors who generally must qualify as both accredited investors and qualified purchasers (as described in clause (i) of the preceding sentence). The minimum initial investment in a Fund is typically \$5 million, which amount is subject to waiver at the discretion of Standard General.

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

### Item 8A

#### **Methods of Analysis**

A key principle of Standard General’s investment program is a reliance on intensive primary research and fundamental analysis. In reviewing each potential investment or position, Standard General adheres to a disciplined assessment process. This process includes both quantitative and qualitative analysis of a company’s business, industry trends, competitive position and financial performance, among other items, as well as the valuation of its assets, an evaluation of the company’s management team, and an assessment of any legal or other contingent risks. Standard General approaches investing in securities of companies as would a potential owner buying a private business.

A critical element of Standard General’s due diligence process is the dialogue that is fostered with company management, its competitors, suppliers and customers to understand fundamental performance in the context of business conditions. For event-driven investments, Standard General may reach out to lawyers, financial advisors and regulatory bodies in order to grasp the risks involved in a given investment. Standard General may also employ consultants and industry specialists to better understand the competitive dynamics in a specific industry.

Standard General also conducts a detailed review of a company’s capital structure to determine which security or instrument represents the most appropriate investment vehicle or whether relative value trading opportunities exist. The approach is agnostic as to any particular asset class of securities. As a result, positions are taken in a variety of securities, including, without limitation: secured and unsecured loans, senior and subordinated debt securities, vendor and trade claims, convertible securities, preferred stock, warrants, limited liability company units and public and

private equity. Fixed income investments may be either performing or non-performing and may include government obligations and structured credit. In addition, various derivatives, including options, swaps, futures, forward contracts and repurchase agreements on various financial instruments, currencies and commodities may be used for hedging and as independent investment opportunities.

## **Investment Strategies**

The Funds typically seek to maximize returns by opportunistically employing a variety of strategies within the broad securities markets. Standard General has extensive flexibility in the instruments in which it may invest and the investment techniques it may use to achieve its investment objective. Such investments may involve a significant degree of risk of capital loss.

Standard General seeks to acquire securities in companies that are valued at a discount (or in the case of a short position, a premium) to their intrinsic value. Both long and short positions, or a combination of both, are taken.

Standard General's focus on fundamental value opportunities often contemplates accepting a longer-term investment horizon. To mitigate the potential volatility of this approach, both passive and active event discipline are overlaid on the investment process. By taking into consideration the timing of anticipated material events and corporate processes, Standard General evaluates associated risks and their potential impact on returns. Furthermore, Standard General will, if it deems the situation appropriate to do so, actively seek to create events that it believes will help an investment meet a Fund's objectives.

Applying the investment process outlined above, Standard General seeks to construct individual positions (which can consist of one or more securities or instruments) that have optimal risk versus reward characteristics under a probable set of outcomes. A Fund's portfolio consists of a selection of these positions whose exposures are sized by relative attractiveness of risk versus reward. Standard General intends to focus exposures amongst the best opportunities and does not intend to employ excessive amounts of leverage across the portfolio. While the investment approach tends to minimize frequent portfolio turnover, an important element of Standard General's approach is active portfolio risk management and monitoring of investment positions. Standard General continually reviews each investment to determine whether anything has changed subsequent to the initial investment decision that impacts the risk or potential return, and to assure early recognition of any diminution in the value of an investment.

Standard General's portfolio risk management process is as follows: within any given individual position, the first consideration is to assume only those risks that are worthy of being assumed—balancing the potential for profits and losses and the probabilities of outcomes—and to hedge out other, unwanted risks that can be isolated from the primary investment thesis. The risks of each prospective position having been isolated, positions are notionally sized so as to limit the impact to an appropriate level given the occurrence of any specific adverse event. Lastly, each potential investment is evaluated for relative diversity in comparison to the existing portfolio. Standard

General seeks to limit the amount of autocorrelation between any two positions to the same adverse event.

There are circumstances in which it may be advantageous to establish arrangements under which particular investments are held directly by Standard General Fund L.P., Standard General Offshore Fund Ltd., Standard General Fund II L.P. or Standard General Offshore Fund II Ltd. (or other Funds of Standard General) while the economic benefits and risks of those investments are shared by Standard General Fund L.P., Standard General Offshore Fund Ltd., Standard General Fund II L.P. and Standard General Offshore Fund II Ltd. (or such other Funds). Such arrangements may entail the creation of special purpose vehicles, derivative contracts and other mechanisms for sharing risk and reward. Standard General seeks to ensure that all such arrangements result in a fair and equitable sharing of risk and reward, taking into consideration any financing or other incremental costs.

**It is critical that Investors refer to the relevant governing documents for a complete understanding of Standard General's methods of analysis and investment strategies. The information contained herein is a summary only and is qualified in its entirety by such documents.**

#### Item 8B

#### **Short Sales**

Certain Funds' investment portfolios include, and other Funds' investment portfolios may include, short positions. Short selling involves selling securities which may or may not be owned and borrowing the same securities for delivery to the purchaser, with an obligation to replace the borrowed securities at a later date. Short selling allows the Investor to profit from a decline in the price of a particular security to the extent that such decline exceeds the transaction costs and the costs of borrowing the security. A short sale creates the risk of a theoretically unlimited loss, in that the price of the underlying security could theoretically increase without limit, thus increasing the cost to a Fund of buying those securities to cover the short position. There can be no assurance that the security necessary to cover a short position will be available for purchase. Purchasing securities to close out the short position can itself cause the price of the securities to rise further, thereby exacerbating the loss.

Temporary restrictions, prohibitions, reporting, and/or other requirements pertaining to short selling activity may be imposed by regulatory authorities with little or no advance notice and may impact prior trading activities of a Fund. Additionally, the SEC, its foreign counterparts, other governmental authorities and/or self-regulatory organizations may at any time promulgate permanent rules or interpretations consistent with such temporary restrictions or that impose additional or different permanent or temporary limitations or prohibitions. A Fund's ability to execute a short selling strategy may be materially adversely impacted by temporary and/or new permanent rules, interpretations, prohibitions, and restrictions adopted by regulatory authorities. The SEC might impose different limitations and/or prohibitions on short selling from those

imposed by various non-U.S. regulatory authorities. These different regulations, rules or interpretations might have different effective periods.

Regulatory authorities may from time to time impose restrictions that adversely affect a Fund's ability to borrow certain securities in connection with short sale transactions. In addition, traditional lenders of securities might be less likely to lend securities under certain market conditions. As a result, a Fund may not be able to effectively pursue a short selling strategy due to a limited supply of securities available for borrowing. A Fund may also incur additional costs in connection with short sale transactions, including in the event that it is required to enter into a borrowing arrangement in advance of any short sales. Moreover, the ability to continue to borrow a security is not guaranteed and a Fund is subject to strict delivery requirements. The inability of a Fund to deliver securities within the required time frame may subject a Fund to mandatory close out by the executing broker-dealer. A mandatory close out may subject a Fund to unintended costs and losses. Certain action or inaction by third-parties, such as executing broker-dealers or clearing broker-dealers, may materially impact a Fund's ability to effect short sale transactions. Such action or inaction may include a failure to deliver securities in a timely manner in connection with a short sale affected by a third-party unrelated to a Fund.

