

Item 1. COVER PAGE



CALLAWAY CAPITAL MANAGEMENT, LLC

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This brochure provides information about the qualifications and business practices of Callaway Capital Management, LLC. If you have any questions about the contents of this brochure, please contact us at (202) 866-0901 or info@callawaycap.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about Callaway Capital Management, LLC also is available on the SEC's website at www.adviserinfo.sec.gov. Registration with the SEC or with any state securities authority does not imply any level of skill or training with respect to the investment advisory services Callaway Capital Management, LLC provides.

Item 2. MATERIAL CHANGES

The Material Changes section of this Brochure will be updated annually when material changes have occurred since our last annual update.

Summary of Material Changes since the Last Annual Update

Callaway Capital Management, LLC has updated its Brochure as part of its annual update. This Brochure contains an update to Regulatory Assets Under Management as of February 29, 2024.

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Item 4. ADVISORY BUSINESS

Callaway Capital Management, LLC (the “Adviser”) is a Delaware limited liability company with a principal place of business in Nashville, Tennessee that was founded in 2013 by Daniel S. Freifeld. It became a registered investment adviser (“RIA”) in March 2022 after previously being registered as an RIA in the District of Columbia since January 2017.

The Adviser provides investment advisory and management services to private investment funds (the “Funds”) offered exclusively to sophisticated institutional investors, high net worth individuals, and single- and multi-family offices. The Adviser does not have or offer any separately managed accounts at this time.

As a general matter, the Adviser’s investment strategies seek to generate uncorrelated returns through the identification of mispriced risk factors, primarily within emerging markets and certain developed markets experiencing periods of political and economic change or uncertainty.

The Adviser exercises complete discretion over all investment decisions made on behalf of the Funds, including the selection, purchase, and sale of securities, the selection of brokers, dealers, and other counterparties for such transactions, and the size of any commissions or other compensation to be paid in connection therewith. Neither the Funds nor any Fund investors may impose restrictions that limit the Adviser’s discretion to invest in certain securities or types of securities on behalf of the Funds. The complete terms governing the Adviser’s investment discretion, strategies, and objectives, as they relate to the management and investment of Fund assets, as well as all applicable fees and expenses, are detailed in the Private Placement Memoranda and/or the various associated agreements and organizational documents governing the operation of the Funds (collectively, the “Fund Documentation”).

As of February 29, 2024, the Adviser had \$129,787,427 of assets under management, all of which was managed on a discretionary basis. The Adviser does not manage any assets on a non-discretionary basis.

Item 5. FEES AND COMPENSATION

All fees and expenses associated with investment in the Funds are described in detail within the Fund Documentation. The Adviser may, in the future, manage additional investment funds that charge higher or lower fees or offer different fee structures and/or expense payment arrangements than the Funds.

Fund Management Fees

The Adviser and each Fund have entered into an Investment Management and Services Agreement, which may be terminated by either party, without penalty, upon 30 days' prior written notice. The Investment Management and Services Agreement generally obligates the Fund to pay the Adviser a management fee to be calculated and paid in the manner described within the Fund Documentation (the "Management Fee"). As a general matter, the management fee charged to the Fund is based on a percentage of the Fund's asset value. The standard Management Fee charged is 2% per annum of assets under management. The Management Fee paid by each individual Fund investor, however, is negotiable and may vary depending on a variety of factors, including the amount of assets invested and the timing of the investment.

The Management Fee is calculated and payable monthly in advance as of the beginning of each calendar month. The Management Fee is calculated and deducted each month from the capital account maintained by the Fund's independent third-party administrator on behalf of each investor.

Fund Performance Fees

In addition to the Management Fee described above, the Adviser and its affiliates are generally entitled to receive performance-based fees in the form of a percentage of the profits earned by the Funds (the "Performance Allocation"). See Item 6 below for additional information regarding the Performance Allocation.

Other Fund Fees and Expenses

Each Fund bears all costs and expenses directly related to its investment program, including expenses related to research, due diligence, prospective investments (whether or not consummated), proxies, underwriting and private placements, brokerage commissions, interest on debt balances or borrowings, clearing and settlement charges, stamp duties, custody fees, bank service fees, travel expenses (to the extent related to investments), appraisal fees, investment banking expenses, fees due to unaffiliated advisers, sub-advisers, consultants and finders performing services other than investment advisory services similar to those provided by the Adviser (which fees do not offset the Management Fee or the Performance Allocation), risk management expenses, system expenses related to trading, research (including information service subscriptions utilized with respect to the Fund's investment program), the Fund's accounting, data services, valuation services, risk management, order management systems, and other analytical systems, any tax-related structuring or legal expenses incurred and any withholding or transfer taxes imposed on the Fund. Each Fund also bears all out-of-pocket costs of the operation and administration of the Fund, including (i) tax preparation, accounting, audit, operational, administration, legal and compliance expenses (including expenses relating to the preparation and filing of any reports, registrations, disclosures, filings and notifications of the Fund, the Adviser or its affiliates to regulatory or governmental authorities relating to the Fund or its activities but

not including expenses related to the Adviser's registration under the Advisers Act), registrar and transfer agency expenses, (ii) expenses associated with the ongoing offering of investments in the Fund, including compliance with regulatory requirements and negotiation with prospective investors, (iii) costs of any litigation or investigation involving the Fund's activities, (iv) the costs, fees and expenses of any appraisers, accountants or other experts engaged by Adviser as well as other expenses directly related to the Fund's investments, (v) liability premiums for insurance covering the Adviser and its affiliates (including, without limitation, insurance for directors and officers coverage, errors and omissions coverage, cyberinsurance coverage and privacy/data breach coverage) and (vi) costs associated with reporting and providing information to existing and prospective investors.

The Funds do not have their own separate employees or offices. Except as described above, the Funds generally do not reimburse the Adviser for salaries, office rent, and other general overhead costs of the Adviser. A portion of the commissions generated on the Funds' brokerage transactions may generate "soft dollar" credits that the Adviser is authorized to use to pay for research and research-related services and products used by the Adviser, which would otherwise constitute overhead expenses of the Adviser.

The Adviser's fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses which are incurred by the Funds. See Item 12 below for a description of the factors that the Adviser may consider in selecting broker-dealers to execute the Funds' transactions and determining the reasonableness of their compensation (e.g., commissions).

Item 6. PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

An affiliate of the Adviser receives performance-based fees in the form of a Performance Allocation, which entitles the affiliate to a percentage of the profits earned by the Funds, to be calculated and paid in the manner described within the Fund Documentation.

The standard Performance Allocation is 20% per annum of investment profits earned by the Fund. The Performance Allocation applicable to each individual Fund investor, however, is negotiable and may vary depending on a variety of factors, including the amount of assets invested and the timing of the investment. The Performance Allocation applicable to certain Fund investors may be subject to a preferred rate of return (or "hurdle"), other conditions or limitations, or may be waived or reduced by the Adviser in its sole discretion.

The Performance Allocation generally is calculated and charged on an annual basis by the Adviser, at the end of each calendar year, based on the value of the Fund's assets at the time of calculation. Additionally, the Adviser charges a Performance Allocation upon the redemption of any portion of an investor's investment in a Fund, based on the net profits earned through the date of the redemption with respect to that portion of the applicable investor's account balance

being redeemed. Performance Allocations are generally deducted automatically from the capital account maintained by the Fund's independent third-party administrator on behalf of each investor.

