

Item 1 – Cover Page



**Part 2A of Form ADV
Brochure for:**

Excolere Equity Partners, LLC

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December 2023

This Brochure provides information about the qualifications and business practices of Excolere Equity Partners, LLC or “Excolere” or the “Firm”). If you have any questions about the contents of this Brochure, please contact the Firm at the address listed above. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority.

Excolere is a registered investment adviser with the SEC. Registration of an investment adviser does not imply any certain level of skill or training.

Additional information about Excolere is also available on the SEC’s website at www.adviserinfo.sec.gov.

Item 2 – Material Changes

This Brochure was prepared for Excolere’s initial registration as a registered investment adviser with the SEC.

In the future, this Item will discuss only specific material changes that are made to the Brochure and provide clients with a summary of such changes.

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Item 4 – Advisory Business

The information in this Item 4 reflects the terms on which the Adviser intends to provide investment advice to its clients.

Excolere Equity Partners, LLC (“**Excolere**” the “**Firm**,” or the “**Adviser**”), is a Delaware limited liability company, formed in July 2022 by Anthony Miller, as Managing Partner and Managing Member, and Marcellus Decoulode III, and Peter Davis as Partners. The Firm has its principal place of business in Los Angeles California. Excolere will commence operations as a Registered Investment Advisor once its registration with the SEC has been declared effective.

The Adviser provides advisory services on a discretionary basis to a privately offered pooled investment vehicle, Excolere Equity Partners Fund I L.P. Additionally, two SPVs and their general partner, EEP – EPS Fund GP, LLC, are under common control of the Advisor. Excolere Equity Partners Fund I L.P and the two SPVs, (the “**Funds**”) are exempt from registration under the Investment Company Act of 1940, as amended (“1940 Act”), and whose securities are not registered under the Securities Act of 1933, as amended (“Securities Act”). The Funds are structured as limited liability partnerships with an affiliated entity to Excolere serving as General Partner. The General Partners are subject to the Advisers Act of 1940, as amended, and the rules and regulations promulgated thereunder, pursuant to the Adviser’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 the Adviser hereafter collectively referred to as Excolere.

Excolere provides discretionary investment advisory services based on the Funds’ investment guidelines as outlined in the Funds’ operative documents.

Excolere does not participate in wrap fee programs.

As of November 15, 2023 Excolere Equity Partners had \$190,000,000 in regulatory assets under management on a discretionary basis.

Item 5 – Fees and Compensation

The information in this Item 5 reflects the terms on which the Adviser intends to provide investment advice to its Funds.

The governing documents of the Funds set forth in detail the fee structures relevant to each Fund.

For its advisory services to the Fund(s), Excolere typically receives a management fee based on a percentage of assets under management. The Advisor or the Fund's general partner, the ("**General Partner**"), will typically be entitled to carried interest, as well as Management Fees calculated based on a percentage of assets under management.

The Adviser is authorized to deduct Management Fees, incentive fees (carried interest), and expenses directly from the Funds. The Fund's governing documents set forth the full list of terms under which Management Fees will be reduced, offset or otherwise limited, and consequently investors should expect to bear the full specified Management Fee rate in the fund documents until they are reduced in the circumstances and on the date(s) specified therein. Investors should review the fund documents detailing all fees and expenses incurred by the Funds to fully understand the total amount of fees and expenses to be paid by each Fund.

Excolere may negotiate fees and waive all or a portion of the fees paid by investors in the Fund. Excolere may, in its discretion, enter into different fee arrangements with different Funds or investors in the Funds for the same investment management services, including the Firm's Employees and affiliates.

Management fees payable by the Funds are generally deducted from the Funds following the funding of undrawn capital commitments by investors in such Funds, or the withholding of such amounts from proceeds otherwise distributable by such Funds, in each case in accordance with such Fund's governing documents.

The fee schedules for the Funds will be described in detail in the Funds' offering memorandum.

With respect to the Funds, Excolere typically receives a quarterly asset-based management fee calculated as a percentage of each Investor's committed capital, payable quarterly in advance. The management fee is 2%.

Excolere may engage in monitoring fee arrangements with portfolio companies. In certain limited circumstances, monitoring fee arrangements with portfolio companies may include provisions that permit the acceleration of monitoring fees upon certain events, such as the initial public offering or strategic sale of a portfolio company. These acceleration provisions typically require a termination payment by the portfolio company, which often reflects the net present value of at the time of the termination of the fees that would have been payable for the remaining term of the agreement. Because certain monitoring agreements with portfolio companies may have prolonged terms (which may exceed the relevant Advisory

Client's (or investment's) term), the effects of such acceleration and termination payment are often substantial.

The foregoing discussion in Items 5 represents Excolere's basic compensation arrangements. The management fees and incentive allocations described above are structured to comply with Rule 205-3 under the Advisers Act and applicable state laws. Fees and other compensation are negotiable in certain circumstances and arrangements with any particular Investor may vary.

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

The General Partners are entitled to receive performance-based profit distributions (referred to as "carried interest"). Subject to the terms and limitations set forth in the governing documents of the Funds, (including periodic clawback obligations), Excolere generally is entitled to receive carried interest distributions equal to 20% of net profits derived from the disposition of investments (following a return of capital contributions attributable to disposed assets and a preferred rate of return of 8% per annum to investors).

The incentive allocation will only be charged to accounts of those Investors who are "qualified clients" as defined in Rule 205-3 of the Investment Advisers Act of 1940, as amended ("Advisers Act").

Such performance-based compensation arrangements may create an incentive to invest a Fund's capital more speculatively than would otherwise be prudent in an effort to generate higher performance-based compensation. However, this incentive is mitigated in part by the financial commitment that Excolere or the General Partners and its personnel generally make to the Funds.

Item 7 - Types of Clients

Excolere, through its affiliated General Partner(s) provides investment advisory services on a discretionary basis to privately offered pooled investment vehicles organized as limited partnerships. Investment advice is provided directly to the Funds and not individually to investors in the Funds. Investors in the limited partnership must be accredited investors within the meaning of Regulation D promulgated under the U.S. Securities Act of 1933, as amended, and qualified purchasers within the meaning of the 1940 Act. Investors are expected to include, among others, high net worth individuals, banks, thrift institutions, public and private pension and profit-sharing plans, trusts, estates, charitable organizations, university endowments, corporations, limited partnerships and limited liability companies or other entities. Generally, the Funds have a minimum investment amount of \$5 million. Such investment amount may be waived by the General Partner.

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

Methods of Analysis

Excolere believes the education and human capital management sector is undergoing a fundamental transformation resulting from a variety of market forces:

- Increasing employer demand for new and ever-evolving skills and the growing importance of talent management.
- Increasing linkages between and across the education, training, and employer talent management ecosystem that enable improved student learning outcomes, improved employee performance and retention, and increased system-wide efficiency; and
- Increasing deployment of technology, including digital content creation and delivery, artificial intelligence / machine learning and big data analytics, supported by cloud-based business models.
- Record levels of early-stage venture capital supporting the creation of new companies employing innovative business models.
- The continuing close connection between education, workforce training and economic development.

With a focus on a subset of the approximately thirty segments that comprise the sector, the Firm uses its deep expertise to generate insights pertaining to investable trends and themes at the segment level; and at the company level, which business models are best positioned to capitalize on those themes and profitably grow. In the process, the Firm looks to identify a subset of the following conditions:

- Funding streams that are anticipated to grow and are predictable across economic conditions and cycles.
- Investment themes that anticipate shifts in market demand and/or provide solutions to underserved/unmet customer needs.
- Innovative business models that transform how a customer segment is served, improving effectiveness and outcomes; and/or improving cost efficiencies – with a particular focus on the transformational benefits of the application of technology.
- Fragmented supply within attractive sectors where there is opportunity to acquire a ‘platform’ asset and add-on to it with accretive acquisitions.
- Undermanaged businesses where the Firm’s expertise and advisor network can be deployed to improve growth and bottom-line performance.

Investment Strategies

The Firm invests in buyouts in the middle market with EVs between \$50-200M+ in the North American education and human capital technology and services sectors. Platform investments are expected to be “cash neutral” at a minimum, with a strong preference for being “cash positive.” There is also a priority placed on companies that provide high visibility

through recurring/reoccurring revenue streams and high customer retention; as well as contribute positively to social impact.

The Firm targets opportunities in these sectors based on identifying attractive investment themes and theme-aligned companies where the Firm believes it can contribute to creating significant operating value. The approach to operating value creation is based on the Firm's unique combination of operational, investment and public policy expertise.

