

Part 2A of Form ADV: Firm Brochure

Item 1. Cover Page

SEWARDCAPITAL

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This brochure (“Brochure”) provides information about the qualifications and business practices of Seward Capital LLC. If you have any questions about the contents of this Brochure, please contact us at 704.285.6500 or at hhester@sewardcapital.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.

Seward Capital LLC is registered with the Securities and Exchange Commission as an investment adviser under the Investment Advisers Act of 1940, as amended (the “*Advisers Act*”). Registration as an Investment Adviser does not imply any level of skill or training.

Additional information about Seward Capital LLC is also available on the Securities and Exchange Commission’s website at www.adviserinfo.sec.gov.

Item 2. Material Changes

The Material Changes section of this Brochure will be updated annually when material changes occur following the previous release of the Brochure.

This is Seward Capital LLC's initial Brochure as an investment adviser registered with the Securities and Exchange Commission.

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Item 4. Advisory Business

Seward Capital LLC (***“Seward Capital”***) was founded in 2018, and is a privately owned investment advisory firm based in Charlotte, North Carolina. The Managing Member and sole owner of Seward Capital is Mr. Amos N. Beason.

Seward Capital is a limited liability company organized in the state of Delaware in the United States.

Seward Capital is the investment adviser to Kodiak Restructured Illiquid Debt and Securities Fund I, LP (the ***“Fund”***). The investment objective of the Fund is to seek long-term capital appreciation while generating high income. Seward Capital seeks to achieve the Fund’s investment objective by employing a value-oriented approach that is designed to perform throughout all phases of a credit cycle and capitalize on changing market conditions. It seeks to invest in both traditional and non-traditional distressed opportunities, including: (i) stressed debt (*i.e.*, debt obligations of companies that are trading at a discount due to issuer performance, ratings action, and exogenous factors); (ii) distressed debt (*i.e.*, debt obligations of companies where the issuer is in distress, anticipating a restructuring, or in default); and (iii) opportunistic value (*i.e.*, investments seeking to capitalize on perceived market inefficiencies resulting in price volatility and value creation, including reorganized equity securities). The investment strategies for the Fund are broad in focus to allow review of and investment in value-orientated securities within the leveraged credit market at any level of the capital structure, across any segment of the market (*e.g.*, from middle market to broadly syndicated). To achieve the Fund’s investment objective, Seward Capital favors obscure and out-of-favor investments, while focusing on value-orientated underwriting to provide strong downside protection. The Fund may use leverage, engage in shorting, and invest in illiquid securities. Seward Capital favors investing in senior and secured debt issued by fundamentally sound companies that are over-leveraged.

Seward Capital provides investment advisory advice and management to the Fund in accordance with the limited partnership agreement of the Fund, as amended and/or restated from time to time (the ***“Partnership Agreement”***) and a separate investment management agreement entered into between the Fund and Seward Capital (***“Advisory Agreement”***), and, together with the Partnership Agreement, the ***“Governing Documents”***.

Item 5. Fees and Compensation

This section contains a summary of the fees received by Seward Capital and/or its affiliates for management of the Fund, as well as a summary of expenses payable by the Fund. Seward Capital may, in its discretion, waive the payment of all or part of a fee or allocation payable with respect to any limited partner of the Fund (each, a “*Limited Partner*”).

Management Fee

Seward Capital receives a management fee (the “*Fee*”) with respect to each Limited Partner of the Fund, equal to one-fourth of 2% of each Limited Partner’s capital account balance in advance at the beginning of each quarter. The Fee is determined, and charged, as of the first day of each calendar quarter.

Incentive Allocation¹

At the end of each fiscal year, with respect to each Limited Partner, 20% of the excess of (i) the Net Capital Appreciation otherwise allocable for such year to a Limited Partner’s Capital Account over (ii) any balance remaining in such Partner’s Loss Recovery Account as of the beginning of such fiscal year will be allocated to the General Partner’s Capital Account as an incentive allocation (“*Incentive Allocation*”).

Fund Expenses

The Fund will bear its own start-up, offering and organizational expenses, such as the cost of preparing the Fund’s Partnership Agreement, the expenses incurred in offering and selling interests, and other legal, accounting, and administrative expenses.

On an ongoing basis, the Fund will bear all such costs and expenses that Seward Capital reasonably determines to be necessary, appropriate, advisable or convenient for the conduct of the business of the Fund, including, without limitation:

- its ongoing transaction (*e.g.*, brokerage commissions and custody expenses), due diligence, technology, administrative, legal, financial statement and tax preparation, and accounting expenses, the fees, costs, and expenses of the Fund’s Administrator, and any expenses for services that the Limited Partners require the General Partner and/or Seward Capital to obtain;
- any taxes that, in the opinion of Seward Capital, the Fund is required to pay;

¹ Terms used and not otherwise defined shall have the meanings ascribed to them in the Fund’s Confidential Private Placement Memorandum (the “Offering Memorandum”).

- all costs and expenses relating to the Fund’s indemnification and exculpation obligations;
- printing and mailing costs;
- insurance expenses incurred by the Fund (including, for the avoidance of doubt, errors and omissions insurance (or comparable coverage)) for Seward Capital and General Partner; *provided*, that the Fund is a primary beneficiary of each such policy;
- any extraordinary expenses (including litigation costs and expenses); and
- all other costs related to the Fund’s investment activities (including “broken deal” costs and all other costs and expenses related to unconsummated investment opportunities).

The amount, and the manner and calculation of, the fees for the Fund are set out in the Fund’s Partnership Agreement.

Side Letters

The General Partner, Seward Capital, and/or the Fund may from time to time enter into letter agreements or other similar agreements (collectively, “***Side Letters***”) with one or more Limited Partners that provide such Limited Partner(s) with additional and/or different rights (including, without limitation, with respect to access to information, the Fee, and Incentive Allocations, co-investment opportunities, minimum investment amounts, and liquidity terms) than such Limited Partner(s) have pursuant to the terms of the Partnership Agreement and the Fund’s Confidential Private Placement Memorandum (the “***Offering Memorandum***”). As a result of such Side Letters, certain Limited Partners may receive additional benefits (including, but not limited to, reduced fee obligations, co-investment opportunities, the ability to redeem all or a portion of its Interest on shorter notice and/or expanded informational rights) that other Limited Partners will not receive.

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

The General Partner of the Fund, an affiliate of Seward Capital, has entered into a performance-based compensation arrangement with the Fund. Such an arrangement may create an incentive for Seward Capital to cause the Fund to engage in riskier or more speculative investments than if under a different fee arrangement.

