

## ITEM 1 - COVER PAGE

Brochure Form ADV Part 2A

**1819 Partners, LLC**  
**Crockett Partners Fund GP, LLC**  
**1819 ES Partners Fund GP, LLC**  
**1819 HSI E GP, LLC**  
**1819 HSI M GP, LLC**

555 Perkins Extended, Suite 400

Memphis, TN 38117

(901) 820-0515

[www.1819partners.com](http://www.1819partners.com)

**August 1, 2023**

This brochure provides information about the qualifications and business practices of 1819 Partners, LLC and its advisory affiliates ("1819 Partners"). If you have any questions about the contents of this brochure, please contact us at (901) 820-0515 or by email at [info@1819Partners.com](mailto:info@1819Partners.com).

1819 Partners is a registered Investment Adviser with the U.S. Securities and Exchange Commission. The information in this brochure has not been approved or verified by the U.S. Securities and Exchange Commission or by any state securities authority. Registration of an Investment Adviser does not imply a certain level of skill or training.

Additional information about 1819 Partners is available on the SEC's website at [www.AdviserInfo.sec.gov](http://www.AdviserInfo.sec.gov).

## ITEM 2 - MATERIAL CHANGES

This is 1819 Partners' first firm brochure, therefore there are no material changes. In the future, this section will be used to summarize any material changes from previous versions of the firm's brochure.

## ITEM 3 - TABLE OF CONTENTS

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

## ITEM 4 - ADVISORY BUSINESS

### Firm Description

1819 Partners, LLC is a registered investment adviser organized in the state of Tennessee. 1819 Partners, LLC and its affiliated general partner entities, Crockett Partners Fund GP, LLC; 1819 ES Partners Fund GP, LLC; 1819 HSI E GP, LLC; and 1819 HSI M GP, LLC (each, a "General Partner;" collectively, the "General Partners;" and together with 1819 Partners, LLC, each an "Adviser;" collectively, "1819 Partners" or the "Advisers") provide investment advisory services to private investment funds (each, a "Fund" and collectively, the "Funds"). 1819 Partners, LLC commenced operations in 2021.

Each General Partner is subject to the Advisers Act pursuant to 1819 Partners, LLC's registration in accordance with SEC guidance. This Brochure also describes the business practices of the General Partners, which operate as a single advisory business together with 1819 Partners, LLC.

The Funds are the only clients of 1819 Partners. All information regarding the Funds can be found in each Fund's relevant fund documents.

### Principal Owners

The principal owners of 1819 Partners, LLC are John Brooks, Joseph Morrison and Andrew Hursey.

### Description of Advisory Services

The Advisers provide investment management services to the Funds. The Advisers serve as either the general partner or the managing member to the relevant Funds. As general partner, the Advisers have the contractual authority under the limited partnership agreement of the relevant Funds to make investment decisions for, and to provide day-to-day advisory services to, such Fund. The Advisers also provide certain administrative and management services to the Funds.

The Advisers manage each Fund in accordance with the objectives outlined in the relevant fund documents. The investment advisory services are not tailored to the needs of each underlying Fund investor.

### Assets Under Management

As of July 31, 2023, 1819 Partners managed \$170,845,251 on a discretionary basis and no assets on a non-discretionary basis.

## ITEM 5 - FEES AND COMPENSATION

### General Fee Information

1819 Partners is compensated for its services with management fees, carried interest, and from operations of underlying investments in connection with advisory services to each Fund as described below. Each Fund has its own distinct fee arrangement which is fully disclosed to the investors in the respective Fund documents.

### Management Fee

The management fee due to 1819 Partners varies with each Fund and ranges from 0%-1.0% per annum based on the aggregate subscription amounts of the underlying investors. Not all Funds pay a management fee.

The management fees are made either monthly or quarterly in arrears on the first day of each period. Fees are either payable through each underlying investor's capital account or directly to the Adviser from the operations of the underlying investment.

