

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

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This brochure provides information about the qualifications and business practices of Pinnacle Asset Management, L.P. (“Pinnacle” or the “Company”). If you have any questions about the contents of this brochure, please contact us at (212) 750-1778. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

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

## Material Changes

Pinnacle’s most recent update to Part 2 of Form ADV was made in March 2020. Since that update, information has been added to this Part 2 of Form ADV with respect to additional funds offered by Pinnacle.

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## Advisory Business

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

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

The PPF Funds (formerly the Pinnacle Commodity Infrastructure Funds) consist of Pinnacle Physicals & Financing, L.P., a Delaware limited partnership open for investment by U.S. investors (“PPF Fund”), Pinnacle Physicals & Financing Tax-Exempt, L.P., a Delaware limited partnership open for investment by U.S. tax-exempt investors (“PPF Tax-Exempt”), Pinnacle Physicals & Financing Offshore, Ltd., a Cayman Islands exempted company open for investment by non-U.S. investors (“PPF Offshore”) and Pinnacle Physicals & Financing Master, Ltd., a Cayman Islands exempted company (“PPF Master Fund”). The PPF Funds are set up in a master-feeder structure whereby PPF Fund, PPF Offshore and PPF Tax-Exempt all invest in PPF Master Fund, which then invests in underlying funds and other investment entities, including PACP I and PSOC Master Fund (both as defined below). PPF Tax-Exempt makes its investments in PPF Master Fund directly or indirectly, either through PPFTEF, LLC, a Delaware limited liability company that is treated as a corporation for U.S. federal income tax purposes, or through PPF Offshore, depending on the investors invested in PPF Tax-Exempt or the nature of the investments that PPF Master Fund is making on behalf of PPF Tax-Exempt. Currently, PPF Tax-Exempt invests directly in PPF Master Fund.

The Opportunity Fund consists of Pinnacle Opportunity, L.P., a Delaware limited partnership open for investment by U.S. investors (“Opportunity Fund”). Opportunity Fund -invests in underlying funds and managed accounts. In addition, Opportunity Fund allocates a portion of its assets to PPF Master Fund, PACP I, PPET Master Fund and Pinnacle Viserion Master Fund (as defined below).

P Fund L.P. (doing business as Pinnacle Fund) is a Delaware limited partnership (“Pinnacle Fund”). Pinnacle Fund is no longer open to investment and is in liquidation. PAGP (defined below), its general partner, intends to use remaining cash balances to pay final Pinnacle Fund expenses.

The Gravitas Funds consist of DMS QIAIF Platform ICAV (the “ICAV”) - Gravitas Fund (“Gravitas Fund”) and Pinnacle Gravitas Holdings, Ltd. (“Gravitas Holdings”). Gravitas Fund is a sub-fund of the ICAV. Gravitas Fund has one investor which is also invested in other Funds.

Gravitas Fund invests in funds managed by third-party managers, in PPF Offshore, in PMPC Master Fund (as defined below), in PSOC Master Fund (as defined below) through Pinnacle Six One Commodities, Ltd., in PPET Master Fund, in Pinnacle Viserion Master Fund, and in Gravitas Holdings, a Cayman Islands exempted company through which Gravitas Fund, as the only owner, makes certain of its investments in managed accounts. Gravitas Fund may have investments similar to investments of other Funds.

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

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

The PSOC Funds consist of two dedicated feeder funds, Pinnacle Six One Commodities, L.P. and Pinnacle Six One Commodities, Ltd. that invest in a master fund, Pinnacle Six One Commodities, LLC (“PSOC Master Fund”). The Gravitas Fund (through Pinnacle Six One Commodities, Ltd.), PNR Fund, and PPF Master Fund invest in the PSOC Master Fund.