Risks of Investments and Strategies Utilized

An investment in the funds involves a high degree of risk, including the risk that the entire amount invested may be lost. Prospective investors in the funds are expected to be aware of the substantial risks of investing in private operating companies at various stages of development. Those who are not generally familiar with such risks are not suitable investors and should not consider investing in the funds. In addition, the general partner wishes to emphasize the following particular risk factors relating to an investment in the funds.

General Risks

No Operating History; Potential Loss of Investment The Funds are newly formed, has not yet commenced operations and, therefore, has no performance record. No guarantee or representation is made that the Funds will achieve its objective or avoid substantial or total losses. Investors could lose all or substantially all of their investment in the Funds.

Reliance on Excolere Excolere will have the exclusive responsibility for operating the Funds and managing the investment activities. Limited Partners will have no right to participate in the management of the Funds or in the conduct of its business and must rely on the judgment of Excolere in exercising these responsibilities. The success of the Funds will depend in large part upon the skill and expertise of Excolere. Only if a potential investor is willing to entrust all aspects of management to Excolere should that potential investor invest in the Funds.

Investor Concentration Risk There is no limit on the amount that an investor or a group of related investors may invest in the Funds. If an investor or a group of related investors acquires a substantial percentage of the Interests, such investor or group of related investors may be in a position to control the outcome of investor votes, thereby effectively controlling certain actions by the Funds. Such a "controlling" investor or group of related investors generally has no fiduciary duty to other investors and may make decisions that are not in the best interest of such other investors.

Potential Diverse Membership The conflicting interests of individual Limited Partners may relate to or arise from, among other things, the nature of the investments made by the Funds, the structuring of the Funds' investments, the purchase by the Funds of assets from an issuer in situations where certain Limited Partner did not participate in the Funds' investment in such issuer, and the timing of investment dispositions. Different returns may be realized by different Limited Partners. As a consequence, decisions made by the Advisor may be more beneficial for one investor than for another investor, especially with respect to investors' individual tax situations. In selecting and structuring investments appropriate for the Funds,

the Advisor will consider the investment and tax objectives of the Funds as a whole, not the investment, tax, or other objectives of any Limited Partner individually.

LP Advisory Committee Although the LP Advisory Committee will generally be comprised of representatives of Limited Partners, there is no assurance that the views of the LP Advisory Committee will be representative of the views of the Limited Partners as a whole. Even if the LP Advisory Committee were to act in a manner that it believes to be in the best interests of the Limited Partners as a whole, there is no assurance that such action will be in the best interests of any particular Limited Partner under the circumstances.

Nature of Portfolio Investments The Funds' portfolio will consist primarily of investments in portfolio companies in various stages of development, any of which may be affected by business, market, legal, or other uncertainties. There can be no assurance that the Advisor will correctly evaluate the nature and magnitude of the various factors that could affect the value of and return on portfolio investments. No guarantee or representation is made that the Funds' investment objective will be achieved.

General Market Risk Overall market or economic conditions - which the Advisor cannot predict or control - may have a material effect on the performance of the Funds. The market value of Portfolio Investments and the ability of portfolio companies to succeed may be affected by, among other things: changing supply and demand; changes in interest rates; governmental laws, regulations, and enforcement activities; trade, fiscal, and monetary programs and policies; and national and international political and economic developments. None of these conditions is within the Advisor's control and no assurances can be given that the Advisor will anticipate these developments. These factors may affect the price, level, volatility, and liquidity of portfolio investments. There can be no assurance that what is perceived as an investment opportunity will not, in fact, result in substantial or total losses due to one or more of a wide variety of factors.

Investments Outside the United States The Funds may make investments outside the United States. Non-U.S. investments involve certain factors not typically associated with U.S. investments, including, without limitation, risks relating to: (i) currency exchange matters, including fluctuations in the rate of exchange between the U.S. dollar and the various non-U.S. currencies in which the Funds' portfolio investments will be denominated, and costs associated with conversion of investment principal and income from one currency into another; (ii) differences between the U.S. and non-U.S. financial markets, including potential price volatility in and relative illiquidity of some non-U.S. financial markets, the absence of uniform accounting, auditing, and financial reporting standards, practices, and disclosure requirements and less government supervision and regulation; (iii) certain economic and political risks, including potential exchange control regulations and potential restrictions on non-U.S. investment and repatriation of capital; and (iv) the application of tax laws applicable outside the U.S. (e.g., the imposition of withholding taxes on interest payments, income taxes, and excise taxes) or confiscatory taxation may also affect the Funds' investments.

Non-U.S. investments may be affected by political, social, and economic uncertainty affecting a country or region. The legal and regulatory environment may also be different between countries, particularly as to bankruptcy and reorganization. There may be less publicly available information about certain non-U.S. investments than would be the case for comparable investments in the U.S. In addition, settlement of trades in some non-U.S. markets is much slower and more subject to failure than in U.S. markets.

The Funds may incur higher expenses with respect to investments made outside the U.S. compared to U.S. investments because of the costs incurred in connection with conversions between various currencies and the fact that brokerage commissions outside the U.S. may be higher than commissions in the U.S. Non-U.S. markets also may be less liquid, more volatile and less subject to governmental supervision than in the U.S.

Concentration Risk: Lack of Diversification The Funds will invest in a limited number of portfolio companies that are focused on services in education and human capital technology. As a result, the Funds will be concentrated, which increases the risk of loss. The failure of one or more portfolio companies in which the Funds are invested could make it very difficult for the Funds to achieve its investment objective or avoid incurring substantial or total losses. In addition, the Funds may invest in multiple investment rounds in the same portfolio company, increasing its exposure to that portfolio company.

The market value of the portfolio investments may be highly correlated in certain market conditions. In certain conditions, portfolio investments could experience substantial or total losses due to market, regulatory, or other events that broadly impact the markets related to services in education and human capital technology. This could lead to substantial or total losses for the Funds and adversely impact the value of a Limited Partner's investment in the Fund. There can be no assurance that the Funds will be presented with, or have the opportunity to participate in, a sufficient number of suitable investments to fully deploy the Funds' committed capital. Furthermore, there can be no assurance that the Funds will in fact make an investment in any opportunity that the Advisor may review.

There can be no assurance that the Advisor will be able to locate sufficient investment opportunities in which the Funds can invest before the end of the Investment Period — in which case Limited Partners will have committed capital to the Funds for a substantial period of time, which capital is never put to productive use.

Credit Facilities The General Partner may cause the Funds to enter into one or more credit facilities for cash flow management purposes and to otherwise carry out the business and activities permitted under the Partnership Agreement, subject to certain conditions. The use of credit facilities will cause the Funds to incur interest and other costs or expenses. As is typical of credit arrangements, the credit agreements may include a number of different terms which permit the lender to materially reduce or terminate the credit line or increase the cost of such facility upon the occurrence of certain events. Also, as is typical, a credit facility provider may terminate the facility for events of default tied to events relating to the Funds, the General Partner, the Limited Partners, or other circumstances, even if those events

are not reasonably related to the Funds' ability to repay the borrowing. In the event that a credit facility is materially reduced or terminated, there can be no assurance that the Funds would be able to find suitable replacement credit arrangements.

Differential Disclosures The General Partner and the Funds may provide certain Limited Partners with additional reports relating to regulatory events, changes in key personnel, exposure levels, liquidity levels, expenses, and the like. As a result, such Limited Partners may benefit from additional reporting not provided to other Limited Partners. Neither the General Partner nor the Funds are required under this Memorandum or the Partnership Agreement to notify or provide such other Limited Partners of any such additional reports.

Derivative Instruments The Funds may trade swaps, forwards, warrants, options, and other derivative financial instruments, whether listed, cleared, or OTC, both for hedging and speculative purposes. The use of derivative instruments involves a variety of material risks, including the high degree of leverage often embedded in such instruments and the possibility of counterparty non-performance, as well as of material and prolonged deviations between the actual and theoretical value of a derivative (i.e., due to non-conformance to anticipated or historical correlation patterns). In addition, the markets for certain derivatives are frequently characterized by limited liquidity, which can make it difficult as well as costly to the Funds to close out positions in order either to realize gains or to limit losses.

To the extent that the Funds trades derivatives in principal-to-principal or OTC contracts between the Funds and third parties entered into privately, rather than on an exchange, the Funds will not be afforded the regulatory and financial protections of an exchange or its clearinghouse (or of the government regulator that oversees such exchange and clearinghouse). In privately negotiated transactions, the risk of the negotiated price deviating materially from fair value is substantial, particularly when there is no active market available from which to derive benchmark prices.

Many derivatives are valued on the basis of dealers' pricing of these instruments. However, the price at which dealers value a particular derivative and the price which the same dealers would actually be willing to pay for such derivative should the Funds wish or be forced to sell such position may be materially different. Such differences can result in an overstatement of the Funds' net assets and may materially adversely affect the Funds in situations in which the Funds are required to sell derivative instruments.