The Advisers may, in their sole discretion, at any time waive, reduce or delay any portion of the management fee.

### Carried Interest

The Advisers are subject to carried interest which is based on the total distributions of the relevant Funds. Typically, the Advisers receive the carried interest after specified hurdles have been met. 1819 Partners believes the carried interest paid to the Advisers can better align the interests of the underlying investors and 1819 Partners. The carried interest waterfall is disclosed in the relevant fund documents of the Funds. See the section entitled Other Financial Industry Activities and Affiliations for more information on the Advisers and the relation to 1819 Partners. Not all Funds pay carried interest.

### Cash Flows from Operations

1819 Partners is eligible to receive compensation that is based on the cash flow from the underlying investments of the Funds, the details of which can be found in the Funds' relevant documents provided to the underlying investors. Not all Funds have this compensation arrangement.

### Other Fees

Investors of the Funds may pay additional expenses such as, but not limited to:

- Costs, expenses and fees incurred in connection with or incidental to any investment made by the Funds;
- Legal, accounting, audit, administrative, custodial, consulting and other professional fees;
- Costs for preparation and distribution of financial statements and other information reports to investors;

- Costs of preparing and providing standard form tax reports and information to investors;
- All expenses relating to litigation and threatened litigation against the Funds;
- Insurance premiums for investment management and professional liability insurance, "representation & warranty" insurance or any other insurance deemed appropriate by the Advisers, all as may be reasonably allocated to the Fund by the respective Adviser;
- Interest expense for borrowed money, if any;
- Any taxes, fees, or other governmental charges levied against the Funds; and
- Liquidation expenses of the Funds.

Investors should refer to the governing documents for a complete description of expenses.

## Fees Paid in Advance

Given the fact that management fees are not paid until commencement of closing, there are no refunds made to the investors.

## ITEM 6 - PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

As described under "Fees and Compensation," the Advisers are subject to carried interest which is based on the total distributions of the relevant Funds. 1819 Partners is also permitted to manage accounts that are not charged a performance-based fee or are charged performance-based compensation in lower percentages or with higher preferred return amounts that must be met before 1819 Partners is compensated. This practice could present a conflict of interest because 1819 Partners has an incentive to favor accounts for which it receives a performance-based fee. 1819 Partners seeks to address the potential conflicts of interest in this area with allocation policies that provide how transactions and investment opportunities will be allocated to the Funds in accordance with each Fund's investment guidelines and governing agreements, as well as other factors that do not include the amount of performance-based compensation received.

The existence of performance-based compensation has the potential to create an incentive for each Adviser to make more speculative investments on behalf its respective Fund that it would otherwise make in the absence of such arrangement, although 1819 Partners generally considers performance-based compensation to better align its interest with those of its investors.

## ITEM 7 - TYPES OF CLIENTS

### Description

1819 Partners only provides investment advice to the Funds described above.

Investors in the Funds must meet certain prescribed criteria, including being an "accredited investor," as defined in Rule 501(a) of Regulation D.

## Account Minimums

The minimum capital commitment for investing in the Funds ranges from \$100,000 to \$1,000,000. Lesser amounts may be accepted at the sole discretion of the Advisers.

# ITEM 8 - METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

## Methods of Analysis and Investment Strategies

1819 Partners is focused on providing creative capital solutions to companies that have enduring industry tailwinds, sustainable barriers to entry, and experienced operating partners. 1819 Partners has a flexible mandate and looks to invest opportunistically across multiple industries and geographies and across the entire capital stack but with a preference for control transactions.

1819 Partners carries out extensive research and due diligence prior to making a new investment. Generally, but not exclusively, an investment memo or an investment deck is prepared to summarize the company's long-term sustainable earnings power, growth opportunities, strength of its management team, industry trends, and competitive threats. As part of the research process, 1819 Partners relies upon, but is not limited to, public and private financial statements, industry and subject matter experts, third-party research, and external advisors or consultants.