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

The Pinnacle Viserion Funds consist of Pinnacle Viserion Agriculture International, LLC (“Pinnacle Viserion Master Fund”) and Pinnacle Viserion Agriculture, Ltd.. The Gravitas Fund invests in the Pinnacle Viserion Master Fund through Pinnacle Viserion Agriculture International, Ltd. a Cayman Islands feeder fund. PNR Fund and Opportunity Fund invest in the Pinnacle Viserion Master Fund as well. -There will be in the future a dedicated domestic feeder fund offered to third-parties that invests in the Pinnacle Viserion Master Fund.

Pinnacle also provides non-discretionary investment advice to an additional investment vehicle pursuant to the terms of an advisory agreement in place between Pinnacle and the investment vehicle (such arrangement hereinafter referred to as the “Advisory Program”). The investment vehicle is managed for an investor which is also invested in other Funds.

The Company was founded in 2003 and is owned by Jason M. Kellman, Scott L. Kellman, Donnell A. Segalas, Marcel N. Massim, Dyal Capital Partners (“Dyal”) and RAM Peak, LLC (“RAM”). Dyal is an affiliate of asset manager Neuberger Berman Group LLC. As of December 31, 2020, the Company managed approximately \$2.50 billion in net assets on a discretionary basis and approximately \$248 million in net assets on a non-discretionary basis.

## **Fees and Compensation**

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

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

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

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

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

With respect to each of the Funds, Pinnacle has the ability to enter into side letters or other similar agreements, varying the material and/or not material terms of a particular investor's investment in such Fund without the consent of, or disclosure, or notice to, the other investors. Terms may differ according to types of investment strategies utilized, functional currency, hedging of currency risk, service provider information, management fees and performance fees or allocation percentages and method of calculation, expense caps, capacity allowances, different transparency, reports or performance disclosures (including access to information about portfolio investments and characteristics of the portfolio and access to any sub-advisers), permitted subscription and redemption terms and notice periods, redemption fees, insurance information, transfer rights, confidentiality conditions, distributions, distribution amounts, distribution methods,

indemnification, notice of major events, “key man” provisions, placement fees, minimum and maximum aggregate subscription amounts, investor eligibility requirements, different forms of reports, investor contributions, redemptions and holdings information, tax information, tax payments, regulatory compliance information, information about and notice of specific events affecting Pinnacle and/or the Funds and/or portfolio investments, managers or sub-advisers and in other respects in the complete and sole discretion of Pinnacle or PAGP.

Pinnacle has negotiated and may negotiate favorable investment terms (including fees) with certain underlying funds, investment entities, managed accounts, portfolio managers and sub-advisers on behalf of some of its Funds and the Advisory Program due to existing relationships Pinnacle has with the managers and sub-advisers of such underlying investments through the investments of its other Funds. As such, certain Funds and the Advisory Program may pay differing amounts and/or types of advisory fees to the underlying managers and sub-advisers. In addition, Pinnacle may receive fees from the underlying managers for advisory or consulting services.

The investors in the Funds and the Advisory Program pay the fees and expenses of the Funds and the Advisory Program, which includes the Funds’ and the Advisory Program’s portion of the expenses in the underlying funds, investment entities, managed accounts and operating companies. Expenses are deducted from or invoiced to the Funds and the Advisory Program (which expenses shall not exceed a specified amount of the Advisory Program assets on an annual basis). If any such expenses are incurred jointly by more than one Pinnacle product, such expenses will be allocated among the Pinnacle products in such manner as PAGP or Pinnacle (with respect to PNR Fund, PPF Fund, PPF Tax-Exempt, Opportunity Fund, the PACP Funds, Pinnacle Six One Commodities, L.P., PSOC Master Fund, PPET Master Fund, Pinance Viserion Master Fund and the Advisory Program) or the board of directors or Pinnacle (with respect to Montes, PNR Offshore, PNR ERISA, PPF Offshore, PPF Master Fund, the Gravitas Funds-, PMPC Master Fund, Pinnacle Six One Commodities, Ltd., PET Global and Pinnacle Viserion Agriculture, Ltd.) considers fair and equitable. These expenses include any brokerage and transaction costs. Please refer to the Brokerage Practices section for further information.

