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Form ADV Part 2A  
Firm Brochure

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This brochure (this “**Brochure**”) provides information about the qualifications and business practices of Park Cities Advisors LLC and certain of its affiliates. If you have any questions about the contents of this Brochure, please contact us at (469) 249-1000. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (the “**SEC**”) or by any state securities authority.

Park Cities Advisors LLC is registered as an investment adviser with the SEC under the Investment Advisers Act of 1940, as amended (the “**Advisers Act**”). However, such registration does not imply a certain level of skill or training.

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

## Item 2: Material Changes

The date of the last updating amendment to this Brochure was August 30, 2023. Since the filing of the last Brochure, the Adviser has made the following change to its Brochure:

- Jessica Perno was named Chief Compliance Officer (CCO) in October 2023 as referenced where appropriate throughout the Brochure.

### **Important Note About This Brochure**

This Brochure is not:

- **an offer or agreement to provide advisory services to any person;**
- **an offer to sell interests (or a solicitation of an offer to purchase interests) in any Fund (as defined below); or**
- **a complete discussion of the features, risks or conflicts associated with any Fund.**

As required by the Advisers Act, the Adviser provides this Brochure to current and prospective clients and may also, in its discretion, provide this Brochure to current or prospective investors with other relevant governing documents such as a private offering memorandum. Although this publicly available Brochure describes investment advisory services and products of the Adviser, persons who receive this Brochure (whether or not from the Adviser) should be aware that it is designed solely to provide information about the Adviser as necessary to respond to certain disclosure obligations under the Advisers Act. As such, the information in this Brochure may differ from information provided in relevant governing documents. More complete information about the products offered by the Adviser are included in the relevant governing documents of such products, certain of which may be provided to current and eligible prospective investors. To the extent that there is any conflict between information provided herein and similar or related information provided in any governing documents, the relevant governing documents shall govern and control.

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## Item 4: Advisory Business

For purposes of this Brochure, “**Park Cities**” or the “**Adviser**” means Park Cities Advisors LLC, a Delaware limited liability company founded in June 2017 together (where the context permits) with its affiliates that provide investment advisory services to and/or receive advisory fees from Clients (as defined below). Such affiliates may or may not be under common control with Park Cities but possess a substantial identity of personnel and/or equity owners with Park Cities. Such affiliates may be formed for tax, regulatory, or other purposes in connection with the organization of Funds (as defined below) or may serve as general partners of such Funds.

The Adviser commenced its advisory services on January 25, 2018. Park Cities is a wholly owned subsidiary of Park Cities Asset Management LLC, a Delaware limited liability company (“**PCAM**”). PCAM is primarily owned and controlled by RPCG Holdings LLC, a Texas limited liability company (“**RPCG**”), which is owned and controlled by Alexander Dunev and J. Andrew Thomas (the “**Principals**”). The Principals are primarily responsible for the management of the Adviser.

The Adviser provides investment management services to (i) private pooled investment vehicles that are exempt from registration under the Investment Company Act of 1940, as amended (the “**Investment Company Act**”), and whose securities are not registered under the Securities Act of 1933, as amended (“**Securities Act**”) (collectively referred to as “**Funds**”) and (ii) separately managed accounts (“**Separate Accounts**”), including “funds of one.” The Funds and the Separate Accounts are individually referred to as a “**Client**” and collectively, the “**Clients**”.

Park Cities Specialty Finance Fund II LP, a Delaware limited partnership (the “**Park Cities Fund**”), is a private investment vehicle primarily for the benefit of U.S. taxable investors. Park Cities Specialty GP LLC, a Delaware limited liability company (the “**General Partner**”), serves as general partner of the Park Cities Fund. The General Partner is owned and controlled by PCAM. Park Cities Income Partners LLC (“**PCIP**”), a Delaware limited liability company, is a private investment vehicle organized to operate as a specialty finance company and to issue secured promissory notes. PCAM is the Managing Member of PCIP. Park Cities Equity Partners II LP, a Delaware limited partnership (“**PCEP**”), is a private equity fund the general partner of which is Park Cities Equity Partners II GP LLC.

Park Cities Equity Partners III LP, a Delaware limited partnership (“**PCEP III**”), a private equity fund established in February 2023, has not yet had its first close as of December 31, 2022 and is thus not included in regulatory assets under management.

Park Cities provides investment advisory services on a discretionary basis to the Park Cities Fund, PCIP, PCEP and PCEP III in accordance with the investment objectives and restrictions set forth in their respective confidential private placement memorandum, limited partnership/limited liability company agreement and/or other governing documents (the “**Governing Documents**”). Investment advice is provided directly to the Funds, subject to the discretion and control of the General Partner and PCAM (as applicable) and not individually to the investors in these Funds. Investors in these Funds generally are not permitted to impose restrictions or limitations on the management of the Funds. Notwithstanding the foregoing, the Funds and the Adviser may in the future enter into side letter agreements and other arrangements with certain investors that alter, modify or change the terms of the interests held by those investors.

Park Cities also provides investment advisory services Park Cities Institutional Fund I, LLC, a Delaware limited liability company (“**PCIF**”), which is a fund of one and is not offered to third-party investors. The investment mandates and other terms of Separate Accounts are negotiated with each such Client.

As of December 31, 2022, the Adviser manages \$372,851,134 in discretionary assets and \$0 in non-discretionary assets.

## Item 5: Fees and Compensation

### *Method of Compensation and Payment of Fees*

Clients are generally subject to the types of fees and expenses described below. Park Cities has the authority to negotiate these fees and expenses at its discretion and may waive or negotiate lower fees and expenses for certain Clients and/or employees and their family members. PCIP does not assess a management fee or performance fee but rather offers notes whereby the noteholders are paid principal and interest as described in PCIP's Governing Documents. PCIF has separately negotiated with PCAM and its affiliates the economics of their investment programs.

The following is a general description of fees, compensation, and expenses payable by the Park Cities Fund.

### *Management Fees*

Pursuant to the Governing Documents of the Park Cities Fund, Park Cities and the General Partner receive an ongoing management fee ("**Management Fee**") for managing and providing investment advice to the Park Cities Fund. The Management Fee with respect to each limited partner is equal to 0.375% per calendar quarter (1.50% per annum), payable in advance, of that limited partner's proportionate amount of assets under management, which includes all capital and debt. The Management Fee with respect to each Founders Class limited partner is equal to 0.25% per calendar quarter (1.00% per annum), payable in advance, of that limited partner's proportionate amount of assets under management, which includes all capital and debt.