The Performance Allocation may create an incentive for the Adviser to make investments on behalf of the Funds that may be riskier or more speculative than would be the case in the absence of any such performance-based fees or compensation. This incentive is mitigated, in part, by the fact that a substantial portion of the Adviser's own capital is invested in the Funds. It is also mitigated, in part, through the application of a high-water mark to Fund returns, which ensures that the Adviser and its affiliates will not be entitled to receive any Performance Allocation on profits generated by a Fund until any investment losses sustained by the Fund during prior performance periods have been recovered.

Moreover, because the fees earned by the Adviser, including the Management Fee and Performance Allocation, are calculated as a percentage of a Fund's net asset value, the Adviser's interests in valuing Fund assets may, under certain circumstances, conflict with the interests of the Fund or Fund investors, particularly with regard to Fund investments that are not readily marketable or that may be difficult to value. To mitigate this risk, the Adviser has adopted and abides by a clearly articulated valuation policy, which is set forth in detail within the Fund Documentation.

Additionally, certain terms governing the Performance Allocation could give the Adviser an incentive to make determinations regarding the timing and structure of investment transactions that is not applicable to, and may be in conflict with, the interests of the Fund or Fund investors.

Item 7. TYPES OF CLIENTS

The Adviser currently provides investment management and advisory services exclusively to the Funds. Details concerning investment minimum amounts and suitability criteria for investors in the Funds are set forth in the Fund Documentation.

The Adviser may in the future provide investment management and advisory services to other private investment funds, individuals, institutions, and pension or profit sharing plans.

Item 8. METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

Methods of Analysis and Investment Strategies

As a general matter, the Adviser employs a strategy that seeks to leverage its proprietary research into and understanding of dynamic risk factors to place capital around anticipated catalysts that are forecasted to drive meaningful asset-price movement, primarily in emerging and frontier markets. The catalysts around which this strategy seeks to invest include: gradual, incremental, or immediate changes in the liquidity and solvency profiles of companies; changes in the ability or willingness of national, regional, and local governmental bodies to service debt obligations; materialization, escalation, or resolution of investor-state disputes; and the occurrence of significant geopolitical events.

In implementing its investment strategies, the Adviser expresses investment theses through a variety of debt and equity securities and other assets. Investment themes are developed on the basis of the Adviser's continual monitoring of and research into global political and economic conditions, developments, and events. These investment themes enable the Adviser to identify geographic markets, sectors, industries, and asset classes that it believes to present favorable investment opportunities at any given time. The Adviser analyzes identified investment opportunities using a variety of research and analytical tools and resources, including but not limited to: fundamental and technical securities and financial analysis; published news, information, and regulatory filings; interviews with company management; inspection of company facilities and assets; third-party research materials and reports; and consultation with industry experts, local sources, and other market participants and observers.

The Adviser retains broad discretion with regard to the particular investment strategies it employs, as well as the particular methods of analysis used in implementing those strategies. These strategies and methods may, and likely will, change from time to time, due to a variety of factors, including changing market and industry dynamics and conditions, and the Adviser may adopt or implement additional or different strategies and methods, as it deems appropriate to meet any particular investment objectives articulated by future clients.

Risk of Loss

Investments in the Funds are speculative and involve significant risks. An investment in a Fund may not be suitable for all investors and is intended for sophisticated investors who are capable of bearing the relevant investment risks. Some of the risks and potential conflicts of interest associated with investing in the Funds are summarized below. Prospective Fund investors should consult the Fund Documentation for a more complete description of the risk factors, potential conflicts of interest, terms, and conditions that should be considered carefully prior to any investment decision.

General Investment Strategy and Market Risks

Investment Judgment; Market Risk. The profitability of a significant portion of the Funds' investment programs depends to a great extent upon correctly assessing the future course of the price movements of securities and other investments. There can be no assurance that the Adviser will be able to predict accurately these price movements. With respect to the investment strategies utilized by the Adviser in managing the Funds, there is always some, and occasionally a significant, degree of market risk.

Foreign Securities. Investments in foreign securities involve certain factors not typically associated with investing in U.S. securities, such as risks relating to (i) currency exchange matters, including fluctuations in the rate of exchange between the U.S. dollar (the currency in which the books of the Funds are maintained) and the various foreign currencies in which the Funds' portfolio securities will be denominated and costs associated with conversion of investment principal and income from one currency into another; (ii) differences between the U.S. and foreign securities markets, including the absence of uniform accounting, auditing and financial reporting standards and practices and disclosure requirements, and less government supervision and regulation; (iii) political, social or economic instability; (iv) imposition of foreign income, withholding or other taxes; and (v) the extension of credit, especially in the case of sovereign debt.

Non-U.S. stock markets, while growing in volume and sophistication, are often not as developed as U.S. stock markets, and securities of some non-U.S. issuers may be less liquid and more volatile than securities of comparable U.S. issuers. Settlement and custodial practices for non-U.S. securities are often less developed than those in U.S. markets, and this may result in increased investment or valuation risk or substantial delays in the event of a failed trade or the insolvency of non-U.S. institutions that execute trades or hold investments in custody for the Funds. In addition, the costs associated with trading and holding non-U.S. investments, including withholding taxes, brokerage commissions, and custodial costs, are often higher than the costs of trading and holding U.S. investments.

Non-U.S. markets may offer less protection to investors than U.S. markets. Non-U.S. issuers are often not subject to uniform accounting, auditing, and financial reporting requirements comparable to those that apply to U.S. issuers. The public information on non-U.S. issuers may be more limited than the public information available on comparable U.S. issuers. Often there is less overall governmental supervision and regulation of securities exchanges, securities brokers, and listed companies in non-U.S. jurisdictions than in the United States. Enforcement of laws and regulations outside the U.S. may be influenced by economic or political concerns, and investors may have difficulty enforcing their legal rights in some non-U.S. countries.

Risks in Relation to Emerging Markets. Investing in emerging market countries may be subject to greater risks than investments in more developed countries. These risks include for example: (i) less social, political, and economic stability; (ii) greater illiquidity and price volatility due to smaller or limited local capital markets for such securities; (iii) securities

exchanges and financial markets in emerging markets countries may be subject to less scrutiny and regulation by local authorities; (iv) local governments may seize or expropriate securities held by foreign investors and/or local governments may decide to suspend or limit an issuer's ability to make dividend or interest payments to foreign investors; (v) local governments may limit or restrict repatriation of invested capital, profits, and dividends; (vi) returns may be subject to local taxation with significant uncertainties as to local tax rules; (vii) investors may experience difficulty in enforcing legal claims and local authorities may favor the interests of local parties over those of foreign investors; (viii) local regulators responsible for overseeing securities exchanges and financial markets may be inexperienced and unpredictable; (ix) bankruptcy and insolvency rules may be unclear and inconsistently applied; (x) limited public information regarding the issuer may result in greater difficulty in determining market valuations of the securities; and (xi) infrequent financial reporting, substandard disclosure, and differences in accounting standards may make it difficult to ascertain the financial position of an issuer.

Securities listed on emerging market stock exchanges may have low market capitalizations and limited or no trading volume. There can be no assurance that sales on emerging market stock exchanges will provide a viable exit mechanism for the Funds' investments.

Some emerging market countries suffer from uncertainty and other problems in their courts and legal systems. Laws in some emerging market countries may be difficult to interpret and there may be few precedents to assist in interpreting these laws. Laws regarding foreign investment and private property may be weak or absent. Sudden changes in governments may result in policies that are less favorable to investors such as policies designed to expropriate or nationalize private property. Some emerging market countries have expropriated large amounts of private property, in many cases with little or no compensation.