Valuation Risk The market value of the portfolio investments will generally fluctuate with, among other things, general economic conditions, world political events, developments or trends in any particular industry, the conditions of financial markets, and the financial condition of the companies in which the Funds invest. In addition, certain portfolio investments may have interest rates that remain constant until their maturity. Accordingly, their market value will generally fluctuate with changes in market rates of interest. Certain portfolio investments will be investments for which there is no, or a limited, liquid market. As a result, the fair value of such portfolio investments may not be readily determinable.

Because such valuations, and particularly valuations with respect to loans and securities of portfolio companies, are inherently uncertain, they may fluctuate over short periods of time and may be based on estimates. As a result, the General Partner's determinations of fair value may differ materially from the actual values obtainable in an arm's-length sale of such portfolio investments to a third party. The Funds' financial condition and results of operations could be adversely affected if the Funds' fair value determinations were materially higher than the values that the Funds ultimately realize upon the realization of such portfolio investments.

Risk of Natural Disasters, Epidemics, and Terrorist Attacks Countries and regions in which the Funds invest, or where the Funds otherwise do business are susceptible to natural disasters (e.g., fire, flood, earthquake, storm, and hurricane) and epidemics, pandemics, or other outbreaks of serious contagious diseases. The occurrence of a natural disaster or epidemic could adversely affect and severely disrupt the business operations, economies, and financial markets of many countries (even beyond the site of the natural disaster or epidemic) and could adversely affect the Funds' investment program or ability to do business. In addition, terrorist attacks, or the fear of or the precautions taken in anticipation of such attacks, could (directly or indirectly) materially and adversely affect certain industries in which the Funds invest, or where the Funds otherwise do business. Other acts of war (e.g., war, invasion, acts of foreign enemies, hostilities, and insurrection, regardless of whether war is declared) could also have a material adverse impact on the financial condition of industries or countries in which the Funds invests.

Reliance on Technology The investment activities and the investment strategies expected to be deployed by the Advisor on behalf of the Funds are dependent upon the proper functioning of various computer and telecommunications technologies, including, without limitation, those of the General Partner, those of service providers to the Advisor, the Funds, and its portfolio companies. The successful operation of the Funds' investment activities and strategies could be severely compromised by events such as system or component failure, telecommunications failure, power loss, unauthorized system access or use, computer viruses, fire or water damage, or human errors. Any event that interrupts the computer and/or telecommunications operations described above could have a material adverse effect on the Funds, and/or their portfolio companies.

Cybersecurity The Funds, General Partner and the Advisor, as well as the service providers, counterparties, and other market participants on whom they rely, increasingly depend on complex information technology and communications systems to conduct business functions. A number of different threats or risks to these systems exist and could adversely affect the Funds and/or its Limited Partners, despite the efforts of the General Partner and the Advisor, the service providers, counterparties, and other market participants on whom they rely to adopt technologies, processes, and practices intended to mitigate these risks and protect the security of their computer systems, software, networks, and other technology assets, as well as the confidentiality, integrity, and availability of information belonging to the Funds and/or its Limited Partners. For example, unauthorized third parties may attempt to

improperly access, modify, or disrupt the operations of, or prevent access to, these systems by the Funds, the General Partner and the Advisor, their service providers, their counterparties, and other market participants on whom they rely on or data within these systems. Third parties may also attempt to fraudulently induce employees, customers, third-party service providers, or other users of systems to disclose sensitive information in order to gain access to the General Partner's, the Advisor data or that of the Funds and/or its Limited Partners. A successful penetration or circumvention of the security of the Funds', the General Partner, the Advisor's systems, or the systems of the service providers, counterparties, or other market participants on whom they rely on could result in the loss or theft of an investor's data or funds, the inability to access electronic systems, loss or theft of proprietary information or corporate data, physical damage to a computer or network system, or costs associated with system repairs. Such incidents could cause the Funds, the General Partner, the Advisor, their service providers, their counterparties, and other market participants on whom they rely on to incur regulatory penalties, reputational damage, additional compliance costs, or financial loss.

RISKS ASSOCIATED WITH THE STRUCTURE OF THE FUNDS

Long-Term Commitment; No Withdrawal Rights; No Market for Interests An investment in the Funds requires a long-term commitment, without any certainty of a return of capital. Limited Partners may not make withdrawals from the Funds. There is no assurance as to the amount or timing of distributions. A Limited Partner will be committed to its investment in the Funds, irrespective of materially adverse changes to the General Partner, the Advisor, general economic conditions and/or such Limited Partner's own financial situation.

In addition, the Interests have not been registered under the Securities Act and may not be transferred without registration under the Securities Act or pursuant to an exemption therefrom. Various state laws relating to the sale of securities may also require compliance before any transfer of such Interests is effected. No such Interest may be transferred without the written consent to such transfer by the General Partner, which may require investors to supply the Funds with an opinion of counsel satisfactory to the General Partner stating that a proposed transfer of such interest will not violate applicable federal and state securities laws or require registration under any such laws.

A "Blind Pool" Investment Although the Advisor may be actively considering certain prospective portfolio investments (and will discuss such prospective portfolio investments with prospective investors upon request), and aside from any Warehoused Investments, the Funds are essentially a "blind pool" investment. As a general matter, the General Partner — and much less other Limited Partner — currently do not know in what portfolio investments (or in what amounts) the Funds will invest. Accordingly, it is not possible to fully disclose the risks attendant to the portfolio investments. Limited Partner must rely on the ability of the General Partner to make investment decisions on behalf of the Funds and will not have the opportunity to independently evaluate such portfolio investments.

Funds as Co-Investor and Accessing Portfolio Companies through Other Investment Entities The Funds may be the leader of a syndicate investing in a portfolio company, but the Advisor expects the Funds often to be a co-investor on deals led by third parties, including, without limitation, co-investments made through an aggregating entity, SPV, or other entity. Consequently, the Funds may not have significant, or perhaps any, input on the terms and structure of such investments and the Advisor may have little or no control over such investments once made. Such investments involve risks not present in investments where the Funds are the sole participant in an investment, including the possibility that the Funds and its co-investors may have different and conflicting interests regarding the development of a particular investment, the exercise of rights or remedies in respect of an investment, or the timing of an exit from an investment.

The Funds will bear all expenses and fees incurred in connection with any actual or proposed investment or other participation in, or any holding or disposition of any interest in, another investment entity, including management and/or performance compensation paid to sponsors or managers and fees and expenses related to the organization and operation of such entities. To the extent the Funds invest through an SPV or similar vehicle sponsored by an unaffiliated party, the compensation payable to the Investment Manager, together with the compensation payable to such unaffiliated party (if any), may result in two levels of fees and greater expense than would be associated with direct investment in a portfolio company.

Dilution From Subsequent Closings The Funds may offer Interests in the Funds on multiple Closing Dates. Consequently, investors acquiring an Interest in the Funds on a Subsequent Closing Date will participate in the Funds' existing portfolio investments, thereby diluting the interests of existing Limited Partners in such existing portfolio investments. Although Limited Partners admitted to the Funds as of a Subsequent Closing Date will make a Subsequent Closing Payment, there can be no assurance that this payment will reflect the fair value of the Funds' existing portfolio investments as of any given Subsequent Closing Date.

Portfolio Investments Longer Than Term Although the Advisor expects that the portfolio investments will be realized prior to the end of the Term (which, in any event, may be extended at the discretion of the General Partner, for two (2) additional one-year periods and, thereafter, further extended by the General Partner if approved by a LP Advisory Committee), the Funds may have to sell, distribute, or otherwise dispose of its portfolio investments at a disadvantageous time in order to achieve such realization. As a result, the Funds may sell, distribute, or otherwise dispose of their portfolio investments for a price which is less than the price that could have been obtained if the portfolio investments were held for a longer period of time. There can be no assurance that the winding up of the Funds and the final distribution of its assets will be able to be executed expeditiously.

Distributions in Kind Distributions may be in cash or in securities or other assets, but the Funds will use commercially reasonable efforts not to distribute securities or other assets other than marketable securities unless such distribution is in connection with the liquidation of the Funds. Assets that are distributed in kind may be illiquid. Even for those assets for which a liquid market exists or develops, there is no guarantee that such a market

will be sustained. There can be no assurance that any Limited Partner would be able to realize an amount equal to the value attributed by the General Partner to the distribution.