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

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

Also, as stated previously, the fact that PAGP receives performance-based compensation may create an incentive for its affiliate, Pinnacle, to make investments on behalf of such Funds that are riskier or more speculative than would be the case in the absence of such compensation. In addition, the performance-based compensation received by PAGP is based primarily on realized and unrealized gains and losses. As a result, the performance-based compensation earned could be based on unrealized gains that the Funds may never realize.

The fact that the performance-based compensation that PAGP receives varies by Fund may create an incentive for Pinnacle to favor Funds for which PAGP receives higher performance-based

compensation. Pinnacle attempts to address this potential conflict of interest by maintaining allocation policies and procedures designed to ensure that the Funds are treated fairly over time.

## **Types of Clients**

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

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

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

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

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

An investment in a Fund and the Advisory Program involves a high degree of risk, including the risk that the entire amount invested may be lost. The Funds allocate assets to underlying managers and invest in portfolio investments that invest in and actively trade securities, commodities, physical commodities, exchange-traded and over-the-counter ("OTC") derivatives, and other instruments and commodities using a variety of strategies and investment techniques with significant risk characteristics, including, but not limited to, the risks arising from the volatility of the equity, fixed-income, commodity and currency markets, the risks of borrowings and short sales, the risks arising from leverage associated with trading in the equities, currencies, futures and OTC physicals and derivatives markets, the illiquidity of investments in physicals and derivative instruments, and the risk of loss from counterparty defaults, among other risks. No guarantee or representation is made that a Fund's investment program will be successful or profitable. Leverage inherent in the types of underlying investments made by, and otherwise utilized by, the underlying managers can, in certain circumstances, substantially increase the adverse impact to which the Funds' investment portfolios may be subject.

Because the investment strategies of the Funds involve significant risk, the Funds are suitable only for experienced and sophisticated investors who can bear the economic risk of the loss of their



entire investment and who have limited to no need for liquidity in their investment. Further, due to the illiquid nature of the Funds' portfolio investments, investors may redeem or withdraw their investment at a price that does not accurately reflect the value of their investment. In addition, the Fund's investments in operating companies may require a lock up on redemptions for significant periods of time (five years or more).

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

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

Pinnacle's investment advisory activities or investments could be adversely affected by events outside of its control, such as natural disasters or health epidemics. Beginning in late 2019, a public health epidemic caused by a Coronavirus ("COVID-19") started spreading across the world, prompting government-imposed closures of certain travel and business. It is unknown whether and how global supply chains will be affected if such an epidemic persists for an extended period of time. Pinnacle's principals and employees continue to work remotely. The extent to which COVID-19 may negatively affect the operations of Pinnacle and the performance of the Funds is difficult to predict. Any potential impact on such operations and performance will depend to a large extent on future developments and new information that may emerge regarding the duration and severity of COVID-19 and the actions taken by authorities and other entities to contain COVID-19 or treat its impact. These potential impacts, while uncertain, could adversely affect the performance of the Funds.

## **Disciplinary Information**

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

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

Pinnacle is a related party to PAGP. The members of PAGP are also limited partners of Pinnacle and its general partner. PAGP is the general partner of Pinnacle Fund, Opportunity Fund, PNR Fund, PPF Fund, PPF Tax-Exempt, PACP Master, PACP I, Pinnacle Six One Commodities, L.P. and PPET Master Fund and is the managing member of PACP II, PACP III, PSOC Master Fund, and Pinnacle Viserion Master Fund. PAGP participates in the investments of these Funds and receives a performance allocation from Opportunity Fund, PNR Fund and PACP Master equal to a percentage of the net realized and unrealized appreciation allocated to the capital accounts of each limited partner as of the end of the calendar quarter or year, as applicable, subject to certain adjustments. PAGP is also the allocation shareholder of PPF Master Fund and receives a performance allocation from PPF Master Fund as of the end of the fiscal year equal to a percentage of the net realized and unrealized appreciation allocable to each investor in a feeder fund that makes its investments through PPF Master Fund, subject to certain adjustments. PAGP does not currently receive an allocation from PMPC Master Fund, PSOC Master Fund, the PPET Master Fund or the Pinnacle Viserion Master Fund but may in the future. Pinnacle serves as the investment adviser to the Funds and the Advisory Program and receives a management fee from each of the Funds (with the exception of Montes, Gravitas Holdings, Pinnacle Fund, PMPC Master Fund, the PPET Funds and the Pinnacle Viserion Funds) and the Advisory Program. Principals of Pinnacle and PAGP serve as board members for the boards of certain portfolio investments and may receive customary costs and expenses related to such positions.

