

Item 1. Cover Page

Lewis & Clark Equity Partners, LLC

**120 South Central Ave.
Suite 1000
St. Louis, Missouri 63105
lewisandclarkpartners.com**

Part 2A of Form ADV: Firm Brochure

March 29, 2024

This brochure provides information about the qualifications and business practices of Lewis & Clark Equity Partners, LLC, and its relying adviser. If you have any questions about the contents of this brochure, please contact us by calling (314) 392-5259 or e-mailing info@lacpartners.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state securities authority.

Additional information about Lewis & Clark Equity Partners, LLC is available on the SEC’s website at www.adviserinfo.sec.gov. Investment adviser registration does not imply a certain level of skill or training.

Item 2. Material Changes

Item 2 is not applicable.

Item 3. Table of Contents

Contents

| | |
|--|----|
| Item 1. Cover Page..... | 1 |
| Item 2. Material Changes | 2 |
| Item 3. Table of Contents..... | 3 |
| Item 4. Advisory Business | 4 |
| Item 5. Fees and Compensation Management Fees | 5 |
| Item 6. Performance-Based Fees and Side-By-Side Management..... | 6 |
| Item 7. Types of Clients | 7 |
| Item 8. Methods of Analysis, Investment Strategies and Risk of Loss Methods of Analysis and Investment Strategies..... | 7 |
| Item 9. Disciplinary Information..... | 20 |
| Item 10. Other Financial Industry Activities and Affiliations Certain Affiliated Entities..... | 20 |
| Item 11. Code of Ethics, Participation or Interest in Client Transactions and Personal Trading..... | 21 |
| Item 12. Brokerage Practices | 24 |
| Item 13. Review of Accounts Oversight and Monitoring..... | 25 |
| Item 14. Client Referrals and Other Compensation | 25 |
| Item 15. Custody | 26 |
| Item 16. Investment Discretion | 26 |
| Item 17. Voting Client Securities..... | 26 |
| Item 18. Financial Information..... | 26 |
| Item 19. Requirements for State-Registered Advisers | 27 |

Item 4. Advisory Business

Lewis & Clark Equity Partners, LLC (“**L&C Partners**”) provides investment advisory services to pooled investment vehicles (the “**L&C Partners Funds**”) that are exempt from registration under the Investment Company Act of 1940 (the “**1940 Act**”) and whose securities are not registered under the Securities Act of 1933 (the “**1933 Act**”).

Lewis & Clark Ventures Capital, LLC (“**L&C VC**” and, each of L&C Partners and L&C VC, collectively, the “**Advisers**”) provides investment advisory services to and acts as general partner to pooled investment vehicles (the “**L&C VC Funds**” and, collectively with the L&C Partners Funds, the “**Funds**”) that are exempt from registration under the 1940 Act and whose securities are not registered under the 1933 Act. L&C Partners and L&C VC are each wholly owned, through a trust¹, by Thomas J. Hillman.

Each Adviser, along with each Fund’s general partner (in the case of L&C Partners), identifies investment opportunities for, and participates in the acquisition, management, monitoring and disposition of investments of, each Fund. These investments are privately negotiated and typically take the form of unregistered equity or equity-like investments in U.S. and non-U.S. private companies. At times an Adviser may recommend other types of investments, consistent with the applicable Fund’s investment strategy and objective.

L&C Partners provides investment advisory services to each L&C Partners Fund pursuant to a separate investment advisory agreement with the Fund. L&C VC provides investment advisory services to and serves as general partner of each L&C VC Fund pursuant to the terms of each Fund’s respective partnership agreement. Investment advice is provided by an Adviser directly to the applicable Fund, and not individually to the limited partners in the Fund.

Investment restrictions for the Funds, if any, are generally established in the organizational and/or offering documents of the applicable Fund (“**Governing Documents**”), which are provided to each Fund investor prior to investing in the Fund. Once invested in a Fund, investors cannot impose restrictions on the types of securities in which the Fund may invest.

Lewis and Clark RBIC Fund II, L.P. and Lewis and Clark RBIC Fund III, L.P. are private investment funds which have been granted a Rural Business Investment Company Licensee by the USDA. Lewis and Clark RBIC Fund II, L.P. has \$88.1M of capital commitments of which \$75.9M have been called and deployed. It has a current NAV of \$80.9M as of December 31, 2023, inclusive of uncalled capital commitment. Lewis and Clark RBIC Fund III, L.P. has \$70.4M of capital commitments of which \$0 have been called as of December 31, 2023. It has a current NAV of \$70.4M as of December 31, 2023, inclusive of uncalled capital commitments.

As RBIC Licensees, both of these funds are subject to the relief provided in the RBIC Advisers Relief Act of 2018 (the “**RBIC Advisers Relief Act**”) which amended the Investment Advisers Act of 1940 (the “**Advisers Act**”) to provide one new and two expanded exemptions from registration for investment advisers who advise rural business investment companies (“**RBICs**”). The RBIC Advisers Relief Act added section 203(b)(8) to the Advisers Act and excluded RBIC assets from assets under management by amending the definition of the term “assets under management” in Advisers Act rule 203(m)–1.

¹ Thomas J. Hillman Living Trust Dated May 18, 1993.

L&C VC and L&C Partners have been in business since 2015 and 2018, respectively. As of December 31, 2023, the Advisers collectively managed approximately \$302,000,000 in client assets, all on a discretionary basis.

Item 5. Fees and Compensation

Management Fees

As compensation for investment advisory services provided by L&C Partners to each L&C Partners Fund, each such Fund pays an annual management fee to its general partner, each of which is majority-owned by L&C Partners. As compensation for the investment advisory and general partner services provided by L&C VC to each L&C VC Fund, each such Fund pays to L&C VC an annual management fee. In each case, management fees are typically payable by a Fund quarterly, in advance, and are deducted by the Fund's general partner directly from the applicable Fund's assets. The specific fee rate, payment terms, and other conditions of a Fund's management fee are set forth in the Fund's Governing Documents, side letters and/or fee agreements. Management fees will differ from one Fund to another, as well as among investors in the same Fund.

Upon termination of an Adviser's services to a Fund, appropriate treatment, including, where applicable, returning prepaid management fees on a prorated basis, will be given to all management fees collected in advance. The management fee may be reduced in some circumstances in connection with the receipt by an Adviser or its related persons of various fees paid by or with respect to actual or prospective portfolio companies. The management fee is generally subject to waiver or reduction by the Fund's general partner in its sole discretion, including in connection with investments made by an Adviser or its related persons.

In addition, please see Item 6 below regarding "carried interest" that each Fund may pay to an affiliate of its Adviser. Certain Fund investors negotiate Fund terms (including management fees payable and carried interest terms) through negotiation of side letter agreements.

Other Fees and Expenses

Organizational Expenses. Subject to its Governing Documents, each Fund pays or reimburses its Adviser or general partner for the Fund's organizational, offering and startup expenses. These expenses include legal, travel, accounting, filing, capital raising and other expenses, and the Fund's Governing Documents provide for a cap on these expenses.

Operating Expenses. Subject to its Governing Documents, each Fund pays (or reimburses its Adviser or general partner for) all costs and expenses related to its operations ("***Operating Expenses***"). In certain circumstances, and subject to the Fund's Governing Documents, certain of these Operating Expenses are paid or reimbursed by portfolio companies of the Fund.