Many emerging market countries lack the social, political, and economic stability characteristic of more developed countries in, for example, North America and Europe. Political instability in emerging market countries can be frequent and may be caused by an inequitable distribution of wealth, social unrest, labor strikes, civil wars, religious zealotry, and political oppression. Economic instability in emerging market countries may result in, among other things, high interest rates, shutdowns of credit markets, hyperinflation, high levels of unemployment, shifts in economic activity to unofficial or black markets, and legal and other barriers to foreign trade and investment.

Currencies of emerging market countries are often subject to greater risks than currencies of more developed countries. Some emerging market currencies may not be internationally traded or may be subject to restrictions imposed by local governments, resulting in undervalued or overvalued currencies. Some emerging market countries have experienced balance of payment deficits and shortages in foreign currency reserves. As a result, some governments have responded by restricting currency conversions. Controls of these sorts could prevent portfolio companies from making dividend and other payments to the Funds or could require that these payments be made in a non-convertible local currency.

Governments of some emerging market countries have enormous outstanding debt obligations. Often, interest payments on these debt obligations have become difficult for these countries to manage, as these payments may represent a large percentage of a country's total GDP. These debt obligations may become subject to political pressures. In some cases, due to an inability to pay or submission to political pressure, the debtor governments have been forced to seek a restructuring of their debt obligations, have suspended interest payments, or have defaulted on their debt obligations. Events of this sort have a wide range of negative effects upon the economy and financial markets of these countries. Moreover, these events may adversely affect the economies and financial markets of other emerging market countries as foreign investors perceive an increased level of risk in emerging markets more generally.

Many emerging economies are very dependent on international trade and exports, including exports of oil, natural resources and other commodities. As a result, these economies are particularly vulnerable to falls in international prices for these goods. In particular, poor economic conditions in more developed countries may reduce international demand for, and prices of, oil, natural resources, and other commodities.

Stock Market Volatility. Stock markets are volatile and may decline significantly in response to adverse issuer, political, regulatory, market or economic developments. Different parts of the market and different types of equity securities may react differently to these developments. For example, small cap stocks may react differently from large cap stocks. Issuer, political or economic developments may affect a single issuer, issuers within an industry, sector or geographic region, or the market as a whole.

In recent years, global markets experienced unprecedented volatility and illiquidity. The effects thereof are continuing and there can be no assurance that the Funds will not be materially adversely affected. These conditions have led to extensive governmental interventions. Such interventions have in certain cases been implemented on an "emergency" basis, suddenly and substantially limiting market participants' ability to continue to implement certain strategies or manage the risk of their outstanding positions. In addition — as one would expect given the complexities of the financial markets and the limited time frame within which governments have felt compelled to take action — these interventions have often been unclear in scope and application, resulting in confusion and uncertainty. It is impossible to predict what additional interim or permanent governmental restrictions may be imposed on the markets and/or the effect of such restrictions on the Adviser's strategies.

The Funds may incur major losses in the event of disrupted markets and other extraordinary events in which historical pricing relationships become materially distorted. The risk of loss from pricing distortions is compounded by the fact that in disrupted markets many positions become illiquid, making it difficult or impossible to close out positions against which the markets are moving. The financing available to the Funds from banks, dealers and other counterparties will typically be reduced in disrupted markets. Such a reduction may result in substantial losses to the Funds. Market disruptions may from time to time cause dramatic losses

for the Funds, and such events can result in otherwise historically low-risk strategies performing with unprecedented volatility and risk.

Common Stocks and Equities. The Funds may invest in common stocks or their equivalent. Common stocks are shares of a corporation that entitle the holder to a pro rata share of the profits of the corporation, if any, without preference over any other shareholder or class of shareholders, including holders of the entity's preferred stock and other senior equity. Common stocks do not represent an obligation of the issuer and payments on common stock when an issuer is wound up are generally subordinated to full payment of outstanding debt securities. The issuance of debt securities or preferred stock by an issuer will create prior claims that could adversely affect the rights of holders of common stock with respect to the assets of the issuer upon liquidation or bankruptcy.

Preferred Stock. The Funds may invest in preferred stock. Preferred stock typically has a preference over common stock in liquidation (and generally dividends as well) but is subordinated to the liabilities of the issuers in all respects. As a general rule, the market value of preferred stock with a fixed dividend rate and no conversion element varies inversely with interest rates and perceived credit risk, while the market price of convertible preferred stock generally also reflects some element of conversion value. Because preferred stock is junior to debt securities and other obligations of the issuer, deterioration in the credit quality of the issuer will cause greater changes in the value of a preferred stock than in a more senior debt security with similar stated yield characteristics. Unlike interest payments on debt securities, preferred stock dividends are payable only if declared by the issuer's board of directors. Preferred stock also may be subject to optional or mandatory redemption provisions.

Debt Securities; Bank Debt. The Funds may invest in corporate debt obligations and other forms of indebtedness, including commercial paper. Such instruments are subject to the risk of an issuer's ability to meet principal and interest payments on the obligation (credit risk), and may also be subject to price volatility due to such factors as interest rate sensitivity, market perception of the creditworthiness of the issuer and general market liquidity (market risk). With bonds and other fixed income securities, a rise in interest rates typically causes a fall in values, while a fall in interest rates typically causes a rise in values. Debt securities generally involve less market risk than stocks. However, the risk of debt securities can vary significantly depending upon factors such as the issuer and maturity. For example, the issuer of a security or the counterparty to a contract may default or otherwise become unable to honor a financial obligation. The debt securities of some companies may be riskier than the stocks of others.

The Funds may invest in debt securities which may be low-rated or unrated by a recognized credit-rating agency or below investment grade and which are subject to greater risk of loss of principal and interest than higher-rated debt securities, due to a possible default by, or bankruptcy of, the issuers of the securities. The Funds may invest in debt securities which rank junior to other outstanding securities and obligations of the issuer, all or a significant portion of which may be secured on substantially all of that issuer's assets. The Funds may invest in debt

securities which are not protected by financial covenants or limitations on additional indebtedness. The Funds may invest in distressed debt securities which are subject to significant credit risk and market risk. The Funds will therefore be subject to credit, liquidity and interest rate risks. In addition, evaluating credit risk for debt securities involves uncertainty because credit rating agencies throughout the world have different standards, making comparison across countries difficult. Furthermore, the market for credit spreads is often inefficient and illiquid, which can make it difficult to accurately calculate discounting spreads for valuing financial instruments.

The Funds may invest in bank loans and participations. Risks associated with these obligations include, but are not limited to: inadequate perfection of the security interest granted under the loan documents, the possible invalidation or compromise of a loan transaction as a fraudulent conveyance or preference under relevant creditors' rights laws; the validity and seniority of bank claims and guarantees; environmental liability that may arise with respect to collateral securing the obligations; adverse consequences resulting from participating in such instruments with other institutions with lower credit quality; long and less certain settlement periods; limitations on the ability of the Adviser to directly enforce its rights with respect to participations and illiquidity in the market for the resale of such loans.