This is mitigated by the procedures established for how investments are approved. Seward Capital will source and recommend appropriate potential investments for the Fund, which will be researched, evaluated and approved (if deemed appropriate for the Fund) by its investment committee (the “***Investment Committee***”). The Investment Committee will be presented with written details of all potential investments, for consideration and approval. In order for the Fund to make a new investment, a majority of the Investment Committee must, after reviewing the relevant materials and discussing (as necessary), approve of such investment and the terms thereof. The Investment Committee may in some circumstances approve certain new investments only with restrictions, limitations, or other terms attached to the approval (such restrictions, limitations, or other terms may include, for example, terms related to investment timeframes, caps on investment amounts, and the imposition of ongoing reporting obligations). In such instances, the approval will be granted strictly subject to the Investment Committee’s terms.

Item 7. Types of Clients

Seward Capital provides investment advisory services to the Fund. Investment advice is provided directly to the Fund (and not individually to investors in the Fund).

Each investor in the Fund is an “accredited investor” as defined in Rule 501(a) of Regulation D under the Securities Act of 1933, as amended (the “1933 Act”), and either: (i) a U.S. person that is a (a) “qualified purchaser,” as defined in Section 2(a)(51) of the Investment Company Act of 1940, as amended (the “1940 Act”), or (b) “knowledgeable employee” as defined in Rule 3c-5(a)(4) under 1940 Act; or (ii) neither a “U.S. Person” as defined in Regulation S under the 1933 Act nor a “United States person” as defined in the Internal Revenue Code of 1986, as amended.

The minimum subscription is \$2.5 million for initial investments in the Fund and \$250,000 for additional investments in the Fund (whether made at the time of initial investment or thereafter). The Fund may accept subscriptions for lesser amounts in the sole and absolute discretion of Seward Capital.

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

Seward Capital seeks to achieve the Fund's investment objective by employing a value-oriented approach that is designed to perform throughout all phases of the credit cycle and capitalize on changing market conditions.

Seward Capital seeks to invest in both traditional and non-traditional distressed opportunities, including:

(a) Stressed Debt:

Debt obligations of companies that are trading at a discount due to issuer performance, ratings action, and exogenous factors.

(b) Distressed Debt:

Debt obligations of companies where the issuer is in distress, anticipating a restructuring, or in default.

(c) Opportunistic Value:

Opportunities to capitalize on market inefficiencies resulting in price volatility and value creation, including reorganized equity securities.

The Fund's broad investment approach allows Seward Capital to look at any level of the capital structure, and across any segment of the market (*e.g.*, middle market to broadly syndicated) for value-oriented securities within the leveraged credit market.

Risks

It is possible that some of the investments selected by Seward Capital will not meet all of the above criteria, and that some or all of the investments selected by Seward Capital will not perform as anticipated. Depending on conditions and trends in the financial and securities markets and the economy in general, Seward Capital may pursue any strategies, employ any investment techniques or purchase any type of security that it considers appropriate and in the best interests of the Fund that may not be described above. The summary above is based upon numerous assumptions and opinions of Seward Capital concerning world financial markets and other matters, the accuracy of which cannot be assured. There can be no assurance that the Fund's investment strategies will achieve profitable results, and results may vary substantially

over time. Past performance of the Fund or that of Seward Capital or its affiliates is not indicative of future results of the Fund. Investors risk the loss of their entire investment.

The risks below are summaries of the material risks of Seward Capital's primary investment strategies. For more detailed information regarding the Fund's risks refer to the Fund's Offering Memorandum.

Certain Investment Risks

Investment Strategies. The Fund's success depends on Seward Capital's ability to select individual securities, to correctly interpret market data, predict future market movements and otherwise implement its investment strategy. Any factor that would make it more difficult to execute more timely trades, such as a significant lessening of liquidity in a particular market, may also be detrimental to profitability. No assurance can be given that the investment strategies to be used by the Fund will be successful under all or any market conditions.

The Interests are Relatively Illiquid; the Fund May Make In-Kind Distributions. An investment in the Fund is relatively illiquid. The Interests offered hereby have not been registered under the 1933 Act, and may not be offered or sold in the United States or to U.S. persons, unless an exemption from the registration requirements of the 1933 Act is available. No market exists or is expected to exist for the Interests, and the Interests are redeemable only by the Fund. No Limited Partner may pledge, assign, hypothecate or otherwise transfer its Interests without the consent of the General Partner, which consent may be withheld in its sole and absolute discretion.

Suspension of Redemption and Deferment of Redemption Proceeds. The General Partner may declare a suspension of the Fund's redemption of Interests and/or extend the period for payment of redemption proceeds where the General Partner determines, in its sole discretion, that the disposal of all or any part of the Fund's assets, the payment of redemption proceeds, or the calculation of Capital Accounts would not be reasonable or practical or would be prejudicial to the Partnership or the Partners.

Fund-Level Gate. To the extent that the Fund receives redemption requests from Limited Partners in excess of 20% of the Fund's Net Asset Value on any Annual Valuation Date, each Limited Partner that requested a redemption for such Annual Valuation Date will receive a *pro rata* percentage of the requested amount as of such Annual Valuation Date.

Effect of Substantial Redemptions. Substantial redemptions by Limited Partners within a short period of time could require the Fund to liquidate its investments more rapidly than would otherwise be desirable, possibly reducing the value of the Limited Partners' assets and/or disrupting the Fund's investment strategies. Reduction in the Fund's size could make it more

difficult to generate a positive return or to recoup losses due to, among other things, reductions in the Fund's ability to take advantage of particular investment opportunities or decreases in the ratio of its income to its expenses.

Risk of Loss of Investment. No guarantee or representation is made that the Fund's investment program will be successful or that its investment objective will be achieved. Limited Partners could experience a partial or total loss of capital.

Investment Risks in General. The Fund will engage in highly speculative investment strategies. A potential investor in the Fund should note that the prices of securities and derivative instruments in which the Fund invests may be volatile. Market movements are difficult to predict and are influenced by, among other things: government trade, fiscal, monetary and exchange control programs and policies; changing supply and demand relationships; national and international political and economic events; changes in interest rates; and the inherent volatility of the marketplace.

Short Selling Increases Risk of Capital Losses. As part of its investment strategy, the Fund will engage in the short selling of securities. Short selling involves the sale of a security that the Fund does not own and must borrow in order to make delivery in the hope of purchasing the same security at a later date at a lower price.