## Risk of Loss

The Funds and their investors bear the risk of loss that 1819 Partners' investment strategy entails. Prior to making an investment in any of the Funds, prospective investors are advised to carefully consider all the information and evaluate the risk factors set forth in each Fund's relevant fund documents.

**Management Risks.** The Advisers' senior management team are generalists and not industry experts in the industries in which the Funds invest. The Advisers cannot determine all of the potential risks associated with the investments and cannot predict whether the intended operations will meet the stated investment objectives.

The Funds are heavily dependent on the portfolio companies' ability to perform and to operate the underlying businesses successfully.

**Return of Capital.** The portion of total distributions that will be a return of capital and the portion that will be investment income at the end of the Funds will depend on a number of factors in the Funds' operations, and cannot be determined until the entire investment is sold and an investor can compare the total amount of all cash distributions to the total capital invested.

**Lack of Liquidity.** There is no active trading market for the units of the Funds. Investors should be prepared to hold units for the duration of the Funds. The units will not be listed on any national securities exchange at any time. An investor's ability to sell or transfer units will be very limited. Moreover, even if an investor is able to transfer some or all of its units, such investor may receive less than the amount of such investor's original investment or suffer adverse tax consequences. In addition, the Advisers have the discretion under certain circumstances to prohibit transfers of units, or to refuse to consent to the admission of a transferee as an investor.

**Cybersecurity Risks.** Recent events have illustrated the ongoing cybersecurity risks to which operating companies are subject. To the extent that a portfolio company, Fund, General Partner, 1819 Partners, LLC or one or more of their respective service providers is subject to cyber-attack or other unauthorized access is gained to their systems, substantial losses may occur in the form of stolen, lost or corrupted: (i) data or payment information; (ii) financial information; (iii) software, contact lists or other databases; (iv) proprietary information or trade secrets; or (v) other items. In certain events, a failure or deemed failure to address and mitigate cybersecurity risks may be the subject of civil litigation or regulatory or other action. Any such circumstances could subject a portfolio company, or the relevant Fund, to substantial losses. In addition, in the event that such a cyber-attack or other unauthorized access is directed at 1819 Partners or one of its service providers holding its financial or investor data, 1819 Partners, its affiliates or the Funds may also be at risk of loss, despite efforts to prevent and mitigate such risks...

**Macro-Economic, Social and Political Environment Risks.** Consumer, corporate and financial confidence may be adversely affected by current or future tensions around the world, fear of terrorist activity and/or military conflicts, localized or global financial crises or other sources of political, social or economic unrest. Such erosion of confidence may lead to or extend a localized or global economic downturn. Furthermore, such confidence may be adversely affected by local, regional or global health crises including, but not limited to, the rapid and pandemic spread of novel viruses commonly known as SARS, MERS and COVID-19 (Coronavirus).

**Business Risks.** A Fund's investment portfolio is expected to consist primarily of securities issued by privately-held companies, and operating results in a specified period will be difficult to predict. Such investments involve a high degree of business and financial risk that can result in substantial losses.

**Future and Past Performance.** The performance of 1819 Partners' prior investments, or those of any prior firm, is not necessarily indicative of a Fund's future results. While each Adviser intends for the applicable Fund to make investments that have returns commensurate with the risks undertaken, there can be no assurances that any such performance will be achieved. On any given investment, loss of principal is possible.

**Investment in Junior Securities.** The Funds reserves the right to invest in securities among the most junior in a portfolio company's capital structure, and thus subject to the greatest risk of loss. Generally, there will be no collateral to protect an investment once made.

**Concentration of Investments.** A Fund typically participates in one investment in one industry or one industry segment. As a result, such Fund's investment portfolio is highly



concentrated, and the performance of one investment or such industry generally may substantially affect its aggregate return.

**Dynamic Investment Strategy.** While each Adviser generally intends to seek attractive returns for a Fund through the investment strategy and methods described herein, the relevant Adviser reserves the right to pursue additional investment strategies and modify or depart from its initial investment strategy, investment process or investment techniques to the extent it determines such modification or departure to be appropriate and consistent with the relevant fund documents. An Adviser is permitted to pursue investments outside of the industries and sectors in which 1819 Partners has previously made investments or has internal operational experience.