### *Performance Allocation*

PCAM, through Park Cities Performance LP, a Delaware limited partnership that is a wholly owned subsidiary and the Special Limited Partner of the Park Cities Fund ("**Special Limited Partner**"), is eligible to receive performance-based compensation on an ongoing basis (the "**Performance Allocation**"), based on the overall performance of the Park Cities Fund. On at least a quarterly basis, the Park Cities Fund will distribute Available Cash (as defined below) to the Park Cities Fund's partners (a "**Distribution**") in the following order and priority: (i) first, one hundred percent (100%) to the limited partners (pro rata in proportion to their respective Unpaid Preferred Return balances (as defined below)) until each limited partner has received an aggregate preferred return of eight percent (8%) per annum on such limited partner's share of the net asset value of the Park Cities Fund's assets, calculated for the period beginning on the date of the immediately preceding Distributions (taking into account all prior Distributions during the relevant period), (ii) second, fifty percent (50%) to the limited partners (pro rata in proportion to their respective unreturned capital contributions) and fifty percent (50%) to the Special Limited Partner until the Special Limited Partner has received an amount equal to twenty percent (20%) of the sum of all distributions made under clause (i) and this clause (ii) (taking into account all prior Distributions received pursuant to this clause (ii)); and (iii) thereafter, eighty percent (80%) to the limited partners, pro rata in proportion to their respective unreturned capital contributions, and twenty percent (20%) to the Special Limited Partner. "**Available Cash**" is the aggregate amount of cash or cash equivalents on hand or in the bank, money market or similar accounts of the Park Cities Fund at any given time derived from any source (including the net gains from any currency hedging transactions or the liquidation of any equity interests received in connection with the acquisition of a debt instrument, but excluding capital contributions and liquidation transactions (including, but not limited to, the sale of all debt instruments)), that the General Partner determines is available for distribution to the partners, less the sum of (1) the amount of all pending and unpaid partnership expenses, (2) the amount of cash reserves that the General Partner deems reasonably necessary for the proper operation of the Park Cities Fund's business, (3) the amount of cash the General Partner deems appropriate for reinvestment or hedging by the Park Cities Fund, and (4) the default reserve (as defined in the Park Cities Fund's limited partnership agreement). Available Cash for each period of determination will be determined by the General Partner in its sole and absolute discretion and such

determination shall be final and binding on the partners. “**Unpaid Preferred Return**” means the aggregate Preferred Return of a limited partner, less the aggregate distributions received by such limited partner pursuant to clause (i) above.

Subject to the applicable provisions of the Park Cities Fund’s limited partnership agreement, the Performance Allocation with respect to any limited partner may be waived or altered by the Special Limited Partner in its discretion with the agreement of that limited partner.

### ***Expenses***

The General Partner (or an entity designated by the General Partner) is responsible for and pays, or causes to be paid, all ordinary office overhead expenses, including rent, supplies, secretarial expenses, stationery, charges for furniture and fixtures and compensation of security analysts and personnel, except for any Fund Expenses (as defined below) (collectively, “**General Partner Expenses**”). All other expenses are borne by the Park Cities Fund and are considered Fund Expenses as defined below.

The Park Cities Fund pays all of its expenses other than General Partner Expenses and, except as otherwise provided below, including without limitation, legal, accounting, auditing, administration, tax preparation and other professional expenses, investment expenses such as commissions, research expenses (including due diligence expenses and research-related travel expenses), all dead-deal expenses for any potential investment opportunities for which research expenses are incurred if the deal is not consummated, fees for pricing services, costs of reporting and providing information to limited partners, insurance expenses (including the costs of insurance and any liability insurance obtained on behalf of the Park Cities Fund), interest on indebtedness, the Park Cities Fund’s *pro rata* share of the fees and expenses incurred from investing in other investment vehicles, custodial fees, bank and brokerage fees, settlement fees, regulatory costs and expenses (including filing and licensing fees), and other reasonable expenses related to the purchase, sale or transmittal of Park Cities Fund assets, any withholding taxes, costs of any litigation or investigation involving the activities of the Park Cities Fund, indemnification expenses, and any extraordinary expenses (collectively, “**Fund Expenses**”).

A portion of the Park Cities Fund’s operating expenses may be shared with other investment entities or accounts managed by the General Partner or Adviser or any of their affiliates on an equitable basis.

### ***Side Letters***

The General Partner may, from time to time, enter into letter agreements or other similar agreements (collectively, “**Side Letters**”) with one or more limited partners that (i) amend, vary, waive, or modify the terms of the limited partnership agreement as the same pertain solely to a particular limited partner, and no such amendment, waiver, variation or modification (“**Special Modification**”) requires the consent of any other limited partner and (ii) extend certain information rights or additional reporting to such investor, in some cases to accommodate special regulatory or other circumstances of the new investor; *provided, however*, the General Partner and a particular limited partner may not make any Special Modification that would reasonably be expected to have a material adverse effect upon any other limited partner; *provided, further*, no such Special Modification will have the effect of conferring special withdrawal rights to a particular limited partner in a class over other limited partners in such class, except for any such Special Modification granted to a limited partner in a class that (a) addresses compliance with any law, regulation or contract applicable to such limited partner, (b) addresses a tax, legal, regulatory or sovereign status of such limited partner, or (c) is granted to affiliates of the Park Cities Fund, the General Partner or any of their respective employees. The entry by the Park Cities Fund and/or the General Partner into any Side Letter would not require the vote or consent of any limited partner unless such Side Letter constituted or required an amendment to the limited partnership agreement requiring such a vote or consent. The Park Cities Fund is not required to notify any or all of the other limited partners of any such Side Letters or any of the rights and/or terms or provisions thereof.

## ***Termination of Services***

The ability of Fund investors to withdraw from a Fund are usually limited by the terms of the applicable Governing Documents and, consequently, the ability of such investors to terminate the obligation to pay applicable Fees will be limited. For a more complete discussion of Park Cities' compensation and expenses payable by a Fund, potential investors should refer to the applicable Fund's Governing Documents.

## **Item 6: Performance-Based Fees and Side-by-Side Management**

The Adviser and its affiliates receive performance-based compensation (e.g. the Performance Allocation) from certain Clients, as described in Item 5 above. As a result, the Adviser and its affiliates face certain conflicts of interest that arise when an investment adviser accepts performance-based compensation from some Clients, but not from other Clients.

***Investment Selection.*** The Adviser does face actual and potential conflicts of interest in achieving Clients' investment objectives. For example, the Performance Allocation allocable by each limited partner in the Park Cities Fund to the Special Limited Partner could motivate the Adviser, due to its affiliation with the Special Limited Partner, to make investment decisions that are riskier or more speculative than would be the case if such arrangements were not in effect. Individual employees of the Adviser or its affiliates who are compensated to some extent based upon the Adviser's profits for which they are responsible face the same potential conflict. To address these conflicts of interest, the Adviser has implemented policies and procedures designed to ensure that investment decisions made on behalf of Clients are based on the objectives, strategies, guidelines and limitations of Clients as set forth in their Governing Documents. In addition, Park Cities attempts to address known material conflicts of interest through full and fair disclosure.