The Operating Expenses paid by a particular Fund are set forth in the Fund's Governing Documents and/or side letters, and include, without limitation, the following fees and expenses: (in) management fees paid to the Fund's Adviser; (ii) fees, costs and expenses related to the identification, evaluation, negotiation, acquisition, due diligence, restructuring, closing, holding,

monitoring and disposition of Fund investments (whether or not consummated) and other assets, including, without limitation, travel expenses, commissions or brokerage fees or similar charges and other similar third-party expenses in connection therewith, to the extent not borne or reimbursed by a Fund portfolio company or a potential portfolio company; (iii) expenses related to organizing and maintaining entities, including holding companies, through or in which Fund investments are made (iv) expenses of the Fund's advisory committee; (v) legal, auditing, consulting, administration, accounting and other professional expenses (including expenses associated with the preparation of the Fund's financial statements, tax returns and Schedule K-1s and other reporting and providing information to investors); (vi) insurance premiums related to indemnification of the Adviser and its affiliates against any liability related to investments in portfolio companies and operation of the Fund, including the cost of key-man life insurance on certain key Adviser executives, and directors' and officers' liability insurance; (vii) all third party expenses in connection with transactions not consummated; (viii) indemnification and indemnity contributions or reimbursement obligations of the Fund as set forth in the Fund's Governing Documents; (ix) taxes or government charges; (x) principal, interest and other fees, charges and costs associated with permitted borrowing and guarantees; (xi) bank and custodial fees; (xii) costs of any investigation or proceeding involving Fund activities as set forth in the Governing Documents; and (xiii) costs and expenses for terminating, dissolving and winding up the Fund.

Although the Advisers do not generally use broker-dealers for transaction-related services, in the event that an Adviser chooses to use a broker-dealer for limited purposes relating to a Fund, the Fund will incur brokerage and other transaction costs. For additional information regarding brokerage practices, please see Item 12, below.

Allocation of Fund Operating Expenses. To the extent that any Fund's Operating Expenses also benefit a parallel fund or feeder fund, in each case managed or sponsored by an Adviser or an affiliate, subject to the Fund's Governing Documents, such expenses will generally be shared by the Fund and any such parallel funds and/or feeder funds on a *pro rata* basis based on the relative capital contributions to the Fund and the relative capital contributions to such other investment vehicle or investment vehicles, as applicable, or in such other manner as the applicable Adviser considers fair and equitable under the circumstances. The Advisers endeavor to allocate such fees, costs, and expenses on a fair and equitable basis over time.

In addition, and subject to the Fund's Governing Documents, an Adviser will use reasonable efforts to cause any expenses related to a Fund investment (whether or not such investment is consummated) to be borne by the Fund, parallel funds and feeder funds, on the one hand, and any co-investor who participates directly in such investment (whether or not consummated), on the other hand, on a *pro rata* basis relative to their respective invested capital (or anticipated invested capital) for such investment (whether or not consummated). Any expenses related to investments or potential investments that are not paid by such co-investors will be paid by the applicable Fund, parallel fund or any feeder fund on a pro-rata basis based on their relative capital contributions or anticipated capital contributions for a potential investment, except as otherwise determined in good faith by the Adviser.

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

For each Fund, an affiliate of the Fund's Adviser is entitled to receive a carried interest allocation from the Fund. Each Fund's carried interest distribution is generally an amount equal to a percentage of Fund distributions paid to Fund investors after the return of capital invested by

investors.

The specific payment terms and other conditions of the carried interest distributions for each Fund are set forth in the Fund's Governing Documents, and can differ for investors within the same Fund (*e.g.*, for investors who have negotiated special terms through a side letter agreement).

The payment of carried interest represents performance-based compensation and may create an incentive for the Advisers to make more speculative investments on behalf of the Funds than they might otherwise make in the absence of such performance-based compensation. The payment by Funds of carried interest at varying terms and rates (including varying effective rates based on a Fund's past performance) may create an incentive for the Advisers' personnel to disproportionately allocate time, services or functions to Funds paying carried interest at a higher rate, or allocate investment opportunities to such Funds. Generally, and except as otherwise set forth in a Fund's Governing Documents, this conflict is mitigated by (i) certain limitations on the ability of Advisers and their affiliates to establish new funds, and (ii) the Advisers' written policies and procedures relating to allocation of investment opportunities. Please see Item 11 below regarding allocation for additional information relating to how conflicts of interests are generally addressed by the Advisers.

Item 7. Types of Clients

L&C Partners currently provides investment advisory services to the L&C Partners Funds, subject to the discretion and control of each such Fund's general partner. L&C VC currently provides investment advisory and general partner services to the L&C VC Funds. Investment advice is provided by an Adviser directly to the applicable Fund, and not individually to the limited partners in the Fund.

Conditions for investing in each Fund, including minimum investment amounts and investor qualification requirements, are stated in the Fund's Governing Documents. Each Fund's general partner has discretion to lower or waive the Fund's minimum investment amount.

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

Methods of Analysis and Investment Strategies

Each Fund's investment strategy and objective is outlined in its Governing Documents.

The Advisers and their personnel seek to source potential investments using their personal and business relationships and contacts, which include contacts and relationships with other investment funds, service providers, accelerator programs, company executives, banks, lawyers, accountants, and other members of the financial and business community. In selecting potential investments, the Advisers typically seeks to identify companies that have high growth potential, experienced management teams, a large and addressable market, and transformative technology, brand or product. The Advisers also considers the applicable Fund's potential to exit the investment within the Fund's life term.

Risks

Investing in securities involves a substantial degree of risk, and the acquisition of interests in a Fund is highly speculative. A Fund may lose all or a substantial portion of its investments, and investors in the Funds must be prepared to bear the risk of a complete loss of their investments.

Different risks may exist with respect to investments in different Funds. The risks associated with an investment in any Fund may be impacted substantially by the nature and timing of the market. The following risk factors are those generally applicable to all Funds or their investors. These risk factors, however, do not purport to be a complete list or explanation of all risks involved with respect to an investment in a Fund, or investments made by the Funds. Each Fund's Governing Documents include a more detailed summary of the material risks and the investment strategy for that Fund, which an investor should review and consider carefully before investing.

Risk Related to a Fund's Investment Program

General Investment Risks. The types of investments that the Fund's generally make involve a high degree of risk. In general, financial and operating risks confronting Fund portfolio companies can be significant. A loss of an investors entire investment in a Fund is possible. The timing of profit realization is also highly uncertain. Losses are likely to occur early in a Fund's term, while successes often require a long maturation.

Reliance on the Adviser. A Fund's success will depend on its Adviser's ability to implement and manage the Fund's investment program and related equity investments. Fund investors will be relying on the Fund's Adviser to identify, structure and implement investments consistent with the Fund's investment objectives and policies and to conduct the business of the Fund as contemplated by the Fund's Governing Documents. Fund investors will not make decisions with respect to the management, disposition or other realization of any investment made by a Fund, or other decisions regarding the Fund's business and affairs. Fund investors will not receive the detailed financial information issued by Fund portfolio companies that will be available to the Fund's Adviser. Accordingly, Fund investors will not have the opportunity to evaluate the relevant economic, financial and other information that will be utilized by the Adviser in its selection of investments.

A Fund's Adviser has discretion to make investment decisions based on its analysis and judgment. While each Adviser and its personnel have experience managing investments for private investment funds, there is no guarantee that this past experience will result in the profitability of any Fund. A Fund's performance could be materially adversely affected if a key person of the Adviser were to die, become ill or disabled, or otherwise cease to be involved in the active management of the Fund's portfolio.

Portfolio Company Selections. The Fund's returns on its investments will depend on the Adviser's skill in selecting particular investments in portfolio companies. In making its decisions, an Adviser may rely on information and data provided and prepared by third parties, including the Fund's portfolio companies and others, such as third parties who provide origination and due diligence support. Although each Adviser intends to evaluate the accuracy and importance of such information and data, it will not always be in a position to confirm the completeness, genuineness, or accuracy of such information and data. An Adviser will use valuation procedures that it believes are fair and accurate. However, these procedures are subjective in nature, may not conform to any particular industry standards (if any such industry standards exist) and may not reflect actual values

at which the investments are ultimately realized.