The Funds may also engage in securities lending from time to time. When a Fund lends a security, it receives cash or collateral from the borrower. Currently the Funds reinvest that cash or collateral into our account with our prime broker, which also serves as lending agent. The Fund is paid a fee from the prime broker and, consequently, Standard General may have an incentive to lend securities on behalf of the Fund in order to generate income for the Funds.

### **Illiquid Investments**

A Fund may invest in securities and other assets that are subject to legal or other restrictions on transfer or for which no liquid market exists, certain of which may be allocated to a Special Investment Account. The market prices, if any, for such investments tend to be volatile and may not be readily ascertainable, and a Fund may not be able to sell them when it desires to do so or to realize what it perceives to be their fair value in the event of a sale. The sale of restricted and illiquid securities often requires more time and results in higher brokerage charges or dealer discounts and other selling expenses than does the sale of securities eligible for trading on national securities exchanges or in the over the counter markets. A Fund may not be able to readily dispose of such illiquid investments and, in some cases, may be contractually prohibited from disposing of such investments for a specified period of time. Restricted securities may sell at a price lower than similar securities that are not subject to restrictions on resale. An investment in a Fund is suitable only for certain sophisticated investors who do not require immediate liquidity for their investments.

### **General Economic and Market Conditions**

The success of a Fund's activities will be affected by general economic and market conditions, such as interest rates, availability of credit, inflation rates, economic uncertainty, changes in laws (including laws relating to taxation of a Fund's investments), and national and international

political circumstances (including wars, terrorist acts or security operations). These factors may affect, among other things, the level and volatility of securities' prices, the liquidity of a Fund's investments and the availability of certain securities and investments. Volatility or illiquidity could impair a Fund's profitability or result in losses. A Fund may maintain substantial trading positions that can be materially adversely affected by the level of volatility in the financial markets — the larger the positions, the greater the potential for loss.

### **Concentration of Investments**

A Fund may at certain times hold relatively few investments. A Fund could be subject to significant losses if it holds a large position in a particular investment that declines in value or is otherwise adversely affected, including as a consequence of the default of the issuer or its insolvency.

### **Over-the-Counter Trading**

A Fund may purchase or sell instruments not traded on an exchange. Over-the-counter instruments, unlike exchange-traded instruments, are two-party contracts with price and other terms negotiated by the buyer and seller. The risk of nonperformance by the obligor on such an instrument is greater and the ease with which a Fund can dispose of or enter into closing transactions with respect to such an instrument may be less than in the case of an exchange-traded instrument. In addition, significant disparities may exist between “bid” and “asked” prices for such instruments. Over-the-counter instruments are also not subject to the same type of government regulation as exchange-traded instruments, and many of the protections afforded to participants in a regulated environment may not be available in connection with such transactions.

### **Off-Balance Sheet Risk**

A Fund may invest in financial instruments with off-balance sheet risk. These instruments include futures contracts, forward contracts, swaps and securities and writing options contracts. An off-balance sheet risk is associated with a financial instrument if: (i) the instrument exposes a Fund to an accounting and economic loss in excess of a Fund's recognized carrying value in the financial instrument (if any); or (ii) the ultimate liability associated with the financial instrument has the potential to exceed the amount a Fund recognizes as a liability in its statements of assets and liabilities.

### **Systemic Risk**

Credit risk may also arise through a default by one of several large institutions that are dependent on one another to meet their liquidity or operational needs, so that a default by one institution causes a series of defaults by the other institutions. This is sometimes referred to as a “systemic risk” and may adversely affect financial intermediaries, such as clearing agencies, clearing houses, banks, securities firms and exchanges, with which a Fund will interact on a daily basis.

## **Hedging Transactions**

A Fund may utilize a variety of financial instruments, such as short sales, options, swaps, caps and floors, and futures and forward contracts and similar derivatives, both for investment purposes and for risk management purposes. While a Fund may enter into hedging transactions to seek to reduce risk, such transactions may not be fully effective in mitigating the risks in all market environments or against all types of risk (including unidentified or unanticipated risks), thereby incurring losses to a Fund. In addition, such hedging transactions may result in a poorer overall performance for a Fund than if it had not engaged in any such hedging transactions. Moreover, it should be noted that (1) Standard General may determine not to hedge against, or may not anticipate certain risks and (2) a Fund will always be exposed to certain risks that cannot be hedged, such as credit risk (relating both to particular securities and counterparties).

## **Liquidity Risks**

Liquidity may be essential to a Fund's business. Under certain market conditions, such as during volatile markets or when trading in a security or market is otherwise impaired, the liquidity of a Fund's portfolio positions may be reduced. During such times, a Fund may be unable to dispose of certain assets, which would adversely affect a Fund's ability to rebalance its portfolio or to meet withdrawal requests. In addition, such circumstances may force a Fund to dispose of assets at reduced prices, thereby adversely affecting a Fund's performance. If there are other market participants seeking to dispose of similar assets at the same time, a Fund may be unable to sell such assets or prevent losses relating to such assets. Furthermore, if a Fund incurs substantial trading losses, the need for liquidity could rise sharply while its access to liquidity could be impaired. In addition, in conjunction with a market downturn, a Fund's counterparties could incur losses of their own, thereby weakening their financial condition and increasing a Fund's credit risk to them.

## **Competition; Availability of Investments**

Certain markets in which a Fund may invest are extremely competitive for attractive investment opportunities and, as a result, there may be reduced expected investment returns. There can be no assurance that a Fund will be able to identify or successfully pursue attractive investment opportunities in such environments. Among other factors, competition for suitable investments from other pooled investment vehicles, the public equity markets and other investors may reduce the availability of investment opportunities. There has been significant growth in the number of firms organized to make such investments, which may result in increased competition to a Fund in obtaining suitable investments.

## **Material Non-Public Information**

From time to time, Standard General or its employees may intentionally or inadvertently receive material nonpublic information. For example, investment personnel may receive material nonpublic information in connection with service as a director, advisor or other function for portfolio companies in which a Fund invests. Standard General maintains a list of securities about

which it has or believes it may have material nonpublic information. During such time as a security is restricted, Standard General is generally prohibited from transacting in such security on behalf of the Funds, which could adversely impact the Funds. For example, if a security held by the Funds is restricted at the time that Standard General intends to exit the position, it may be unable to do so.

### **Momentum Investing; Online Investor Forums**

Momentum investing by groups of individual retail investors and/or investment professionals could impact the value of a given investment. The Partnership may hold investments that may be affected by momentum investing. In 2020 and early 2021, retail investors' participation in U.S. equity order flows significantly increased as a result of numerous factors, including lockdowns during the COVID-19 pandemic, receipt of policy stimulus checks, low interest rates, and a proliferation of trading apps that allow smartphone users to buy or sell stocks for little or no fees.