Adverse Consequences for Failure to Fund a Capital Commitment The failure by a Limited Partner to fund all or any portion of its Capital Commitment when required may result in the complete forfeiture of such Limited Partner's Capital Account and Interest in the Funds and certain other penalties as further set forth in the Partnership Agreement. If any Limited Partner fails to fund its Capital Commitment obligations when due, the Funds' ability to complete its investment program or otherwise continue operations may be substantially impaired. A Default by a substantial number of the Limited Partners or by one or more Limited Partners who had made substantial Capital Commitments might limit opportunities for investment diversification and would likely reduce returns or increase losses to the Funds.

Effect of Carried Interest The Funds will allocate the Carried Interest in respect of the Funds to the General Partner. The Carried Interest may create incentives for the Advisor, an affiliate of the General Partner, to make more risky or speculative portfolio investments than it otherwise would.

Carried Interest Tax Distributions Tax Distributions may be made during the life of the Funds to offset potential U.S. tax liabilities of the General Partner. Such Tax Distributions can be made even though Limited Partners will be unable to request any withdrawals. Such Tax Distributions will not be returned even if the Carried Interest ultimately due with respect to an Interest is determined to be less than the amount of such Tax Distributions. The General Partner will generally not retain any of such Tax Distributions (which will be paid as taxes), but such distributions will, of course, constitute an economic cost to the affected Limited Partners.

No Current Income: Phantom Income The Funds' investment program should be considered speculative, as there can be no assurance that the Advisor's assessments of the prospects of portfolio investments will generate a profit for Limited Partners. A Limited Partner will be required to report and pay taxes on its allocable share of income from the Funds, even though no cash may be distributed by the Funds. Each Limited Partner should ensure that it has sufficient cash flow from other sources to pay all tax liabilities resulting from such Limited Partner's ownership of its Interest.

Transfers Restricted Except under certain limited circumstances described in the Partnership Agreement, Interests in the Funds may not be transferred — i.e., exchanged, assigned, sold, pledged, gifted, mortgaged, hypothecated, disposed of or otherwise encumbered — without the prior written consent of the General Partner, which may be given or withheld at its discretion.

Possibility of Qualified Opinion The Funds' commitment to certain illiquid investments may result in the Funds' inability to determine the "fair value" of a material component of its portfolio. As a result, the auditors' report on the Funds' financial statements could be

qualified with respect to their departure from the “fair value” requirements of GAAP. In addition, the General Partner may elect to amortize the Organizational Expenses over a period of sixty (60) calendar months, rather than expensing the entire amount during the first year of operations, as is required by GAAP, which could similarly result in a qualification of the auditor’s opinion based on this treatment.

Charges to the Funds Limited Partners will be subject to fees and expenses, including, but not limited to, a Management Fee, transaction costs, and operating and administrative expenses, irrespective of the profitability of the Funds, as well as Carried Interest. There can be no assurance that the Funds will achieve sufficient income to offset such charges.

Use of Alternative Investment Vehicles To the extent necessary to address legal, tax, regulatory, or other similar considerations, the General Partner has the authority to structure, and to cause Limited Partners to participate in, particular investments through Alternative Investment Vehicles. While the economic and other substantive provisions governing any Alternative Investment Vehicles are intended to be materially the same as those of the Funds

in light of the legal, tax, regulatory, or other similar objectives sought to be achieved, the rights of the Limited Partners in, and the obligations and duties of the manager, general partner, directors, or trustees of, the Alternative Investment Vehicle may differ from those applicable to the Funds by virtue of the specific terms, or jurisdiction of establishment, of the Alternative Investment Vehicle. In addition, the structural attributes of certain Alternative Investment Vehicles may result in divergent return characteristics for certain investors.

RISKS ASSOCIATED WITH INVESTING IN PORTFOLIO COMPANIES

No Assurance of Returns There can be no assurance that Limited Partners will receive distributions from the Funds in an amount equal to their investment in the Funds. The timing of profit realization, if any, is highly uncertain. The Funds’ operating costs, including the Management Fee payable to the Advisor, may exceed the Funds’ income, thereby requiring the difference to be paid out of the Funds’ capital. Most of the capitalization of the Funds, except for operating cash reserves and funds set aside for follow-on investments in the portfolio companies and portfolio investments then in process, are expected to be invested or committed during the Investment Period. The expenses of the Funds in its early years will likely exceed its income. Such losses will reduce Funds capital. It is possible these losses may never be recovered.

There can be no assurance that the Funds will realize net profits or achieve returns commensurate with the risks associated with its portfolio investments, or that the Funds will not experience substantial or total losses in its portfolio investments. If the Funds experiences losses, the expenses of operating the Funds may exceed its income, which will further reduce the Funds’ capital.

General Portfolio Company Risk The portfolio companies in which the Funds invests will typically involve a high degree of business and financial risk. These portfolio companies, in

certain cases, may have volatile operating results, operate in rapidly changing business environments, offer products subject to a substantial risk of lack of market acceptance and/or obsolescence, require significant additional capital to support their operations, or otherwise have a weak or unstable financial condition.

Certain portfolio companies may have highly leveraged capital structures. Investments in such portfolio companies, when compared with investments in similar companies that are not highly leveraged, are at much greater risk in the event of any deterioration in the operating results of such portfolio companies as well as adverse changes in general economic factors such as increases in interest rates or a downturn in the economy or in the industry sector in which such portfolio companies operate. If these portfolio companies are not able to generate sufficient cash flow to meet principal and interest payments on their indebtedness, the value of the Funds' investments in such portfolio companies could be significantly reduced or even eliminated.

Fraud or other deceptive practices committed by the management of portfolio companies may not be detected by the due diligence efforts of the Advisor with respect to such portfolio companies and, should any such fraud or other deceptive practices exist or occur, they could materially adversely affect the value of the Funds' investments in such portfolio companies.

No Assurance of the Advisor's Success in Identifying Portfolio Investments There can be no assurance the Advisor will be able to locate suitable portfolio investments for the Funds. The Advisor success in locating suitable portfolio investments for the Funds will depend in part on the reputation and relationships of the Advisor's investment team. If the reputation or relationships of any of these parties is negatively affected, this may adversely impact the ability the ability of the Advisor to locate suitable portfolio investments. Apart from the warehoused investments (if any), the Advisor has not yet identified the specific portfolio investments to be made by the Funds, and, as a result, prospective investors in the Funds will not have the opportunity to personally evaluate the relevant economic, business, financial, and other information which will be used by the Advisor in making investment decisions. Although the Advisor will attempt to make portfolio investments on behalf of the Fund, there is no assurance that such portfolio investments can be identified. Market and other conditions may require the Fund to make portfolio investments that offer a lower rate of return or involve a higher degree of risk than described herein.

Restrictions Imposed on Exit Strategies Even if an exit strategy — for example, an IPO — is able to be implemented with respect to the Fund's investment in a portfolio company, the Funds itself — as an early-stage investor — may be subject to material "holdback" restrictions which limit the Fund's ability to sell such investment in the public markets and may result in a decrease in the price of the portfolio company's securities or other assets below the price at which the Funds would initially have been able to sell if the Funds had not been subject to such holdback.

Dilution Investing in private companies is subject to the risk of material dilution. This dilution can result from the company's unanticipated need for additional financing,

foreclosure by creditors, adverse litigation outcomes draining the company's resources, and numerous other factors. Because private companies often have limited financial resources and access to additional capital, events which could be more easily absorbed by larger capitalization public companies can force private companies to take steps which result in the positions of existing investors being severely comprised, and often without existing investors having the opportunity to maintain their investments by making an additional investment. The Advisor may correctly identify and successfully invest in a portfolio company with significant profit potential but then may find its position significantly diluted by subsequent financing activity.

Potential Failure of Investment Approach The Fund's investment approach for selecting portfolio companies in which to invest, as well as determining the amount of Fund capital to be invested in particular portfolio companies, may prove unsuccessful in generating profits or avoiding losses. Investment analysis is inherently uncertain, and expectations as to future economic conditions (on which the success of such a start-up enterprise may depend) can prove materially inaccurate.

One of the inherent risks of investing in private companies is the difficulty of ensuring that one has accurate financial information relating to the management of such companies. Often there can be unexpected dysfunctions among the management of such companies that are not economically rational and that result in often accurate assessments of the company's true value never being realized in the market. In addition, in the case of a number of "start-up" companies the assumptions on which such financial statements are necessarily based involve significant subjective, market judgment assessments that may prove to be materially incorrect over time.

Another inherent risk of investing in private companies is that once an investment is made, should market conditions or the state of the portfolio company change adversely or the Advisor's view of the investment otherwise deteriorates, the Advisor will have little, if any, ability to exit the investment. Once an investment in a portfolio company is made, such investment generally must run its course, irrespective of whether such investment continues to have any prospects for profitability.