***Side-by-Side Management.*** Different Park Cities-managed Clients have different compensation arrangements. Such differences could incent Park Cities to favor one Client over another in its investment allocations or manipulate the sequence of dispositions. Park Cities believes that these potential conflicts of interest are mitigated to a certain extent by its investment allocation policies.

The Performance Allocation may be different with respect to different classes of investors in the Park Cities Fund or pursuant to terms of Side Letters with different investors. Such compensation arrangements may create an incentive for the Adviser or General Partner, an affiliate of the Special Limited Partner, to make investments that are riskier or more speculative or to allocate investment opportunities differently than would be the case if such compensation arrangement were not in effect. Currently, the Park Cities Fund has only one class, but should there be additional classes, Park Cities believes that these potential conflicts of interest would be mitigated to a certain extent by its investment allocation policies.

Valuation determinations made by the General Partner, which will be conclusive and binding, affect the amount of the Performance Allocation. Because Performance Allocations are calculated on a basis that includes values assigned by the General Partner, the General Partner, due to its affiliation with the Special Limited Partner and Adviser, faces a conflict of interest in valuing the Park Cities Fund's portfolio. The General Partner has ultimate responsibility in determining the Park Cities Fund's Net Asset Value, and this process involves substantial discretion and subjectivity, particularly in the case of illiquid investments. Even the General Partner's best judgment as to fair value may not accurately reflect the prices at which the Park Cities Fund could actually purchase or sell certain assets.

## **Item 7: Types of Clients**

The Adviser provides investment management services to the Clients. Investors in Funds are expected to be institutions, funds-of-funds, family offices, high net-worth individuals and other eligible investors.

The minimum capital commitment for an investor subscribing for an Interest in the Park Cities Fund is \$1 million, although capital commitments of lesser amounts may be accepted by the General Partner in its sole discretion; provided that such amount shall be not less than \$250,000. The minimum principal amount for notes in PCIP is \$250,000, provided however the minimum principal amount may be waived by PCAM in its sole discretion. The Adviser has no set minimum for Separate Accounts.

Each prospective investor in the Park Cities Fund and noteholder in PCIP must generally represent that it is, among other things, (a) an “*accredited investor*,” as such term is defined in Rule 501(a) of Regulation D under the Securities Act, and (b) either (i) a “*qualified purchaser*,” as such term is defined in Section 2(a)(51)(A) of the Investment Company Act, or (ii) a “*knowledgeable employee*,” as such term is defined in Rule 3c-5 under the Investment Company Act, of the General Partner or Adviser, .

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

While certain objectives, strategies and risks summarized below pertain to the Park Cities Fund, PCIP and Separate Accounts will have substantially similar objectives and strategies, and thus, the risks, as those described below.

### ***Methods of Analysis and Investment Strategies***

**The descriptions set forth in this Brochure of specific advisory services that the Adviser offers to Clients, and investment strategies pursued and investments made by the Adviser on behalf of its Clients, should not be understood to limit in any way the Adviser’s investment activities. The Adviser may offer any advisory services, engage in any investment strategy and make any investment, including any not described in this Brochure, that the Adviser considers appropriate, subject to each Client’s investment objectives and guidelines. The investment strategies the Adviser pursues are speculative and entail substantial risks. Clients should be prepared to bear a substantial loss of capital. There can be no assurance that the investment objectives of any Client will be achieved.**

### **Overview of Investment Objective and Strategies**

Generally, the investment objective of Client portfolios is to achieve a superior risk-adjusted return compared to other fixed-income asset classes by entering into debt and debt-like investments with a variety of lending sources (collectively, “*Debt Instruments*”). Client portfolios will pursue transactions with lending sources across a variety of asset classes, including, but not limited to:

- consumer lending;
- small business lending;
- residential mortgage;
- transportation finance;
- receivables factoring;
- auto finance;
- student lending; and
- equipment and supply chain finance

To achieve the investment objectives of Client portfolios, the Adviser primarily structures transactions through direct asset-based facilities (“*Direct Lending*”), forward flow agreements (“*Forward Flow Transactions*”) and credit service organization relationships (“*CSO Transactions*”). The Adviser seeks to diversify Client holdings through a variety of investments in an effort to minimize risk while providing a flow of current income. The Adviser seeks to further diversify Client portfolios by sourcing transactions from counterparties both in the U.S. and internationally. Having the ability to deploy capital across regions is expected to provide

diversification and differentiate Client portfolios from some competing investment programs, such as private credit funds. The Adviser will attempt to negotiate transactions such that the counterparty bears any currency risks; however, to the extent this is not possible, Client portfolios, as deemed appropriate by the Adviser in its sole discretion, may seek to hedge some or all of the currency risks associated non-U.S. dollar denominated investments.

#### *Direct Lending*

The Adviser seeks to structure direct-lending transactions with platforms where the Debt Instrument is on the platform's balance sheet. Typically, the transaction structure will require a bankruptcy-remote facility to exist. The platform will originate loans into the special purpose vehicle with Client portfolios providing leverage against the originated assets at a negotiated term, advance rate and interest rate. The platform will service the loans in the facility and make periodic interest payments to applicable Client portfolios. Direct lending facilities typically have terms of two to four years with new loans being originated into the facility as existing loans are paid off. In the event of default, applicable Client portfolios will have a priority claim on all the cash flows to service its interest and principal.

#### *Forward Flow Transactions*

The Adviser seeks to negotiate transactions with lending platforms to acquire a pool of existing loans, in a single transaction or a series of transactions. The acquired loans will sit in a special purpose vehicle (owned by the applicable Client portfolio), with the applicable Client portfolios receiving all the cash flows generated by the underlying assets. Typically, the loans will be serviced by the lending platform for a monthly fee. A Forward Flow Transaction does not have an advance rate or stated interest rate. Instead, the performance of a Forward Flow Transaction is dependent on the performance of the underlying assets, and the applicable Client portfolio receives 100% of the cash flows associated with the loans.

#### *CSO Transactions*

The Adviser may deploy funds in the State of Texas as a "CSO Lender." Texas has enacted statutes which permit a three-party lending arrangement between consumer borrowers, credit brokers (referred to as "Credit Service Organizations" or "Credit Access Bureaus" (collectively, "**CSO**")) and independent third-party lenders (a "**CSO Lender**"). In these transactions, consumers engage the services of a CSO who acts as a credit broker and facilitates the extension of credit to the borrower from a CSO Lender.

The CSO Lender's annual interest rate is capped at 10%. Additional unscheduled revenue (from late payments and returned payment items) is also allowed. Contractually, the CSO Lender lends directly to the consumer borrower and owns the loan contract. The CSO charges the borrower a fee for arranging the credit transaction. If a consumer fails to pay the loan according to contract, the CSO provides the CSO Lender with certain guarantees on the portfolio of loans consistent with terms typically received by commercial lenders. The CSO is responsible for providing all servicing related to the consumer loan from origination through collections.