The impact of retail participation in the stock market is compounded by several factors. First, many retail investors buy and sell options on stocks and/or use margin made available by retail trading platforms, which has the effect of leverage and increases the volatility of the stock prices when trading occurs in large aggregate volumes. Second, online discussions about stocks on social media platforms such as Reddit, Twitter and Facebook have served as a venue for retail traders and analysts to collaborate and form collective views about specific issuers and trading, resulting in significant share price volatility that is not based on fundamental news or traditional valuation metrics. Moreover, these forums appear to be gaining influence among retail traders, leading to a greater likelihood that additional securities in the future will be the subject of collective momentum trading based on the populist consensus in the forums. A "short-squeeze" occurs when a stock price jumps sharply higher, forcing investors that had bet that its price would fall by holding a short position, to buy it long in order to forestall even greater losses. A market requirement that short sellers must post additional capital to cover the declining value of their short positions or to close out their short positions by buying such securities long adds to the upward momentum of the stock's price. In turn, this may lead to investors (including retail momentum traders collaborating on social media platforms) to continue to buy the stock long, further increasing the price of the stock while open short positions further decline in value. There is no way to predict what issuers, if any, will become the subject of such trading.

The share price swings resulting from retail momentum trading have caused, and could continue to cause, volatility to longer-term and fundamental investors. The Partnership could suffer substantial losses if it is short a stock that is the subject of retail momentum trading, as in the case of a short squeeze. Additionally, the Partnership could suffer losses on long positions it holds as a result of momentum driven sales. More generally, the significant volatility resulting from these retail trading platforms could cause uncertainty and disruption in the markets that impairs the Partnership's ability to execute its investment strategy and limits the effectiveness of the Partnership's trading strategies or results in losses to the Partnership and its Partners.

## Cybersecurity

Standard General, its portfolio investments, and its service providers are subject to risks associated with a breach in cybersecurity. Cybersecurity is a generic term used to describe the technology, processes and practices designed to protect networks, systems, computers, programs and data from both intentional cyber-attacks as well as unintentional activities. A cybersecurity breach could expose both Standard General and the Funds to substantial costs (including, without limitation, theft, system failures and other interruptions to Standard General's normal business activities, unauthorized use of proprietary information, litigation, adverse investor reaction, and reputational damage), civil liability, as well as regulatory inquiry and/or action. While Standard General has established a business continuity plan in the event of, and risk management strategies, systems, policies and procedures that seek to prevent, cybersecurity breaches, there are inherent limitations in such plans, strategies, systems, policies and procedures, including the possibility that certain risks have not been identified. Furthermore, Standard General and the Funds cannot control the cybersecurity plans, strategies, systems, policies and procedures put in place by other service providers to the Funds and/or the issuers in which the Funds invest.

## Force Majeure

Standard General may be affected by force majeure events (i.e., events beyond the control of the party claiming that the event has occurred, including, without limitation, fire, flood, earthquakes, outbreaks of an infectious disease, war, terrorism, labor strikes, government macroeconomic policies, social instability, etc.). Some force majeure events may adversely affect the ability of Standard General to perform its obligations until it is able to remedy the force majeure event.

**It is critical that Investors refer to the relevant governing documents for a complete understanding of Standard General's methods of analysis and investment strategies. The information contained herein is a summary only and is qualified in its entirety by such documents.**

## Item 8C

### Equity Securities

A Fund's investment portfolio will include long and short positions in common stocks, preferred stocks, limited liability company units and convertible securities of U.S. and foreign companies. A Fund also may invest in depositary receipts relating to foreign securities. The value of a Fund's equity securities will vary in response to many factors, including the activities and financial condition of individual companies, the business market in which individual companies compete and general market and economic conditions. A Fund's investments in equity securities of U.S. companies may include securities that are listed on U.S. securities exchanges as well as unlisted securities that are traded over-the-counter. Equity securities of companies traded over-the-counter may not be traded in the volumes typically found on a national securities exchange. Consequently, a Fund may be required to dispose of such securities over a longer (and potentially less favorable) period of time than is required to dispose of the securities of listed companies.



## **Purchasing Securities of Initial Public Offerings**

From time to time a Fund may purchase securities that are part of initial public offerings. The prices of these securities may be very volatile. The issuers of these securities may be undercapitalized, have a limited operating history, and lack revenues or operating income without any prospects of achieving them in the near future. Some of these issuers may only make available a limited number of shares for trading and therefore it may be difficult for a Fund to trade these securities without unfavorably impacting their prices. In addition, investors may lack extensive knowledge of the issuers of these securities.

## **Preferred Stocks**

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

## **Distressed/Bankruptcy Investing**

A Fund may invest in unrated or "distressed" securities, i.e., securities of companies that are experiencing significant financial or business difficulties, including companies involved in debt restructurings, in bankruptcy or other reorganization and liquidation proceedings. Standard General may also purchase financial instruments of companies that have low credit quality, and purchase securities and loans that are in default. Although such investments may result in significant returns, they typically involve a high degree of risk. Among the problems involved in investments in such issuers is the fact that it frequently may be difficult to obtain information as to the conditions of such issuers. Restructurings or reorganizations may fail to be completed or be substantially delayed and expected returns on their securities may never materialize. In addition, a significant period of time may pass between the time at which a Fund makes its investment in distressed securities and the time that any such reorganization is completed. During this period, it is unlikely that a Fund will receive any dividend, interest or other disbursements on the distressed securities; a Fund will be subject to significant uncertainty as to such successful completion and a Fund may be required to bear certain expenses to protect its interest in the course of negotiations surrounding any potential reorganization. Furthermore, nonperforming assets by their nature may prove uncollectible or not yield appreciable returns for considerable periods of time. The level of analytical sophistication, both financial and legal, necessary for successful investment in such assets, loans or claims is unusually high. Information necessary to properly evaluate a distress situation may be difficult to obtain or be unavailable and the risks attendant to a transaction may not necessarily be identifiable or susceptible of considered analysis at the time of investment.

There is no assurance that a Fund will correctly evaluate the nature and magnitude of the various factors that could affect the prospects for a successful reorganization or rehabilitation of a distressed asset or adequate realization upon such assets and claims. A Fund's performance may be substantially impaired by unsuccessful distressed or low credit investments. Optimal returns on distress situations may often require active participation in the transaction. While Standard General may on occasion seek representation or an active role in such matters, its commitments to various advisory activities may preclude extensive involvement and it may be unsuccessful in obtaining significant influence as to particular distressed investments.

### **Convertible Securities**

Convertible securities in which a Fund may invest include both convertible debt and convertible preferred stock. Such securities will generally provide higher yields than the underlying equity securities, but will offer lower yields than similarly-rated securities which are not convertible. The value of convertible securities may be adversely affected by changes in interest rates or in an underlying equity security. Such securities may cease to be rated or suffer a rating reduction subsequent to purchase by a Fund, which would have an adverse effect on price.