Portfolio Company Deal Flow. The marketplace for appropriate investments for each Fund is competitive. Intermediation by financial intermediaries has increased, substantial amounts of funds have been dedicated to making investments in the private sector, and the competition for investment opportunities is at historically high levels. Although a Fund's Adviser will attempt to make investments on behalf of the Fund which meet the criteria set forth in the Fund's Governing Documents, there is no assurance that such investments can be located in sufficient quantity to allow all of the Fund's capital commitments to be drawn within the Fund's investment period. Market and other conditions may require a Fund to make investments that offer a lower rate of return or involve a higher degree of risk than described in the Fund's Governing Document. There can be no guarantee that an Adviser's investment decisions will be profitable.

Financial Model Risk. An Adviser may employ financial and analytical models to aid in the selection of Fund investments. If any such models are employed for a Fund, the success of the Fund's investment activities will depend, in large part, upon the viability of these models. There can be no assurance that the models are currently viable, or will remain viable during the term of the Fund, due to various factors, including the quality of the data input into the models and the assumptions underlying such models, which to varying degrees involve the exercise of judgment. Even if the models function as anticipated, they cannot account for all factors that may influence the returns on the Fund's investments. Also, there can be no assurance that the investment professionals utilizing the models will be able to determine that any model is or will become not viable, or not completely viable, or notice, predict or adequately react to any change in the viability of a model. The use of a model that is not viable or not materially viable could, at any time, have a material adverse effect on the performance of the Fund.

Financial Projections. Financial information concerning Fund investments and the terms on which they are made may only be available through certain sources, including the portfolio companies themselves. There may be no consistent means, however, of confirming the accuracy of such information. The portfolio companies may have little or no previous credit histories. The inaccuracy of certain assumptions and general economic conditions, which are unpredictable, can have a materially adverse impact on the reliability of any financial projections concerning portfolio companies. There can be no assurance that any financial projections can be accurately projected, and actual results may vary significantly from any such financial projections.

Limited Operating History of Portfolio Companies. Fund portfolio companies may have limited operating histories by which to assess their ability to achieve, sustain and increase revenues or profitability. A portfolio company's financial results will be affected by many factors, including (i) the ability to successfully identify a market or markets in which there is a need for its products; (ii) the ability to successfully negotiate strategic alliances, licensing and other relationships for product development, marketing, distribution and sales; (iii) the progress of research and development programs with respect to the development of additional products and enhancements to existing products; (iv) the ability to protect proprietary rights; and (v) competing technological and market developments, particularly companies that have substantially greater resources. There can be no assurance that the Portfolio Companies will be able to achieve and maintain cost efficient operations or that any of their products or services will achieve a significant level of market acceptance. The development and commercialization of their products or services will require additional development, sales and marketing and other significant expenditures. The required level and timing of such expenditures will impact their ability to achieve profitability and positive cash

flows from operations at the levels projected, or at all. There can be no assurance that a Fund's portfolio companies will ever achieve significant commercial revenues or profitability.

Risks Associated with Management of Growth. To achieve their projected revenues and other targeted operating results, a Fund's portfolio companies may be required to rapidly implement and improve operational, financial and management control systems on a timely basis, together with maintaining effective cost controls, and any failure to do so would have a material adverse effect on their business, financial condition and results of operations. The success of their growth plans will depend in part upon their ability to continue to attract, retain and motivate key personnel. Failure to make the required expansions and upgrades could have a material adverse effect on their business, financial condition, results of operations and relationships with their corporate partners. The results of operations for the companies will also be adversely affected if revenues do not increase sufficiently to compensate for the increase in operating expenses resulting from any expansion and there can be no assurance that any expansion will be profitable or will not adversely affect their results of operations.

Reliance on Portfolio Company Management. The day-to-day operations of each of a Fund's portfolio companies will be the responsibility of the portfolio company's own management team. Although the Fund's Adviser and its personnel will monitor the performance of Fund investments and will screen for and, if necessary, recruit capable management, there can be no assurance that such management will be able to operate any such portfolio company in accordance with the Fund's expectations. In addition, the loss to a portfolio company of a member of its management team could be detrimental to the development of the portfolio company.

Market Uncertainties. Even if a Fund portfolio company's product and service development efforts are successful, their ultimate success will depend upon market acceptance of the concepts, the products and the services. The portfolio company may not have engaged in any formal market research studies with respect to the establishment of a market for their products. There can be no assurance that performance errors and deficiencies will not be found, or if found, that they will be able to successfully correct such performance errors and deficiencies in a timely manner or at all. Even if the concepts gain initial market acceptance, competitors are likely to introduce concepts with comparable price and performance characteristics. This competition may result in reduced future market acceptance for their products and decreasing sales and lower gross margins which could have a material adverse effect on the business, financial condition and results of operations of the Fund and its portfolio companies.

No Assurance of Additional Capital for Investments. Even if a portfolio company is successful generating revenues and expanding its product or service offerings, it may require additional financing to continue product and service development, testing and, ultimately, marketing and other operational activities. Moreover, its cash requirements may vary materially due to service development results, service testing results, changing relationships with strategic partners, changes in the focus and direction of its research and development programs, competitive and technological advances of competitors, and other factors. Additional financing may not be available when needed or on acceptable terms. If additional financing is not available, the portfolio company may need to delay, scale back or eliminate certain of its product development, marketing or other activities, or even be forced to cease operations and liquidate.

Follow-On Investments. Following a Fund's initial investment in a portfolio company, the Fund may have opportunities to make additional follow-on investments in that portfolio company. The

Fund may lack sufficient funds or otherwise decide not to make those follow-on investments. The failure to make subsequent follow-on investments could jeopardize the portfolio company's viability and the Fund's prior investment(s) in the portfolio company, or may result in a missed opportunity for the Fund to increase its participation in a financially successful portfolio company.

Limitations on Ability to Exit Investments. Each Adviser generally expects to exit from Fund investments through private sales (including acquisitions of portfolio companies by third parties) and, to a lesser extent, public offerings. At any particular time, one or both of these avenues may not be open to a Fund, or timing with respect to these exit mechanisms may be inopportune. As such, the ability of a Fund to exit from and liquidate portfolio holdings may be constrained at any particular time. A Fund may also make investments that may not be advantageously disposed of prior to the date that the Fund will be wound-up and dissolved, either by expiration of the Fund's term or otherwise. The Fund may have to sell, distribute or otherwise dispose of investments at a disadvantageous time as a result of dissolution.

Risks from the Provision of Managerial Assistance. A Fund may be able to designate directors to serve on the boards of directors of its portfolio companies. A board member designated by the Fund will likely owe fiduciary duties to persons other than the Fund. The designation of directors and other measures contemplated could expose the assets of the Fund to claims by a portfolio company, its security holders and its creditors for breaches of fiduciary duties, securities claims and other director-related claims. The exercise of control over a portfolio company imposes additional risks of liability for failure to supervise management, violation of governmental regulations and other types of liability for which the limited liability generally characteristic of business ownership may be ignored. If these liabilities were to occur, the Fund could suffer losses in its investments. Typically, portfolio companies will have insurance to protect directors and officers, but this insurance may be inadequate. The Fund will also indemnify its Adviser, its general partner, their respective owners, and the Adviser's principals, among others, for liabilities incurred in connection with operations of the Fund, including liabilities arising from such suits. Such indemnification obligations and other liabilities could be substantial. While an Adviser intends to manage its Fund(s) in a way that will minimize exposure to these risks, the possibility of successful claims cannot be precluded.

Limited Portfolio Diversification. Each Fund will generally participate in a limited number of investments and, as a consequence, the aggregate return of a Fund may be adversely affected by the unfavorable performance of even a single Fund investment. Although a Fund's Adviser may attempt to diversify the Fund's portfolio to the reasonable extent possible within the confines of the Fund's investment strategy, the inability of the Adviser to achieve this objective could adversely affect the performance of the Fund. Furthermore, to the extent that the capital raised is less than the targeted amount, a Fund may make fewer investments and thus be less diversified. A downturn in the economy or in the business of any one portfolio company could impact the aggregate returns delivered to a Fund's limited partners.