#### *Non-Permitted Investments*

Client portfolios will invest only in secured Debt Instruments, which means that any transaction Client portfolios undertake must be at least partially secured by identifiable collateral. Additionally, Client portfolios will only be permitted to make debt or debt-like investments and will not make common equity or equity-like investments. However, Client portfolios may receive warrants or other types of equity "kickers" from an issuer in connection with acquiring a Debt Instrument.

#### *Leverage*

Park Cities seeks to employ prudent leverage to enhance Client portfolios' returns. Leverage will be sought from international financial institutions and any contemplated leverage will be approved by the Investment Committee. The Park Cities Fund will not be permitted to employ leverage above a 2.5:1 debt/equity level and does not expect to employ leverage across all of its investments. Notwithstanding the foregoing, the Board of Directors of the Park Cities Fund may approve a waiver of the leverage guidelines. PCIP is not subject to the same leverage limitations.

## **Identifying Investments**

The Adviser seeks to implement Clients' investment objectives through its relationships with direct lending platforms that provide credit to borrowers across asset classes (the "***Lending Platforms***"). Based on the prior experience of the Adviser's investment team, the Adviser has extensive relationships with borrowers, lending platforms, and other specialty financing sources. The Adviser may work with third-party brokers and intermediaries to source transactions.

The Adviser performs due diligence on each potential lending source and Debt Instrument, including evaluation of past investment history, size and scope of present and future investment volume, business practices, any past or predicted Debt Instrument performance, and counter-party risk. The objective of this due diligence is to estimate overall risk associated with investments originating from such borrower and to estimate the potential comparative return that may be expected from such investment in context to such risk. Once due diligence is completed, a detailed memorandum is reviewed by the Investment Committee. The Investment Committee is solely responsible for making final investment decisions and must approve any material change to an existing investment, including any renewals of existing facilities or whole loan acquisition programs.

If a lending source is approved by the Investment Committee, the Adviser will determine the appropriate allocation of Clients' capital to the particular opportunity in the context of Clients' overall exposure to a particular lender, instrument type and asset class, and the overall availability of investment opportunities. Such allocation will be based upon the competing attractiveness of a potential investment and the asset classes available, in balance to the diversification objectives of Clients. While the Adviser seeks to create a diversified portfolio with regard to borrowers, Debt Instruments and asset classes, the Adviser may not be able to achieve the desired diversification based on limitations on the available lending opportunities at any given time. As Client portfolios expand, previous allocations may be rebalanced to reduce the likelihood that any asset class or particular investment has an outsized weighting within the portfolio.

## **Risk Mitigation**

Park Cities actively manages the risk in the portfolio to minimize the risk that any single portfolio investment poses to each Client portfolio. Active risk management includes consistent monitoring of Client investments, asset allocation, and structural provisions included in each investment.

### *Portfolio Monitoring*

The Adviser performs regular monitoring and due diligence once an investment is made, including regular monitoring of bank accounts to ensure proper inflows/outflows of cash and using third-party diligence firms and reconciling cash in bank accounts and physical collateral to audited financial statements and interim financial reports. Additionally, the Adviser will monitor investments to ensure compliance with financial covenants and adherence to underwriting guidelines agreed to during initial due diligence.

### *Active Asset Allocation*

The investment team follows asset allocation policies approved by Clients. Asset allocation policies are designed to ensure that no single investment or asset class will have an outsized weighting within a Client

portfolio without the express approval of the Investment Committee. The asset allocation guidelines may be modified from time-to-time by the Investment Committee. In the case of the Park Cities Fund, changes or exceptions to the asset allocation policies require the approval of the Board of Directors of the Park Cities Fund.

### *Structural Enhancements*

The investment team seeks to structure transactions (where appropriate) with controls in place that allows for the temporary/permanent termination of collateral eligibility if an investment is underperforming. There are also specific structural enhancements the investment team will seek to employ based on the type of transaction contemplated.

### ***Material Risks***

**THERE CAN BE NO ASSURANCE THAT CLIENTS WILL ACHIEVE THEIR INVESTMENT OBJECTIVES. THE INVESTMENT PROGRAMS DESCRIBE HEREIN INVOLVE A SUBSTANTIAL DEGREE OF RISK, INCLUDING THE RISK OF COMPLETE LOSS. NOTHING IN THIS BROCHURE IS INTENDED TO IMPLY, AND NO ONE IS OR WILL BE AUTHORIZED TO REPRESENT, THAT THESE INVESTMENT PROGRAMS ARE LOW RISK OR RISK FREE.**

Investing in securities and other instruments involves risk of loss including risk of loss of the entire investment that Clients should be prepared to bear. The management style offered by Park Cities is not intended as a complete investment program and may not be suitable for all investors. It is designed for sophisticated investors who fully understand, and are capable of bearing, the risk of such an investment. No guarantee or representation is made that any investment strategy will achieve its investment objectives. Prospective investors and Clients are urged to consult with their own financial, legal and tax advisers regarding their individual circumstances and the suitability of an investment. Investors could lose their entire investment.

### **General Economic and Regulatory Risks**

***General Economic and Market Conditions.*** The success of Client portfolio activities will be affected by general economic and market conditions, such as changes in interest rates, availability of credit, inflation rates, supply chain disruptions, sanctions, and trade barriers, economic uncertainty, changes in laws (including laws and regulations relating to taxation of portfolio investments), and national and international political circumstances (including wars, terrorist acts or security operations). These factors may affect the level and volatility of prices and the liquidity of Client investments. Volatility and/or illiquidity could impair Client portfolios' profitability or result in losses. Client portfolios could incur material losses even if Park Cities reacts quickly to difficult market conditions, and there can be no assurance that Client portfolios will not suffer material losses and other adverse effects from broad and rapid changes in market conditions in the future. Client portfolio returns are potentially subject to unforeseen economic events or shocks that are inherently unpredictable and outside Park Cities' control. Clients should realize that markets for the financial instruments in which Client portfolios invest can correlate strongly with each other at times or in ways that are difficult to predict. Even a well-analyzed approach may not protect Client portfolios from significant losses under certain market conditions, and Client portfolios are exposed to risk of loss of capital arising from the unpredictable nature of credit markets. A prospective limited partner or investor should not invest in the Park Cities Fund or through PCIP unless such prospective limited partner or investor is in an adequate fiscal position to sustain a loss of part or all of his capital account or investment.