Unequal Access to Deal Flow Access to investment "deal flow" - being introduced to, and having a chance to invest in, select issuers - is crucial to the success of any venture capital fund such as the Funds. In many cases, private companies will not seek competitive bids for their securities or solicit more than a strictly limited number of investors to invest in such companies. Other venture capital funds and market participants may have access to more and better investment opportunities than the Funds. If the Funds does not obtain a sufficient deal flow of high-quality investment opportunities, the investment returns for the Funds may be negatively impacted.

Portfolio Company Leverage Some of the portfolio companies in which the Fund will invest may use leverage (i.e., taking on debt) to fund operations. The Fund may not have consent rights regarding the debt obtained by portfolio companies and may not be able to control, or

even be consulted regarding, the use of additional leverage (that is, additional borrowing) by portfolio companies. The greater the leverage used by a portfolio company, the greater such portfolio company's debt service obligations as well as exposure to changes in interest rates. Furthermore, the debt issued by start-up companies is often secured by some or all of the companies' underlying assets, so that if there is a default on such debt the creditors may take possession of some or all of the company's assets, potentially resulting in a complete loss for equity holders such as the Funds.

Bridge Financing From time to time, the Funds may make loans to portfolio companies on a short-term, unsecured basis in anticipation of the closing of a contemplated permanent investment transaction. It is possible, for reasons not always in the Funds' control, that the subsequent permanent investment transaction never occurs, and such bridge loans may remain outstanding. In such an event, the interest rate on such loans may not adequately reflect the risk associated with the unsecured loan.

No Obligation to Hedge The Funds will take long positions in portfolio companies. These portfolio companies will either succeed or fail, but the Fund will have no obligation to "hedge" the risk of its investments. In the case of publicly-traded companies, investors can attempt to hedge their risk by taking short positions, investing in comparable issuers, implementing "portfolio hedges" against overall stock movements, etc. In investing in private companies, none of these tools to protect against the risk of loss are available. The success of the Funds will depend entirely on the success of the issuers in which it invests.

Dependence on Portfolio Company Management The successful operation of a portfolio company will generally depend heavily on the skills and performance of a small management team, the members of whom will often have limited or no prior experience managing an enterprise. There can be no assurance that the Funds' involvement with a portfolio company will be sufficient or effective enough to protect the Funds' investment in such portfolio company. There can be no assurance that the management of a portfolio company will perform satisfactorily, and any failure to perform could materially and adversely affect the Funds' investment in such portfolio company. There also can be no assurance that a portfolio company will be successful in retaining key members of its management team, the loss of whom could have a material adverse effect on the Funds' investment in such portfolio company. Although the Advisor will monitor the performance of each portfolio investment, it will primarily be the responsibility of each portfolio company's management team to operate the portfolio company on a day-to-day basis. Although the Funds generally intends to invest in companies with strong management, there can be no assurance that the existing management of such companies will continue to operate the company successfully.

Use of Projections and Models In evaluating whether, and how much, to invest in a particular prospective portfolio company, the Advisor will often take into account financial and operating projections and models produced by such prospective portfolio companies, as well as financial models implemented by the Advisor itself. In certain instances, the Advisor will have limited ability to evaluate the validity or accuracy of projections and models used by the prospective portfolio companies. In addition, the Advisor's own financial models are

dependent on a number of assumptions which, in turn, are dependent on general economic, industry, and company-specific factors which the Advisor may materially misjudge. If the portfolio company's or the Advisor's projections, or the assumptions on which they rely, prove to be incorrect, the Funds' investment returns may be negatively impacted.

Long and Uncertain Position Durations It is the nature of venture capital investing that the positions taken by the Funds will generally be long-term in nature. As there generally is no liquid market for the securities of such private companies, the Funds will typically need to await a liquidation event — e.g., an acquisition or IPO — to exit an investment and obtain liquidity for the Limited Partners. There is no guarantee when, or even if, such a liquidation event will occur with respect to any portfolio company.

No Reliable or Actionable Net Asset Values As there generally will be no liquid market for the securities of the portfolio companies, there will be no highly reliable, much less actionable, net asset value for such securities. Consequently, it will be difficult to assess how the Funds are performing. The Advisor will distribute quarterly statements with estimates of the net asset value of the Funds' investments, but none of these are likely to be accurate indications of the success (or not) of the Funds' investments.

Non-Controlling Investments The Funds may make minority equity investments in portfolio companies where it may have limited influence and/or access to financial or operating information. Such a portfolio company may have economic or business interests or goals that are inconsistent with those of the Funds, and the Funds may not be in a position to limit or otherwise protect the value of its investment in such portfolio company (although as a condition of making such investments, the Funds may attempt to negotiate appropriate shareholder rights to protect the Funds' investments). In these cases, the Funds will be significantly reliant of the existing management and board of directors of such portfolio company, which may include representatives of other financial investors with whom the Funds are not affiliated and whose interests may conflict with the Funds' interests.

Follow-On Investments The Funds may be called upon to provide follow-on funding for its portfolio companies or have the opportunity to increase its investment in portfolio companies. There can be no assurance that the Funds will wish to make such follow-on investments or that the Funds will have sufficient capital to do so. Any decision not to make follow-on investments or the inability to make them may have a substantial negative impact on a portfolio company in need of such an investment or may diminish the Funds' proportionate ownership in such portfolio company and thus its proceeds from the liquidation of the portfolio company and/or its ability to influence such portfolio company's future management.

Material Non-Public Information Regarding Specific Portfolio Companies The Advisor may from time to time come into possession of material non-public information concerning specific portfolio companies. Under applicable securities laws, this may limit their flexibility to buy or sell securities issued by such portfolio companies. Alternatively, the Advisor may decline to receive material non-public information in order to avoid such securities law

restrictions, even though access to such information might have been advantageous and other market participants are in possession of such information.

Creditors' Committee/Board Participation The Funds' investment program may from time to time enable it to place representatives on the creditors' committees and/or the boards of certain portfolio companies. While such representation may enable the Advisor to enhance the influence over a portfolio company and/or the sale value of the Funds' investment in such portfolio company, such representation may also prevent the Funds from freely disposing of its investment while also exposing it to additional liability.

Litigation Risk portfolio companies, as well as their investors, board members, and officers, might become involved in litigation and pre-litigation disputes for any number of reasons. Even if such litigation or other dispute is meritless, it can adversely affect the reputation of the portfolio company in question — substantially delaying or preventing an exit event with respect to such portfolio company — as well as being extremely costly both formally and in terms of distracting management's attention and resources (often to an extent or degree disproportionately high with respect to the amount or merit of the litigation). Included in such risk is the risk of disputes and lawsuits between, among, or otherwise involving the securities holders and other stakeholders of portfolio companies, including the Funds.

In addition, in recent years, there have been a number of widely reported instances of violations of securities laws involving the misuse of material non-public information. Such violations may result in substantial liabilities for damages caused to others, for the disgorgement of profits realized, and for penalties. Should any such allegation be made — irrespective of its merits — it can be costly to defend, and the Funds may have an obligation to indemnify the Advisor for all such costs.

Type of Securities Acquired by the Funds The Advisor generally expects that the Funds will invest primarily in the equity, or in securities convertible into the equity, of portfolio companies. Consequently, the Funds' investments in a portfolio company will likely have little, if any, "recovery value" in the event of the bankruptcy of such portfolio company. While investors which acquired secured debt can typically limit their downside risk by the value of the collateral securing such debt, the Funds will generally not have such protection. If the Advisor's assessment of the prospects for a portfolio company are wrong, the Funds may incur a total loss of its investment.

Debt Obligations and Convertible Securities Subject to the consent of the LP Advisory Committee, the Funds may invest in debt obligations or convertible securities (which are securities that may be exchanged or converted into a predetermined number of the issuer's underlying shares) of portfolio companies. The market value of debt securities generally tends to decline as interest rates increase and conversely, increase as interest rates decline. Convertible securities also appreciate when the underlying common stock appreciates, and conversely, depreciate when the underlying common stock depreciates. Debt obligations are subject to the risk of an issuer's inability to meet principal and interest payments on the obligations, i.e., credit risk. The Advisor may actively expose the Funds to credit risk.

However, there can be no guarantee that the Advisor will be successful in making the right selections and thus mitigate the impact of credit risk changes on the Funds.