### **Micro, Small and Medium Capitalization Companies**

A Fund may invest its assets in the stocks of companies with micro- or small- to medium-sized market capitalizations. Standard General believes they often provide significant potential for appreciation, but those stocks, particularly micro- and small-capitalization stocks, involve higher risks in some respects than do investments in stocks of larger companies. For example, prices of micro- and small-capitalization and even medium-capitalization stocks are often more volatile than prices of large-capitalization stocks and the risk of bankruptcy or insolvency of many smaller companies (with the attendant losses to investors) is higher than for larger, "blue-chip" companies. In addition, because of thin trading in some micro- and small-capitalization stocks, an investment in those stocks may be illiquid.

### **Debt Securities**

A Fund may invest in private and government debt securities and instruments of U.S. and non-U.S. issuers, including, without limitation, bonds, notes and debentures issued by corporations; debt securities issued or guaranteed by a government or one of its agencies or instrumentalities; and commercial paper. Certain of the debt instruments in which a Fund invests may be unrated, and whether or not rated, the debt instrument may have speculative characteristics. The value of fixed income securities in which a Fund may invest will change in response to fluctuations in interest rates. The issuers of such instruments may face significant ongoing uncertainties and exposure to adverse conditions that may undermine the issuer's ability to make timely payment of interest and principal. In addition, an economic recession could severely disrupt the market for these securities and may have an adverse impact on the value of such instruments. It is also likely that any such economic downturn could adversely affect the ability of the issuers of such securities to repay principal and pay interest thereon and increase the incidence of default for such securities.

## Derivative Instruments in General

In managing a Fund, Standard General may use various derivative instruments, including options, futures, forward contracts, swaps and other derivatives, which may be volatile and speculative. Certain positions may be subject to wide and sudden fluctuations in market value, with a resulting fluctuation in the amount of profits and losses. Use of derivative instruments presents various risks, including the following:

- **Marking Risk** — Derivatives, especially over-the-counter derivatives engaged in as a privately negotiated contract against a principal counterparty, may be subject to adverse valuations reflecting the counterparty's marks (or valuations), which might not correspond to the valuations of other market or exchange-traded instruments.
- **Tracking Risk** — When used for hedging purposes, an imperfect or variable degree of correlation between price movements of the derivative instrument and the underlying investment sought to be hedged may prevent a Fund from achieving the intended hedging effect or expose a Fund to the risk of loss.
- **Liquidity Risk** — Derivative instruments, especially when traded in large amounts, may not be liquid in all circumstances, so that in volatile markets a Fund may not be able to close out a position without incurring a loss.
- **Leverage Risk** — Trading in derivative instruments can result in large amounts of leverage. Thus, the leverage offered by trading in derivative instruments may magnify the gains and losses experienced by a Fund and could cause a Fund's net asset value to be subject to wider fluctuations than would be the case if a Fund did not use the leverage feature in derivative instruments.
- **Hedging Risk** — When a derivative is used as a hedge against an opposite position that a Fund also holds, any loss generated by the derivative should be substantially offset by gains on the hedged investment, and vice versa. While hedging can reduce or eliminate losses, it can also reduce or eliminate gains. In addition, there is no guarantee a hedge will have its intended effect of minimizing risk.
- **Investment Risk** — When a Fund uses derivatives as an investment vehicle to gain market exposure, rather than for hedging purposes, any loss on the derivative investment will not be offset by gains on another hedged investment. A Fund is therefore directly exposed to the risks of that derivative. Gains or losses from derivative investments may be substantially greater than the derivative's original cost.
- **Availability Risk** — Derivatives may not be available to a Fund upon acceptable terms. As a result, a Fund may be unable to use derivatives for hedging or other purposes.

- **Credit Risk** — When a Fund uses derivatives, especially over-the-counter derivatives, it is subject to the risk that the other party to the agreement will not be able to perform.

## **Swap Transactions**

A Fund may engage in swap transactions. Currency swaps involve the exchange of cash flows on a notional amount of two or more currencies based on their relative future values. An equity swap is an agreement to exchange streams of payments computed by reference to a notional amount based on the performance of a basket of stocks or a single stock. A Fund will usually enter into swaps on a net basis, i.e., the two payment streams are netted out in a cash settlement on the payment date or dates specified in the agreement. A Fund receives or pays, as the case may be, only the net amount of the two payments. A Fund may employ swaps for speculative purposes, such as to obtain the price performance of a security without purchasing it in cases where, for example, the security is illiquid, unavailable for direct investment or available only on less attractive terms.

Unlike futures and options on futures contracts and commodities, swap contracts are not traded or cleared by an exchange or clearinghouse. A Fund will be subject to the risk of counterparty default on its swaps. Since swaps do not generally involve the delivery of underlying assets or principal, any loss would likely be limited to the net amount of payments required by contract. In some swap transactions, the counterparty may require a Fund to deposit collateral to support its obligation under the swap agreement. If the counterparty to the swap defaults, a Fund would lose the net amount of payments that it is contractually entitled to receive, as well as any collateral deposits made with the counterparty.

## **Forward Trading**

Forward contracts and options thereon, unlike futures contracts, are not traded on exchanges and are not standardized; rather, banks and dealers act as principals in these markets, negotiating each transaction on an individual basis. Forward and “cash” trading is substantially unregulated; there is no limitation on daily price movements and speculative position limits are not applicable. The principals who deal in the forward markets are not required to continue to make markets in the currencies or commodities they trade, and these markets can experience periods of illiquidity, sometimes of significant duration. There have been periods during which certain participants in these markets have refused to quote prices for certain currencies or commodities or have quoted prices with an unusually wide spread between the price at which they were prepared to buy and that at which they were prepared to sell. Disruptions can occur in forward markets due to unusually high trading volume, political intervention or other factors. The imposition of controls by governmental authorities might also limit such forward (and futures) trading to less than that which Standard General would otherwise recommend, to the possible detriment of a Fund. Market illiquidity or disruption could result in significant losses to a Fund.

## **Call Options**

There are risks associated with the sale and purchase of call options. The seller (writer) of a call option which is covered (e.g., the writer holds the underlying security) assumes the risk of a decline in the market price of the underlying security below the purchase price of the underlying security less the premium received, and gives up the opportunity for gain on the underlying security above the exercise price of the option. The seller of an uncovered call option assumes the risk of a theoretically unlimited increase in the market price of the underlying security above the exercise price of the option. The securities necessary to satisfy the exercise of an uncovered call option may be unavailable for purchase, except at much higher prices, thereby reducing or eliminating the value of the premium. Purchasing securities to cover the exercise of an uncovered call option can cause the price of the securities to increase, thereby exacerbating the loss. The buyer of a call option assumes the risk of losing its entire premium investment in the call option.

## **Put Options**

There are risks associated with the sale and purchase of put options. The seller (writer) of a put option which is covered (e.g., the writer has a short position in the underlying security) assumes the risk of an increase in the market price of the underlying security above the sales price (in establishing the short position) of the underlying security plus the premium received, and gives up the opportunity for gain on the underlying security if the market price falls below the exercise price of the option. The seller of an uncovered put option assumes the risk of a decline in the market price of the underlying security below the exercise price of the option. The buyer of a put option assumes the risk of losing its entire investment in the put option.