***Governmental Actions.*** Beginning in late 2007 and continuing through most of 2009, global financial markets experienced extraordinary adverse market conditions, including among other things, extreme losses and volatility in securities markets and the failure of credit markets to function properly. In reaction to these events, regulators in the U.S., the European Union and several other countries undertook unprecedented

regulatory actions. The U.S. Government and securities regulators in other jurisdictions continue to implement and consider measures to regulate the economy and reform the financial markets. In 2010, the Dodd-Frank Wall Street Reform and Consumer Protection Act (the “*Dodd-Frank Act*”) was signed into law and represents the most significant overhaul of the regulations governing the financial services industry and markets since the Great Depression. The Dodd-Frank Act among other things, (a) has significantly increased the regulation of and the requirements applicable to private fund managers, (b) prohibits certain banking entities from acquiring or retaining any equity ownership interest in, or sponsoring, any hedge fund or private equity fund (subject to certain exceptions), and (c) has significantly increased regulation of over-the-counter derivatives and the derivatives markets. As a result of the foregoing and certain other provisions in the Dodd-Frank Act, the General Partner, the Park Cities Fund, PCIP and their respective businesses may face additional costs and may be adversely affected by such regulations in the future.

## **General Portfolio Risks**

***Investment Risks in General.*** Client portfolio assets will be primarily, if not entirely, invested in Debt Instruments, which may be collateralized by assets of an undetermined credit quality, and are therefore speculative and bear a high degree of risk. The purchase of a limited partnership interest in the Park Cities Fund or investment in PCIP is speculative and risky.

***Investment Activities.*** The investment activities of the Adviser, the Park Cities Fund, PCIP and other Client portfolios involve a high degree of risk. The performance of any investment is subject to numerous factors which are neither within the control of nor predictable by the General Partner or Adviser. Such factors include a wide range of economic, political, competitive and other conditions that may affect investments in general or specific industries or companies. As a result of the nature of the Adviser’s and Clients’ investment activities, it is possible that the financial performance of Park Cities Fund, PCIP and other Client portfolios may fluctuate substantially from period to period. In addition, the General Partner or Adviser may not select and size positions appropriately within Client portfolios. The profitability of a significant portion of the Park Cities Fund’s and PCIP’s investment program depends largely upon correctly assessing the relationship between the prospective interest and/or default rates of the Debt Instruments. There can be no assurance that the General Partner or Adviser will be able to accurately predict default rates or net interest, nor can assurance be given that Client investment portfolios will generate any income or maintain its value. In constructing Client portfolios, the Adviser may rely on historical data, and in some cases, subjective evaluations. However, past performance may not forecast future performance, and there can be no assurances regarding the reliability of the Adviser or traditional loan selection process in its attempts to construct portfolios with forecast risk that can be achieved.

***Interest Rate Risk.*** Debt Instrument yields are susceptible in the short-term to fluctuations in interest rates and, like other forms of fixed-income securities (to the extent a secondary market exists), the intrinsic value of a Debt Instrument typically increases when interest rates fall and declines when interest rates rise. The Adviser anticipates the inherent and comparative value of Debt Instruments may decline if interest rates rise. Movements of interest rates also have compounded effects on the maturity of such Debt Instruments. Declining interest rates may incentivize borrowers to prepay and refinance their loans at lower interest rates. As such, Client portfolios will, in such instances, have a reduced likelihood to benefit from the increased intrinsic value or continue enjoying the benefits of comparatively high interest rates when interest rates decline. Conversely, rising interest rates may incentivize borrowers to hold loans through maturity, because the comparative cost of securing a replacement loan increases in comparison to the original loan. Thus, Client portfolios will either bear the extended duration on Debt Instruments with interest rates less favorable than being offered by the marketplace or sell such Debt Instrument (to the extent possible) at a loss of principal. The Adviser does not intend to hedge interest rate risk on behalf of Client portfolios.

***Investments in Fixed-Income Obligations.*** Client portfolios may invest in fixed-income obligations, including, without limitation, promissory notes or credit facilities issued by corporations, and

“higher yielding” (and, therefore, higher risk) debt instruments. These securities may pay fixed, variable or floating rates of interest. Fixed-income securities are subject to the risk of the issuer’s inability to meet principal and interest payments on its obligations (i.e., credit risk) and are subject to price volatility due to such factors as interest rate sensitivity, market perception of the creditworthiness of the issuer and general market liquidity (i.e., market risk). A major economic recession could disrupt severely the market for such securities and may have an adverse impact on the value of such securities. In addition, any such economic downturn could adversely affect the ability of the issuers of such securities to repay principal and pay interest thereon and increase the incidence of default for such securities. The cost of any efforts to attempt to collect in the case of a default will reduce the amount Client portfolios receive in connection with any partial or complete collection.

***Concentration; Variance in Risk Environments.*** Client portfolios may have highly concentrated positions in several respects, including with respect to the number of issuers, geographic location, and types of Debt Instruments in which it invests. If such investments perform poorly, this concentration could cause a proportionately greater loss than if Client portfolios were more diversified, and if such proportionately greater loss occurs, it will adversely impact the overall return on investment realized by Client portfolios and, ultimately, limited partners and investors. The Park Cities Fund, PCIP and other Client portfolios should not be viewed as a complete or diversified investment program. Client portfolios are non-diversified and have not adopted any restrictions regarding diversification of investments to reduce risk of loss. Additional limited partners or investors will be investing in a pro-rata share of the existing Debt Instruments that Client portfolios hold directly and indirectly. Thus, a limited partner or investor will have exposure to Debt Instruments acquired when market conditions and perceived or actual risks as well as default rates may have been significantly different from the risks as of such limited partner’s or investor’s initial or additional investment. If the General Partner’s or Adviser’s valuations of the Debt Instruments on the date of any such investment are inaccurate, the limited partners or investors could be adversely affected.

***Illiquid Investments.*** The Debt Instruments that Client portfolios acquire are typically highly illiquid, do not trade on secondary markets and may have extended durations. Certain securities may be difficult or impossible to sell at the time and price that the General Partner or Adviser desires. The General Partner or Adviser may have to lower the price, sell other investments instead or forego an investment opportunity, any of which could have a negative effect on the performance of Client portfolios. Because of the speculative and non-public nature of some investments, Park Cities may, from time to time, sell or otherwise dispose of investments that later prove to be more valuable than anticipated at the time of such disposition. Any premature sales or dispositions may prevent Client portfolios from realizing as great an overall return on investment as may have been realized if such sales or dispositions had been made at a later date, which may adversely affect investment results of the limited partners or investors. Limited partners or investors will be directly and indirectly affected by the illiquidity of Client portfolio investments, and interests should only be acquired by investors willing and able to commit their funds for an appreciable period of time.

***Insufficient Supply of Investments.*** Park Cities depends on a sufficient supply of investments in Debt Instruments, which is outside of Park Cities’ control. If there is an insufficient supply of investments to meet Park Cities’ demand, the Park Cities Fund likely will limit future capital calls which could cause the Park Cities Fund to be more concentrated in its existing portfolio and cause the Park Cities Fund’s expense ratio to be higher than would otherwise be the case. There can be no assurance that Park Cities will be able to acquire investments in the quantities and at the times it otherwise desires.