Use of Leverage May Increase Risk of Capital Losses. The Fund may leverage its investment positions by borrowing funds from securities broker-dealers, banks or others. The Fund can borrow up to an amount equal to fifty percent (50%) of the Net Asset Value of the Fund (measured as of the day that the Fund engages in such borrowing). From time to time, the Fund may borrow significant amounts to take advantage of perceived opportunities, such as short-term price disparities between markets or related securities. While leverage presents opportunities for increasing the Fund's total return, it has the effect of potentially increasing losses as well.

Incentive Allocation Encourages Speculation. The Incentive Allocation may create an incentive for Seward Capital, an affiliate of the General Partner, to cause the Fund to make investments that are riskier or more speculative than would be the case in the absence of the Incentive Allocation.

Hedging Transactions May Increase Risk of Capital Losses. The Fund may utilize a variety of financial instruments, such as options, for investment and risk management purposes. While the Fund may enter into hedging transactions to seek to reduce risk, such transactions may result in a worse overall performance for the Fund than if it had not engaged in any such hedging transactions. Moreover, the Fund's portfolio is always exposed to certain risks that cannot be hedged, such as credit risk, relating both to particular securities and counterparties.

Limited Partners Will Not Enjoy the Protections of the 1940 Act. While the Fund may be considered similar to an investment company, it is not registered in the United States as such under the 1940 Act in reliance upon an exception from registration thereunder available to privately offered investment funds. Accordingly, the provisions of the 1940 Act, which, among other things, require investment companies to have a majority of disinterested directors, are not applicable.

Investments May Be Concentrated. The Fund may invest a significant amount of its capital in any one investment. As a result, a loss in any one position could have a material adverse effect on the Net Asset Value of the Fund.

Regulated or Tax-Exempt Investors. Certain prospective Limited Partners may be subject to United States federal and state laws, rules, and regulations that may regulate their participation in the Fund, or their engaging directly, or indirectly through an investment in the Fund, in investment strategies of the types that the Fund may utilize from time to time (e.g., short sales of securities and the use of leverage and limited diversification). Each prospective Limited Partner may be subject to different laws, rules, and regulations, and prospective Limited Partners should consult their own advisers as to the advisability and tax consequences of an investment in the Fund. An investment in the Fund by entities subject to ERISA and other tax-exempt entities requires special consideration. Trustees or administrators of such entities are urged to review carefully the matters discussed in the Offering Memorandum.

Changes in Investment Strategies. The General Partner and Seward Capital (or any other entity the General Partner chooses to serve as the Fund's investment adviser) have broad discretion to expand, revise or contract the Fund's business without the consent of its Limited Partners. The Fund's investment strategies may be altered without prior approval of its Limited Partners. Any such decision to engage in a new activity or alter the Fund's existing investment strategies could result in the exposure of the Fund's capital to additional risks that may be substantial.

Suspension of Trading. Each securities exchange (and FINRA with respect to over-the-counter ("OTC") securities) typically has the right, or may be required by the Securities and Exchange Commission ("SEC"), to suspend or limit trading and/or quotations in all securities that it lists or in respect of which it provides quotes. Such a suspension could delay the liquidation of positions or render it impossible for the Fund to liquidate positions and thereby expose the Fund to potential losses.

Convertible Securities. Convertible securities ("Convertibles") are generally debt securities or preferred stocks that may be converted into common stock. Convertibles typically pay current income as either interest (debt security convertibles) or dividends (preferred stocks). A Convertible's value usually reflects both the stream of current income payments and the value of the underlying common stock. The market value of a Convertible performs like that of a regular

debt security; that is, if market interest rates rise, the value of a Convertible usually falls. Since it is convertible into common stock, the Convertible generally has the same types of market and issuer risk as the underlying common stock. Convertibles that are debt securities are also subject to the normal risks associated with debt securities, such as interest rate risks, credit spread expansion and ultimately default risk. Convertibles are also prone to liquidity risk as demand can dry up periodically, and bid/ask spreads on bonds can widen significantly.

Debt and Other Income Securities. The Fund may invest in fixed income and adjustable rate securities, including securities of issuers in developed countries, issuers located in or with significant exposure to emerging markets, and in the sovereign debt of developed and emerging market countries. Income securities are subject to interest rate, market and credit risk. Interest rate risk relates to changes in a security's value as a result of changes in interest rates generally.

Credit Rating. Credit ratings issued by credit rating agencies are designed to evaluate the safety of principal and interest payments of rated securities. They do not evaluate the market value risk of securities and, therefore, may not fully reflect the true risks of an investment. In addition, credit rating agencies may or may not make timely changes in a rating to reflect changes in the economy or in the conditions of the issuer that affect the market value of the security. Consequently, credit ratings are used only as a preliminary indicator of investment quality.

Risks Relating to Asset-Backed Securities. Asset-backed securities are subject to credit risks associated with the performance of the underlying assets. Asset-backed notes generally are issued pursuant to indentures, and pass-through certificates generally are issued pursuant to pooling and servicing agreements. A separate servicing agreement typically is executed in connection with asset-backed notes (such servicing agreements, indentures and pooling and servicing agreements, the "Asset-Backed Agreements"). The Asset-Backed Agreements provide for the appointment of a trustee and the segregation of the transferred pool of assets from the other assets of the transferor. Such segregation generally is only required to the extent necessary to perfect the interest of the trustee in the assets against claims of unsecured creditors of the transferor of the assets.

Collateralized Obligations. The Fund may invest in collateralized debt obligations ("CDOs") and collateralized loan obligations ("CLOs"). The Fund's portfolio may include a variety of different types of products including CDO and CLO equity, multi-sector CDO equity, trust preferred CDO equity and CLO debt. CDO securities are subject to credit, liquidity and interest rate risks, which are each discussed in greater detail above. The CDO equity purchased by the Fund will most likely be unrated or non-investment grade. As a holder of CDO equity, the Fund will have limited remedies available upon the default of the CDO. The Fund may be unable to find a sufficient number of attractive opportunities to meet its investment objective or fully invest its committed capital.

The value of the CDO securities owned by the Fund generally will fluctuate with, among other things, the financial condition of the obligors or issuers of the underlying portfolio of assets of the related CDO (“CDO Collateral”), general economic conditions, the condition of certain financial markets, political events, developments or trends in any particular industry and changes in prevailing interest rates.

High Yield Securities. The Fund may invest in “high yield” bonds and preferred securities, which are rated in the lower rating categories by the various credit rating agencies (or in comparable non-rated securities). Financial instruments in the lower rating categories are subject to greater risk of loss of principal and interest than higher-rated securities and are generally considered to be predominately speculative with respect to the issuer’s capacity to pay interest and repay principal. They are also generally considered to be subject to greater risk than securities with higher ratings in the case of deterioration of general economic conditions.