Contingent Liabilities on Disposition of Investments. In connection with the disposition of a Fund portfolio company, the Fund may be required to make representations about the portfolio company's business and financial affairs typical of those made in connection with the sale of a business. The Fund may be required to indemnify the purchasers of portfolio companies to the extent that any such representations are inaccurate. These arrangements may result in the incurrence of contingent liabilities for which the Adviser may establish reserves and escrows. In that regard, distributions may be delayed or withheld until such reserve is no longer needed or the escrow period expires.

Redemption or Dividend Policy. A Fund's Portfolio Companies may, but should not be expected to, repurchase their securities or to pay dividends to stockholders such as the Fund.

General Economic and Market Conditions. The success of a Fund's activities will likely be materially affected by general economic and market conditions, including interest rates, inflation rates, economic uncertainty, availability of credit, financial market volatility, changes in laws and national and international political circumstances. The stability and sustainability of growth in global economies may be impacted by terrorism or acts of war. The availability, unavailability or hindered operation of external credit markets, equity markets and other economic systems which a Fund may depend upon to achieve its objectives may have a significant negative impact on the Fund's operations and profitability. There can be no assurance that such markets and economic systems will be available or will be available as anticipated or needed for a Fund to operate successfully. These factors may adversely impact the performance and growth prospects for Fund portfolio companies and their ability to execute their business plans.

Absence of Liquidity. Fund investments will generally be private, illiquid holdings. As such, there will be no public markets for the securities held by a Fund and no readily available liquidity mechanism at any particular time for any of the investments held by a Fund. In addition, the realization of value from any investments will not be possible or known with any certainty until the Adviser elects to sell the Fund's investments and subsequently distribute the proceeds to its investors or to distribute securities to investors in lieu of cash. Consequently, Fund limited partners will bear the economic risks of their investment for the term of the Fund with no certainty of return.

No Assurance of Returns. There can be no assurance that Fund limited partners will receive distributions from the Fund in an amount equal to their investment in the Fund as investments in portfolio companies are speculative and can result in the partial or total loss of capital. A Fund may invest in portfolio companies that are experiencing or are expected to experience financial difficulties, which will require additional equity capital to be successful. Investment in portfolio companies may involve a high degree of risk. Portfolio companies may face intense competition, including competition from companies with greater financial resources, more extensive development, manufacturing, marketing and service capabilities and a larger number of qualified managerial personnel. Since a Fund may only make a limited number of investments and since many of the Fund's investments may involve a high degree of risk, poor performance by a few of a Fund's investments could severely affect the total returns to Fund investors.

A Fund's operating expenses, including the Fund's management fee paid to its general partner, may exceed the Fund's income, thereby requiring the difference to be paid out of the Fund's capital account. It is possible these losses may never be recovered. The timing of profit realization, if any, is highly uncertain. Losses on unsuccessful investments may be realized before gains are realized on any successful investments.

The Use of Reserves May Reduce Net Cash Flow. A Fund may set aside reserves from time to time in anticipation of making capital expenditures or paying potential Fund expenses in the future. The practice of setting aside reserves effectively reduces the Fund's net cash flow which otherwise may have been distributed to limited partners.

Expiration of a Fund's Term. A Fund may make investments in portfolio companies which may

not be realized or exited prior to the date the Fund is to be dissolved. While a Fund's general partner may have authority, in certain circumstances, to extend the Fund's term (typically only with the approval of the Fund's advisory committee), the Fund may ultimately be induced or required to attempt to sell, distribute, or otherwise dispose of investments at a time which may be disadvantageous, and as a result, the price obtained for such investments may be less than that which could have been obtained if the investments were held for a longer period of time. Moreover, a Fund may be unsuccessful in attempting to realize investments at the time of the Fund's dissolution. There can be no assurance that the winding up of a Fund and the final distribution of its assets will be able to be executed efficiently or expeditiously.

Minority Investments. In general, a Fund's investments in a portfolio company are expected to constitute minority positions. In addition, during the process of exiting investments, a Fund is highly likely to hold minority equity stakes if a portfolio company is taken public. As is the case with minority holdings in general, such minority stakes that a Fund may hold will have neither the control characteristics of majority stakes nor the valuation premiums accorded majority or controlling stakes. The Funds may also invest in companies for which they have no right to appoint a director or otherwise exert significant influence. In such cases, a Fund will be reliant on the existing management and board of directors of such companies, which may include representatives of other financial investors with whom the Fund is not affiliated and whose interests may conflict with the interests of the Fund.

RBIC Investments. Certain Funds advised by the Adviser are licensed by the U.S. Department of Agriculture as a Rural Business Investment Company ("RBIC"). RBIC's must abide by the regulations under the RBIC program which includes, but is not limited to, a restriction on the percentage of investments to qualifying rural communities. These restrictions may adversely affect the diversification of portfolio company investments and other risk factors.

Risks Related to the Financing of Investments

Leverage. A Fund's portfolio companies may be subject to leverage. A decrease in revenues of a portfolio company may materially and adversely affect the portfolio company's cash flow and, consequently, its ability to service such debt. No assurance can be given that the future cash flow of any particular portfolio company will be sufficient to make the debt service payments on any borrowed funds and to cover all operating expenses of such portfolio company. If any portfolio company's revenues are insufficient to pay its debt service and operating costs, such portfolio company will be required to utilize working capital or seek additional funds. There can be no assurance that additional funds will be available to any such portfolio company, if needed. If a Fund portfolio company is unable to pay its debt service, the stock in or assets of such portfolio company could be foreclosed upon, and the Fund could lose all of its invested capital in such portfolio company.

Bridge Securities. A Fund may lend to its portfolio companies on a short-term, unsecured basis in anticipation of a future issuance of equity or long-term debt. Such bridge securities would typically be convertible into a more permanent, long-term security; however, for reasons not always in a Fund's control, such long-term securities may not issue and such bridge securities may remain outstanding. In such event, the interest rate on such bridge securities may not adequately reflect the risk associated with the unsecured position taken by the Fund.

Availability of Financing and Market Conditions. Market fluctuations in business loans may affect

the availability and cost of loans needed for the Portfolio Companies. Credit availability has been restricted in the past and may become so in the future. Restrictions upon the availability of financing or high interest rates on such loans will adversely affect the Portfolio Companies and the ability to sell the Portfolio Companies. There is no assurance that such loans will be available. Likewise, prevailing market conditions at the time any portfolio company seeks to refinance a loan may make a refinancing difficult or costly to obtain. In addition, lenders may restrict the ability to obtain subordinate financing for the Portfolio Companies.

Interest Rates. Interest paid by a portfolio company on its debt obligations will reduce cash available for distributions. Interest rates have been increasing following a period of low rates. If a Fund portfolio company incurs variable rate debt, increases in interest rates increase its interest costs, which could reduce the Fund's return on its investments. If a portfolio company needs to repay existing debt as a result of rising interest rates, it could be required to liquidate assets at times which may not permit realization of the maximum return on such investments.

Financing Covenants. When providing financing, a lender may impose restrictions on a portfolio company that affect its operating policies and its ability to incur additional debt. These or other limitations may adversely affect such portfolio company's flexibility and, consequently, the Fund's ability to achieve its investment objectives with respect to such portfolio company.

Unknown Loan Terms. The terms of the loans which may be obtained or assumed by any particular Fund portfolio company will vary and the exact terms of such loans are unknown. It is anticipated that some of the loans may prohibit or restrict prepayments, or prepayments may require the payment of a yield maintenance penalty or other prepayment fee or defeasance. Consequently, a Fund's portfolio companies may not be able to take advantage of favorable changes in interest rates. The final terms of any loan may be more or less favorable than the anticipated terms described in a Fund's Governing Documents. Less favorable loan terms could adversely impact the results of operation of a Fund's portfolio companies and, consequently, the ability of the Fund to achieve its investment objective.