***Competition for Investments.*** Park Cities competes for investment opportunities against other groups, including institutional investors, investment managers, industrial groups and merchant banks owned by larger and well-capitalized investors. The competition for investment opportunities may adversely affect the terms of the investments. Also, such competition may prevent Park Cities from finding a sufficient number of attractive opportunities to meet its Client’s investment objectives.

**Leverage.** Park Cities may, at times, employ leverage in order to seek to enhance returns. Although leverage increases returns to the limited partners or investors if Client portfolios earn a greater return on the incremental investments purchased with borrowed funds than it pays for such funds, the use of leverage decreases returns to the limited partners or investors if the Client portfolios fail to earn as much on such incremental investments as the Client pay for such funds. In the event that Park Cities leverages Client portfolios, fluctuations in the market value of Client portfolios will have a significant effect in relation to the Client portfolios' capital and the risk of loss and the possibility of gain will be increased. In addition, when Client portfolios utilize leverage, the level of interest rates generally, and the rates at which Client portfolios can borrow in particular, will be an expense of the Client portfolios and therefore affect the operating results of the Client portfolios. Leverage increases the risk of substantial losses (including the risk of a total loss of capital) and leverage can significantly magnify the volatility of Client portfolios.

**Currency Risk and Hedging Risk.** Client portfolio assets will be invested in assets which are denominated in US Dollars, Euros, Sterling or other currencies. Accordingly, the value of such assets may be affected by fluctuations in currency rates. Park Cities will seek to mitigate currency exposure fluctuations between US Dollars and any other currency in which Client portfolio assets may be denominated. There can be no assurances or guarantees that Park Cities will successfully hedge against such currency risks or that adequate hedging arrangements will be available on an economically viable basis, and in some cases, hedging arrangements may result in additional costs being incurred or losses being greater than if hedging had not been used.

Certain hedging arrangements may create for the General Partner, Adviser and/or one of their affiliates a registration or exemption obligation with the US Commodity Futures Trading Commission ("**CFTC**") or other regulator. In such event, the General Partner, Adviser and/or its affiliates intend to qualify for an applicable exemption from registration with the CFTC as a commodity pool operator ("**CPO**") pursuant to CFTC Regulation 4.13(a)(3), which requires filing a notice of exemption with National Futures Association. This exemption also generally requires that (i) fund interests are exempt from registration under the Securities Act and are not publicly marketed in the United States and (ii) at the time of the relevant investment, with respect to Fund positions in CFTC-regulated instruments: (A) aggregate initial margin and related amounts required to establish such positions will not exceed five percent (5%) of the liquidation value of the Fund portfolio, after taking into account unrealized profits and unrealized losses on any such positions; or (B) the aggregate net notional value of such positions, determined at the time the most recent position was established, does not exceed one hundred percent (100%) of the liquidation value of the fund's portfolio, after taking into account unrealized profits and unrealized losses on any such positions. Therefore, unlike a registered CPO, the General Partner, Adviser and/or such affiliates would not be required to deliver a CFTC-compliant disclosure document and a certified annual report to investors. Nonetheless, the Park Cities Fund does intend to provide investors with the reports described herein. The General Partner, Adviser and/or its affiliates may pursue an alternative exemption from CPO registration, or register with the CFTC.

**Potential for Fraud.** In spite of the Adviser's desire to advise that Clients invest their assets in reputable and trustworthy companies, there is a risk that the Park Cities Fund may invest its assets in issuers that engage in fraud. To the extent that the Adviser recommends that the Park Cities Fund invest its assets in a company that engages in fraud, the Park Cities Fund could lose all or a substantial portion of its investment in such company and it could have a material adverse effect on the Park Cities Fund's financial condition and results of operations.

## **Fund-Specific Risks**

**Limited Operating History.** The Park Cities Fund and PCIP have limited financial operating histories upon which a prospective investor may base its investment decision. The past performance of any other Clients of the General Partner, Adviser or their affiliates is not necessarily indicative of future results or performance of the Park Cities Fund or PCIP. The Park Cities Fund's and PCIP's investment program should be evaluated on the basis that there can be no assurance that the General Partner's or Adviser's

assessment of the short-term or long-term prospects of investments will prove accurate or that the Park Cities Fund or PCIP will achieve their investment objective.

***Illiquidity of Limited Partner Interests or Investors.*** Limited partner interests are not registered under federal or state securities laws and are subject to restrictions on transfer contained in such laws and the limited partnership agreement. In addition, except for specific circumstances involving partners that are benefit plan investors, limited partner interests are not transferable except with the prior written consent of the General Partner, whose consent may be withheld in its sole discretion. There is no public market for the limited partner interests, and such lack of public market may cause limited partner interests to be illiquid to the limited partners. The Debt Instruments that Client portfolios acquire typically are highly illiquid, do not trade on secondary markets and may have extended durations. Limited partners and investors will be directly and indirectly affected by the illiquidity of Client portfolio investments, and interests should only be acquired by investors willing and able to commit their funds for an indefinite period of time.

***Valuation of Assets and Liabilities.*** Client portfolios invest primarily in unquoted assets and the valuation of such investments will involve the General Partner and Adviser exercising judgement in determining the fair value of such financial instruments in good faith based on various factors. In connection with certain financial instruments for which no external pricing information is available, the General Partner and Adviser may rely on internal pricing models. Such valuations may vary from similar valuations performed by independent third parties for similar types of financial instruments. The valuation of certain illiquid financial instruments is inherently subjective and subject to increased risk that the information utilized to value the financial instrument or to create the price models may be inaccurate or subject to other error. Inaccurate valuations may, among other things, prevent Park Cities from effectively managing its investment portfolios and risks, may result in Client portfolios exceeding certain investment guidelines, may affect the diversification and risk management of Client portfolios and may affect subscription prices for limited partner and investor interests and the amount of a limited partner's or investor's withdrawal proceeds. There can be no guarantee that the basis of calculation of the value of Client portfolio investments used in the valuation process will reflect the actual value on realization of such investments. The value of Client portfolios may also be affected by changes in accounting standards, policies or practices.

***Reliance on Adviser and Key Personnel.*** Pursuant to the terms of the limited partnership agreement and the investment management agreement, the Adviser has full discretionary authority to identify, structure, execute, administer, monitor and liquidate investments made on behalf of the Park Cities Fund. The inability of the Adviser to continue as investment manager and the loss of the services of key personnel of the Adviser could have a material adverse effect on the performance of the Park Cities Fund, PCIP and other Client portfolios.

***Conflicts of Interest.*** Various actual and potential conflicts of interest exist among the Adviser and its affiliates and Client portfolios, including actual and potential conflicts of interest related to fees, portfolio composition and valuation, expense allocation, selection of counterparties, treatment of other limited partners or investors, allocation of investment opportunities, limitation of liability, indemnification, outside business activities and personal trading. Many different types of conflicts of interest may arise and this Brochure does not purport to identify all such conflicts. Limited partners and investors ultimately are heavily dependent upon the good faith of the General Partner, Adviser and their respective agents and affiliates. Please refer to Item 6, Performance-Based Fees and Side-By-Side Management; Item 10, Other Financial Industry Activities and Affiliations; and Item 11, Code of Ethics, Participation or Interest in Client Transactions and Personal Trading, among other items of this Brochure, for additional disclosure regarding specific conflicts of interest and how they are managed.