Subordinated Securities. Some of the investments of the Fund will consist of subordinated debt issued by corporate, financial, or special purpose issuers. In the event of default under investments purchased by the Fund, the Fund is unlikely to be able to recover all of its investment in the securities purchased. The recovery value for subordinated debt is lower than for senior debt as any residual value of the issuer will be the first repaid to senior debt holders.

Loan Investments Risk. The Fund may originate and invest in a variety of loans. Bank loans are obligations of companies or other entities entered into in connection with recapitalizations, acquisitions, and refinancings. The Fund’s investments in bank loans are generally acquired as a participation interest in, or assignment of, loans originated by a lender or other financial institution. These investments may include institutionally-traded floating and fixed-rate debt securities.

Risks Associated with Loans. Loans are subject to the risk of non-payment of scheduled interest or principal. Such non-payment would result in a reduction of income to the Fund, and a reduction in value of an investment of the Fund. There can be no assurance that the liquidation of any collateral securing a loan would satisfy the borrower’s obligation in the event of non-payment of scheduled interest or principal payments, or that such collateral could be readily liquidated.

Investing in Distressed Securities. The fact that certain of the companies in whose securities the Fund may invest are in transition, out of favor, financially leveraged or troubled, or potentially troubled, and may be or have recently been involved in major strategic actions, restructurings, bankruptcy, reorganization or liquidation, means that their securities are likely to be particularly risky investments although they also may offer the potential for correspondingly high returns.

Bankruptcy Proceedings. There are a number of significant risks when investing in companies involved in bankruptcy proceedings. For example: many events in a bankruptcy are the product of contested matters and adversary proceedings which are beyond the control of the creditors; following a bankruptcy filing, a company may lose its market position and key employees and

otherwise become incapable of restoring itself as a viable entity; in a liquidation, the liquidation value of the company may not equal the liquidation value that was believed to exist at the time of the investment; the duration of a bankruptcy proceeding is difficult to predict and a creditor's return on investment can be adversely affected by delays while the plan of reorganization is being negotiated, approved by the creditors and confirmed by the bankruptcy court; the administrative costs in connection with a bankruptcy proceeding are frequently high and will be paid out of the debtor's estate prior to any return to creditors; creditors can lose their ranking and priority if they exercise "domination and control" over a debtor and other creditors can demonstrate that they have been harmed by such actions, especially in the case of investments made prior to the commencement of bankruptcy proceedings; and certain claims, such as claims for taxes, may have priority by law over the claims of certain creditors. In addition, the Fund may, from time to time, seek representation on creditors' committees and, as a member of a creditors' committee, may owe certain obligations to all creditors similarly situated that the committee represents and may be subject to various trading or confidentiality restrictions. Because the Fund will indemnify its managers or any person serving on a committee on behalf of the Fund for claims arising from breaches of those obligations, indemnification payments could adversely affect the Fund's investment in a company undergoing reorganization.

Investment Selection. Seward Capital may select investments for the Fund in part on the basis of information and data filed by the issuers of such securities with various government regulators or made directly available to Seward Capital by the issuers of securities or through sources other than the issuers. The Fund will acquire investment assets that have not yet been identified. Accordingly, prospective investors will not have an opportunity to review the terms upon which any assets will be acquired prior to investing in the Fund.

Non-U.S. Exchanges and Markets. The Fund may engage in trading on non-U.S. exchanges and markets. Trading on such exchanges and markets may involve certain risks not applicable to trading on U.S. exchanges and is frequently less regulated.

Non-U.S. Investments. Investment in non-U.S. issuers or securities principally traded outside the United States may involve certain special risks due to economic, political and legal developments, including favorable or unfavorable changes in currency exchange rates, exchange control regulations (including currency blockage), expropriation of assets or nationalization, imposition of withholding taxes on dividend or interest payments, and possible difficulty in obtaining and enforcing judgments against non-U.S. entities. Furthermore, issuers of non-U.S. securities are subject to different, often less comprehensive accounting reporting and disclosure requirements than U.S. issuers.

Turnover. The Fund's trading activities may be made on the basis of short-term market considerations. The Fund anticipates that its portfolio turnover rate may be significant, involving substantial brokerage commissions and fees. The Fund will be responsible for the payment of all

of the trading expenses incurred in connection with its trading activities, which will ultimately affect the return achieved by the Fund.

Collateral. Where the Fund deposits collateral as security with a counterparty, the way in which that collateral will be treated will vary according to the type of transaction and where such counterparty is located.

Illiquid Investments. The securities and other instruments in which the Fund invests may be thinly traded and relatively illiquid or may cease to be traded after the Fund invests. The Fund may also acquire a significant position in one or more securities or other instruments. In such cases and in times of extreme market stress, the Fund may not be able to liquidate its investments promptly if the need should arise or to cover short sales, thereby forcing the Fund to incur potentially unlimited losses.

Restricted Securities. The Fund may invest in restricted securities that are subject to substantial holding periods or that are not traded in public markets. Restricted securities generally are difficult or impossible to sell at prices comparable to the market prices of similar securities that are publicly traded. No assurance can be given that any such restricted securities will be eligible to be traded on a public market even if a public market for securities of the same class were to develop. It is highly speculative as to whether and when an issuer will be able to register its securities so that they become eligible for trading in public markets.

Changes in United States Law. Changes in the state and federal laws applicable to the Fund and the General Partner and other securities or instruments in which the Fund may invest, may negatively affect the returns to Limited Partners.

Derivatives. The Fund intends to utilize derivative instruments to obtain investment exposure to various issuers, indices, sectors, industries, asset classes, markets, economic indicators and other instruments. The Fund will also utilize derivatives for leverage, for hedging or for other purposes related to the management of its portfolio. Derivative instruments are specialized products that require investment techniques and risk analyses different from those associated with stocks and bonds. Risks associated with using derivatives include the risk of mispricing or improper valuation of derivatives and the inability of derivatives to correlate perfectly with underlying assets, rates and indices.

Futures Contracts. The Fund may purchase and sell financial futures contracts. A futures contract is an agreement to buy or sell a set quantity of an underlying asset at a future date, or to make or receive a cash payment based on the value of a securities index or some other asset at a stipulated future date. “Margin” with respect to a futures contract is the amount of assets that must be deposited by the Fund with, or for the benefit of, a futures commission merchant in order to initiate and maintain the position. If the price of the futures contract changes, the Fund may be required

to make an additional margin deposit. A futures contract is a type of derivative and is subject to the general risks relating to derivatives described above. There can be no assurance that, at all times, a liquid market will exist for offsetting a futures contract that the Fund has previously bought or sold.