Investment in Publicly-Traded Securities The Funds may invest in publicly-traded securities, and may hold publicly-traded securities as a result of a public offering of securities of one or more of its portfolio companies (or as a result of an IPO or other transaction that converts such portfolio company's securities into publicly-traded securities). Investments in public securities can entail certain risks. For example, the Funds and the Advisor may obtain less information and disclosure about a company whose securities are publicly traded than from a privately-held company. Further, the market for publicly-traded securities is extremely volatile due to economic conditions, political events, and for many other reasons. Such volatility may adversely affect the ability of the Funds to dispose of investments or affect the value of investment securities on the date of sale by the Funds. Furthermore, notwithstanding the existence of a public market for the securities of a particular portfolio company of the Funds, publicly-traded securities held by the Funds may be thinly traded or may cease to be traded after the Funds invests in them. Any securities that the Funds holds that are thinly traded may be subject to wider price fluctuations than other companies whose securities are more actively traded, and the spreads between the bid and ask prices of thinly-traded securities of these companies may be larger than the spreads for more actively-traded securities. There can be no assurance that the Funds' portfolio investments in publicly-traded securities will be profitable, and there is a material risk that the Funds could incur losses from its investments in publicly-traded securities.

Regulated Industry Portfolio Company Investments Investments in portfolio companies with technology-enabled business models may conduct operations, directly or indirectly, in industries that may become subject to extensive U.S. federal, state, and local legal and regulatory requirements, as well as non-U.S. legal and regulatory requirements. Certain regulations may prevent the Funds from making certain portfolio investments that it would otherwise make. Other regulations may cause the Funds to incur substantial additional costs or lengthy delays in connection with the completion or disposition of a portfolio investment.

Risks Arising From Dispositions of Investments In connection with the disposition of an investment in a portfolio company, the Funds may be required to make representations about the business and financial affairs of the portfolio company, or may be responsible as a selling stockholder for the contents of disclosure documents under applicable securities laws. The Funds may also be required to indemnify the purchasers of such investments or underwriters to the extent that any such representations or disclosure documents turn out to be incorrect, inaccurate or misleading. If the assets of the Funds are insufficient to pay such indemnification obligations, the Limited Partners of the Funds may be required to return distributions received by them to pay such obligations.

OTHER RISKS RELATED TO THE GENERAL PARTNER, THE ADVISOR AND THE FUNDS

Co-Investments The General Partner may offer co-investment opportunities from time to time. Co-investors may have greater transparency or otherwise receive additional

information with respect to such co-investment opportunities than Limited Partners even though the Funds may have invested in the same portfolio company. Where co-investors participate in co-investment opportunities in parallel with the Funds, it is possible that such a co-investor may have economic or business interests or goals that are inconsistent with those of the Funds, or may be in a position to take (or block) action in a manner that is contrary to the Funds' investment objectives. Similarly, such a co-investor may be able to sell some or all of its interest in a co-investment while the Funds retains (or is required to retain) its interest, such that the Funds remains at risk to the future performance of the co-investment while the co-investor has already liquidated its position.

In addition, while the Advisor will attempt to allocate broken deal expenses relating to an unconsummated co-investment opportunity appropriately among the Funds and other committed co-investors, a disproportionate amount (and perhaps the full amount) of any expenses relating to such potential but not consummated investment may be borne entirely by the Funds rather than by any prospective co-investors.

Reserves; Contingent Liabilities The Partnership Agreement authorizes the General Partner to establish reserves for contingent, unknown, or unfixed debts, liabilities, or obligations of the Funds as the General Partner may reasonably deem advisable, whether or not permitted under GAAP. Any such reserves will reduce the amount available for distribution until such time, if any, as such reserves are released.

Contingent Liabilities on Disposition of Investments In connection with the disposition of an investment in a portfolio company, the Funds may be required to make representations about the business and financial affairs of such portfolio company typical of those made in connection with the sale of a business. To the extent that any such representations are inaccurate, the Funds may be required to indemnify the purchasers of such investment and may be liable to the purchasers for breach of contract. These arrangements may result in the incurrence of contingent liabilities for which the General Partner may establish reserves and escrows. In that regard, distributions may be delayed or withheld until such reserve is no longer needed or the escrow period expires. The Limited Partners may also be required to return distributions previously made to them to satisfy the Funds' obligations with respect to the foregoing.

Liability for Return of Distributions The Limited Partners may be obligated to return distributions previously received by them to the extent such distributions will be deemed to have been wrongfully paid to them as further set forth in the Partnership Agreement. In addition, a Limited Partner may be liable under applicable federal and state bankruptcy or insolvency laws to return a distribution made during the Funds' insolvency. The liability to return distributions would reduce the return of capital to such Limited Partner.

Other Clients of the Advisor Excolere is responsible for sponsoring, operating, and managing the Funds or accounts of clients other than the Funds, and may sponsor and/or manage new funds or accounts in the future. Subject to any restrictions in the Partnership Agreement, Excolere, its Principal and other key individuals, and their respective affiliates

are not required to devote any portion of their time to the Funds, and they may have incentives to favor certain funds or accounts over the Funds. Excolere, its Principal and other key individuals, and their respective affiliates may invest, and have in the past invested, in portfolio companies for their own accounts, and they are not obligated to make the records of their investments available to Limited Partners.

Lack of Independent Experts Representing Investors The Management Fee and Carried Interest have not been negotiated at arm's length. Further, while the General Partner and the Advisor has consulted with counsel, accountants, and other experts regarding the structure and terms of the Funds, such counsel does not represent the Funds or the Limited Partners. Prospective investors should consult their own legal, tax, financial, and other advisers regarding the desirability of purchasing Interests in the Funds and the suitability of an investment in the Funds.

Diverse Investors The Limited Partners may have conflicting investment, tax, and other interests with respect to their investments in the Funds. The conflicting interests of individual Limited Partners may relate to or arise from, among other things, the nature of portfolio investments made by the Funds, the structuring or the acquisition of portfolio investments, and the timing of disposition of portfolio investments. As a consequence, conflicts of interest may arise in connection with decisions made by the General Partner and the Advisor with respect to the nature or structuring of portfolio investments that may be more beneficial for some Limited Partners than for others, particularly with respect to Limited Partners' individual tax situations. In selecting and structuring portfolio investments appropriate for the Funds, the General Partner and the Advisor will consider the investment and tax objective of the Funds and the Limited Partners as a whole, but not the investment, tax, or other objective of any Limited Partner individually.

Risk of Litigation In the ordinary course of its business, the Funds may be subject to litigation from time to time. The outcome of litigation, which may materially adversely affect the value of the Funds, may be impossible to anticipate, and such proceedings may continue without resolution for long periods of time. Any litigation may result in substantial legal expenses and consume substantial amounts of the General Partner and the Advisor time and attention, and that time and the devotion of these resources to litigation may, at times, be disproportionate to the amounts at stake in the litigation. Even if the Funds itself is not the subject of litigation, certain of the companies that the Funds invests in may be.

Side Letters The General Partner may, without the consent of any other Limited Partner, in its discretion, enter into, or cause the Funds to enter into, Side Letters with one or more Limited Partners, which provide such Limited Partners with additional and/or different rights than such Limited Partner has pursuant to this Memorandum, the Partnership Agreement, or any Subscription Document. As a result of Side Letters, certain Limited Partners may benefit from arrangements that do not apply to other Limited Partners. No waiver or modification for any Limited Partner will entitle any other Limited Partner to any such waiver or modification, except as otherwise agreed with any such Limited Partner. Neither the General Partner nor the Funds are required under this Memorandum or the

Partnership Agreement to notify such other non-party Limited Partners of any Side Letters or any of the terms thereof, nor will the General Partner or the Funds be required under this Memorandum or the Partnership Agreement to offer any of the terms set forth in any Side Letter(s) to other Limited Partners that are not parties thereto, except as otherwise agreed with any such Limited Partner. The other Limited Partners will have no recourse against the Funds, the General Partner, the Advisor, and/or any of their respective affiliates in the event that certain Limited Partners receive additional and/or different rights and/or terms as a result of such Side Letters.

Dodd-Frank Wall Street Reform and Consumer Protection Act In response to the financial crises of 2008-2009, the Dodd Frank Wall Street Reform and Consumer Protection Act (“Dodd-Frank”) was enacted in July 2010. Dodd-Frank established a comprehensive framework for the regulation of markets, market participants, and financial instruments that were previously unregulated and substantially alters the regulation of many other markets, market participants, and financial instruments.

The “Volcker Rule” component of Dodd-Frank materially restricts proprietary speculative trading by banks, “bank holding companies,” and other regulated entities. As a result, there has been a significant influx of new portfolio managers into private investment funds who had previously traded institutional proprietary accounts. Such influx can only increase the competition for the Funds from other talented portfolio managers trading in the Funds’ investment sector.

Market Disruptions The global financial markets have in the past gone through pervasive and fundamental disruptions that have led to extensive and unprecedented governmental intervention. Such intervention has in certain cases been implemented on an “emergency” basis, suddenly and substantially eliminating market participants’ ability to continue to implement certain strategies or manage the risk of their outstanding positions. In addition — as one would expect given the complexities of the financial markets and the limited time frame within which governments have felt compelled to take action — these interventions have typically been unclear in scope and application, resulting in confusion and uncertainty which in itself has been materially detrimental to the efficient functioning of the markets as well as previously successful investment strategies.