***Cybersecurity Risks.*** The Adviser, the General Partner, the Park Cities Fund, PCIP and their respective affiliates and service providers depend on information technology systems and, notwithstanding the diligence that the Adviser or its affiliates may perform on its or Clients' service providers, it may not be in a

position to verify the risks or reliability of such information technology systems. The Adviser, the General Partner, the Park Cities Fund, PCIP and their respective affiliates and service providers are subject to risks associated with a breach in cybersecurity. “Cybersecurity” is a generic term used to describe the technology, processes and practices designed to protect networks, systems, computers, programs and data from both intentional cyber-attacks and hacking by other computer users as well as unintentional damage or interruption that, in either case, can result in damage and disruption to hardware and software systems, loss or corruption of data, and/or misappropriation of confidential information. The Adviser, its affiliates and their information and technology systems are vulnerable to damage or interruption from computer viruses, network failures, computer and telecommunication failures, infiltration by unauthorized persons and security breaches, usage errors by their respective professionals, power outages and catastrophic events such as fires, tornadoes, floods, hurricanes and earthquakes. Although the Adviser has implemented various measures to manage risks relating to these types of events, if these systems are compromised, become inoperable for extended periods of time or cease to function properly, the Adviser or an affiliate may have to make a significant investment to fix or replace them. The failure of these systems and/or of disaster recovery plans for any reason could cause significant interruptions in the Adviser’s, the General Partner’s, the Park Cities Fund’s, PCIP’s or any of their respective affiliates’ operations and result in a failure to maintain the security, confidentiality or privacy of sensitive data, including personal information relating to investors (and the beneficial owners of investors). Such a failure could harm the Adviser’s or its affiliates’ reputation, subject any such entity and their respective affiliates to legal claims and otherwise affect its business and financial performance. Such damage or interruptions to information technology systems may cause losses to Client portfolios or individual investors by interfering with the operations of the Adviser and its affiliates (or their service providers). Client portfolios may also incur substantial costs as the result of a cybersecurity breach, including those associated with forensic analysis of the origin and scope of the breach, increased and upgraded cybersecurity, identity theft, unauthorized use of proprietary information, litigation, adverse investor reaction, the dissemination of confidential and proprietary information and reputational damage. Any such breach could expose one or more of the Park Cities Fund, PCIP, the General Partner, the Adviser and their respective affiliates to civil, legal or regulatory liability as well as regulatory inquiry and/or action, and Clients’ may be required to indemnify the Adviser and its affiliates against any losses incurred in connection therewith. Cybersecurity issues and risks are currently a major focus area of the SEC and other regulatory authorities.

***Epidemics, Pandemics, and Public Health Issues.*** The Adviser’s business activities as well as the activities and portfolio investments of Client portfolios could be adversely affected by the outbreaks of epidemics such as COVID-19 (and other novel coronaviruses), Ebola, H1N1 flu, H7N9 flu, H5N1 flu, Severe Acute Respiratory Syndrome (SARS) or other epidemics, pandemics, outbreaks of disease or public health issues. In particular, coronavirus, or COVID-19, has spread rapidly around the world since December 2019 and has negatively affected the global economy and the stock market. The transmission of COVID-19 and efforts to contain its spread have resulted in travel restrictions and disruptions, market volatility, disruptions to business operations, supply chains and customer activity and quarantines. With widespread availability of vaccines, the U.S. Centers for Disease Control and Prevention has revised its guidance, travel restrictions have started to lift, and businesses have reopened. However, the COVID-19 pandemic continues to evolve and the extent to which our investment strategies will be impacted will depend on various factors beyond our control, including the extent and duration of the impact on economies around the world and on the global securities and commodities markets. Volatility in the U.S. and global financial markets caused by the COVID-19 pandemic may continue and could impact our investment strategies. The COVID-19 outbreak, and future pandemics, could negatively affect vendors on which the Funds and we rely and could disrupt the ability of such vendors to perform essential tasks. An outbreak or recurrence of any kind of epidemic, communicable disease or virus or major public health issue could cause a slowdown in the levels of economic activity generally, which would adversely affect our business, financial condition and operations and that of the Funds.

***Force Majeure & Catastrophic Risks.*** The Adviser and its Clients may be subject to operational risk from unforeseeable and uncontrollable catastrophic events, including fires, floods, earthquakes, adverse weather conditions and related power outages, water shortages or other damage caused by such events, changes

in law, eminent domain, wars, riots, terrorist attacks, and other similar risks, which may be uninsurable or insurable at rates that the Adviser deems uneconomic. These events could result in loss and litigation, among other potentially detrimental effects. In February 2022, armed conflict escalated between Russia, and Ukraine and Russia invaded Ukraine. In response to Russia's invasion of Ukraine, the United States, the European Union and various other countries have announced, and continue to announce and expand, sanctions against or targeting Russia and various important Russian people and companies. These sanctions currently include, among others, restrictions or bans on selling or importing goods, services or technology in or from Russia, bans on Russian energy imports, and travel bans and asset freezes impacting connected individuals and political, military, business and financial organizations in Russia. The U.S. and other countries could impose wider or more significant sanctions and take other actions against Russia or its interests should the conflict further escalate or deteriorate. The Ukraine-Russian conflict has led to, and may continue to lead to, significant political, geopolitical, economic and market turmoil and volatility, including dramatic increases in oil and gas prices and further supply chain disruptions. It is not possible to predict the broader consequences of this conflict or the sanctions imposed or applied as a result thereof, which could include further sanctions, embargoes, regional instability, geopolitical shifts, conflicts and adverse effects on macroeconomic conditions, currency exchange rates and financial markets, all of which could impact the Funds or the Firm's business, financial condition and results of operations.

***Disruption in the Financial Services Industry.*** The Adviser's ability to make and consummate investments and engage in other activities and transactions could be adversely affected by the actions and stability of banks and other financial institutions. Banks and financial institutions are interrelated as a result of trading, clearing, counterparty and various other relationships. As a result, defaults or failures by, or even rumors or questions about or regarding, one of more banks or financial institutions, or the industry generally, have historically led to market-wide liquidity and other problems. Losses of depositor, creditor and counterparty confidence could lead to losses or defaults by clients and their investments and other banks and financial institutions (including banks and financial institutions that clients and their investments deal or interact with). There is no guarantee that the Department of Treasury, Federal Deposit Insurance Corporation, Securities Investor Protection Corporation and/or the Federal Reserve will provide access to uninsured funds in the future in the event of the closure of other financial institutions (or do so in a timely fashion), and it is uncertain whether these steps by the government will be sufficient to calm the financial markets, reduce the risk of significant depositor withdrawals at other institutions and thereby reduce the risk of additional bank failures

**The foregoing list of risk factors does not purport to be a complete enumeration or explanation of the risks involved in the Funds' investment activities. Prospective Clients and investors should read this brochure and/or the applicable Governing Documents before making any investment decisions.**

## **Item 9: Disciplinary Information**

There are no legal or disciplinary events that are material to a Client's or prospective Client's evaluation of Park Cities' advisory business or the integrity of the Adviser's management.