Swaps. The Fund will enter into swap transactions. Swap agreements historically have been OTC, two-party contracts entered into primarily by institutional investors for periods typically ranging from a few weeks to more than one year. In a standard swap transaction, two parties agree to exchange the returns (or differentials in rates of return) earned or realized on particular predetermined investments or instruments, which may be adjusted for an interest factor.

Total Return Swaps. Total return swaps (“TRSs”) are contracts in which one party, the total return payer, agrees to make payments of the total return from the designated underlying asset(s), which may include securities, baskets of securities, or securities indices, during the specified period, in return for receiving payments equal to a fixed or floating rate of interest and, typically, a spread based on the London Interbank Offered Rate (or the total return from the other designated underlying asset(s)). If the Fund is the total return receiver, then the credit risk for the underlying asset is transferred to the Fund in exchange for its receipt of the return on that asset. If the Fund is the total return payer, it hedges the economic risk of the underlying asset.

Derivatives Regulation Risk. Title VII of the Dodd-Frank Wall Street Reform and Consumer Protection Act (the “Dodd-Frank Act”) imposes comprehensive regulation on certain OTC derivatives, including certain types of options and other derivatives transactions in which the Fund may seek to engage.

Credit Derivatives. Credit derivatives are contracts that transfer price, spread and/or default risks of debt and other instruments from one party to another. Such instruments may include one or more debtors. Payments under credit derivatives may be made during the exercise period of the contracts. Payments under many credit derivatives are triggered by credit events, such as bankruptcy, default, restructuring, failure to pay, cross default or acceleration, etc. Such payments may be for notional amounts, actual losses or amounts determined by formula.

Forwards. The Fund may invest in forward contracts and options thereon, which, unlike futures contracts, are not traded on exchanges and are not standardized. Banks and dealers act as principals in these markets, negotiating each transaction on an individual basis. Forward and “cash” trading is substantially unregulated; there is no limitation on daily price movements, and speculative position limits are not applicable.

Option Transactions. The Fund may buy or sell (write) both call options and put options, and, when the Fund writes options, it may do so on a “covered” or an “uncovered” basis. A call option is “covered” when the writer owns securities of the class and amount of those as to which the call

option applies. A put option is covered when the writer has an open short position in securities of the relevant class and amount. The Fund's options transactions may be part of a hedging tactic (*i.e.*, offsetting the risk involved in another securities position) or a form of leverage, in which the Fund would benefit from price movements in a large number of securities with a small commitment of capital. These activities involve risks that can be large, depending on the circumstances.

Margin Risk. Markets in futures, options and other derivatives contracts can be highly volatile, and investment in them carries a high risk of loss. If the market movement is favorable, a good profit return may be achieved, but an equally small adverse market movement can result not only in the loss of the entire amount of margin on deposit, but may also expose the Fund to the distinct possibility of a loss exceeding the initial margin requirement.

If the market moves against the Fund, the Fund may be called upon to deposit substantial additional margin, at short notice, to maintain its position. Failure to provide such additional funds within the time required may result in the Fund's position being liquidated at a loss, in which case the Fund will be liable for any resulting deficit.

New Issues. The Fund may invest or trade in new issues. Any Interests owned by a Restricted Partner (*i.e.*, a Partner that is restricted from purchasing "new issues" pursuant to FINRA Rules 5130 and 5131) will not participate in any new issue investments made by the Fund, except as described in the Offering Memorandum.

Issuer Risk. The value of credit-related obligations may decline for a number of reasons that directly relate to the issuer, such as management performance, financial leverage and reduced demand for the issuer's goods and services.

Interest Rate Risk. The Fund is subject to interest rate risk.

Inflation Risk. Inflation risk is the risk that the value of assets or income from investment will be worth less in the future as inflation decreases the value of money. As inflation increases, the real value of the Interests can decline. In addition, during periods of rising inflation, short term interest rates would likely increase, reducing returns to Limited Partners.

OTC Transactions. The Fund may deal in forward foreign exchange contracts between currencies of the different countries and multi-national currency units and options on currencies for hedging or speculation. In general, there is less governmental regulation and supervision in the OTC markets than of transactions entered into on an organized exchange. In addition, many of the protections afforded to participants on some organized exchanges, such as the performance guarantee of an exchange clearinghouse, will not be available in connection with OTC transactions. This exposes the Fund to the risks that a counterparty will not settle a transaction

because of a credit or liquidity problem or because of disputes over the terms of the contract. The Fund is not restricted from concentrating transactions with one counterparty. The Fund, therefore, will be exposed to greater risk of loss through default than if it confined its trading to regulated exchanges.

Failure of Brokers, Other Broker-Dealers. Institutions, such as brokerage firms or banks, may hold certain of the Fund's assets in "street name." Bankruptcy or fraud at one of these institutions, in particular, one of the Fund's brokers that would hold a substantial portion of the Fund's assets, could impair the operational capabilities or the capital position of the Fund.

Credit Risk. Credit risk is the risk that (i) an issuer or guarantor of a fixed income security or (ii) a counterparty to another type of instrument held by the Fund may default on its obligation to pay interest, repay principal or otherwise meet its obligations to the Fund. There is also a risk that one or more of the securities in which the Fund invests will be downgraded in credit rating generally.

Counterparty Risk. Certain markets in which the Fund may effect transactions are "over-the-counter" or "interdealer" markets, and may also include unregulated private markets. The participants in such markets typically are not subject to the same level of credit evaluation and regulatory oversight as are members of "exchange based" markets. This exposes the investor to the risk that a counterparty will not settle a transaction in accordance with its terms and conditions because of a dispute over the terms of the contract (whether or not bona fide) or because of a credit or liquidity problem, thus causing the Fund to suffer a loss.

Equity Securities. The Fund may invest in equity securities (including preferred stocks) and equivalents of U.S. and non-U.S. issuers. Investment in equity securities offers the potential for substantial capital appreciation. However, such investment also involves certain risks. Equity risk is the risk that securities held by the Fund will fall due to general market or economic conditions, perceptions regarding the industries in which the issuers of securities held by the Fund participate, and the particular circumstances and performance of particular companies whose securities the Fund holds.

Absence of Regulation. The Fund has not registered under, does not intend to register under, and is not subject to, the 1940 Act, in reliance on an exception from registration provided by Section 3(c)(7) of that Act. The Interests of the Fund are not registered under the 1933 Act, in reliance on Section 4(a)(2) and Regulation D (including Rule 506(b)) thereunder. Although the General Partner or Seward Capital may in the future register as a CPO and/or CTA, they are not required to so register if the Fund complies with CFTC Rule 4.13(a)(3) and CFTC Rule 4.14(a)(8) or CFTC Rule 4.14(a)(10).