**Restricted Nature of Investment Positions.** Generally, there will be no readily available market for a substantial number of each Fund's investments and hence, most of a Fund's investments will be difficult to value. The relevant Adviser reserves the right to distribute certain investments in kind to the investors of a Fund, and it may be difficult to liquidate the securities received at a price or within a time period that is determined to be ideal by such partners. After a distribution of securities is made to the investors, many investors may decide to liquidate such securities within a short period of time, which could have an adverse impact on the price of such securities. The price at which such securities may be sold by such investors may be lower than the value of such securities determined pursuant to the applicable fund documents, including the value used to determine the amount of carried interest available to 1819 Partners with respect to such investment.

**Reliance on the Advisers and Portfolio Company Management.** Control over the operation of a Fund is typically vested entirely with the applicable Adviser, and the Fund's profitability depends largely upon the business and investment acumen of the principals of such Adviser. The loss or reduction of service of one or more of the principals could have an adverse impact on a Fund's ability to realize its investment objectives. Investors generally have no right or power to take part in the management of a Fund, and, as a result, the investment performance of the Fund will depend entirely on the actions of the relevant Adviser. Although each Adviser will monitor the performance of its relevant Fund's investment, such Adviser will primarily be the responsibility of each portfolio company's management team to operate the portfolio company on a day-to-day basis. Although each Fund generally intends to invest in companies with strong management or recruit strong management to such companies, there can be no assurance that the existing management of such companies will be able or willing to successfully operate a company in accordance with the Fund's objectives.

**Projections.** Projected operating results of a company in which a Fund invests normally will be based primarily on financial projections prepared by such company's management, with adjustments to such projections made by 1819 Partners in its discretion. In all cases, projections are only estimates of future results that are based upon information received from the company and third parties and assumptions made at the time the projections are developed. There can be no assurance that the results set forth in the projections will be attained, and actual results may be significantly different from the projections. Also, general economic factors, which are not predictable, can have a material impact on the reliability of projections.

**Need for Follow-On Investments.** Following its initial investment in a given portfolio company, a Fund reserves the right to decide to provide additional funds to such portfolio

company or such Fund may have the opportunity to increase its investment in a portfolio company, whether for opportunistic reasons, to fund the needs of the business, as an equity cure under applicable debt documents or for other reasons. There is no assurance that any Fund will make follow-on investments or that such Fund will have sufficient funds to make all or any of such investments. Any decision by a Fund not to make follow-on investments or its inability to make such investments may have a substantial negative impact on a portfolio company in need of such an investment (including an event of default under applicable debt documents in the event an equity cure cannot be made) or may result in a lost opportunity for such Fund to increase its participation in a successful operation.

**Director Liability.** A Fund often obtains the right to appoint one or more representatives to the boards of directors (or similar governing body) of the portfolio companies in which it invests. Serving on the board of directors (or similar governing body) of a portfolio company exposes the Fund's representatives, and ultimately the Fund, to potential liability. Although portfolio companies often have insurance to protect directors and officers from such liability, such insurance may not be obtained by all portfolio companies and may be insufficient if obtained.

**Distressed Investments.** A Fund reserves the right to invest in the securities and obligations, including debt obligations that are in covenant or payment default, of companies experiencing significant financial difficulties and material operating issues, including companies that may have been, are or will become involved in bankruptcy proceedings or other restructuring, recapitalization or liquidation processes. Investments in such companies involve a substantial degree of risk that is generally higher than the risk involved in investing in companies that are not in financial or operational distress. Given the heightened difficulty of the financial analysis required to evaluate distressed companies, there can be no assurance that the relevant Adviser will correctly evaluate the value of the assets of a distressed company securing its debt and other obligations or correctly project the prospects for the successful restructuring, recapitalization or liquidation of such company. Therefore, in the event that a portfolio company does become involved in bankruptcy proceedings or a restructuring, recapitalization or liquidation is required, a Fund may lose some or all of its investment or may be required to accept illiquid securities with rights that are materially different than the original securities in which such Fund invested.