Hedging Transactions. The Funds may from time to time purchase or sell forwards, swaps or options on currencies, securities and indices. It may be the intention of the Funds to engage in such transactions as a way to mitigate risk associated with its investments; however, it is generally impossible to fully hedge an investment given the uncertainty as to the amount and timing of projected cash flows and investment returns, if any, on the Funds' investments. This may lead to losses on both the Funds' investment and the related transaction. Conversely, there will be times in which the Adviser believes that it is not advisable to enter into hedging transactions; accordingly, the Funds may be exposed to fluctuations in currencies and other market conditions specific to the underlying asset. The success of a Fund's hedging transactions will be subject to its ability to predict correlations between the value of the portfolio's assets and the direction of currency exchange rates, interest rates and securities prices. Therefore, while a Fund may enter into such transactions to seek to reduce currency exchange rate, interest rate or securities value risks, unanticipated changes in currency exchange or interest rates may result in a poorer overall performance for the Fund than if it had not engaged in any such hedging transaction. In addition, the degree of correlation between price movements of the instruments used in a hedging strategy and price movements in the portfolio position being hedged may vary.

Distressed Securities. The Funds may purchase distressed securities of business enterprises involved in workouts, liquidations, reorganizations, bankruptcies and similar situations. Since there is substantial uncertainty concerning the outcome of transactions involving such business enterprises, there is a high degree of risk of loss, including loss of the entire investment.

In bankruptcy, there can be considerable delay in reaching accord on a restructuring plan acceptable to a bankrupt company's lenders, bondholders and other creditors and then

obtaining the approval of the bankruptcy court. Such delays could result in substantial losses to the Fund's holding in such company's securities or obligations. Moreover, there is no assurance that a plan favorable to the class of securities held by the Fund will be adopted or that the subject company might not eventually be liquidated rather than reorganized.

In liquidations (both in and out of bankruptcy) and other forms of corporate reorganization, there exists the risk that the reorganization either will be unsuccessful, will be delayed or will result in a distribution of cash or a new security, the value of which will be less than the purchase price to the Fund of the security in respect of which such distribution is received. It may be difficult to obtain accurate information concerning a company in financial distress, with the result that the analysis and valuation are especially difficult. The market for securities of such companies tends to be illiquid and sales may be possible only at substantial discounts.

Sovereign Debt. The Funds intend to invest in financial instruments issued by a country's government, its agencies or instrumentalities ("Sovereign Debt"). Sovereign Debt may include securities that the Adviser believes are likely to be included in restructurings of the external debt obligations of the issuer in question. The ability of an issuer to make payments on Sovereign Debt, the market value of such debt and the inclusion of Sovereign Debt in future restructurings may be affected by a number of other factors, including such issuer's (i) balance of trade and access to financing, (ii) cost of servicing such obligations, which may be affected by changes in interest rates, and (iii) level of currency reserves, which may affect the amount of foreign exchange available for external debt payments. Significant ongoing uncertainties and exposure to adverse conditions may undermine the issuer's ability to make timely payment of interest and principal, and issuers can default on their Sovereign Debt. Investments in Sovereign Debt are subject to the risk that a government entity may delay payment, restructure its debt, or refuse to pay interest or repay principal on its Sovereign Debt. There is no definitive legal process for collecting Sovereign Debts that a government does not pay or bankruptcy proceeding by which all or part of Sovereign Debt that a government entity has not repaid may be collected.

There are increasing concerns regarding the ability of multiple sovereign entities to continue to meet their debt obligations. In particular, ratings agencies have recently downgraded the credit ratings of various countries. In August 2011, Standard & Poor's made the unprecedented decision to downgrade the credit rating of long-term U.S. Sovereign Debt from AAA to AA+, citing as its rationale, among other factors, the political turmoil surrounding raising the U.S. debt ceiling. Although the downgrade has been controversial, many economies, including that of the United States, are facing acute fiscal pressures as they struggle to balance budgetary austerity with stagnant growth. Many observers predict that a depressed economic environment will cause budget deficits in these economies to expand in the short term and further increase the perceived risk of a default, thereby rendering access to capital markets even more expensive and compounding the debt problem.

In addition to specific national concerns, the Eurozone is currently undergoing a collective debt crisis. Greece, Ireland and Portugal have already received one or more "bailouts"

from other members of the European Union, and it is unclear how much additional funding they will require. Investor confidence in other EU member states, as well as European banks exposed to risky Sovereign Debt, has been severely impacted, threatening capital markets throughout the Eurozone. Although the resources of various financial stability mechanisms in the Eurozone continue to be bolstered, many market participants have expressed doubt that the level of funds being committed to such facilities will be sufficient to resolve the crisis. There also appears to be a lack of political consensus in the Eurozone concerning whether and how to restructure Sovereign Debt. The consequences of any sovereign default would likely be severe and wide-reaching, and could include the removal of a member state from the Eurozone, or even the abolition of the euro. Any such consequences could result in major losses to the Funds.

Short Sales. The Funds may enter into transactions, known as “short sales,” in which it sells a security it does not own in anticipation of a decline in the market value of the security. Short sales by the Funds that are not made “against the box” theoretically involve unlimited loss potential since the market price of securities sold short may continuously increase. The Funds may mitigate such losses by replacing the securities sold short before the market price has increased significantly. Under adverse market conditions, the Funds might have difficulty purchasing securities to meet its short sale delivery obligations and might have to sell portfolio securities to raise the capital necessary to meet its short sale obligations at a time when fundamental investment considerations would not favor such sales.

Derivatives. Derivative instruments, or “derivatives,” include futures, options, swaps, structured securities and other instruments and contracts that are derived from, or the value of which is related to, one or more underlying securities, financial benchmarks, currencies or indices. Derivatives allow an investor to hedge or speculate upon the price movements of a particular security, financial benchmark currency or index at a fraction of the cost of investing in the underlying asset. The value of a derivative depends largely upon price movements in the underlying asset. Therefore, many of the risks applicable to trading the underlying asset are also applicable to derivatives of such asset. However, there are a number of other risks associated with derivatives trading. For example, because many derivatives are “leveraged,” and thus provide significantly more market exposure than the money paid or deposited when the transaction is entered into, a relatively small adverse market movement can not only result in the loss of the entire investment, but may also expose the Fund to the possibility of a loss exceeding the original amount invested. Derivatives may also expose investors to liquidity risk, as there may not be a liquid market within which to close or dispose of outstanding derivatives contracts, and to counterparty risk. The counterparty risk lies with each party with whom the Funds contract for the purpose of making derivative investments (the “Counterparty”). In the event of the Counterparty’s default, the Funds will only rank as unsecured creditors and risk the loss of all or a portion of the amounts they are contractually entitled to receive.

Investments in Undervalued Assets. The Funds will invest in undervalued assets. The identification of investment opportunities in undervalued assets is a difficult task, and there is

no assurance that such opportunities will be successfully recognized or acquired. While investments in undervalued assets offer the opportunity for above-average capital appreciation, these investments involve a high degree of financial risk and can result in substantial losses. Returns generated from the Funds' investments may not adequately compensate Fund investors for the business and financial risks assumed. Prospective investors should be aware that they may lose all or part of any investment in the Funds.

The Funds may be forced to sell, at a substantial loss, assets which they believe are undervalued, if they are not in fact undervalued. In addition, the Funds may be required to hold such assets for a substantial period of time before realizing their anticipated value. During this period, a portion of the Fund's funds would be committed to the assets purchased, thus possibly preventing the Fund from investing in other opportunities. In addition, the Funds may finance such purchases with borrowed funds and thus will have to pay interest on such funds during such waiting period.

Leverage. Subject to applicable margin and other limitations, the Funds may borrow funds in order to make additional investments and thereby increase both the possibility of gain and risk of loss. Consequently, the effect of fluctuations in the market value of the Funds' portfolios would be amplified. Interest on borrowings will be a portfolio expense of the Funds and will affect the operating results of the Funds. Also, the Funds could potentially create leverage via the use of instruments such as options and other derivative instruments.