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

Concerns Regarding the EU and UK Membership in the EU Global markets and economic conditions have at times been negatively affected by the ability of certain EU member states to service their sovereign debt obligations. There is continued uncertainty over the outcome of the EU governments' financial support programs and the possibility that other EU member states may experience similar financial troubles that could further disrupt global markets. In particular, such uncertainty has and could in the future disrupt equity markets and result in volatile bond yields on the sovereign debt of EU members. These factors could have an adverse effect on the Funds. It may be possible for an EU member state that has adopted the Euro as its currency to opt out of it and return to a national currency. The effects of the exit of one or more countries from the EU are impossible to predict but are likely to be negative and may include, without limitation, flight of capital from perceived weaker countries to stronger countries in the EU, default on the exiting states' domestic debt, collapse of the exiting states' domestic banking system, seizure of cash or assets, imposition of capital controls that may discriminate in particular against foreigners' asset holdings, redenomination and revaluation of obligations of obligors in exiting countries, and political or civil unrest. Any such exit and any consequent redenomination and revaluation would cause significant uncertainty with respect to outstanding obligations of counterparties and debtors in any exiting country, whether sovereign or otherwise, and lead to complex, lengthy litigation.

The UK ceased to be a member of the EU on January 31, 2020 ("Brexit"). During a prescribed period (the "Transition Period"), which ended on December 31, 2020, certain transitional arrangements were in effect, such that the UK continued to be treated, in most respects, as if it were still a member of the EU, and generally remained subject to EU law. On December 24, 2020, the EU and the UK reached an agreement in principle on the terms of certain agreements and declarations governing the ongoing relationship between the EU and the UK, including the EU-UK Trade and Cooperation Agreement (the "TCA"). The TCA is limited in its scope primarily to the trade of goods, transport, energy links, and fishing; in particular, the Cooperation Agreement does not make any meaningful provision for the financial services sector. Uncertainties remain relating to certain aspects of the UK's future economic, trading, and legal relationships with the EU and with other countries. The actual or potential consequences of Brexit, and the associated uncertainty, could adversely affect economic and market conditions in the UK, in the EU and its member states, and elsewhere, and could contribute to instability in global financial markets.

The impact of such events on the Funds are difficult to predict, but they may adversely affect the return on the Funds and its investments. There may be detrimental implications for the value of certain of the Funds' investments and/or the Funds' ability to enter into transactions, to value or realize its investments or to otherwise implement its investment program. It is possible that certain of the Funds' investments may need to be restructured to enable the Funds' objectives to be pursued fully. This may increase costs or make it more difficult for the Funds to pursue its investment objectives.

Counterparty Risk Institutions, such as brokerage firms, banks and broker-dealers, may have custody of certain of the Funds' portfolio investments, and may hold such assets in "street name." The Funds are subject to the risk that these firms and other brokers, counterparties or clearinghouses with which the Funds deals may default on their obligations to the Funds. Any default by any of such parties could result in material losses to the Funds. Bankruptcy or fraud at one of these institutions could also impair the operational capabilities or the capital position of the Funds. In addition, securities and other assets deposited with custodians or brokers may not be clearly identified as being assets of the Funds, causing the Funds to be exposed to credit risk with regard to such parties. The Funds generally will only be an unsecured creditor of its trading counterparties in the event of bankruptcy or administration of such counterparties. In some jurisdictions, the Funds may also only be an unsecured creditor of its brokers in the event of bankruptcy or administration of such brokers. The Funds attempts to limit its brokerage and custody transactions to well capitalized and established banks and brokerage firms in an effort to mitigate such risks, but the collapse in 2008 of the seemingly well capitalized and established Bear Stearns and Lehman Brothers demonstrates the limits on the effectiveness of this approach in avoiding counterparty losses.

The Funds may effect transactions in OTC or "interdealer" markets. The participants in such markets are typically not subject to the same level of credit evaluation and regulatory oversight as are members of "exchange-based" markets. This exposes the Funds to the risk that a counterparty will not settle a transaction in accordance with its terms and conditions because of a dispute over the terms of the contract (whether or not bona fide) or because of a credit or liquidity problem, thus causing the Funds to suffer a loss. Such "counterparty risk" is accentuated for contracts with longer maturities where events may intervene to prevent settlement, or where the Funds have concentrated its transactions with a single or small group of counterparties. The Funds are not restricted from dealing with any particular counterparty or in the size of the exposure which the Funds may provide to a given counterparty. The inability to make complete and "foolproof" evaluations of the financial capabilities of the Funds' counterparties and the absence of a regulated market to facilitate settlement increases the risk to the Funds.

While Dodd-Frank was intended to bring more stability and lower counterparty risk to the derivatives market by requiring central clearing of certain standardized derivatives trades, not all of the Funds' trades will be subject to a clearing requirement because the trades are grandfathered or because they are bespoke, or because they are within a class that is not currently subject to mandatory clearing. Furthermore, it is still uncertain whether Dodd-Frank has been effective in reducing counterparty risk or if such risk may actually increase as a result of market uncertainty, mutuality of loss to clearinghouse members, or other reasons.

Possibility of Additional Government or Market Regulation There have been certain well-publicized incidents of regulators unexpectedly announcing regulatory changes or interpretations that prohibited strategies that had been implemented in a variety of formats

for many years. For instance, the SEC and various non-U.S. regulatory bodies have in the past imposed temporary bans on short-selling in a variety of stocks, and adopted permanent regulations that may have the effect of making short-selling more difficult or costly. These actions were generally regarded as disrupting market fundamentals and causing unexpected and volatile increases in the stock prices of a variety of issuers, as short sellers closed out their positions by buying securities. Market disruptions like those experienced in the credit-driven equity market collapse in 2008 as well as other factors have led to increased governmental as well as regulatory scrutiny of the “hedge fund” industry in general. Certain legislation proposing greater regulation of the industry, such as Dodd-Frank, is considered periodically by the U.S. Congress, as well as governing bodies of non-U.S. jurisdictions. It is difficult to predict what changes in regulation applicable to the Funds, the General Partner, the Advisor, the markets in which they trade or invest or the counterparties with which they do business may be instituted in the future, in addition to those changes already proposed or adopted in the U.S. and other countries. Any such regulation could have a material adverse impact on the profit potential of the Funds, as well as required increased transparency as to the Funds’ positions and the identity of the Limited Partners.

Risks Relating to Absence of, and Changes in, Statutory Regulation The Funds are not registered as an investment company under the Company Act or any comparable regulatory requirements. Accordingly, such regulations (which, among other things, generally require investment companies to have a three-quarters majority of disinterested directors, require securities held in custody at all times to be maintained in segregated accounts, and regulate the relationship between the investment company and its asset manager) are not applicable to an investment in the Funds. Therefore, Limited Partners do not have the benefit of the protections afforded by, nor is the Funds subject to the restrictions resulting from such registrations and regulations.

The Funds’ trading activities may be impacted by regulatory developments related to commodities trading. For example, recent joint rulemaking by the CFTC and the SEC (required under Dodd-Frank) has broadened the definition of “commodities” positions to include certain types of swaps, including some foreign exchange trades, that were previously not regulated as commodities. The precise contours of the SEC and CFTC rules remain somewhat uncertain and may change in unpredictable ways over time. As of the date of this Memorandum, the Advisor is exempt from registration with the CFTC as a “commodity pool operator” with respect to the Funds pursuant to CFTC Rule 4.13(a)(3), which imposes certain quantitative limits on the size of commodities positions (including positions in swaps regulated as commodities) that the Funds may take. Continued reliance on CFTC Rule 4.13(a)(3) will cause the Funds to forego certain investment opportunities that might otherwise be suitable investments for the Funds. In order to avoid the trading limitations imposed by CFTC Rule 4.13(a)(3), the Advisor may seek to rely on other exemptions from CFTC registration that do not impose such limitations, or it may elect to register with the CFTC as a “commodity pool operator” with respect to the Funds.

Market disruptions and the dramatic increase in the capital allocated to alternative investment strategies during recent years have led to increased governmental as well as self-regulatory scrutiny of the “private fund” industry in general. Certain legislation proposing greater regulation of the industry is considered periodically by Congress, as well as the governing bodies of non-U.S. jurisdictions. It is impossible to predict what, if any, changes in regulation applicable to the Funds, the Advisor, and the markets in which they invest or the counterparties with which they do business may be instituted in the future or what impact such changes will have on the Funds. The effect of regulatory change on the Funds generally and on the Funds in particular, while impossible to predict, could be substantial and adverse.