**Non-controlling Investments.** A Fund is authorized, in certain instances, to hold debt obligations and other non-controlling interests in portfolio companies and, therefore, will have a limited ability to protect the Fund's position in such portfolio companies. However, the relevant Adviser will seek appropriate creditor and shareholder rights to help protect the Fund's interest.

**Public Health Emergencies.** Pandemics and other widespread public health emergencies, including outbreaks of infectious diseases such as COVID-19, SARS, H1N1/09 flu, avian flu, and Ebola, have and are resulting in market disruption, and future such emergencies have the potential to materially and adversely impact economic production and activity in ways that are impossible to predict, all of which may result in significant losses to the Funds. The ultimate impact of COVID-19 — and any resulting decline in economic and commercial activity — on global economic conditions, and on the operations, financial condition and performance of any particular industry or business, is impossible to predict, although ongoing and potential additional materially adverse effects, including a global or regional economic downturn (including a recession) of indeterminate duration and severity, are possible. The

extent of COVID-19's impact will depend on many factors, including the ultimate duration and scope of the public health emergency and the restrictive countermeasures being undertaken, as well as the effectiveness of other governmental, legislative and financial and monetary policy interventions (including the effectiveness of vaccines and the implementation of vaccination programs) designed to mitigate the crisis and address its negative externalities, all of which are evolving rapidly and may have unpredictable results. Even if and as the spread of the COVID-19 virus itself is substantially contained and economies are able to "re-open," it will be difficult to assess what the longer-term impacts of an extended period of unprecedented economic dislocation and disruption will be on future macro- and micro-economic developments, the health of certain industries and businesses, and commercial and consumer behavior.

The ongoing COVID-19 crisis and any other public health emergency could have a significant adverse impact and result in significant losses to the Funds. The extent of the impact on the Funds' and their portfolio companies' operational and financial performance will depend on many factors, all of which are highly uncertain and cannot be predicted, and this impact may include significant reductions in revenue and growth, unexpected operational losses and liabilities, impairments to credit quality and reductions in the availability of capital. These same factors may limit the ability of the Funds to source, diligence and execute new investments and to manage, finance and exit investments in the future, and governmental mitigation actions may constrain or alter existing financial, legal and regulatory frameworks in ways that are adverse to the investment strategy the Funds intend to pursue, all of which could adversely affect the Funds' ability to fulfill their investment objectives. They may also impair the ability of portfolio companies or their counterparties to perform their respective obligations under debt instruments and other commercial agreements (including their ability to pay obligations as they become due), potentially leading to defaults with uncertain consequences. In addition, the operations of the Funds, their portfolio companies, the General Partners and 1819 Partners may be significantly impacted, or even temporarily or permanently halted, as a result of government quarantine measures, restrictions on travel and movement, remote-working requirements and other factors related to a public health emergency, including its potential adverse impact on the health of any such entity's personnel. These measures may also hinder such entities' ability to conduct their affairs and activities as they normally would, including by impairing usual communication channels and methods, hampering the performance of administrative functions such as processing payments and invoices, and diminishing their ability to make accurate and timely projections of financial performance.

**Deterioration of Credit Markets may Affect Ability to Finance and Consummate Investments.** Deterioration of the global credit markets may make it more difficult for investment funds such as the Funds to obtain favorable financing for investments. A widening of credit spreads, coupled with the deterioration of the sub-prime and global debt markets and a rise in interest rates after the 2007 credit crisis, dramatically reduced investor demand for high yield debt and senior bank debt, which in turn led some investment banks and other lenders to be unwilling to finance new private equity investments or only to offer committed financing for these investments on unattractive terms. A Fund's ability to generate attractive investment returns may be adversely affected to the extent the Fund is unable to obtain favorable financing terms for its investments. Moreover, to the extent that such marketplace events recur and/or are not temporary, they may have an adverse impact on the availability of credit to businesses generally and could lead to an overall weakening of the U.S. and

global economies. Such marketplace events also may restrict the ability of a Fund to realize its investments at favorable times or for favorable prices.