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

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

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

- place the integrity of the investment profession, the interests of the Funds, and the interests of Pinnacle above an employee’s own personal interests;
- use professionalism and courtesy in all communications with persons outside Pinnacle;
- adhere to the fundamental standard that an employee should not take inappropriate advantage of his or her position;
- avoid any actual or potential conflict of interest;
- conduct all personal securities and commodities transactions in a manner consistent with this policy;

- use reasonable care and exercise independent professional judgment when conducting investment analyses, making investment recommendations, taking investment actions, and engaging in other professional activities;
- practice, and encourage others to practice, in a professional and ethical manner that will reflect favorably on an employee and the profession;
- promote the integrity of, and uphold the rules governing, capital markets;
- maintain and improve an employee's professional competence and strive to maintain and improve the competence of other investment professionals; and
- comply with applicable provisions of the federal securities laws.

Pinnacle's Code of Ethics also requires employees to: (1) pre-clear certain personal securities transactions with the Chief Compliance Officer or his delegate ("CCO"), (2) report personal securities transactions to the CCO on at least a quarterly basis, (3) provide the CCO with a detailed summary of certain holdings (both initially upon commencement of employment and annually thereafter) over which such employees have a direct or indirect beneficial interest, and (4) arrange for duplicate copies of all brokerage statements relating to personal trading accounts to be sent to the CCO or to have all brokerage activity recorded in Pinnacle's cloud-based compliance monitoring system.

Pinnacle and its employees and/or related persons have investments in the Funds as well as in underlying portfolio investments in which the Funds invest. Pinnacle may determine to purchase or sell portfolio investments for one Fund, but not another, or purchase portfolio investments in different amounts for different Funds. Funds may receive beneficial terms from portfolio investments because of another Fund's investment with such portfolio investment or portfolio manager. The Advisory Program may receive beneficial terms from its underlying portfolio managers because of a Fund's investment with such underlying portfolio manager.

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

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

Pinnacle may recommend or make investments in investment vehicles to which Pinnacle or related parties may provide services and from which they may receive fees or costs. Pinnacle and its affiliates generally eliminate the duplication of management fees and performance-based compensation by waiving such amounts at one or more fund level but may still receive advisory or consulting fees, cost reimbursement or expenses related to such services.

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

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

### **Brokerage Practices**

With respect to the Funds, the investments purchased and sold by the underlying funds, investment entities, operating companies and managed accounts are generally purchased and sold through brokerage firms by the underlying managers. Only PMPC Master Fund maintains accounts in its name with brokerage firms. These transactions generate a substantial amount of brokerage commissions and other compensation, all of which the Funds, directly or indirectly, are obligated to pay. The Funds pay their proportionate share of the costs, fees and expenses of any underlying fund, investment entity, operating company or managed account, which may include commission expenses. Pinnacle does not typically choose the broker or dealer through which each transaction is effected, but the selection is generally made by the portfolio manager of each underlying fund, investment entity, operating company and managed account. Even in the case of PMPC Master Fund, the broker or dealer is selected by the trading adviser/portfolio manager of that Fund.