Forward-Looking Statements; Opinions Statements contained in this Memorandum (including those relating to current and future market conditions and trends in respect thereof) that are not historical facts are based on current expectations, estimates, projections, opinions, and/or beliefs of Excolere. Such statements involve known and unknown risks, uncertainties, and other factors, and undue reliance should not be placed on these statements. Moreover, certain information contained in this Memorandum constitutes “forward-looking” statements, which often can be identified by the use of forward-looking terminology such as “may,” “will,” “seek,” “should,” “expect,” “anticipate,” “project,” “estimate,” “intend,” “continue,” “believe,” or the negatives thereof, or other variations thereon, or comparable terminology. Due to various risks and uncertainties, including, without limitation, those set forth herein, actual events or results or the actual performance of Excolere may differ materially from those reflected or contemplated in such forward-looking statements.

More information about the Funds’ investments and the associated risk factors is available in the Constituent Documents.

The foregoing list of risk factors does not purport to be a complete enumeration or explanation of every risk involved in an investment with Excolere. Prospective Investors and Clients should read the entire Brochure as well the Constituent Documents, Agreement other materials that may be provided by Excolere and consult with their own advisers prior to engaging Excolere’s services.

Item 9 – Disciplinary Information

Excolere and its management persons have not been a party to any legal or disciplinary events that would be material to a client’s or prospective client’s evaluation of its investment advisory business or the integrity of its management.

Item 10 – Other Financial Industry Activities and Affiliations

Excolere is affiliated with the General Partners, which are subject to the Advisers Act pursuant to Excolere’ registration in accordance with SEC guidance. These affiliated entities

operate as a single advisory business together with Excolere and serve as the General Partners of the Funds and generally share common owners, officers, partners, employees, consultants or persons occupying similar positions.

Excolere does not recommend or select other investment advisers for the Funds.

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

Excolere has adopted a written Code of Ethics that is applicable to all of its members, officers, principals, employees and other personnel, as well as certain officers, principals, employees and other personnel of its affiliates and certain independent contractors (collectively, “Excolere Personnel”). The Code of Ethics, which is designed to comply with Rule 204A-1 under the Advisers Act, establishes guidelines for professional conduct and personal trading procedures, including certain pre-clearance and reporting obligations. Excolere Personnel and their families and households may purchase investments for their own accounts, including the same investments as may be purchased or sold for a Funds subject to the terms of the Code of Ethics. Under the Code of Ethics, Excolere Personnel are also required to file certain periodic reports with the Excolere’s Chief Compliance Officer as required by Rule 204A-1 under the Advisers Act. The Code of Ethics helps Excolere detect and prevent potential conflicts of interest.

Excolere Personnel who violate the Code of Ethics may be subject to remedial actions, including, but not limited to, profit disgorgement, fines, censure, demotion, suspension or dismissal. Excolere Personnel are also required to promptly report any violation of the Code of Ethics of which they become aware. Excolere Personnel are required to annually certify compliance with the Code of Ethics.

A copy of the Firm’s Code of Ethics is available to clients or investors and prospective clients or prospective investors upon their individual request.

Item 12 – Brokerage Practices

Currently, Excolere does not use broker-dealers in its business activities. In the event the Firm does start using broker-dealers, it will select brokers or dealers, as the case may be, in the manner described below.

If any Funds makes investments in securities that involve brokerage commissions, Excolere or such Funds’ General Partner will have sole discretion in deciding what brokers and dealers are used and in negotiating rates of brokerage compensation for trades on behalf of such Funds. In addition to using brokers as “agents” and paying commissions, such Funds may buy or sell securities directly from or to dealers acting as principal at prices that include markups or markdowns.

In choosing brokers and dealers, neither Excolere nor a Funds' General Partner will be required to consider any particular criteria. For the most part, Excolere or such Funds' General Partner will seek the best combination of transaction cost and execution quality but as discussed below, is not required to select the broker-dealer that charges the lowest transaction cost, even if that broker-dealer provides execution quality comparable to other brokers or dealers. In evaluating "execution quality," historical net prices (after mark-ups, markdowns or other transaction-related compensation) on other transactions will be a principal factor, but other factors will also be relevant, including the following: the execution, clearance, and settlement and error correction capabilities of the broker-dealer generally and in connection with securities of the type and in the amounts to be bought or sold; the willingness of the broker-dealer to commit capital; reliability and financial stability; the size of the transaction; availability of securities to borrow for short sales; and the market for the security.

Excolere does not intend to enter into "soft dollar" arrangements. The Firm, however, reserves the right to use "soft" or commission dollars to obtain research or other products or services within the safe harbor found in Section 28(e) of the Securities Exchange Act of 1934, as amended. When the Firm uses client commissions (or mark ups or mark downs) to obtain research or other products or services, the Firm receives a benefit because the Firm does not have to produce or pay for the research, products or services. The Firm would have an incentive to select or recommend a broker-dealer based on its interest in receiving the research or other products or services. Excolere has not acquired any products or services within the last year with brokerage commissions.

Excolere does not participate in selecting or recommending broker-dealers in exchange for client referrals. Excolere also does not engage in directed brokerage by its clients.

Excolere currently does not aggregate the purchase or sale of securities as it only advises one Funds. If this does become applicable, Excolere and its affiliates will in certain circumstances aggregate (or bunch) the orders of more than one Funds for the purchase or sale of the same publicly traded security. Excolere would employ this practice because larger transactions may enable them to obtain better overall prices, including lower commission costs or mark-ups or mark-downs. Excolere and its affiliates may combine orders on behalf of one Funds with orders for any other Funds for which it or its affiliates have trading authority, or in which it or its affiliates have an economic interest. In such cases, Excolere and its affiliates generally will aggregate trade orders for publicly traded securities so that each participating Funds will receive the average price for each execution of a transaction.

Item 13 – Review of Accounts

The Funds will be reviewed by Excolere's investment professionals on an ongoing basis to determine whether securities positions should be maintained in light of current market conditions. Matters to be reviewed will include specific securities held, adherence to investment guidelines and the performance of the Funds.

Significant market events affecting the prices of one or more securities in the Funds account, changes in the investment objectives or guidelines of the Funds or specific arrangements which may trigger reviews of Funds account on a more frequent basis.

Investors in the Funds will typically receive a copy of audited financial statements of the relevant Fund within 120 days after the fiscal year end of such Fund. Additionally, the Funds investors will receive other reports pursuant to the terms of the Fund's offering memoranda or as otherwise described in the offering document of the Fund.

Item 14 – Client Referrals and Other Compensation

Excolere utilizes a placement agent. The placement fee, as described in the Excolere's service agreement with the placement agent, is 2% of all capital commitments raised and accepted by the Funds from new investors. Due to the agreement the Firm has with the placement agent, the placement agent has an incentive to recommend the Firm, resulting in a material conflict of interest.

Item 15 – Custody

Excolere generally expects that it will be deemed to have "custody" (within the meaning of Advisers Act Rule 206(4)-2 (the "Custody Rule")) of funds or securities held in the name of one or more Funds, subject to certain exceptions set forth in the Custody Rule and related guidance. To comply with the Custody Rule, the Funds will undergo an annual GAAP financial statement audit by an independent public accountant, copies of which will be delivered to the Funds and their respective limited partners within 120 days of the fiscal year end. Investors are encouraged to carefully review such financial statements.

Item 16 – Investment Discretion

Excolere will provide investment advisory services on a discretionary basis to the Funds. Excolere has discretionary authority to manage securities on behalf of the Funds and is authorized to make transaction recommendations for the Funds.

Unless otherwise instructed or directed by a discretionary Fund as noted in Item 4 above, Excolere will have the authority to determine (i) the securities to be purchased and sold for the Fund account (subject to restrictions on its activities set forth in the applicable investment management agreement and any written investment guidelines), and (ii) the amount of securities to be purchased or sold for the Fund account. Because of the differences in Fund investment objectives and strategies, risk tolerances, tax status and other criteria, there may be differences among Funds in invested positions and securities held.

Item 17 – Voting Client Securities

In connection with its investment advisory services Excolere generally does not invest in public equity securities. However, to the extent Excolere has been delegated proxy voting authority on behalf of its Funds, Excolere will comply with its proxy voting policies and procedures that are designed to ensure that in cases where Excolere votes proxies with respect to Fund securities, such proxies are voted in the best interests of its Funds.

Item 18 – Financial Information

Excolere does not require nor solicit pre-payment of more than \$1,200 in fees per client, six months or more in advance.

Excolere is not aware of any financial condition that is reasonably likely to impact on its ability to meet its contractual commitments to clients and has not been the subject of a bankruptcy petition at any time during the past ten years.