**Limited Access to Information.** Investors' rights to information regarding a Fund, the relevant Adviser or 1819 Partners generally will be specified, and in many cases strictly limited, by the relevant fund documents. In particular, it is anticipated that the Adviser and its affiliates will obtain certain types of material information from or relating to a Fund's investments that will not be disclosed to investors because such disclosure is prohibited, including as a result of contractual, legal or similar obligations outside of 1819 Partners' control. Decisions by 1819 Partners or its affiliates to withhold information may have adverse consequences for investors in a variety of circumstances. For example, an investor that seeks to transfer its interest in a Fund may have difficulty in determining an appropriate price for such interest. Decisions to withhold information may also make it difficult for an investor to monitor 1819 Partners and its performance. Additionally, it is anticipated that investors that designate representatives to participate on a Fund's advisory board generally may, by virtue of such participation, have more or earlier information about a Fund and its investments in certain circumstances than other investors. Investors generally will bear the expenses of responding to disclosure requests, including in connection with state public records, similar freedom of information and other laws, whether or not the relevant Fund succeeds in asserting confidentiality for requested documents and other materials, and 1819 Partners reserves the right to withhold certain information from investors subject to such laws for reasons relating to 1819 Partners' public reputation, business strategy or other reasons.

**Material, Non-Public Information; Other Regulatory Restrictions.** As a result of the operations of 1819 Partners and its affiliates, 1819 Partners periodically comes into possession of confidential or material, non-public information. Therefore, 1819 Partners and its affiliates may have access to material, non-public information that may be relevant to an investment decision to be made by a Fund. Consequently, a Fund may be restricted from initiating a transaction or selling an investment which, if such information had not been known to it, may have been undertaken on account of applicable securities laws or 1819 Partner's internal policies. Similarly, anti-money laundering, anti-boycott and economic and trade sanction laws and regulations in the United States and other jurisdictions may prevent 1819 Partners or the Funds from entering into transactions with certain individuals or jurisdictions. The United States Department of the Treasury's Office of Foreign Assets Control ("OFAC") and other governmental bodies administer and enforce laws, regulations and other pronouncements that establish economic and trade sanctions on behalf of the United States. Among other things, these sanctions may prohibit transactions with or the provision of services to, certain individuals or portfolio companies owned or operated by such persons, or located in jurisdictions identified from time to time by OFAC. Additionally, antitrust laws in the United States and other jurisdictions give broad discretion to the U.S. Federal Trade Commission, the United States Department of Justice and other U.S. and non-U.S. regulators and governmental bodies to challenge, impose conditions on, or reject certain transactions. In certain circumstances, antitrust restrictions relating to one Fund's acquisition of a portfolio company may preclude other Funds from making an attractive acquisition or require one or more other Funds to sell all or a portion of certain portfolio companies owned by them.

As a result of any of the foregoing, a Fund may be adversely affected because of 1819 Partners' inability or unwillingness to participate in transactions that may violate such laws or regulations, or by remedies imposed by any regulators or governmental bodies. Any such laws or regulations may make it difficult or may prevent a Fund from pursuing investment

opportunities, require the sale of part or all of certain portfolio companies on a timeline or in a manner deemed undesirable by 1819 Partners or may limit the ability of one or more portfolio companies from conducting their intended business in whole or in part. Consequently, there can be no assurance that any Fund will be able to participate in all potential investment opportunities that fall within its investment objectives or sell an investment that it otherwise might have sold.