Options. Investing in options can provide a greater potential for profit or loss than an equivalent investment in the underlying asset. The value of an option may decline because of a change in the value of the underlying asset relative to the strike price, the passage of time, changes in the market's perception as to the future price behavior of the underlying asset, or any combination thereof. In the case of the purchase of an option, the risk of loss of an investor's entire investment (i.e., the premium paid plus transaction charges) reflects the nature of an option as a wasting asset that may become worthless when the option expires. Where an option is written or granted (i.e., sold) uncovered, the seller may be liable to pay substantial additional margin, and the risk of loss is unlimited, as the seller will be obligated to deliver, or take delivery of, an asset at a predetermined price which may, upon exercise of the option, be significantly different from the market value.

Futures; Possible Effects of Speculative Position Limits. Futures markets are highly volatile and a high degree of leverage is typical of a futures trading account. As a result, a relatively small price movement in a futures contract may result in substantial losses to the investor. Moreover, many commodity exchanges limit fluctuations in futures contract prices during a single day by regulations referred to as "daily price fluctuation limits" or "daily limits." Such regulations could prevent the Funds from promptly liquidating unfavorable positions and thus subject the Funds to substantial losses.

The CFTC and certain exchanges have established speculative position limits on the maximum net long or short futures and options positions which any person or group of persons acting in concert may hold or control in particular futures contracts. With respect to trading in futures subject to such limits, a Fund may reduce the size of the positions which would otherwise be taken in such futures and not trade certain futures in order to avoid exceeding such limits. Such modification, if required, could adversely affect the operations and profitability of the Fund.

Unlike trading on U.S. futures exchanges, trading on non-U.S. futures exchanges is not regulated by the CFTC and may be subject to greater risks than trading on domestic exchanges. For example, some non-U.S. exchanges are principal markets so that no common clearing facility exists and a trader may look only to the broker for performance of the contract. In addition, unless the Adviser hedges against fluctuations in the exchange rate between the U.S. dollar and the currencies in which trading is done on non-U.S. exchanges, any profits that an investment (and, therefore, the Fund) might realize in trading could be eliminated by adverse changes in the exchange rate, or the investment (and, therefore, the Fund) could incur losses as a result of those changes.

Use of other derivative instruments presents many of the same risks as those discussed above regarding futures contracts, including those risks relating to volatility, liquidity, hedging and non-U.S. trading.

Use of Swap Agreements. The Funds may use equity, credit, credit default, contingent recovery, interest rate, index, total return, commodity and currency swap agreements as well as enter contracts for difference and swap-type agreements on derivatives and complex instruments. Swap agreements are two-party contracts entered into primarily by institutional investors for periods ranging from a few weeks to more than a year. In a standard swap transaction, two parties agree to exchange the returns earned on specified assets, such as the return on, or increase in value of, a particular dollar amount invested at a particular interest rate, in a particular non-U.S. currency or in a “basket” of securities representing a particular index. The use of swaps is a highly specialized activity that involves investment techniques and risks different from those associated with ordinary securities transactions. Interest rate swaps, for example, do not typically involve the delivery of securities, other underlying assets or principal. Accordingly, the market risk of loss with respect to an interest rate swap is often limited to the amount of interest payments that the Fund is contractually obligated to make on a net basis.

Potential Illiquidity of Fund Investments. The market value of Fund investments will fluctuate with, among other things, changes in market rates of interest, general economic conditions, economic conditions in particular industries, the condition of financial markets and the financial condition of the issuers of Fund investments. In addition, the lack of an established, liquid secondary market for some Fund investments may have an adverse effect on the market value of those Fund investments and on the Fund’s ability to dispose of them. Partly as a result of the foregoing, as well as general market inefficiencies respecting companies in varying stages of reorganizations and/or recapitalizations, a portfolio valuation for the Fund may not necessarily be

indicative of actual results or amounts to be realized by the Fund from its investments. Additionally, some Fund investments may be subject to certain other transfer restrictions that may contribute to illiquidity. Also, Fund investments constituting a control position will be subject to additional transfer restrictions under federal securities and other laws by virtue of such control position which will further contribute to illiquidity. Therefore, no assurance can be given that, if a Fund decides to dispose of a particular investment, it will be able to dispose of such investment at the prevailing market price.

Interest Rate Fluctuations. The prices of securities tend to be sensitive to interest rate fluctuations and unexpected fluctuations in interest rates could cause the corresponding prices of the long and short portions of a position to move in directions which were not initially anticipated. In addition, interest rate increases generally will increase the interest carrying costs to the Funds of borrowed securities and leveraged investments. To the extent that interest rate assumptions underlie the hedge ratios implemented in hedging a particular position, fluctuations in interest rates could invalidate those underlying assumptions and expose the Funds to losses.

Currency Exposure. The Adviser may seek to hedge the non-U.S. currency exposure of any investment denominated in any currency other than the U.S. Dollar in order to neutralize, so far as practicable, the impact of fluctuations in the exchange rates. Under normal circumstances, gains and losses associated with hedging transactions for the purpose of neutralizing the non-U.S. currency exposure of the Funds attributable to the Funds' investments in securities or investments denominated in currencies other than the U.S. Dollar will be allocated pro rata among such investments.

There can be no assurance that any such hedging transactions, even if undertaken, will be effective. To the extent that a Fund engages in currency hedging, Fund investors may be exposed to certain risks and experience considerable losses as a result of hedging activities. Since the assets of the Fund will each be held in a single portfolio, there will be no segregation of liabilities between the separate classes of shares and, therefore, the entire portfolio of the Fund may be at risk in the unlikely event that irrecoverable losses are incurred in connection with such hedging transactions.

Execution Risks and Manager Error. The execution of the trading and investment strategies employed by the Adviser can often require complex trades, difficult to execute trades, and the execution of trades involving less common or novel instruments. In each case, the Adviser seeks best execution and has trained execution and operational staff devoted to executing, settling and clearing such trades. However, in light of the complexity and global diversity involved, some errors and miscommunications with brokers and counterparties are inevitable and may result in losses to the Funds. The Adviser will evaluate the merits of potential claims for damage against brokers and counterparties who are at fault, and to the extent practicable, will seek to recover losses from those parties. The Adviser may choose to forego pursuing claims against brokers and counterparties on behalf of the Funds for any reason including, but not limited to, the cost of pursuing claims relative to the likely amount of any recovery and the maintenance of its business

relationships with brokers and counterparties. In addition, the Adviser's own execution and operational staff may be solely or partly responsible for errors that occur during the investment decision-making process or the trading process (such as in the placing, processing and settling of trades) that result in losses to the Funds ("trade errors"). The Adviser attempts to minimize such trade errors by promptly reconciling confirmations with trade tickets, and by reviewing past trade errors to understand the internal control breakdown that caused the trade errors. To the extent that trade errors do occur, in accordance with its internal policies, the Adviser will correct them as soon as practicable and, generally, the Funds will bear the cost of such errors in the absence of gross negligence. The Adviser's staff will also ensure that trade errors are promptly reported to the relevant personnel and reviewed to determine whether policies or procedures should be changed to prevent future trade errors.

Financial Fraud. Instances of fraud and other deceptive practices committed by senior management of certain companies in which the Funds invest may undermine the Adviser's due diligence efforts with respect to such companies, and if such fraud is discovered, negatively affect the valuation of Fund investments. In addition, when discovered, financial fraud may contribute to overall market volatility which can negatively impact the Funds' investment program.