## **Stock Index Options**

A Fund may also purchase and sell call and put options on stock indices listed on securities exchanges or traded in the over-the-counter market for the purpose of realizing its investment objectives or for the purpose of hedging its portfolio. A stock index fluctuates with changes in the market values of the stocks included in the index. The effectiveness of purchasing or writing stock index options for hedging purposes will depend upon the extent to which price movements in a Fund's portfolio correlate with price movements of the stock indices selected. Because the value of an index option depends upon movements in the level of the index rather than the price of a particular stock, whether a Fund realizes gains or losses from the purchase or writing of options on indices depends upon movements in the level of stock prices in the stock market generally or, in the case of certain indices, in an industry or market segment, rather than movements in the price of particular stocks. Accordingly, successful use by a Fund of options on stock indices will be subject to Standard General's ability to correctly predict movements in the direction of the stock market generally or of particular industries or market segments.

## **Warrants**

Warrants will enable a Fund to purchase a specified number of shares of an issuing corporation at a specified price during a specified period of time. Warrants involve the risk of a loss of the

purchase value of the warrant if the right to subscribe to additional shares is not executed prior to the warrants' expiration. The effective price paid for the warrant, when added to the subscription price of the offered security, may in fact be in excess of the value of the offered security if there is no appreciation in such security.

### **Currency Exchange Exposure**

A Fund may invest a portion of its assets in the securities of non-U.S. issuers and other instruments denominated in non-U.S. currencies, the prices of which are determined with reference to currencies other than the U.S. dollar. A Fund, however, values its securities and other assets in U.S. dollars. A Fund may or may not seek to hedge its non-U.S. currency exposure by entering into currency hedging transactions, such as treasury locks, forward contracts, futures contracts and cross-currency swaps. There can be no guarantee that instruments suitable for hedging currency or market shifts will be available at the time when a Fund wishes to use them, or that hedging techniques employed by a Fund will be effective. Furthermore, certain currency market risks may not be fully hedged or hedged at all. To the extent unhedged, the value of a Fund's positions in non-U.S. investments will fluctuate with U.S. dollar exchange rates as well as the price changes of the investments in the various local markets and currencies. In such cases, an increase in the value of the U.S. dollar compared to the other currencies in which a Fund makes its investments will reduce the effect of any increases and magnify the effect of any decreases in the prices of a Fund's securities in their local markets and may result in a loss to a Fund. Conversely, a decrease in the value of the U.S. dollar will have the opposite effect on a Fund's non-U.S. dollar investments. Furthermore, a Fund may incur costs in connection with conversions between various currencies. Non-U.S. currency exchange dealers realize a profit based on the difference between the prices at which they are buying and selling various currencies. Thus, a dealer normally will offer to sell currency to a Fund at one rate, while offering a lesser rate of exchange should a Fund desire immediately to resell that currency to the dealer. A Fund intends to conduct its currency exchange transactions either on a spot (i.e., cash) basis at the spot rate prevailing in the currency exchange market, or through entering into forward, futures or commodity options contracts to purchase or sell non-U.S. currencies. Most of a Fund's currency exchange transactions are expected to occur at the time securities are purchased and to be executed through the local broker or custodian acting for a Fund.

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

Standard General and its employees do not have any material legal or disciplinary events to be disclosed.

## Item 10. Other Financial Industry Activities and Affiliations

Items 10.A and 10.B are “Not Applicable” as neither Standard General nor its management persons are registered or have an application pending to register as a broker-dealer, registered representative of a broker-dealer, futures commission merchant, commodity pool operator, commodity trading adviser, or an associated person of the foregoing entities.

### Item 10C

As discussed above, an affiliate of Standard General, Standard General GP LLC, is the general partner of the Funds that are organized as limited partnerships. In addition, SG Special Situations GP, LLC, an affiliate of the General Partner, serves as the general partner of a closed-ended Fund.

**Outside Activities:** The General Partner, Standard General and Soohyung Kim will devote such time to the Funds’ business as they, in their sole discretion, deem to be necessary to manage and supervise the Funds’ business and affairs in an efficient manner. The General Partner, its affiliates and agents, officers, directors and employees of the General Partner and its affiliates may engage in or possess interests in other business ventures and may engage in other activities of any kind and description, independently or with others, including, without limitation, ventures involving investing in securities or managing or participating in other investment funds, which ventures may be similar to and competitive with the Funds. Neither a Fund nor any Investor has the right to participate in any other ventures or activities of the General Partner or its affiliates or to the income or proceeds derived therefrom solely by virtue of being an Investor in a Fund.

Employees of Standard General currently serve on boards of directors or executive committees or in other management capacities at companies in which the Funds invest, either directly or indirectly. Serving in such a capacity may expose such employee, and by association Standard General and the Funds, to certain limitations on the ability to trade the securities of the issuer company and certain conflicts of interest. As a result of such service, an employee may become aware, from time to time, of material non-public information about the company in which the Funds invest, and the employee’s knowledge is likely to be attributed to Standard General and the Funds; therefore, the Funds’ ability to trade the securities of such company may become substantially restricted. The Funds’ ability to buy and sell such securities may be limited to such times as company insiders are permitted to do so. Such limitations may cause the Funds to forgo sales that it would otherwise make, thereby exposing the Funds to losses, or to forgo purchases, thereby exposing the Funds to lost opportunities. Standard General and the Funds may also be subject to Section 16 of the Securities Exchange Act of 1934, as amended, including the disclosure requirements, the restrictions on purchases and sales, and the disgorgement of profits in certain circumstances. An employee serving as a director of a company owned, directly or indirectly, by the Funds may also face a conflict between the fiduciary duties owed by such employee to the Funds and the duties owed to such company. In such circumstances, an employee may act in ways that are in the best interests of such company but not the Funds. Standard General maintains internal compliance policies that are intended to minimize the negative effects of such conflicts if they arise, and intends to prevent employees from taking such positions when, in Standard

General's determination, the potential risks to the Funds outweigh the potential benefits. However, there can be no assurance that permitting the board membership of an employee will not result in less favorable results for the Funds than if the employee was not permitted to serve in such capacity. Standard General employees who serve on a board or executive committee of a company are permitted to accept reasonable compensation for such service.

#### Item 10D

Standard General does not utilize third party investment advisory services.

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

#### Item 11A

Standard General's Code of Ethics (the "Code") is designed to meet the requirements of Rule 204A-1 of the Investment Advisers Act of 1940, as amended ("Advisers Act"). The Code applies to Standard General's access persons (which term includes all employees of Standard General) and sets forth a standard of business conduct that takes into account Standard General's status as a fiduciary and requires access persons to place the interests of the Funds above their own interests.

To address potential conflicts and in recognition of Standard General's fiduciary obligations to its Funds and Standard General's desire to maintain its high ethical standards, Standard General has adopted a Code of Ethics containing provisions designed to: (i) prevent improper personal trading by Standard General's access persons; (ii) prevent improper use of material, non-public information about securities recommendations made by Standard General or securities holdings of the Funds; (iii) identify conflicts of interest; and (iv) provide a means to resolve any actual or potential conflict in favor of the Funds.