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

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

In addition to the factors described above, the portfolio managers may consider a broker’s referrals of investors to other accounts managed by the portfolio managers or the potential for future referrals. As with soft dollar payments for research or services, in some cases the transaction compensation paid might be higher than that obtainable from another broker who did not provide, or undertake to provide, referrals. Awarding transaction business to brokers in recognition of past or future referrals may involve an incentive for the portfolio managers to cause the underlying funds, investment entities, operating companies and managed accounts to effect more transactions than it might otherwise do to stimulate more referrals.

Soft dollar items may be provided directly by brokers, by third parties at the direction of brokers, or purchased by the underlying fund, investment entity, operating entity or managed account with credits or rebates provided by brokers. Soft dollar items may arise from over-the-counter principal transactions, as well as exchange traded agency transactions. 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 does) exceed the suggestions, because total brokerage is allocated on the basis of all the considerations described above.

Underlying funds, investment entities, operating companies or managed accounts may use soft dollar items in certain circumstances, provided that an underlying fund, investment entity or managed account does not pay a rate of commissions in excess of what is competitively available from comparable brokerage firms for comparable services, taking into account various factors, including commission rates, financial responsibility and strength and ability of the broker to efficiently execute transactions. Non-research products acquired by underlying funds, investment entities, operating companies or managed accounts through the use of “soft dollars” are outside the parameters of the “safe harbor” provided by Section 28(e) of the Securities Exchange Act of 1934 (“Exchange Act”), as are transactions effected in futures, currencies or certain derivatives. Certain soft dollar items received by the underlying funds, investment entities, operating companies or managed accounts fall outside the “safe harbor” of Section 28(e), and are permitted under the specific authority of an underlying fund’s, investment entity’s, operating company’s or managed account’s partnership agreement or similar governing instrument.

Portfolio managers have complete discretion in selecting the prime brokers for the underlying funds, investment entities, operating companies and managed accounts. Prime brokers used by

the portfolio managers are regulated by, among other regulatory bodies, the Securities and Exchange Commission (the “SEC”), the New York Stock Exchange and the Financial Industry Regulatory Authority, Inc. (“FINRA”). To the extent an underlying fund, investment entity, operating company or managed account’s assets are invested in securities and held in securities accounts by the prime broker, such assets are held pursuant to the regulations of the SEC. The portfolio managers also use other United States and non-United States brokers or dealers from time to time and may change prime brokers at any time, and maintain cash on deposit with all such brokers or dealers as margin. To the extent funds are held by non-United States brokers or dealers, they are held or segregated to the extent required under the applicable securities, commodities or other laws and regulations of the jurisdiction in which they are held, but do not have the protection of United States regulations. The portfolio managers may finance certain of their securities positions with repurchase transactions. Securities positions held by dealers in repurchase transactions can be transferred to others by such dealers, and therefore are subject to the risk of such dealers’ default, delay or insolvency. The portfolio managers may also engage in stock lending transactions.

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

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

The Fund’s cash not held by futures commission merchants, brokers, dealers or its counterparties or operating companies is held in an account at The Bank of New York Mellon, which in turn holds cash and is invested in U.S. Treasuries, money market funds and other cash equivalents.

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

The portfolio managers possess discretionary trading authority over the accounts of clients other than the underlying funds, investment entities, operating companies and managed accounts and, from time to time, may engage in trading activities for accounts of their officers, shareholders, members and/or affiliates or related entities. The same instrument may be purchased or sold at or

about the same time for any or all of the underlying funds, investment entities, operating companies and managed accounts and other accounts managed or advised by the portfolio managers or their affiliates or related entities. In the likely event the orders are combined, transactions will be allocated as the portfolio managers, in the portfolio managers' sole discretion, may determine. The allocation of trades in this manner may in some instances result in the allocation of trades to the underlying funds, investment entities, operating companies and managed accounts at prices less favorable than could have been obtained had the trade been executed on an isolated basis.

## **Review of Accounts**

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

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

Certain investors may receive more frequent transparency and/or different portfolio information and reports. For the Advisory Program, Pinnacle provides reports on a monthly basis.