Political and Economic Conditions. A Fund's investments may be adversely affected by changes in economic conditions or political events that are beyond its control. For example, a stock market break, the outbreak of hostilities involving the United States, or the death of a major political figure may have significant adverse effects on Fund investment results. Other factors, such as changes in U.S. federal or state tax laws, U.S. federal or state securities laws, bank regulatory policies or accounting standards, may make corporate acquisitions less desirable. Similarly, legislative acts, rulemaking, adjudicatory or other activities of the U.S. Congress, the SEC, the U.S. Federal Reserve Board, the New York Stock Exchange, FINRA or other governmental or quasi-governmental bodies, agencies and regulatory organizations may make the business of the Funds less attractive.

Market Changes. Changing market and economic conditions may make the Funds' intended investment strategies less profitable. The profitability of a significant portion of the Funds' investment programs depend to a great extent upon correctly assessing the future course of price movements of specific securities. There can be no assurance that the Adviser will be able to predict accurately these price movements.

Risk Control Framework. No risk control system is fail safe, and no assurance can be given that any risk control framework designed or used by the Funds or the Adviser will achieve its objective. To the extent that risk controls will be based upon historical trading patterns for the financial instruments in which the Funds trade and upon pricing models for the behavior of such financial instruments in response to various changes in market conditions, no assurance can be given that such historical trading patterns will accurately predict future trading patterns or that such pricing models will necessarily accurately predict the manner in which such financial

instruments are priced in financial markets in the future. There is no assurance that the risk control framework employed, if any, will be successful in minimizing losses to the Funds.

Concentration of Investments. Although it may be the policy of a Fund to diversify its investment portfolio, the Fund may at certain times hold large investments in a small number of issuers. A Fund could be subject to significant losses if it holds a large position in a particular investment that declines in value.

Private Investment Fund Risks

Investment Authority. Substantially all decisions with respect to the management of the Funds are made by the Adviser. Fund investors have no right or power to take part in the management of the Funds. In the event of the withdrawal or bankruptcy of the Adviser and its affiliates, generally the Funds will be liquidated.

Reliance on Principal. The Funds will be substantially dependent on the services of Daniel S. Freifeld (the “Principal”). In the event of the death, disability, departure or insolvency of the Principal, or the complete transfer of the Principal’s interest in the Adviser, the business of the Funds may be adversely affected. The Principal will devote such time and effort as he deems necessary for the management and administration of the Funds’ business. However, the Principal may engage in various other business activities in addition to managing the Funds, and consequently may not devote all time to Fund business.

Master-Feeder Structure. A Fund may invest through a “master-feeder” structure. Although a common investment fund structure, the “master-feeder” fund structure presents certain unique risks to investors. For example, a smaller feeder fund investing in a master fund may be materially affected by the actions of a larger feeder fund investing in the master fund. If a larger feeder fund withdraws from the master fund, the remaining feeder fund may experience higher pro rata operating expenses, thereby producing lower returns. The master fund may become less diverse due to a redemption by a larger feeder fund, resulting in increased portfolio risk. As a matter of Cayman Islands law, the master fund is not a legal entity. Legal proceedings by or against the master fund may be instituted by or against any one or more of the general partners only. Expenses or liabilities of the master fund (or its general partners) arising from any such suit would be borne by the master fund, and creditors of the master fund may enforce claims against all assets of the master fund. In addition, to the extent a Fund’s assets are invested in a master fund, certain conflicts of interest may exist due to different tax considerations applicable to the Fund and other feeder funds.

Performance Allocation. The Performance Allocation made to an affiliate of the Adviser may create an incentive for the Adviser to make investments that are riskier or more speculative than would be the case in the absence of such Performance Allocation. See Item 6 above for additional information regarding the Performance Allocation.

Illiquidity; Transfers and Withdrawal Restrictions. There are severe restrictions on withdrawals from the Funds (which may be settled in securities rather than cash) and on transfers of a Fund investment. The prior written consent of the Fund's General Partner is required for a transfer of the investment of any Fund investor. Because of the restrictions on withdrawals and transfers, an investment in the Funds is a relatively illiquid investment and involves a high degree of risk. An investment in the Funds should be considered only by persons financially able to maintain their investment and who can accept a loss of all of their investment. There will be no secondary market for the investments, and consequently, Fund investors may not be able to dispose of them. Fund investors will have the right to withdraw their investments only subject to the limitations set forth in the Fund Documentation. There can be no assurance that the Funds will have sufficient cash to satisfy withdrawal requests, or that they will be able to liquidate investments at the time of such withdrawal requests at favorable prices. Under the foregoing circumstances, and under other circumstances deemed appropriate by the Adviser, Fund investors may receive in-kind distributions from the Fund's portfolio, including, but not limited to, a distribution of interests in a liquidating entity or similar special purpose vehicle which may be subject to fees comparable to those applicable to the Fund investments being withdrawn. The investments so distributed may not be readily marketable or saleable and may have to be held by such investor for an indefinite period of time. For the purpose of determining the value to be ascribed to any Fund assets used for an in-kind distribution, the value ascribed to such assets shall be the value of such assets on the relevant date of withdrawal. The risk of a decline in the value of such assets in the period from the relevant date of withdrawal to the date upon which such assets are distributed to the withdrawing investor, and the risk of any loss or delay in liquidating such securities, will be borne by the withdrawing investor. Also, the Adviser may suspend the withdrawal privilege and/or the valuation of a Fund's net assets if it determines that such a suspension is warranted by extraordinary circumstances, including in circumstances where the Adviser is unable fairly to value the Fund's net assets due to extreme market conditions.

No Distributions. Since the Funds do not generally intend to pay distributions, an investment in the Funds is not suitable for investors seeking current distributions of income. Moreover, an investor may be required to report and pay taxes on its allocable share of income from the Funds, even though no cash is distributed by the Funds.

Possible Effect of Substantial Withdrawals. A substantial amount of withdrawals by one or more investors could require a Fund to liquidate positions in order to raise the cash necessary to fund the withdrawals at a time when market conditions are adverse or when such liquidations are otherwise not in the best interests of non-withdrawing investors. Such withdrawals may occur for a variety of reasons which may be unrelated to an investor's assessment of the investment program or performance of the Fund. There can be no assurance such developments will not occur and if they do occur they could result in the type of consequences described above.

Access to Information; Enhanced Liquidity; Side Letters. The Funds have the right to grant preferential transparency and liquidity rights to certain investors and may enter into

side letters granting certain investors special rights. A combination of special transparency and liquidity rights for some investors may have an adverse impact on the remaining investors' ability to withdraw their Fund investments. Certain Fund investors may also receive a reduction or rebate in fees/allocations, special co-investment rights, and such other rights as may be negotiated by the Adviser and the investor. The Funds are not limited in their ability to enter into side letters and will not be obligated to disclose the terms of such side letters, including, without limitation, the identity of the parties thereto, to any Fund investor.

Limitations on Actions. The terms set forth in the Fund Documentation limit the circumstances under which the Adviser may be held liable to the Funds to those circumstances involving willful misconduct, bad faith, or gross negligence (or as otherwise required by applicable securities or other laws) and provides that the Adviser shall owe no duties (including fiduciary duties) to the Funds or their investors other than those specifically set forth in the Fund Documentation. As a result, Fund investors may have a more limited right of action in certain cases than they would in absence of such a limitation.