Among other things, the Code (i) requires that all employees comply with federal securities laws, (ii) requires that all employees submit to Standard General reports containing their personal securities holdings and transactions in reportable securities, and that Standard General review such reports, (iii) requires all employees to obtain pre-approval of certain types of investments, and (iv) contains policies and procedures designed to prevent the misuse of material, non-public information. All access persons are provided with a copy of the Code and are required to acknowledge receipt of the Code, and certify compliance therewith, on at least an annual basis.

The Code also sets forth certain reporting and pre-clearance requirements with respect to personal trading by access persons. Standard General's access persons must provide the Chief Compliance Officer with a list of their personal brokerage accounts and an initial holdings report within 10 days of becoming an access person. In addition, Standard General's access persons must submit annual holdings reports and quarterly transaction reports in accordance with Rule 204A-1.

In addition, the Code of Ethics ensures the protection of nonpublic information about the activities of the Funds. Investors or prospective Investors may obtain a copy of Standard General's Code of



Ethics by contacting the Chief Compliance Officer, Joseph Mause at (212) 257-4720 or by email at [jmause@standgen.com](mailto:jmause@standgen.com).

### Item 11B

As explained in Item 10 above, Standard General serves as the investment manager to the Funds and as such recommends interests in the Funds to prospective Investors. Standard General (or its affiliates) has a material financial interest with respect to fees paid by Investors. Management fees are payable without regard to the overall success or income earned by the Funds and therefore may create an incentive on the part of Standard General to raise or otherwise increase assets under management to a higher level than would be the case if Standard General were receiving a lower or no management fee. Performance-based fees (the Performance Allocation and carried interest) may create an incentive for Standard General to make investments that are riskier or more speculative than in the absence of such performance-based compensation. Funds and Investors are provided with clear disclosure as to how performance-based compensation is charged and the risks associated with such performance-based compensation prior to making an investment.

Standard General, its employees or their related persons may also and do invest directly in some or all of the Funds. It should be noted that investments in the Funds made by such parties may not be subject to the asset or performance-based fees described above. The fact that Standard General's principals and employees have financial ownership interests in the Funds also creates a potential conflict in that it could cause Standard General to make different investment decisions than if such parties did not have such financial ownership interests.

It should also be noted that Standard General and its affiliates may give advice and recommend the purchase or sale of securities and other financial instruments, or buy or sell such securities, and instruments for their own account or that of certain Funds, which advice or instruments may differ from advice given to, or instruments recommended or bought or sold for, certain other Funds, even though their investment objectives may be the same or similar. As a result, the allocation of investment opportunities gives rise to potential and actual conflicts of interest.

In making allocation decisions with respect to limited investment opportunities that could reasonably be expected to fit the investment objectives of one or more Funds, Standard General anticipates that it may consider one or more of the following factors that it deems relevant: (a) the risk-return and target return profile of each Fund; (b) any need to resize risk in such Fund's existing portfolio in light of other positions; (c) proximity to the end of a Fund's investment period, if applicable; (d) tax consequences; (e) regulatory or contractual restrictions (including any side letter covenants) or consequences; (f) availability and degree of leverage; (g) any requirements or other terms of any existing leverage facilities; (h) the nature and extent of involvement in the transaction on the part of the respective teams of investment professionals dedicated to the relevant Fund; (i) available capital of each Fund and (j) any other considerations that Standard General in good faith determines to be relevant to the determination.

Standard General from time to time makes "co-investment" opportunities available to investors in its Funds or other third parties. These investors are referred to as "co-investors," and the term "co-

investment” refers to an investment opportunity that has been sourced by an existing Fund but the Fund is not able to invest in the entire opportunity because, in Standard General’s sole discretion, the size, liquidity or investment time horizon are not appropriate for the Fund. Standard General will determine the terms of any co-investment on a case-by-case basis in its sole discretion and any opportunity may be presented on an “as is” basis. Standard General generally expects to create special purpose vehicles (“SPVs”) for each particular co-investment opportunity but may create one or more SPVs for co-investment opportunities in general. How an SPV is structured will depend on legal, tax, regulatory or other purposes. However, in certain circumstances co-investors may participate in parallel with the Funds rather than through a SPV.

When an investment opportunity could potentially involve co-investments, Standard General will allocate the investment opportunity among its Funds in accordance with its general trade allocation procedures. If, after making such allocations, there is remaining capacity, and if Standard General has determined to make the investment opportunity available to underlying investors, the excess investment opportunity will be allocated to: 1. co-investors in compliance with any provisions of the SPV’s governing documents; 2. to existing and/or prospective investors that Standard General believes have or may add specific expertise or experience or other strategic value to one or more Funds based on the nature of the co-investment and/or may add value to Standard General’s business, whether or not they are Investors in a Fund; and 3. to other Investors not described above, in each case based on the considerations described above. If all or a portion of an investment opportunity is not allocated after these allocation principles have been applied, Standard General will offer the co-investment to any other person or determine not to allocate all or any remaining excess investment opportunity and not make the remaining co-investment opportunity available.

If an additional or related opportunity arises from a co-investment, Standard General will first assess whether the liquidity, investment time horizon and amount of capital required to invest are consistent with the sourcing Fund’s existing and anticipated liquidity needs, diversification goals and risk profiles. If the related opportunity is consistent with the foregoing factors, Standard General would allocate based on its standard allocation procedures. Otherwise, Standard General will offer the related opportunity exclusively to co-investors instead of to existing Funds.

Each client and co-investor that invests in a co-investment transaction will bear their *pro rata* share of the transaction’s costs and expenses. In addition, certain Funds (and not potential co-investors or other Funds) will bear expenses for transactions that are not consummated or that another Fund invests in at a later date. Standard General believes that the overall benefits and potential burdens to the Funds of potential co-investors and other Funds to participate in certain transactions are fair and equitable for the following reasons:

1. in certain instances, the Funds would be unable to participate in a transaction due to its size without including co-investors, and thus the Funds benefit by participating in a potentially attractive investment that they might not otherwise have been able to access;
2. the amount of broken deal expenses associated with an investment are expected to be the same, or substantially similar, regardless of the type and number of participants;

3. in most cases, it is impracticable to charge broken deal expenses to co-investors since such expenses are often incurred prior to the date on which these co-investors become contractually committed to participate in the co-investment; and
4. Funds, rather than co-investors, generally will receive any break up, topping up or other fees received in respect of investments, although Standard General does not expect such fees to be material.

Notwithstanding the foregoing, Standard General may allocate broken deal expenses to co-investors in limited circumstances, such as when they invest through an SPV that invests in multiple co-investments, where such co-investors are contractually required to co-invest and have agreed to bear broken deal expenses as a condition of being considered for participation in a co-investment.