## **Client Referrals and Other Compensation**

Pinnacle maintains agreements with unaffiliated third-party solicitors, finders and servicing agents (collectively referred to herein as "Solicitors") that assist it in establishing investor relationships for a fee. The compensation paid by Pinnacle is for referring the potential investors to the Funds. Services provided by the Solicitors could include making introductions, communicating with investors, and providing the investors with information and materials about the advisory services Pinnacle provides to the Funds. In no event will the services provided by Solicitors to Pinnacle include investment advisory services. The compensation paid by Pinnacle to the Solicitors is paid from the management fees earned with respect to the investments made by investors introduced by the Solicitors and such compensation is not passed through to the referred investors in any way. Compensation paid to Solicitors may be determined as a percentage of the amount invested by the investors that they introduce to Pinnacle, or a percentage of the

management fee and/or the performance-based compensation paid by the investor, or may be a fixed one-time or monthly fee or some combination thereof.

## **Custody**

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

## **Investment Discretion**

Subject to the investment guidelines set forth in the offering and/or operational documents of the applicable Fund, Pinnacle has discretion to determine the underlying funds, investment entities, operating companies or accounts in which the Funds will invest, and to determine the amount of investment in such underlying funds, investment entities, operating companies or accounts. Pinnacle provides advisory services to the Advisory Program on a non-discretionary basis.

## **Voting Client Securities**

As a fund of funds adviser, Pinnacle is rarely, if ever, requested to vote the proxies of traditional operating companies. However, Pinnacle may receive requests related to amendments, consents and/or resolutions as a result of investments in underlying funds. As such, Pinnacle has adopted Proxy Voting Policies and Procedures that are designed to ensure that Pinnacle votes proxy proposals, amendments, consents and/or resolutions (collectively, "proxies") in a manner that serves the best interests of its clients as determined by Pinnacle in its discretion, which may include the engagement of outside counsel for recommendations and/or abstaining from voting. The Procedures also require that Pinnacle identify and address conflicts of interest between Pinnacle and its clients. If a material conflict of interest exists, Pinnacle will determine whether voting in accordance with the guidelines set forth in the Procedures is in the best interests of the client or take some other appropriate action. Pinnacle generally votes in favor of routine corporate housekeeping proposals, including election of directors. Generally, Pinnacle will vote against proposals that make it more difficult to replace members of a board of directors. For all other proposals, Pinnacle will determine whether a proposal is in the best interests of the Funds and may take into account the following factors, among others: (i) whether the proposal was recommended by management and Pinnacle's opinion of management; (ii) whether the proposal acts to entrench existing management; (iii) whether the proposal fairly compensates management for past and future performance; (iv) the costs associated with the proxy; (v) the impact on redemption or withdrawal rights; (vi) the continued or increased availability of portfolio information; (vii) industry and business practices and (viii) maximizing economic benefits to the Pinnacle client.



Investors may obtain a copy of Pinnacle's Proxy Voting Policies and Procedures and information about how Pinnacle voted an applicable Fund's proxies without charge by contacting Timothy P. Faenza, CCO, by telephone at (212) 750-1778.

### **Financial Information**

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

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

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New York, NY 10019  
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Updated: March 2021

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

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

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

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

### **Disciplinary Information**

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

### **Other Business Activities**

Mr. Segalas is currently a member of the Board of Directors of Annaly Capital Management, Inc.

### **Additional Compensation**

Mr. Segalas does not receive economic benefits from any person or entity other than Pinnacle in connection with the provision of investment advice. Mr. Segalas receives compensation for his service as a member of the Board of Directors of Annaly Capital Management, Inc.

### **Supervision**

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

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

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

### **Disciplinary Information**

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

### **Other Business Activities**

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

### **Additional Compensation**

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

### **Supervision**

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

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

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

### **Disciplinary Information**

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

### **Other Business Activities**

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

### **Additional Compensation**

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

### **Supervision**

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

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

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

### **Disciplinary Information**

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

### **Other Business Activities**

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

### **Additional Compensation**

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

### **Supervision**

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