Other Instruments and Future Developments. The Fund may take advantage of opportunities in the area of options on securities, swaps, swaptions, and other instruments and any other synthetic

or derivative instruments that are not currently contemplated for use by the Fund or that are not currently available, but that may be developed in the future, to the extent such opportunities are both consistent with the Fund's investment objective and legally permissible for the Fund. The Fund may become a party to various other customized derivative instruments entitling the counterparty to certain payments on the gain or loss on the value of an underlying or referenced instrument. All of the investments described above may be made without approval of the Limited Partners.

Future Regulatory Change is Impossible to Predict. The securities and derivatives markets are subject to comprehensive statutes, regulations and margin requirements. In addition, the SEC and the exchanges are authorized to take extraordinary actions in the event of a market emergency, including, for example, the retroactive implementation of speculative position limits or higher margin requirements, the establishment of daily price limits and the suspension of trading. The regulation of securities and derivatives both inside and outside the United States is a rapidly changing area of law and is subject to modification by government and judicial action. The effect of any future regulatory change on the Fund is impossible to predict, but could be substantial and adverse.

Conversion to Master-Feeder Structure May Expose the Fund to Additional Risks. The General Partner has the authority, without any vote of the Limited Partners, to convert the Fund into a master-feeder structure. If the Fund were to be so converted, the Limited Partners would be subject to additional risks, including the following: investors in the Master Fund may seek redemptions due to international developments that would not otherwise affect the Fund; and substantial redemptions by investors in the Master Fund could diminish the value of the remaining portfolio. See *"Possible Change in Fund Structure."*

Cybersecurity Risk. Intentional cybersecurity breaches include: unauthorized access to systems, networks, or devices (such as through "hacking" activity); infection from computer viruses or other malicious software code; and attacks that shut down, disable, slow, or otherwise disrupt operations, business processes, or website access or functionality. In addition, unintentional incidents can occur, such as the inadvertent release of confidential information (possibly resulting in the violation of applicable privacy laws). A cybersecurity breach could result in the loss or theft of customer data or funds, the inability to access electronic systems ("denial of services"), loss or theft of proprietary information or corporate data, physical damage to a computer or network system, or costs associated with system repairs.

Economic and Market Events. Events in the financial sector historically have resulted, and may result from time to time, in an unusually high degree of volatility in the financial markets, both domestic and foreign.

In addition to financial market volatility, relatively high market volatility and reduced liquidity in credit and fixed-income markets may adversely affect many issuers worldwide. Increases in the level of short-term interest rates could cause fixed-income markets to experience continuing high volatility, which could negatively affect the Fund's performance. This reduced liquidity may result in less money being available to purchase raw materials, goods, and services from emerging markets, which may, in turn, bring down the prices of these economic staples. These events and the possible resulting market volatility may have an adverse effect on the Fund. There is also a risk that the prices of goods and services in the U.S. and many foreign economies may decline over time, known as deflation. Deflation may have an adverse effect on stock prices and creditworthiness and may make defaults on debt more likely. If a country's economy slips into a deflationary pattern, it could last for a prolonged period and may be difficult to reverse.

Political Considerations. The political stability of some of the countries in which the less developed securities and/or derivatives markets operate could differ significantly from that of certain developed countries.

Non-U.S. Taxes. The Fund's interest and dividend income from non-U.S. issuers may be subject to applicable withholding taxes in certain non-U.S. countries.

Certain Risks of Holding Fund Assets Outside the United States. To the extent permitted by applicable law, the Fund generally may hold its non-U.S. securities and cash in non-U.S. banks and securities depositories. Some non-U.S. banks and securities depositories may be recently organized or new to the non-U.S. custody business, and therefore expose the Fund to additional risk.

Settlement Risk. Settlement and clearance procedures in certain non-U.S. markets differ significantly from those in the United States. Non-U.S. settlement and clearance procedures and trade regulations also may involve certain risks (such as delays in payment for or delivery of securities) not typically associated with the settlement of U.S. investments.

Risks in Relation to Intervening Countries and Investment Structures. Where the Fund's investments in a foreign country are held or made through vehicles established in another country, the value and performance of investments and returns thereof may be affected by: (i) the political, economic, and regulatory conditions of that country in relation to the foreign country in which the investment is made and in relation to the United States; and (ii) the risk of bankruptcy, winding up, judicial management, liquidation, or any such similar adverse event affecting such vehicle.

Certain Economic Risks

Expenses May Exceed Income. The expenses of operating the Fund may exceed its income, thereby reducing the capital of the Fund.

Loss on Dissolution and Termination. In the event of dissolution and termination of the Fund, the proceeds, if any, realized from the liquidation of assets will be distributed to the Partners, but only after satisfaction of the claims of creditors. The ability of Partners to participate in the liquidation proceeds, if any, will depend on the value of the Fund's assets so realized and the claims to be satisfied therefrom.

No Distributions are Planned. The Fund does not intend to make any distributions to the Limited Partners, but intends to reinvest substantially all of the Fund's income and gain. Cash that might otherwise be available for distribution is also reduced by the Incentive Allocation and by the payment of Fund obligations and expenses (including the Management Fee and expense reimbursements), and establishment of appropriate reserves.

Certain Management Risks

No Operating History. The Fund is newly formed and has no operating history upon which investors can evaluate its performance. An investor must rely upon the ability of the General Partner and Seward Capital in identifying and implementing investments consistent with the Fund's investment objective and strategies. There can be no assurance that the Fund will achieve its investment objective.

The Limited Partners Must Rely on Ability of Seward Capital. The success of the Fund's trading and investment activities will depend almost entirely on Seward Capital's ability to select securities, as well as to predict accurately and take advantage of rises and declines in the values of particular securities.

Limited Partners Must Rely on Key Personnel. The success of the Fund will depend largely on the ability of the Key Person and Seward Capital's other investment personnel to develop and implement investment strategies that achieve the Fund's objectives. If the Key Person were to become unable to participate in the management of Seward Capital, the consequences to the Fund would be material and adverse and could lead to the premature termination of the Fund.

Limited Partners Have No Role in Management. The General Partner of the Fund is vested with the sole authority to manage the business and affairs of the Fund. The Limited Partners will have no right to participate in the management and conduct of the affairs of the Fund, and their ability to take action or withhold consent with respect to Fund business is confined to certain matters specified by law or by the Partnership Agreement.