Standard General at times has an incentive to offer co-investment opportunities in order to receive special expertise or to gain strategic value by virtue of allowing the participation of a certain co-investor. In addition, Standard General has a conflict of interest in making investment allocation decisions and determining that the size of a particular investment opportunity exceeds the aggregate desired allocation of existing clients of Standard General. Standard General has substantial discretion in allocating co-investment opportunities among co-investors and third parties, and many investors may not have an opportunity to participate in co-investments. Standard General and its affiliates may receive fees, remuneration, or other benefits in respect of co-investment opportunities, and are not required to account to investors with respect to these benefits. Co-investors may also have greater access to information pertaining to the co-investment than other Funds or Investors, and an investor in a co-investment may have economic or business interests or goals that are inconsistent with those of the Funds participating in the co-investment, or may be in a position to take or block action in a manner that is contrary to the Funds' investment objectives. An investor in a co-investment may be able to sell some or all of its interest in a co-investment while a Fund retains—or is required to retain—its interest, so that the Fund remains at risk to the future performance of the co-investment while the co-investor has already liquidated its position.

Co-investors may engage Standard General or its affiliates to advise them about a co-investment opportunity for a fee. The Funds and Investors will not participate in the profits or losses received by the co-investors, nor will the Funds or Investors participate in the fees received by Standard General or its affiliates with respect to these co-investment opportunities.

#### Item 11C

Standard General believes that high ethical standards are essential for the success of Standard General and to maintain the confidence of its Funds. The Code is designed to ensure that the personal securities transactions of Standard General and its affiliates, officers and employees (and members of their families) do not conflict with transactions effected on behalf of the Funds. Employees of Standard General must (i) place the interests of Funds first, (ii) avoid taking inappropriate advantage of their positions within the firm, and (iii) conduct their personal securities

transactions in full compliance with the Code. As required by Rule 204A-1 of the Advisers Act, Standard General requires its access persons to report their securities transactions on a quarterly basis and disclose their securities holdings upon becoming an access person and promptly notify the firm of any changes to their accounts. Standard General also limits and monitors the personal trading of its access persons. In particular, access persons are generally precluded from directly or indirectly engaging in any personal trading in any security for an account in which the employee has a beneficial ownership unless the transaction occurs in an exempted security (as defined in Standard General's Code of Ethics) or the employee has received prior written consent from the Chief Compliance Officer. Standard General reserves the right to disapprove any proposed transaction. In addition, access persons must pre-clear: (i) direct or indirect purchase or sale of beneficial ownership in a security in an initial public offering; (ii) direct or indirect purchase or sale of beneficial ownership in a security in a limited offering, which includes but is not limited to U.S. and offshore hedge funds, private equity funds & venture capital funds; (iii) direct or indirect purchase or sale of any security that may be purchased or sold by a Fund, excluding shares issued by registered open-end or closed-end funds (i.e. mutual funds), bank certificates of deposit, exchange traded funds and exchange traded notes, local and state municipal bonds and shares in unit investment trusts; and (iv) transactions involving options on exchange traded funds and exchange traded notes or options on closed-end funds. Lastly, Standard General maintains a Restricted List containing the names of securities which the firm and access persons are generally prohibited from trading.

Standard General also maintains policies and procedures regarding insider trading that are designed to prevent the misuse of material, non-public information. Standard General's personnel are required to certify their compliance with the Code of Ethics and such insider trading policies and procedures on at least an annual basis.

## Item 12. Brokerage Practices

### Item 12A.1

Standard General recognizes its duty to seek to obtain "best execution" for its Funds. In selecting brokers or dealers to execute transactions, Standard General is not required to solicit competitive bids and does not have an obligation to seek the lowest available commission. Portfolio transactions are allocated to brokers in consideration of a broker's ability to effect the transactions, its facilities, reliability and financial responsibility. Standard General may not necessarily negotiate "execution only" commission rates and is authorized to "pay up" for research and other services provided by the broker through the commission rate ("soft dollars"). However, since commission rates are generally negotiable, selecting brokers on the basis of considerations other than commission rates may result in higher transaction costs than would be otherwise obtainable. Notwithstanding this authorization, Standard General currently does not use "soft dollars" and has no future intent to use "soft dollars."

Standard General may also combine purchase or sale orders on behalf of the Funds with orders for other accounts managed by Standard General, the General Partner or affiliates thereof and allocate

purchases or sales, typically on an average price basis, among such accounts wherein orders placed during a trading day are placed on behalf of the Funds, the General Partner, or their affiliates and allocated among such accounts using an average price.

From time to time, Standard General may determine that it is in the best interest of its clients to arrange for one or more Funds or other client account to buy or sell a security directly from or to another Fund or other client account (for example, to reduce or eliminate transaction costs). Although Standard General does not routinely engage in these direct trades between client accounts, Standard General's chief compliance officer may approve a cross transaction if the specific transaction is believed to be in the best interest of all clients that are parties to the transaction and is otherwise in accordance with the applicable clients' governing documents and permitted under applicable laws. The firm's chief compliance officer will oversee any approved cross transaction to verify that:

- The transaction does not involve an ERISA account or Fund that is deemed to be a "plan asset vehicle" for ERISA purposes,
- The transaction is consistent with the investment policy statements of each participating account,
- No brokerage commission, fee (except for customary transfer fees), special fees or other compensation is paid to Standard General or its affiliates in connection with the transaction,
- The price at which the transaction will be effected was determined in accordance with Standard General's policies and procedures.

Expenses incurred in connection with the transaction will be allocated equitably in the discretion of Standard General between the applicable client accounts.

Similarly, if a transaction is cancelled, any costs incurred will be allocated equitably in the discretion of Standard General between the applicable client accounts that are parties to the cross transaction.

From time to time, the Funds may engage in principal transactions and certain other related party transactions. In no event shall any such transaction be entered into unless it is consented to by the investors in the applicable Fund(s) or owner of the applicable account(s) managed by Standard General in accordance with the relevant client governing documents and applicable law.

Trade Errors may occur during the trading process. It is Standard General's policy to correct errors occurring in the management or trading of Funds' accounts as soon as practicable. Errors must also be reported to the CCO and reviewed to determine whether policies or procedures should be changed to prevent future errors. Generally, the Funds' investment management agreements govern the allocations of profits and losses resulting from trade errors committed by Standard General. The cost of errors in the Funds' accounts will be borne by the Funds unless an error is the result of bad faith, gross negligence, or willful misconduct by Standard General or, in the case of

Funds subject to ERISA, a breach of ERISA's standard of care by Standard General. Gains associated with any trade error shall be retained by the affected Funds. The gains and losses associated with errors affecting sub-advised funds will be treated in accordance with the applicable governing documents of sub-advised funds.

#### Item 12A.2

Standard General may place transactions with a broker-dealer that (i) provides Standard General with the opportunity to participate in capital introduction events sponsored by the broker-dealer, or (ii) refers Investors to the Funds (or an affiliate). Because such referrals, if any, are likely to benefit Standard General and its affiliates but provide an insignificant (if any) benefit to Investors, Standard General may have a conflict of interest with the Funds when allocating Fund brokerage business to a broker who has referred Investors to the Funds. To prevent Fund brokerage commissions from being used to pay Investor referral fees, Standard General does not allocate Fund brokerage business to a referring broker unless Standard General determines in good faith that the commissions payable to such broker-dealer is consistent with seeking best execution; provided Standard General is not selecting the broker-dealer in recognition of the opportunity to participate in such capital introduction events or the referral of Investors.