Disclosure of Information. The investors in the Funds may include entities that are subject to state public records or similar laws that may compel public disclosure of confidential information regarding the Funds, their investments and their investors. There can be no assurance that such information will not be disclosed either publicly or to regulators, law enforcement, or otherwise, including to comply with regulations or policies to which the Funds, the Adviser, portfolio companies, or services providers to any of them may be or become subject.

Absence of Regulatory Oversight. The Funds are not required to register as investment companies, and have not registered as such, under the Investment Company Act of 1940, as amended. Thus, the provisions of the Investment Company Act intended to provide various protections to investors are not applicable.

Valuations. From time to time, certain situations affecting the valuation of Fund investments (such as limited liquidity, unavailability or unreliability of third-party pricing information and acts or omissions of service providers to the Funds) could have an impact on the net asset value of the Funds, particularly if prior judgments as to the appropriate valuation of an investment should later prove to be incorrect after a net asset value-related calculation or transaction is completed. The Funds are not required to make retroactive adjustments to prior subscription or withdrawal transactions or Management Fees or Performance Allocations based on subsequent valuation data.

Non-Public Information. From time to time, the Adviser may come into possession of non-public information concerning specific companies. Under applicable securities laws, this may limit the Adviser's flexibility to buy or sell portfolio securities issued by such companies. The Funds' investment flexibility may be constrained as a consequence of the Adviser's inability to use such information for investment purposes.

Risks of Custodian Firms. The Funds will be subject to the risk that a financial institution that holds their assets may not segregate or identify those assets so as to protect them from claims of the financial institution's creditors if the financial institution becomes bankrupt or insolvent. There may also be risks of uncertainty in the law governing which assets held by a financial institution are available generally to satisfy claims of its creditors in the event of its bankruptcy or insolvency.

Financial Markets and Regulatory Change. Market disruptions and the dramatic increase in the capital allocated to alternative investment strategies during recent years have led to increased governmental as well as self-regulatory scrutiny of the "hedge fund" industry in general. The laws and regulations affecting such businesses continue to evolve in an unpredictable manner. Laws and regulations, particularly those involving taxation, investment, and trade, applicable to the Funds' activities can change quickly and unpredictably, and may at any time be amended, modified, repealed, or replaced in a manner adverse to the interests of the Funds. It is impossible to predict what, if any, changes in regulation applicable to the Funds or the Adviser, the markets in which they trade and invest, or the counterparties with which they do business may be instituted in the future. The Funds or the Adviser may be or may become subject to unduly burdensome and restrictive regulation. In particular, in response to significant recent events in international financial markets, governmental intervention and certain regulatory measures have been adopted in certain jurisdictions, including restrictions on short selling of certain securities in certain jurisdictions. The extent to which the underlying causes of these recent events are pervasive throughout global financial markets and have the potential to cause further instability is not yet clear. These recent events, and their underlying causes, have heightened the risks associated with the investment activities and operations of hedge funds, including without limitation those resulting from a substantial reduction in the availability of credit and the increased cost of short-term credit, a decrease in market liquidity, an increased risk of insolvency of prime brokers and other counterparties, and regulatory changes that may have an adverse effect on hedge funds generally, and in particular, on the Funds' ability to achieve their investment objectives. The hedge fund industry may continue to be adversely affected by the recent developments in the financial markets in the U.S. and abroad, and any future legal, regulatory, or governmental action and developments in such financial markets and the broader U.S. economy could have an adverse effect on the Funds' business, operations, and performance.

Cybersecurity Risks. The Adviser's information and technology systems may be vulnerable to damage or interruption from computer viruses, network failures, computer and telecommunication failures, infiltration by unauthorized persons and security breaches, usage errors by their respective professionals, power outages, and catastrophic events such as fires, tornadoes, floods, hurricanes, and earthquakes. Although the Adviser has implemented various measures to manage risks relating to these types of events, if these systems are compromised, become inoperable for extended periods of time, or cease to function properly, the Adviser and/or the Funds may have to make a significant investment to fix or replace them. The failure of these systems and/or of disaster recovery plans for any reason could cause significant interruptions in

the Adviser's and/or the Funds' operations and result in a failure to maintain the security, confidentiality or privacy of sensitive data, including personal information relating to investors (and the beneficial owners of investors). Such a failure could harm the Adviser's and/or the Funds' reputation, subject any such entity and their respective affiliates to legal claims, and otherwise affect their business and financial performance.

Item 9. DISCIPLINARY INFORMATION

The Adviser does not have any disciplinary information to disclose that would be material to an investor's evaluation of the Adviser or the integrity of the Adviser's management.

Item 10. OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

Neither the Adviser nor any of its affiliates, officers, directors, or employees are registered, or have any application pending to register, as a broker-dealer, a registered representative of a broker-dealer, a futures commission merchant, a commodity pool operator, a commodity trading advisor, or an associated person of any of the foregoing entities.

The Adviser is affiliated and under common ownership and control with the general partner of the Funds (pooled investment vehicles), Farragut Square Global GP, LLC (the "Fund GP"). The Fund GP is entitled to receive the Performance Allocation payable as a percentage of Fund investment profits generated by the Adviser, as described in further detail in Item 6 above.

Item 11. CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

The Adviser has adopted a Code of Ethics (the "Code") that establishes the high standard of conduct that is expected of its employees and procedures regarding employees' personal trading of securities. Employees are required to certify their adherence to the terms set forth in the Code upon commencement of employment and annually thereafter. Employees also are required to provide quarterly certifications of compliance with certain Code provisions.

The foundation of the Adviser's Code of Ethics is based upon the following underlying fiduciary principles:

- Employees must at all times place the interests of the Adviser’s clients, the Funds, and Fund investors first;
- Employees must ensure that all personal securities transactions are conducted consistent with the Code’s Employee Personal Investment Policy (described below); and
- Employees should not take inappropriate advantage of their position at the Adviser.

Employees are not permitted to maintain personal brokerage accounts for the purpose of trading “Reportable Securities” (as defined in the Code, and which includes a wide variety of investments such as stocks, bonds, fixed income, options, warrants, futures, and derivatives) except for the purpose of holding or liquidating any such holdings after the commencement of employment. Employees are permitted to liquidate positions held at the time of employment in Reportable Securities (a “Liquidating Trade”) subject to pre-clearance by the CCO. Employees are prohibited from participating in Initial Public Offerings (“IPOs”). Employees are also prohibited from personally, or on behalf of a client, purchasing or selling securities that appear on the Adviser’s Restricted List.

Employees must obtain pre-approval from the CCO before: (i) engaging in any outside business activities; or (ii) making any private investments.

The Adviser will provide a copy of the Code of Ethics to any existing or prospective clients or Fund investors, upon request, to be viewed on the premises.

Item 12.BROKERAGE PRACTICES

The Adviser has discretion to select the broker-dealers through which it elects to execute transactions on behalf of the Funds and to determine the commission rates and other compensation paid by the Funds in connection therewith. The Adviser generally does not consult Fund investors regarding such decisions and is under no obligation to obtain the prior consent of any Fund investor before making any such decisions on behalf of the Funds.