Conflicts of Interest May Arise. The Fund and Seward Capital are subject to a variety of conflicts of interest. The General Partner will invest its own assets in the Fund. In addition, certain employees of Seward Capital may invest in the Fund. However, those employees will likely be charged reduced or no Management Fees, and their accounts in the Fund will likely be charged

reduced or no Incentive Allocations. Accordingly, such investors may experience substantially greater investment performance from their investments than will other investors.

Investment Adviser Regulation. Seward Capital is in the process of registering as an investment adviser with the SEC under the Advisers Act. There can be no assurance that that registration will become effective. Registration as an investment adviser does not imply a certain level of skill or training. There can be no assurance that Seward Capital's registration will become effective.

Limitations on the General Partner's and Seward Capital's Liability and Indemnification. The Fund's Partnership Agreement also provides that, to the extent permitted by applicable law, the General Partner, Seward Capital, and each affiliate of either of them, each agent, each Partner, manager, shareholder, partner, director, trustee, officer, and employee of any of the foregoing, and each of their respective successors and assigns, and each Person who previously served in such capacity (each a "Covered Person") will not be liable, responsible or accountable to any Limited Partner or the Fund for any act or failure to act on behalf of the Fund, unless the act or failure to act resulted from the Covered Person's willful misconduct or gross negligence. Therefore, the Limited Partners may have a more limited right of action against a Covered Person than they would absent these limitations in the Partnership Agreement.

Indemnity, if any, to the Covered Persons is to be provided out of and to the extent of Fund assets only, and no Limited Partner will have or incur any personal liability on account thereof. Nevertheless, indemnification of the Covered Persons, if required by the Partnership Agreement, may diminish the assets of the Fund, which may impair the Fund's ability to acquire other assets or otherwise achieve its investment objective or meet its obligations.

Incentive Allocations and Management Fee. The Fund will pay Seward Capital a quarterly Management Fee in advance, and the General Partner may receive Incentive Allocations annually. As a result of the Incentive Allocation and Management Fee, the returns realized by the Limited Partners from the Fund's activities may be substantially less than the returns the Limited Partners would realize from engaging in the same activities directly, if they were able to make such investments directly without investing in the Fund. The Incentive Allocation also may create an incentive for Seward Capital (which is owned by the same persons who owns the General Partner) to make investments that are riskier or more speculative than would be the case in the absence of a financial incentive to Seward Capital based on performance of the Fund.

Certain Tax Risks

General. The Fund will be classified as a partnership for federal tax purposes. Each Partner must take into account its allocable share of the partnership items of the Fund. The Fund, like all entities classified as partnerships for federal tax purposes, is subject to a risk of audit by the Internal Revenue Service ("the Service"). Any adjustments made to the Fund's information return

produced by such an audit might result in adjustments to the Partners' tax returns, with respect not only to items related to the Fund but also to unrelated items. Furthermore, federal, state and local tax laws are subject to change, and Partners could incur substantial tax liabilities as a result of changes thereto. Finally, various aspects of income taxation, including federal, state and local taxation and the alternative minimum tax, produce tax effects that can vary based on each taxpayer's particular circumstances. ***Therefore, Investors should consult their own tax advisers to determine the tax effects of an investment in the Fund, especially in light of their particular financial situations.***

Distributions. The Fund does not intend to make distributions with respect to Interests. Therefore, a Limited Partner should not rely on distributions from the Fund to cover the Limited Partner's tax liability associated therewith, if any. Instead, a Limited Partner will need to redeem its Interests to realize the value of its investment.

Certain Deductions and Allocations. The Service could challenge the deductibility of expenses the Fund incurs, including the Management Fee, for several reasons, including that those expenses constitute capital expenditures that, among other things, should be added to the Fund's cost of acquiring its investments and amortized over a period of time or held in suspense until the Fund liquidates or dissolves. In addition, certain expenses that the Fund incurs, including the Management Fee, may constitute "miscellaneous itemized deductions," which will not be deductible by individual taxpayers during taxable years beginning after December 31, 2017 and before January 1, 2026. In this regard, the Service also could attempt to challenge any allocation to the General Partner pursuant to the Incentive Allocation and instead try to treat amounts distributed with respect thereto as a management fee. If the Service were to prevail in such position, the Limited Partners would be allocated the profits otherwise allocable to the General Partner, and their ability to deduct the amounts recharacterized as a fee could be disallowed as described above.

Potential realization of ordinary income on distributions or upon redemptions. A Limited Partner redeeming its Interest in the Fund generally will recognize gain or loss equal to the difference between (i) the amount realized, which generally includes the amount of cash and value of property received plus the Partner's share of any liabilities of the Fund of which the Partner is relieved, and (ii) such Partner's tax basis in its Interest. Prior distributions in excess of the total net taxable income allocated to the Partner, which decrease the Partner's tax basis in its Interest, will, in effect, become taxable gain upon a disposition of the Partner's Interest to the extent of the excess of the amount received by the Partner over the Partner's tax basis (even if the amount received is less than the Partner's original cost).

Potential increase in Alternative Minimum Tax ("AMT") liability. The extent, if any, to which the federal alternative minimum tax will be imposed on any individual Limited Partner will depend upon such Partner's overall tax situation for the taxable year.

Item 9. Disciplinary Information

Seward Capital is required to disclose all material facts about any legal or disciplinary events that would be material to a client's or potential client's evaluation of Seward Capital or the integrity of its management. Seward Capital has no items to disclose.

Item 10. Other Financial Industry Activities and Affiliations

Seward Capital does not currently have any financial industry affiliations or activities other than those involved in the management of the Fund.

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

Seward Capital has adopted a Code of Ethics (“**Code**”) pursuant to Rule 204A-1 under the Advisers Act stating its commitment to maintain the highest ethical standards. In keeping with these standards, Seward Capital must always place clients’ interests ahead of its own interests.

Seward Capital maintains the Code, which applies to all its employees, partners, officers, and directors, designed to ensure that Seward Capital conducts its business with the highest level of ethical standards and in keeping with its fiduciary duties to its clients. Seward Capital has a duty to exercise its authority and responsibility for the benefit of its clients, to place the interests of its clients first, and to refrain from having outside interests that conflict with the interests of its clients.

Seward Capital requires its employees, partners, officers, and directors (or other persons occupying a similar status or performing similar functions), as well as any other persons that provide advice on Seward Capital’s behalf and are subject to Seward Capital’s supervision and control) to submit certain reports regarding personal investment accounts.

A copy of Seward Capital’s Code is available to any client or prospective client upon request, by email at hhester@sewardcapital.com.

Item 12.**Brokerage Practices**

Seward Capital makes investment decisions and arranges for the placement of buy and sell orders and the execution of portfolio transactions for the Fund. In arranging for the execution of portfolio transactions on behalf of the Fund, it will seek to obtain best execution at favorable prices on behalf of the Fund.