#### Item 12B

If Standard General determines to buy or sell the same security on behalf of more than one Fund (based upon the investment mandates of such Funds), it may, but shall be under no obligation to, aggregate, to the extent permitted by applicable law and regulations, the securities to be purchased or sold in order to seek more favorable prices, lower brokerage commissions or more efficient execution. In such case, Standard General will place an aggregate order with the broker on behalf of all such accounts in order to ensure fairness for all accounts; provided, however, that trading shall be reviewed periodically to ensure that accounts are not systematically disadvantaged by this policy. Standard General will determine the appropriate number of shares to place with brokers and will select the appropriate brokers based upon Standard General's determination of who will likely provide best execution, except for those accounts with specific brokerage direction (if any).

In executing bunched transactions for Fund accounts placed at the same time and at the same price with the same broker, trades are generally allocated on the basis of the relative asset size of each participating Fund. It should be specifically noted that the investment strategy employed by a particular Fund will also govern whether a Fund will participate in a particular transaction. All determinations as to whether a Fund will participate in a particular security transaction will be made by Standard General. In some circumstances, it may be appropriate for Standard General to buy or sell a security on behalf of more than one Fund over a period of time. For example, if Standard General is buying a small capitalization and/or relatively illiquid security for more than one Fund, it may wish to fill the order over a period of days or even weeks. In such instances, although it may not be possible to aggregate orders to be entered for all of the Funds, Standard General still must allocate Funds' orders on an equitable basis. Standard General reflects the executed allocation on the internal trade ticket.

Please note that situations may occur where one of Standard General's Funds could be disadvantaged because of the investment activities conducted by Standard General for one or more of its other Funds.

### Item 13. Review of Accounts

#### Item 13A

Soohyung Kim is the Chief Investment Officer of Standard General and is responsible for all investment decisions. Mr. Kim is assisted by a team of investment professionals (the "Investment Team"). The portfolios are regularly reassessed with regard to investment policy, the suitability of the investments used to meet policy objectives, cash availability and the investment objectives of the portfolio. Members of the Investment Team review daily each investment to determine whether anything has changed subsequent to the initial investment decision that impacts the risk or potential return, and to assure early recognition of any diminution in the value of an investment. While the investment approach tends to minimize frequent portfolio turnover, an important element of Standard General's approach is active portfolio risk management and monitoring of investment positions. The Chief Financial Officer regularly reviews the portfolio and trading activity while the Chief Investment Officer completes a top-level review of current inventory and trading activity and is the ultimate decision-makers with respect to trade issues.

#### Item 13B

Please see Item 13.A. The accounts are reviewed regularly.

#### Item 13C

Investors receive monthly or quarterly account statements, as applicable, from the Fund Administrator. Generally, Investors also receive unaudited performance monthly and a written update of Standard General's and the Funds' activity on a quarterly basis. In addition, audited financial statements are typically sent to Investors within 90-120 days of the end of the fiscal year.

### Item 14. Client Referrals and Other Compensation

#### Item 14A

Standard General does not receive an economic benefit from a non-client in connection with giving advice to the Funds.

#### Item 14B

Standard General may in the future enter into written arrangements with third parties to market one or more of the Funds to prospective investors. The Investor will incur no additional costs or expenses as a result of any such compensation arrangements.

## Item 15. Custody

Standard General maintains the assets of the Funds in accounts with a “qualified custodian” pursuant to Rule 206(4)-2 under the Advisers Act and notifies clients in writing of the qualified custodian’s name, address and the manner in which the assets are maintained promptly when the account is opened and following any changes to this information. Standard General has established prime brokerage and custodial arrangements for the Funds with Goldman Sachs & Co. (One New York Plaza, 44th Floor, New York, NY 10004), and JP Morgan Securities LLC (383 Madison Avenue, New York, NY 10179). Goldman Sachs is the primary prime broker of the Funds. JP Morgan is utilized on a secondary basis. Goldman Sachs, JP Morgan, BNY Mellon and Interactive Brokers generally serve as the custodians for the cash assets and a majority of the securities held by the Funds. Cash may also be held at Citco Banking Corporation N.V., Signature Bank N.A., or First Republic Bank, N.A.

Pursuant to Rule 206(4)-2 under the Advisers Act, Standard General reasonably believes that all Investors are provided with audited financial statements for their respective Fund prepared by an independent accounting firm that is registered with and subject to review by the Public Company Accounting Oversight Board, in accordance with U.S. Generally Accepted Accounting Principles, within 120 days of the end of such Fund’s fiscal years (i.e., generally by April 30). Investors should carefully review the audited financial statements of the Funds upon receipt.

## Item 16. Investment Discretion

Standard General has discretionary authority to manage securities accounts on behalf of the Funds. Standard General is authorized to make transaction recommendations for the Funds. As explained in Item 8.A above, each Fund’s investment strategy is set forth in detail in the respective Fund’s private offering memorandum. Investors do not have the ability to impose limitations on Standard General’s discretionary authority. Investors must execute a subscription agreement in which they make various representations, including representations regarding their suitability to invest in a high-risk investment pool, and Investors in the domestic limited partnerships must execute a limited partnership agreement.

As noted in Item 4.A and Item 7 above, Standard General has established and may in the future establish one or more managed accounts or single investor funds, based on the preferences of a single investor or a group of investors. Such customized Funds may have the same or different investment strategies as the other Funds managed by Standard General. In addition, such customized Funds may have the same or different terms (including but not limited to investment minimums, fees, liquidity and/or transparency).

## Item 17. Voting Client Securities

It is the policy of Standard General to vote proxies in the interest of maximizing value for the Funds. Standard General will vote in a way that it believes, consistent with its fiduciary duty, will cause the value of the issue to increase the most or decline the least. Consideration will be given



to both the short and long term implications of the proposal to be voted on when considering the optimal vote.

Prior to voting any proxies, the Chief Financial Officer or Chief Investment Officer will determine if there are any conflicts of interest related to the proxy in question. If a conflict is identified, the Chief Investment Officer will then make a determination (which may be in consultation with the Chief Financial Officer and legal counsel) as to whether the conflict is material or not. If no material conflict is identified pursuant to these procedures, the Chief Investment Officer will make a decision on how to resolve the conflict.

Standard General is not required to vote every proxy. At times, refraining from voting is in the client's best interest, such as when Standard General's analysis of a particular proxy reveals that the cost of voting the proxy may exceed the expected benefit to the client (i.e., casting a vote on a foreign security may require that the adviser engage a translator or travel to a foreign country to vote in person).

If you have any questions about these procedures or if you would like detailed information of how any proxies were actually voted please contact the Chief Compliance Officer at (212) 257-4720.

#### Item 18. Financial Information

Standard General does not charge fees six months or more in advance of services rendered. Standard General is not currently aware of any financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients.

Standard General has never been the subject of a bankruptcy petition.