Broker Selection and Compensation

In determining which broker-dealer generally provides the best available price and most favorable execution, the Adviser considers a totality of circumstances, including the broker-dealer’s research capabilities and the success of prior research recommendations, ability to efficiently execute difficult trades (such as those in illiquid markets or trades of substantial size), the broker’s risk in positioning a block of securities, commitment of capital, access to new issues, nature and frequency of sales coverage, depth of services provided, including economic or political coverage, arbitrage and option operations, back office and processing capabilities, financial strength, stability and responsibility, efficiency, reputation, access to markets, confidentiality,

commission rate, responsiveness to the Adviser and the value of research and brokerage and research products and services provided by such brokers. The Adviser does not weigh all of these factors equally.

In selecting broker-dealers on the basis of the foregoing factors, the Adviser may pay a brokerage commission in excess of that which another broker might have charged for effecting the same transaction. In connection therewith, the Adviser will make a good faith determination that the amount of commission is reasonable in relation to the value of the research and brokerage services received, viewed in terms of either the specific transaction or the Adviser's overall responsibility to its clients. The Adviser will regularly evaluate the placement of brokerage services and the reasonableness of commissions paid.

The Adviser may enter into arrangements for the receipt of research and brokerage services from brokers with whom the Adviser executes transactions on behalf of the Funds. The Adviser's receipt of such research or other products or services, obtained through the brokerage relationships and commissions paid by the Funds, provides the Adviser with a benefit because it does not have to produce or pay for the research, products, or services. Thus, any such arrangements entered into by the Adviser may create a conflict of interest, in that the Adviser may have an incentive to choose a broker-dealer that provides research and brokerage services, instead of one that does not but charges a lower commission rate.

In some instances, the Adviser may receive products and services that may be used for both research and non-research purposes. In such instances, the Adviser will make a good faith effort to determine the relative proportion of the products and services used to assist the Adviser in carrying out its investment decision-making responsibilities or order execution, including research and brokerage, and the relative proportion used for administrative or other non-research purposes. The proportionate amount of the research attributable to assisting the Adviser in carrying out its investment decision-making responsibilities or order execution will be paid through brokerage commissions generated by the Funds' transactions; the proportionate amount attributable to administrative or other non-research purposes will be paid for by the Adviser from its own resources. The receipt of "mixed-use" research and the determination of the appropriate allocation may result in a potential conflict of interest between the Adviser and the Funds.

During the Adviser's fiscal year ended December 31, 2021, the Adviser did not acquire any products or services with Fund brokerage commissions or through the Funds' brokerage relationships. There can be no assurances that this will continue to be the case in the future, as the research, brokerage, and execution needs of the Adviser and the Funds change.

Client Referrals

It is anticipated that, from time to time, broker-dealers and their employees or affiliates may refer potential clients or Fund investors to the Adviser. It is the Adviser's policy not to direct any transactions or commissions to any broker-dealers as compensation for any such

potential referrals. The Adviser may, however, consider a broker-dealer's referral of potential clients or Fund investors as a factor in the selection of broker-dealers and may choose to execute Fund transactions through certain broker-dealers on the basis of this factor, provided they are able to provide best execution. Consideration of such referrals in selecting broker-dealers may create a conflict of interest, in that the Adviser may have an incentive to select a broker-dealer based on the Adviser's interest in receiving such referrals, rather than on the Funds' interest in receiving most favorable execution.

During the Adviser's fiscal year ended December 31, 2021, the Adviser did not direct any Fund transactions to a particular broker-dealer in return for any client or investor referrals, and the Adviser does not currently receive any such referrals from any broker-dealers with whom the Funds have a brokerage relationship. See Item 14 below for additional information with respect to client referrals.

Directed Brokerage

The Adviser does not permit Fund investors to direct the Advisor to execute Fund transactions with particular broker-dealers.

Item 13. REVIEW OF ACCOUNTS

The Funds' investment portfolios are actively managed by the Adviser. Investment positions, exposures, portfolio composition, and risk analytics are monitored and reviewed by the Adviser's investment team on a daily and intraday basis. The Adviser's Investment Committee, which consists of the Chief Investment Officer and senior members of the Adviser's investment team, meets at least once a week to review each of the Funds' investment positions, as well as the overall portfolio composition and risk profile of the Funds, and to make investment decisions regarding the Funds' existing and prospective investments.

The Adviser furnishes each Fund investor with account statements on a regular basis, detailing Fund performance, the investor's account balance, and all fees and expenses charged to the investor during the preceding period. Additionally, as a general matter, Funds are audited annually by an independent auditor registered with and subject to regular inspection by the Public Company Accounting Oversight Board, and the Adviser distributes copies of audited financial statements prepared in accordance with U.S. Generally Accepted Accounting Principles ("GAAP") to Fund investors no later than 120 days after the end of the Fund's fiscal year.

Fund investors' account statements, as well as annual audited financial statements and annual tax information relating to investments in the Fund necessary for U.S. federal income tax purposes are generally sent to Fund investors by the unaffiliated fund administrator designated in the Fund Documentation, as set forth in the relevant Fund Documentation.

Item 14.CLIENT REFERRALS AND OTHER COMPENSATION

The Adviser anticipates that it may, from time to time, enter into arrangements with solicitors or placement agents, pursuant to which such parties are compensated for referring prospective Fund investors to the Adviser. The compensation paid to such parties may include some portion of the Management Fee and/or Performance Allocation earned by the Adviser with respect to the referred Fund investor(s).

As of the date of this brochure, the Adviser has not entered into any such arrangements with third-party solicitors or placement agents, and the Adviser does not currently compensate any such solicitors, placement agents, or other persons for any client or investor referrals.

Item 15.CUSTODY

The Adviser is deemed to have constructive custody of Fund assets by virtue of the fact that an affiliate of the Adviser serves as the Fund GP and has the authority to exercise control over Fund assets. The Adviser does not, however, maintain actual custody or physical possession of any Fund assets. All Fund assets are maintained at qualified custodians.

Fund investors generally receive account statements directly from the independent, unaffiliated fund administrator designated in the Fund Documentation. Fund investors are urged to review these statements carefully.

Item 16.INVESTMENT DISCRETION

As described in detail within the Fund Documentation, the Investment Management and Services Agreement entered into between the Adviser and each Fund grants the Adviser discretionary authority to make all investment decisions on behalf of the Funds and to select the broker-dealers through which to effect those decisions and the commission rates to be paid. Neither the Funds nor any Fund investors may limit the Adviser's discretionary authority in any way.

Item 17.VOTING CLIENT SECURITIES

The Adviser has authority to vote all securities held on behalf of the Funds, and investors in the Funds are not entitled to direct the Adviser's voting with regard to any such securities. The Adviser has adopted proxy voting policies and procedures designed to ensure this authority is exercised in the best interests of the Funds and Fund investors. In accordance with these policies and procedures, the Adviser votes proxies in such a manner that will, in its opinion, maximize the realizable net value of the Fund's investment in the relevant securities.

In most cases, the Adviser will vote securities in the manner which the Adviser believes will most enhance the value of the underlying company or issuer and thereby the net value which the Fund is able to realize from the sale of the relevant securities. In certain instances, however, the Adviser may elect to refrain from voting securities held on behalf of a Fund when, in the Adviser's opinion, the costs that would be incurred by the Fund in connection with such voting exceed the amount of any value enhancement reasonably anticipated as a result of the Adviser's vote.

A copy of the Adviser's proxy voting policies and procedures, as well as information regarding the manner in which the Adviser has voted specific proxies is available to Fund investors upon request.

Item 18.FINANCIAL INFORMATION

The Adviser does not have any financial condition to disclose that is reasonably likely to impair the Adviser's ability to meet any contractual obligations to its clients.

The Adviser has never been the subject of any bankruptcy petition or proceeding.