In selecting brokers and dealers to execute the Fund's portfolio transactions, consideration is given to such factors as the price of the security, the rate of the commission, the size and difficulty of the order, the reliability, integrity, financial condition, general execution and operational capabilities of competing brokers and dealers. It is not Seward Capital's policy to seek the lowest available commission rate if it believes that a broker or dealer charging a higher commission rate would offer greater reliability or provide better price or execution. If Seward Capital determines in good faith that the amount of commissions charged by a broker is reasonable in relation to the value of the brokerage and research services provided by such broker, viewed in terms of that particular transaction or its overall responsibilities with respect to the accounts over which it exercises investment discretion, the Fund may pay commissions to such broker in an amount greater than the amount another broker might have charged. Since commission rates in the United States as well as other jurisdictions are negotiable, selecting brokers on the basis of considerations that are not limited to applicable commission rates may at times result in higher transaction costs than would otherwise be obtainable.

Seward Capital may enter into agreements under which brokerage and research services are obtained by from or through a broker in exchange for the brokerage commissions from transactions. Seward Capital's use of commission or "soft" dollars to pay for research products or brokerage services is intended to fall within the safe harbor for soft dollars created by Section 28(e) of the United States Securities Exchange Act of 1934, as amended. Where a product or service obtained with commission dollars provides both research and non-research assistance, Seward Capital will make a reasonable allocation of the cost that may be paid for with commission dollars. Certain expenditures made pursuant to soft dollar arrangements may be non-deductible for federal income tax purposes.

Soft dollar arrangements may provide an incentive for Seward Capital to select a broker on the basis of the brokerage or research provided rather than the quality of the execution of trades, to pay higher commissions than another broker might charge, or to trade securities more actively than it otherwise would in order to generate soft dollars.

The Fund's securities transactions can be expected to generate brokerage commissions and other compensation, all of which the Fund, not Seward Capital, is obligated to pay.

Seward Capital has complete discretion in deciding what brokers and dealers the Fund uses and in negotiating the rates of compensation the Fund pays.

In addition to using brokers as “agents” and paying commissions, the Fund may buy or sell securities directly from or to dealers acting as principal at prices that include markups or markdowns, and may buy securities from underwriters or dealers in public offerings at prices that include compensation to the underwriters and dealers.

Each year, Seward Capital may consider the amount and nature of research services provided by brokers as well as the extent to which such services are relied upon, and attempt to allocate a portion of the brokerage business on the basis of that consideration. In addition, brokers sometimes suggest a level of business they would like to receive in return for the various services they provide. Actual brokerage business received by any broker may be less than the suggested allocations, but can (and often will) exceed the suggestions, because total brokerage will be allocated on the basis of all the considerations described above. A broker is not excluded from receiving business because it has not been identified as providing research or other services.

The investment information and brokerage services received from brokers may be used by Seward Capital in servicing all of its accounts, and not all such information will be used exclusively by it in connection with the Fund.

Seward Capital believes that such an allocation of brokerage business helps the Fund to obtain research and execution capabilities and provides other benefits to the Fund.

The Fund’s investment program emphasizes active management of the Fund’s portfolio. Consequently, the Fund’s portfolio turnover and brokerage commission expenses may exceed those of other investment entities of comparable size.

From time to time, Seward Capital may seek to purchase or sell investments on behalf of more than one client (such as the Fund). In these cases, the principals of Seward Capital will seek to allocate those purchase and sale opportunities in a fair and equitable manner in light of the investment objectives and strategies of the clients involved, their tax status and other factors.

Item 13. Review of Accounts

The investment portfolio of the Fund will generally be private, illiquid, and long-term, and Seward Capital's review of it will not focus on short-term decisions to dispose of securities.

Seward Capital closely monitors the portfolio companies of the Fund and maintains an ongoing oversight position. The Fund's portfolio is reviewed by Seward Capital's team of investment professionals on an on-going basis.

Limited Partners of the Fund will receive:

- Monthly statements of the estimated net asset value of its interest as of the most recent monthly valuation date within fifteen (15) days after the end of each month.
- Unaudited financial statements within sixty (60) days after the valuation date at the end of the first three quarters of the Fund's fiscal year (December 31st).
- Audited financial statements and such tax information as is necessary to complete a federal income tax return within one-hundred and twenty (120) days after the valuation date at the close of each fiscal year of the Fund.

Item 14. Client Referrals and Other Compensation

Neither Seward Capital nor any affiliate thereof compensates third-party marketing firms for soliciting investors on behalf of Seward Capital or the Fund.

Item 15. Custody

All assets in the Fund are held at a qualified custodian. Seward Capital is deemed to have custody of the Fund's assets because a related person of Seward Capital is the general partner of the Fund. Pursuant to Rule 206(4)-2 under the Advisers Act, the Fund is subject to an annual audit conducted by any independent public accountant registered with, and subject to regular inspection by, the Public Company Accounting Oversight Board. The Fund's audited financial statements, prepared in accordance with generally accepted accounting principles, are distributed to the Fund's Limited Partners within 120 days of the Fund's fiscal year end.

Item 16. Investment Discretion

Seward Capital manages the Fund on a discretionary basis, pursuant to the provisions of the Advisory Agreement. This discretionary authority authorizes Seward Capital to determine the securities to be bought or sold, the amount of securities to be bought or sold, the broker or dealer used to execute trades, and the commission rate paid by clients. Investment discretion is limited only by law and specific instructions, guidelines, and/or mandates provided in writing, including as provided in the Governing Documents and the Fund's Investment Policies & Procedures Manual.

Seward Capital adheres to investment policies and procedures for the Fund, which are set forth in the Governing Documents and the Fund's Investment Policies & Procedures Manual.

Item 17. Voting Client Securities

Seward Capital generally has discretion to make decisions regarding corporate actions or proxies, if any, in connection with investments held by individual investors. For this purpose, Seward Capital has adopted proxy voting policies and procedures, pursuant to Rule 206(4)-6 of the Advisers Act, reasonably designed to ensure that proxies and corporate actions are determined in the best economic interest of the Fund and to avoid conflicts between the interests of Seward Capital and the Fund, as determined by Seward Capital in its discretion. Seward Capital will refrain from voting proxies where it believes that voting would be inappropriate. Upon written request, individual investors of the Fund may obtain a copy of the proxy policies and procedures and details as to how the securities or corporate actions were voted in their respective portfolios by contacting Seward Capital.

Item 18. Financial Information

Seward Capital is required to provide certain information or disclosures about its financial condition. Seward Capital has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.