Events of Default. The loan documents for a portfolio company's loans will include certain events of default and that, if a Fund or one of its portfolio companies take certain actions, a default will occur under the applicable loan documents. It is possible that a joint venture partner in a joint acquisition portfolio company could take an action which would cause a default under the loan with respect to such portfolio company. Generally, the following items (among others) will typically cause a default under the loans received by portfolio companies: failure to pay required payments under the loan, the failure to pay taxes, the failure to maintain insurance, material misrepresentations, breach of covenants, cross default, material judgments, certain bankruptcy or insolvency events relating to a portfolio company and certain of its affiliates, failure of security interests to be maintained or perfected, and certain changes in ownership, control or management of a portfolio company. Additional events of default may be applicable for some or all of the loans. Should any of the owners of a portfolio company default under a loan for any reason, the lender may declare a default under the applicable loan, which could result in foreclosure by the lender on the applicable portfolio company and the loss of all or a substantial portion of the investment made by a Fund.

Restrictions on Transfer. It is anticipated that the loans for a Fund's portfolio companies may limit the ability of the Fund to sell its ownership interests in the portfolio companies until such loans are repaid in full.

Risks Related to Portfolio Companies

Competition. The industries in which each Fund's portfolio Companies operate are very competitive and involve a high degree of business and financial risk. A Fund's portfolio companies will typically have many competitors, from single-office companies to national enterprises. Many of these competitors may have established public images and greater financial strength and personnel resources than the portfolio companies, each of which could adversely impact the portfolio companies' market position, brand recognition, and ability to successfully sell their services and products to potential customers. All of these factors could materially affect a portfolio company's financial viability and, consequently, the Fund's ability to achieve its investment objective.

Limited Service and Product Offerings. Certain Fund portfolio companies may offer a limited number of services and/or products when compared to the variety of choices offered by their competitors. The lack of consumer choices as compared to those competitors may undermine a portfolio company's efforts to attract and retain repeat customers and ultimately affect a portfolio company's long-term success and expansion efforts.

Technological Advances. As the cost of computers and manufacturing have continued to decrease, the application of new technologies to existing industries has significantly increased. Many of the services and products offered by a Fund's portfolio companies could ultimately be replaced, or offered at materially reduced costs, due to such technological advances. There is no guarantee that the services or products offered by a Fund's portfolio companies will remain in demand during the term of the Fund. Any such reduction in demand due to technological advances could adversely affect the operations and financial viability of the portfolio company and, consequently, the ability of the Fund to achieve its investment objective.

Ease of Replication. Certain of the services and products offered by a Fund's portfolio companies may be easily replicated and offered to potential customers by competitors. While some portfolio companies may operate in industries with high barriers to entry, there is no guarantee that such portfolio companies will avoid competition from companies who offer comparable services and/or products at materially reduced prices. Any such competition could adversely affect the financial results and viability of the Portfolio Companies.

Intellectual Property Risks of Portfolio Companies. Intellectual property rights are crucial to many of a Fund's portfolio companies. The Advisers anticipates and expects that portfolio companies acquired by a Fund will endeavor to obtain and protect their intellectual property rights in jurisdictions in which their products are produced or used and in jurisdictions into which our products are imported. However, different nations provide limited rights and inconsistent durations of protection for the portfolio companies' products. Portfolio companies may be unable to obtain protection for their intellectual property in key jurisdictions. Even if protection is obtained, competitors or others in the chain of commerce may raise legal challenges to the portfolio companies' rights or illegally infringe on their rights, including through means that may be difficult to prevent or detect. In addition, because of the rapid pace of technological change, and the confidentiality of patent applications in some jurisdictions, competitors may be issued patents from applications that were unknown to the Portfolio Companies prior to issuance. These patents could reduce the value of a portfolio company's commercial or pipeline products or, to the extent they cover key technologies on which the portfolio company unknowingly relied, require that the

portfolio company seek to obtain licenses or cease using the technology, no matter how valuable to the portfolio company's business. There is no assurance that such a license could be obtained on acceptable terms. The extent to which a Fund's portfolio company succeeds or fails in its efforts to protect its intellectual property will affect the portfolio company's costs, sales and other results of operations and, consequently, the ability of the Fund to achieve its investment objectives.

Cost-Conscious Customers. A Fund's portfolio companies may be adversely affected if they are unable to develop and sell services and/or products which their customers find to be worth the time and expense incurred to purchase such services or products. This risk may be compounded by the cost-competitive nature of the industries in which a Fund's portfolio companies operate. There is no guarantee that a portfolio company will be able to develop and sell cost-effective services and/or products which customers find appealing while at the same time generating revenues to sustain its business operations.

Risks Related to Fund Structure

Lack of Control. A Fund's limited partners will have no right to participate in the management of the Fund or in the conduct of its business.

Limitations on the Adviser's and General Partner's Liability. Under each Fund's Governing Documents, the Fund's Adviser and general partner are generally not liable to the Fund nor to Fund limited partners for any claims or losses caused by acts performed by it or for any failure to act, except those directly attributable to the Adviser's or general partner's own fraud, gross negligence, material breach of the Fund's operating agreement or willful disregard of duty, and under certain circumstances, the Adviser and/or general partner will be entitled to indemnification from the Fund. As a result, Fund limited partners have a more limited right of action in certain cases than they would in the absence of such provisions.

Lack of Operating History. Certain Funds have little or no operating history upon which prospective investors can evaluate its performance. Each Fund's investment program should be evaluated on the basis that there can be no assurance that the applicable Adviser's assessment of the prospects of investments will prove accurate or that the Fund will achieve its investment objective. Past performance of a Fund, Adviser, or personnel of an Adviser is not necessarily indicative of future results.

Lack of Registration. The interests offered to limited partners by each Fund have not been registered under the 1933 Act nor the securities laws of any state nor will they be so registered by reason of specific exemptions under the provisions of the 1933 Act and laws which depend, in part, upon the investment intent of each investor in the Fund. A Fund's limited partners will be required to represent that they are purchasing a limited partnership interest for their own accounts and not with a view toward resale or distribution. No Fund, nor any Fund's general partner, has any plans nor have assumed any obligation to register the Fund's interests. Accordingly, a Fund's limited partnership interests may not be transferred without the general partner's consent and in the absence of an opinion of counsel to the Fund that the transfer will not involve a violation of the registration requirements of the 1933 Act. This ordinarily means that transfers will be restricted to instances of death, gift, or passage by operation of law.

In-Kind Distributions. While each Fund generally intends to distribute cash or marketable

securities to Fund investors, the Funds each have the right to distribute less marketable securities to investors in certain circumstances. In the event of an in-kind distribution, such securities may be subject to a variety of legal or practical limitations on liquidity.

Valuation Risks. In light of the illiquid nature of each Fund's investments, any valuation made by the Fund's Adviser or general partner of Fund investments and Fund limited partnership interests will necessarily be based solely on the general partner's or Adviser's good faith determination as to the fair value of the Fund's investments. There can be no assurance, however, that the values assigned in good faith by the Fund's general partner or Adviser to such investments will equal or approximate the price at which they will ultimately be sold or otherwise liquidated or disposed of from time to time.

Failure to Make Capital Contributions. If a limited partner of a Fund fails to timely pay a capital call, and the contributions made by non-defaulting limited partners and any borrowings by the Fund are inadequate to cover the defaulted capital contribution, the Fund may be unable to pay its obligations when due. As a result, the Fund may be subject to significant penalties that could materially and adversely affect the returns to the Fund's limited partners (including non-defaulting limited partners). If a limited partner of a Fund defaults, the limited partner may be subject to various remedies as provided in the Fund's Governing Documents, which may include the forfeiture and/or forced sale of the limited partner's interest in the Fund.