**Valuation of Investments.** Generally, the relevant Adviser will determine the value of all the related Fund's investments for which market quotations are available based on publicly available quotations. However, market quotations will not be available for virtually all of a Fund's investments because, among other things, the securities of portfolio companies held by such Fund generally will be illiquid and not quoted on any exchange. Each Adviser will determine the value of all the Fund's investments that are not readily marketable based on ASC 820 guidelines as promulgated by the Financial Accounting Standards Board and any subsequent valuation guidelines required of an investment fund reporting under generally accepted accounting principles as promulgated in the United States. There can be no assurance that the relevant Adviser will have all the information necessary to make valuation decisions in respect of these investments, or that any information provided by third parties on which such decisions are based will be correct. There can be no assurance that the valuation decision of an Adviser with respect to an investment will represent the value realized by the relevant Fund on the eventual disposition of such investment or that would, in fact, be realized upon an immediate disposition of such investment on the date of its valuation. Accordingly, the valuation decisions made by such Adviser may cause it to ineffectively manage the relevant Fund's investment portfolios and risks, and may also affect the diversification and management of such Fund's portfolio of investments.

**Enhanced Scrutiny and Certain Effects of Potential Regulatory Changes.** The SEC has indicated that it intends to seek to enact changes to numerous areas of law and regulations that would impact the business of 1819 Partners and the Funds. In particular, the SEC has signaled an increased emphasis on investment adviser and private fund regulation and has proposed a number of new rules that, if adopted, would impose significant changes on private fund advisers and their management of private funds, and the SEC is expected to propose additional changes in the future. Any such changes are expected to materially impact 1819 Partners and its affiliates, the Funds and/or their investments, as well as increasing their expenses. Significant time and resources may be required to comply with new regulations, which potentially will detract from the time and resources dedicated to the Funds.

## ITEM 9 - DISCIPLINARY INFORMATION

1819 Partners and its management persons have not been subject to any material legal or disciplinary events required to be discussed in this Brochure.

## ITEM 10 - OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

1819 Partners, LLC is affiliated with Crockett Partners Fund GP, LLC; 1819 ES Partners Fund GP, LLC; 1819 HSI E GP, LLC; and 1819 HSI M GP, LLC, each of which is an investment adviser



subject to the Advisers Act pursuant to 1819 Partners, LLC's registration in accordance with SEC guidance. These affiliated investment advisers operate as a single advisory business together with 1819 Partners, LLC and serve as general partners of Funds and generally share common owners, officers, partners, employees, consultants or persons occupying similar positions.

From time to time and to the extent permitted by the Funds' or 1819 Partners, LLC's governing documents, personnel of 1819 Partners, LLC or its affiliates may serve in investment advisory or other capacities at other investment advisers. 1819 Partners' associates own a controlling interest in Sentry, LLC, a registered investment adviser. The activity conducted by Sentry, LLC will not conflict with the investments and advice recommended to 1819 Partners' clients. When suitable, clients of Sentry, LLC may be recommended to invest in the Funds.

## ITEM 11 - CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

### Code of Ethics and Personal Trading

1819 Partners has adopted a Code of Ethics ("Code"), the full text of which is available to clients upon request by using the contact information found on the cover page of this brochure. 1819 Partners' Code has several goals. First, the Code is designed to assist 1819 Partners in complying with applicable laws and regulations governing its investment advisory business. Under the Investment Advisers Act, 1819 Partners owes fiduciary duties to its clients. Pursuant to these fiduciary duties, the Code requires persons associated with 1819 Partners (managers, officers, and employees) to act with honesty, good faith, and fair dealing in working with clients. In addition, the Code prohibits such associated persons from trading or otherwise acting on insider information.

Next, the Code sets forth guidelines for professional standards for 1819 Partners' associated persons. Under the Code's Professional Standards, 1819 Partners expects its associated persons to put the interests of its clients first, ahead of personal interests. In this regard, 1819 Partners' associated persons are not to take inappropriate advantage of their positions in relation to 1819 Partners clients.