Contribution Excuse; Involuntary Withdrawal. In certain circumstances, a Fund's limited partners may be excused from participating in all or a portion of one or more investments if such investments might otherwise cause a violation of law, regulation, or a written investment policy. In addition, a Fund's general partner may require the complete or partial withdrawal of a limited partner from the Fund if it is determined that the continued participation of such limited partner might otherwise subject the Fund or its general partner to material onerous legal, tax or other regulatory requirements that cannot reasonably be avoided without material adverse consequences to any other limited partner or the Fund. Other Fund limited partners may be required to make additional capital contributions (not in excess of the unfunded capital commitment) if a limited partner is excused or is required to withdraw from the Fund.

Restriction on Liquidity, Transfers of Interests, and Withdrawals. An investment in a Fund involves substantial restrictions on liquidity. A Fund's limited partners generally may not liquidate their investments prior to the termination of the Fund. Although a Fund's limited partners may attempt to increase their liquidity by borrowing from a bank or other institution, Fund interests may not be readily accepted as collateral for a loan. In addition, transfer of a Fund interest as collateral or otherwise to achieve liquidity may result in adverse tax consequences to the transferor, and any such transfer is subject to the approval of the Fund's general partner.

Side Letters. The Advisers and/or their affiliates have entered into side letters or similar agreements with certain limited partners of a Fund pursuant to which the Advisers and/or their affiliates grants to such limited partners specific rights, benefits or privileges that are not made available to other Fund limited partners generally, including, without limitation, the right to receive favorable rights or economic arrangements, including (i) the waiver or alteration of the management fee and/or carried interest or minimum investment amount; (ii) grant co-investment rights; (iii) grant of certain excuse or exclusion rights in respect of the Fund and/or certain investments (which may increase the percentage interest of other limited partners in, and

contribution obligations of other limited partners with respect to, such investments); (iv) providing additional and/or specialized reporting or information about the Fund; (v) waive certain confidentiality obligations; (vi) consent of the Advisers and or their affiliates to certain transfers by such limited partner; or (vii) grant of rights or terms necessary in light of particular legal, regulatory or public policy characteristics of a limited partner. Subject to applicable law, such agreements will be disclosed only to those actual or potential investors that have separately negotiated with the general partner for the right to review such agreements.

Use of Alternative Investment Vehicles. To the extent necessary to address tax or regulatory considerations, a Fund's general partner may create one or more alternative investment vehicles with terms and conditions generally comparable to those of the Fund. The terms of such alternative investment vehicles may vary from the terms of the corresponding Fund, however, based in part on the structure of the relevant transactions, legal requirements and tax, accounting, business, regulatory or other considerations.

Dilution from Subsequent Closings. Fund limited partners who subscribe for interests at subsequent Fund closings will participate in existing Fund investments, diluting the interest of existing limited partners. Although such limited partners joining the Fund after the initial closing will contribute their *pro rata* share of previously made Fund drawdowns (plus, generally, a deferred contribution fees), there can be no assurance that such payment will reflect the fair value of the Fund's existing investments at the time such additional limited partners subscribe for interests.

Non-Arms-Length Agreements. All agreements and arrangements, including those relating to compensation, expense reimbursements and indemnification between a Fund, its general partner and Adviser, and among their affiliates, are not the result of arms-length negotiations. A Fund's general partner will determine whether the various affiliates of the general partner and the Fund are, in accordance with the terms of the Fund's Governing Documents, entitled to exculpation and indemnification.

Waiver of all Conflicts of Interest, Fiduciary Responsibilities and Liabilities. The interests of a Fund's limited partners may be inconsistent in some respects with the interests of the Fund's Adviser and general partner. Investors in a Fund will generally be required to execute a subscription agreement in which they acknowledge and waive all of the risks described in the Fund's Governing Documents, including waiving conflicts of interest of the Fund, the general partner, the Adviser, and their Affiliates. Investments in a Fund and by the Fund are subject to conflicts of interest and risk and do not comply with the standards employed by all private investment funds. Some affiliates of a Fund's Adviser and general partner may have inherent conflicts of interests in the Fund's investments as such affiliates are the founders, principal shareholders, officers and/or board members of one or more of the portfolio companies. For example, a Fund's obligation to pay carried interest may create an incentive for the Fund's Adviser or general partner to make more speculative investments on behalf of the Fund than it would otherwise make in the absence of such performance-based arrangements.

Confidential Information. While a Fund will issue periodic reports to its limited partners regarding their capital accounts, annual audited financial statements and necessary tax information, each Fund's Governing Documents generally limit the obligation of the Fund's general partner to provide certain types of information to limited partners concerning the Fund's activities, such as

individual holdings of the Fund, investment activities, information the general partner and/or Adviser possesses for portfolio companies (e.g., insights obtained through due diligence activities such as management interviews), and other information that the general partner deems to be confidential. Accordingly, each limited partner of a Fund receiving reports from the Fund must interpret them in the context of the Fund's Governing Documents and the resulting likelihood that the general partner is in possession of potentially material information that is not disclosed in such reports.

Cybersecurity Risk. The Advisers and its Funds may be susceptible to operational, information security and related risks. In general, cyber incidents may result from deliberate attacks or unintentional events. Cyber-attacks include, but are not limited to, gaining unauthorized access to digital systems (e.g., through "hacking" or malicious software coding) for purposes of misappropriating assets or sensitive information, corrupting data, or causing operational disruption. Cyber-attacks may also be carried out in a manner that does not require gaining unauthorized access, such as causing denial-of-service attacks on websites (i.e., efforts to make network services unavailable to intended users). Cyber incidents affecting a Fund or its service providers have the ability to cause disruptions and impact business operations, potentially resulting in financial losses, the inability of such Fund to transact business, violations of applicable privacy and other laws, regulatory fines, penalties, reputational damage, reimbursement or other compensation costs, or additional compliance costs. Similar adverse consequences could result from cyber incidents affecting the underlying investments in which the Funds invest, counterparties with which a Fund engages in transactions, governmental and other regulatory authorities, banks, brokers, dealers, insurance companies and other financial institutions. In addition, substantial costs may be incurred in order to prevent cyber incidents in the future. While the Funds' service providers have established business continuity plans and risk management systems to prevent such cyber incidents, there are inherent limitations in such plans and systems including the possibility that certain risks have not been identified.

Counterparty Risk. A number of the investment techniques to be utilized by the Adviser, and a number of opportunities in which Funds invest, will expose them to counterparty risk, which is the risk that a counterparty will not settle a transaction in accordance with its terms. The Adviser is not restricted from dealing with any particular counterparty or from concentrating any or all of its transactions with one counterparty.

Unforeseen Market Events Risk. Unpredictable events such as environmental or natural disasters, war, terrorism, pandemics, outbreaks of infectious diseases, and similar public health threats, recessions, or other events may significantly affect the economy and the markets and issuers in which Fund's might invests. Certain events may cause instability across global markets, including reduced liquidity and disruptions in trading markets, while some events may affect certain geographic regions, countries, sectors, and industries more significantly than others and exacerbate other preexisting political, social, and economic risks.

General market disruptions may affect the ability of certain investors to access capital and thus fund capital commitments to a Fund.

In December 2019, the virus SARS-CoV-2, which causes the coronavirus disease known as COVID- 19, was first identified in the human population. The disease spread around the world, resulting in the temporary closure of many corporate offices, retail stores, and manufacturing

facilities across the globe, as well as the implementation of travel restrictions and remote working and “shelter-in-place” or similar policies by numerous companies and national and local governments. These actions have caused the disruption of manufacturing supply chains and consumer demand in certain economic sectors, resulting in significant disruptions in local and global economies. Such disruptions continue to be felt, as many countries and U.S. states struggle to contain the virus and its variants. The short-term and long-term impact of COVID-19 on the operations of the Firm and the performance of its Funds is difficult to predict.

Any potential impact on the operations of the Firm and performance of its Funds will depend to a large extent on future developments and actions taken by authorities and other entities to contain COVID-19 and its economic impact. These potential impacts, while uncertain, could adversely affect the performance of the Funds.

THE FOREGOING LIST OF RISK FACTORS DOES NOT PURPORT TO BE A COMPLETE ENUMERATION OR EXPLANATION OF THE RISKS INVOLVED IN AN INVESTMENT IN THE FUNDS. INVESTORS SHOULD READ SUCH ENTITY’S RESPECTIVE PRIVATE PLACEMENT MEMORANDUM AND OTHER OFFERING MATERIALS OR GOVERNING DOCUMENTS AND CONSULT WITH THEIR OWN COUNSEL AND ADVISORS BEFORE DECIDING WHETHER TO INVEST IN ANY OF THE FIRM’S FUNDS. THE INTERESTS OF EACH FUND ARE SPECULATIVE AND INVOLVE A HIGH DEGREE OF RISK. THEY ARE SUITABLE ONLY FOR PERSONS WHO CAN AFFORD TO LOSE THEIR ENTIRE INVESTMENT.

Item 9. Disciplinary Information

No material items exist at this time.

Item 10. Other Financial Industry Activities and Affiliations

Certain Affiliated Entities

As noted in Item 4, the Advisers are ultimately owned and controlled by Thomas J. Hillman. Mr. Hillman also owns and controls FTL Capital, LLC (“*FTL Capital*”), a boutique private equity investment and management company that holds interests in a variety of underlying portfolio companies. Companies that Mr. Hillman owns or controls through FTL Capital include:

- FTL Tax Advantage Investments, LLC (dba Ironrock Investments) – a syndicator of federal and state tax credits and an investor of historic and renewable tax credits through its various subsidiaries.
- Lewis & Clark Real Estate Investments, LLC – a real estate investment firm that is an equity partner in market rate rental developments.
- FTL Capital Partners, LLC (dba FTL Finance) – a consumer finance company that provides financing for residential HVAC (heating, ventilation, and air conditioning) equipment purchases and elective medical procedures.

Conflicts of Interest

Allocation of Investment Opportunities. Conflicts of interest could arise in connection with the allocation of investments for the accounts of the Fund and FTL Capital. These investments could differ in substance, timing, and amount, due to, among other things, differences in investment objectives or other factors affecting the appropriateness or suitability of particular investment activities to a Fund or other clients, or to limitations on the availability of particular investment opportunities. Nonetheless, as discussed above, each Fund's Governing Documents generally requires that, subject to certain exceptions, during any time that the Fund's general partner has the authority to make a capital call for new investments, any investment opportunity suitable for the Fund (including follow-on investments during the time capital calls may be made for such purpose) that comes to the attention of the Fund's Adviser or general partner will first be offered to the Fund and any parallel fund or alternative investment vehicle in proportion to their respective capital commitments and no portion of any such investment opportunity will be allocated away from the Fund, its parallel funds and alternative investment vehicles.

Adviser Personnel. Certain of the Advisers' officers and employees who provide services to the Funds are also officers or employees of, or otherwise have responsibilities with respect to, FTL Capital and certain of its portfolio companies. Substantial time may be spent by such personnel in providing services to other Funds and/or FTL Capital and its portfolio companies. Conflicts of interest may arise in allocating time, services or functions of such personnel.

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

Code of Ethics

The Advisers have adopted a Code of Ethics (the "**Code**") that applies to each Adviser's respective officers and employees, as well as to every natural person who is subject to an Adviser's supervision and control who (i) has access to nonpublic information regarding a Fund's purchase or sale of securities, (ii) who is involved in making securities recommendations to a Fund, or (iii) who has access to recommendations to a Fund that are nonpublic (collectively, "***Covered Persons***"). The Code, which is designed to comply with Rule 204A-1 under the Investment Advisers Act of 1940 (the "***Advisers Act***"), establishes guidelines for professional conduct and personal trading procedures, including certain pre-clearance and reporting obligations. Under the Code, Covered Persons are required to comply with applicable federal securities laws, and to file certain periodic reports with the Advisers' Chief Compliance Officer. Covered Persons are also required to promptly report any violation of the Code of which they become aware.

A copy of the Advisers' Code of Ethics is available to any client or prospective client upon request by calling (314) 392-5259 or e-mailing info@lacpartners.com.

Conflicts of Interest

The Advisers, their related entities—including FTL Capital and its portfolio companies—and their respective personnel and principals engage in a broad range of activities, including investment activities for their own account and for the account of other investment funds, and providing

transaction-related, investment advisory, management and other services to funds and operating companies. In the ordinary course of conducting its activities, the interests of a Fund may conflict with the interests of its Adviser, other Funds, or their respective affiliates. Certain of these conflicts of interests, as well as a description of how the Advisers address these conflicts of interest, are discussed below.

This discussion reflects general practices of the Advisers and the Funds, and practices may vary among the Funds. For details regarding the practices of a particular Fund, please refer to such Fund's Governing Documents.

Resolution of Conflicts

In the case of all identified conflicts of interests, an Adviser's determination as to which factors are relevant, and the resolution of such conflicts, will be made using the Adviser's best judgment, but in its sole discretion. In resolving conflicts, the Adviser may consider various factors, including the interests of the applicable Funds with respect to the immediate issue and/or with respect to their longer term courses of dealing. Certain procedures for resolving specific conflicts of interest are set forth below. When conflicts arise, the following factors may mitigate, but will not eliminate, conflicts of interest:

- As a policy, the Advisers and their affiliates will endeavor to allocate investment opportunities among its various client accounts—including the Funds—in a manner they believe to be as equitable as feasible, considering each account's objectives, programs, limitations, and capital available for investment.
- Each Fund's Governing Documents generally requires the Adviser, during any time that the Fund's general partner has authority to make a capital call for new investments, to offer first to the Fund (and any parallel fund or alternative investment vehicle) any investment opportunity suitable for the Fund that comes to the attention of the Fund's Adviser.
- No Adviser will cause a Fund to make an investment unless the Adviser believes that such investment is an appropriate investment considered solely from the standpoint of such Fund.
- Prior to subscribing for an interest in a Fund, each potential investor is provided with information relating to significant potential conflicts of interest arising from the proposed activities of the Fund.

Certain Material Conflicts of Interest

Certain material conflicts of interest with respect to the Funds are discussed below, although this discussion does not necessarily describe all of the conflicts that may be faced by a Fund. Additional conflicts of interest may be discussed elsewhere in this Brochure, and in each Fund's Governing Documents.

Allocation of Investment Opportunities

Conflicts of interest could arise in connection with the allocation of investments for the accounts of the Fund, other investment vehicles the Advisers, the Advisers' principals or their Affiliates are currently or may in the future be involved and/or invested in, and any other advisory clients. These

investments could differ in substance, timing, and amount, due to, among other things, differences in investment objectives or other factors affecting the appropriateness or suitability of particular investment activities to a Fund or other clients, or to limitations on the availability of particular investment opportunities.

Nonetheless, as discussed above, each Fund's Governing Documents generally requires that, subject to certain exceptions, during any time that the Fund's general partner has the authority to make a capital call for new investments, any investment opportunity suitable for the Fund (including follow-on investments during the time capital calls may be made for such purpose) that comes to the attention of the Fund's Adviser or general partner will first be offered to the Fund and any parallel fund or alternative investment vehicle in proportion to their respective capital commitments and no portion of any such investment opportunity will be allocated away from the Fund, its parallel funds and alternative investment vehicles.

Subject to these allocation restrictions, the Advisers and their affiliates will allocate opportunities among their various client accounts in a manner they believe to be as equitable as feasible, considering each account's objectives, programs, limitations, and capital available for investment. Nonetheless, all accounts may not necessarily be invested in the same portfolios.

Adviser Personnel

Personnel of an Adviser responsible for managing a Fund will typically have responsibilities with respect to other Funds, including funds and accounts that may be launched in the future, as well as the investments of the Funds. Conflicts of interest may arise in allocating time, services or functions of such personnel.