Third, the Code sets forth policies and procedures to monitor and review the personal trading activities of associated persons. The Code's personal trading policies include procedures for limitations on personal securities transactions of associated persons, reporting and review of such trading, and pre-clearance of certain types of personal trading activities. These policies are designed to discourage and prohibit personal trading that would disadvantage clients. The Code also provides for disciplinary action as appropriate for violations. Consistent with the foregoing, 1819 Partners maintains policies regarding participation in initial public offerings ("IPO"s) and private placements to comply with applicable laws and avoid conflicts with client transactions. If an 1819 Partners associated person wishes to participate in an IPO or invest in a private placement, he or she must submit a pre-clearance request and obtain the approval of the Chief Compliance Officer.

## Participation or Interest in Client Transactions

Associated persons of 1819 Partners and its affiliates directly or indirectly own an interest in one or more Funds, to better align the interests of the Advisers with those of the Funds' investors.

## ITEM 12 - BROKERAGE PRACTICES

1819 Partners generally provides capital to privately held firms and therefore does not conduct securities transactions through broker dealers. 1819 Partners does not engage in soft dollar transactions.

Although not part of 1819 Partners' normal practice, the Advisers may on occasion initiate a principal transaction where a related party may purchase all or a portion of an investor's share of the investment in one or more of the Funds. In such instances, transactions will only occur following clients' written authorization on the transaction and terms, and only after all other investors of the Fund or Funds in question have declined purchasing said investor's share.

## ITEM 13 - REVIEW OF ACCOUNTS

The investments made by the Funds are generally private, illiquid and long-term in nature. Accordingly, the review process is not directed toward a short-term decision to dispose of investments. However, 1819 Partners closely monitors, and if the controlling shareholder, manages the companies in which the Funds invest.

Investors of each Fund shall receive quarterly unaudited financial statements and audited financial statements annually including individual investors' capital statements. In addition, each investor will receive tax information necessary to complete each investor's personal tax return. Investors also receive a written overview of the Funds' operations and portfolio investments on a quarterly basis.

## ITEM 14 - CLIENT REFERRALS AND OTHER COMPENSATION

1819 Partners does not currently have relationships with third parties for compensation related to referrals.

## ITEM 15 - CUSTODY

1819 Partners does not maintain physical custody of assets. 1819 Partners is considered to have custody due to related parties acting as general partner or managing member to the Funds. As a result, each Fund is audited by an independent accounting firm that is both registered and subject to the inspection of the PCAOB. The financial statements will be delivered to each investor of the Funds within 120 days following the Funds' fiscal year-end.

## ITEM 16 - INVESTMENT DISCRETION

1819 Partners has discretionary authority to manage investments on behalf of each Fund. As a general policy, 1819 Partners does not allow clients to place limitations on this authority. Pursuant to the terms of the applicable partnership agreements for the relevant Funds, however, 1819 Partners and/or its affiliates may enter into side letters with certain limited partners whereby the terms applicable to such limited partner's investment in a Fund may be altered or varied.

## ITEM 17 - VOTING CLIENT SECURITIES

1819 Partners generally does not invest in publicly traded securities and therefore does not vote proxies for the Funds. However, there may be situations in which the companies go public or are exchanged for public securities, in which case 1819 Partners has adopted proxy voting policies and procedures to address how the Advisers will vote. The proxy policies seek to ensure that 1819 Partners votes proxies in the best interest of the Funds. In the event there is a potential conflict of interest, 1819 Partners may either seek the guidance of an independent source, refrain from voting, or request the investors of the respective Fund provide their vote. You can obtain a copy of 1819 Partners' proxy voting policies by contacting us using the information found on the cover of this Brochure.

## ITEM 18 - FINANCIAL INFORMATION

1819 Partners does not receive over \$1,200 in fees six months in advance and therefore is not required to provide an audited balance sheet. Furthermore, 1819 Partners is not subject to any financial condition or bankruptcy petition that is reasonably likely to impair its ability to meet contractual commitments to clients.