Co-Investments

The Advisers have and may in the future establish and offer opportunities to invest alongside one or more Funds in one or more investment opportunities ("**Co-Investments**"). Co-Investment opportunities may be offered by the Adviser to select limited partners of the Funds as well as to other private investors and groups of investors. Such Co-Investments may not pay management fees or carried interest or may have a reduced fee structure.

Positions with Portfolio Companies

One or more of the individual employees or officers of an Adviser or an affiliate of an Adviser may serve as members of the board of directors of Fund portfolio companies. Any fees paid to such personnel are offset against the applicable Fund's management fee described in Item 5.

The Advisers' personnel may also serve in interim or part-time operating and/or management roles, or may provide additional services as a secondee or similar capacity, at Fund portfolio companies during their employment at the Advisers or their affiliates. Under such an arrangement, the Advisers and/or the portfolio company may pay all or a portion of the salary or supervise or otherwise oversee the employment of such employees, which may create conflicts of interest when the employees are considering the interests of the Funds and the interests of the portfolio company and may cause the Funds to indirectly bear expenses. The salary and any other expenses related to the employment of such employees with such portfolio companies or platform organizations will be

allocated on a basis that the Advisers determine in good faith is fair and equitable. Furthermore, the particular arrangement between such employees and such portfolio companies may change over time, particularly when an investment is realized. An employee may or may not return to an Adviser after the disposition of such portfolio company. Any additional fees paid to or received by the Advisers or their personnel are subject to the offset arrangements discussed above, or distribution to the Fund's investors. In addition, an Adviser's personnel may leave the employment of the Adviser or its affiliates and become an officer or employee of a portfolio company. Similarly, senior advisors may become employees, officers or board members of a portfolio company.

The Advisers may, in their discretion, cause the Funds and/or their portfolio companies to have ongoing business dealings, arrangements or agreements with persons who are former personnel of the Advisers or their affiliates. The Funds and/or their portfolio companies have in the past and may in the future bear, directly or indirectly, the costs of such dealings, arrangements or agreements. In such circumstances, there may be a conflict of interest between an Adviser and the Funds (or their portfolio companies) in determining whether to engage in or to continue such dealings, arrangements or agreements, including the possibility that an Adviser may favor the engagement or continued engagement of such persons even if a better price and/or quality of service could be obtained from another person.

Valuation

The value of Fund assets is determined in such a manner that the Fund's general partner deems fair and reasonable. In making valuation determinations, the general partner may use particular pricing services, brokers, market makers or other intermediaries as it shall determine. In addition, non- publicly traded assets and illiquid securities will be valued by a Fund's general partner in its discretion through internal valuation policies. A Fund's general partner may amend or replace those policies, or deviate from them, in its sole discretion.

The exercise of discretion in valuation by the Funds' general partners may give rise to conflicts of interest because these valuations affect performance return calculations which may, in turn, affect the ability of the Advisers to raise successor funds, creating an incentive to determine valuations that are higher than the actual fair value of the investments. There is no assurance that the value assigned to a Fund investment at a certain time will accurately reflect the value that will be realized upon the eventual disposition of the investment.

Item 12. Brokerage Practices

Because the Funds make primarily private investments in private companies, the Advisers anticipate that investments in publicly traded securities will be infrequent (*e.g.*, securities held as a result of an initial public offering of a Fund portfolio company). To meet their fiduciary duties, however, the Advisers have adopted written policies and procedures to address issues that might arise with respect to purchasing, holding, and selling publicly traded securities.

A Fund's Adviser, subject to the direction of the Fund's general partner (where different), has sole discretion over the purchase and sale of investments for a Fund, including selecting brokers or dealers, if any, to be used in executing Fund transactions. In placing any transaction for a Fund involving a broker-dealer, the Fund's Adviser will seek "best execution." "Best execution"

generally means obtaining the best available price and overall most favorable execution, taking into account the circumstances of the transaction.

In determining whether a particular broker or dealer is likely to provide best execution in a particular transaction, an Adviser takes into account all factors that it deems relevant to the broker's or dealer's execution capability. These factors may include, by way of illustration:

- The Adviser's experience with the broker-dealer;
- The reputation, experience, and financial stability of the broker-dealer;
- Commission rates and dealer spreads;
- The breadth of the broker-dealer's market coverage;
- Efficiency and promptness of execution;
- Willingness and ability to maintain confidentiality and anonymity;
- Frequency and manner of error resolution;
- Technological capabilities and infrastructure; and
- The Adviser's belief that the broker-dealer charges a fair and reasonable fee for trades, and that the Adviser's clients have been treated fairly in prior trades.

To the extent they aggregate orders for purchase and sale, the applicable Adviser will aggregate such orders as it deems appropriate and in accordance with each Fund's Governing Documents and in the best interests of each Fund.

Item 13. Review of Accounts

Oversight and Monitoring

Each Fund's portfolio investments are continuously monitored and reviewed by the applicable Adviser's team of investment professionals. This team generally consists of partners, managing directors, and principals of the Adviser. Each Fund's investment portfolio is generally comprised of privately offered, illiquid securities, which are long-term in nature. Accordingly, the applicable Adviser's review of a Fund's portfolio is not directed toward a short-term decision to dispose of investments.

Reporting

Fund investors will typically receive, among other things, the Fund's audited annual financial statements, unaudited quarterly financial statements and reports on the status of portfolio investments, and annual income tax information necessary for each limited partner's tax returns. Additionally, a Fund's Adviser or general partner may provide additional reports to limited partners on the status of Fund portfolio investments, and such other information and reports as the Fund's Adviser or limited partner deems appropriate.

Item 14. Client Referrals and Other Compensation

Please see Item 11, above, for information regarding economic benefits provided to the Advisers

by non-clients, including a description of related conflicts of interest.

A Fund's general partner or Adviser has in the past and may in the future enter into arrangements with and compensate unaffiliated third parties for referring investors to the Funds. These referral arrangements will be fully disclosed to affected investors. The terms of any arrangements with such placement agents may vary, and placement agent fees will be borne by the Adviser or general partner of the fund in accordance with each Fund's Governing Documents.

Item 15. Custody

For purposes of the Advisers Act, the Adviser is deemed to have custody of funds and securities held by the Funds because either the Adviser (in the case of L&C VC) or a related person of the Adviser (in the case of L&C Partners) serves as general partner of each Fund.

Each Fund is audited at least annually by an independent public accountant that is registered with, and subject to regular inspection by, the Public Company Accounting Oversight Board, and each Fund generally distributes its audited financial statements on an annual basis to all investors no later than 120 days after the end of the applicable Fund's fiscal year end.

Item 16. Investment Discretion

Investment advice is provided to the Funds, subject to the direction and control of the Fund's general partner (as applicable), and not individually to the investors in the Funds. L&C Partners provides investment advisory services to the L&C Partners Funds in accordance with its respective investment advisory agreement with each such Fund. L&C VC provides investment advisory and general partner services to the L&C VC Funds in accordance with each such Fund's Governing Documents.

Item 17. Voting Client Securities

Generally, a Fund's general partner is authorized to vote securities held by the Fund, and a Fund is not able to direct the vote of its general partner. The general partners—which include L&C VC with respect to each L&C VC Fund—intend to vote any proxies in the best interests of the applicable Fund, taking into account such factors as it deems relevant in its sole discretion. Because the Funds make primarily private investments in private companies, it is expected that the Funds will rarely, if ever, have an opportunity to vote proxies with respect to Fund investments.

A general partner's proxy voting policies and procedures are designed to ensure that, if a material conflict of interest is identified in connection with a particular proxy vote, the vote is not improperly influenced by the conflict.

The general partners' proxy voting policies and procedures are available to current and prospective Fund investors upon request. Current Fund investors may obtain information about how their Fund voted any proxies by calling (314) 392-5259 or e-mailing info@lacpartners.com.

Item 18. Financial Information

Item 18 is not applicable to the Advisers.

Item 19. Requirements for State-Registered Advisers

Item 19 is not applicable to the Advisers.