## **Item 10: Other Financial Industry Activities and Affiliations**

One or more of the Park Cities' affiliates, including the General Partner, act or may in the future act as general partners to the Park Cities Funds and, in such capacities, may be deemed to be "investment advisers" (as such term is defined in the Advisers Act). While the Adviser and General Partner(s) have been organized as separate legal entities, they collectively conduct a single advisory business. The General Partner, its affiliates or other general partners may elect to separately register as investment advisers in the future. Park Cities Lending Corp., a sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles, was established to hold special purpose vehicles and credit facilities for the Park Cities Fund.

The Principals are engaged in other business activities, including RPFGL, LLC (“**RPFGL**”) and Redpoint Capital Group, LLC (“**Redpoint Capital**”) (together with the Adviser and General Partner, the “**Redpoint Group**”). Each of the Redpoint Group entities is an affiliate of and co-located with the Adviser and General Partner. RPFGL is a Texas limited liability company formed in 2008 by Mr. Thomas which primarily originates transactions with credit service organizations. Redpoint Capital Group, LLC is a Texas limited liability company formed by Messrs. Dunev and Thomas in April 2017 to manage RPFGL.

Park Cities is not required to devote all of its time to managing the Park Cities Fund’s, PCIP’s or other Client portfolios’ business, and its activities outside of managing Client portfolios may require a substantial amount of time. In addition to the Park Cities Fund, PCIP, PCIF and PCEP III, the Adviser and its affiliates may in the future serve as investment manager to additional investment funds, managed accounts and other clients. The Principals and certain employees of the Adviser and General Partner may, from time to time enter into other investment advisory relationships with other Clients and have engaged or may engage in other business activities, even though such activities may be in competition with the Park Cities Fund PCIP and other Client portfolios and/or may involve substantial time and resources. The General Partner or Adviser may also allow certain limited partners or investors to invest side-by-side with the Park Cities Fund, PCIP or other Client portfolios in connection with certain investments, and the General Partner or Adviser may receive fees in connection with such investments. Neither the Park Cities Fund nor the investors or limited partners (as such) have any right to participate or to obtain an interest in any such investment opportunities or any other outside activities of the General Partner, Adviser, the Principals or their respective employees or affiliates. In addition, the other activities of the General Partner or Adviser could subject Client portfolios to trading restrictions or position limits that could prevent the General Partner or Adviser from acting in the best interest of Client portfolios.

To disclose and manage conflicts of interest of the types described in this item, Park Cities and its personnel may take various measures, including amending this Brochure and Fund governing documents to disclose the conflict(s) of interest; recusal by applicable personnel from investment decisions affected by conflict(s) of interest; disclosure to, and request for consideration of and/or approval by, the independent members of Park Cities Fund’s board of directors of the conflict(s) of interest (including, but not limited to, principal transaction involving the Park Cities Fund and other Clients) and proposed measures to manage the conflicts; and disclosure of conflict(s) of interest, as applicable and necessary, to borrowers and potential borrowers from Client portfolios.

## **Item 11: Code of Ethics, Participation or Interest in Client Transactions and Personal Trading**

### ***Code of Ethics***

Various actual and potential conflicts of interest exist among the Adviser, its affiliates and personnel, its other Clients (including other investment funds formed by the General Partner or its affiliates) and any future Clients. The Adviser generally attempts to handle these any other conflicts of interest in a manner that it deems to be fair, equitable and reasonable under the circumstances, but there can be no assurance that it will be successful in this attempt, and the result in any particular case may be materially disadvantageous to the Funds or the limited partners and investors relative to other interests. In any event, prospective investors should be aware of the conflicting interests and incentives faced by the Adviser, its affiliates and their personnel and the possibility that such interests and incentives could affect behavior, consciously or unconsciously.

Park Cities strives to adhere to the highest industry standards of conduct based on the principles of professionalism, integrity, honesty and trust. Pursuant to this goal, the Adviser has adopted a written Code of Ethics (the “**Code**”), which sets forth standards of business conduct for its owners and employee, to address and avoid potential conflicts of interest and is applicable to all officers, directors, members, partners or

employees of Park Cities (the “**Employees**”), each Employee’s spouse, minor children and other family members living in his or her household (the “**Related Persons**”), as well as each other individual designated in writing by a compliance officer as being subject to all or a portion of the compliance procedures or policies adopted by the Adviser (collectively the “**Covered Persons**”). The Code is designed primarily to educate such individuals about the Adviser’s philosophy regarding ethics and professionalism, emphasize the Adviser’s fiduciary duties to its Clients, encourage its employees to comply with applicable laws, prevent the misuse of material inside information and address conflicts of interest that arise from personal trading by employees. The Adviser requires its Employees to act in its Clients’ best interests, abide by all applicable regulations and avoid any action that is, or could even appear to be, legally or ethically improper.

## ***Personal Trading***

The employees of the Adviser may engage in personal investment activities that may involve a conflict of interest with the investment activities of its Client. From time to time, such individuals may purchase or dispose of securities of the same class or issue as those owned by Client portfolios, and Client portfolios may purchase or dispose of securities of the same class or issue as those owned by such individuals. The Code sets forth certain requirements with respect to such activities. The Adviser may change its policies or procedures with respect to such personal investment activities at any time.

The Adviser requires pre-clearance before purchasing an initial public offering or limited offering (*i.e.*, private placement); requires periodic reporting of Covered Persons’ personal securities transactions and all reportable holdings; places other restrictions on Employee personal trading; and requires prompt internal reporting of Code violations. Certain transactions in which Park Cities engages may require, for either business or legal reasons, that no Covered Person trade in the subject securities for specified time periods. Such securities will appear on a list (the “**Restricted List**”) that will be circulated to all Covered Persons. No Covered Person may engage in any sort of trading activity with respect to a security or a derivative thereof on the Restricted List without obtaining prior written approval from the Chief Compliance Officer. Park Cities endeavors to maintain current and accurate records of all personal securities accounts of its Covered Persons in an effort to monitor all such activity. A copy of Park Cities’ Code is available upon written request to Jessica Perno, Chief Compliance Officer, Park Cities Advisors LLC, 8214 Westchester Drive, Suite 910, Dallas, TX 75225.

## **Transactions Involving Conflicts of Interest**

The Adviser may enter into principal transactions and other transactions or arrangements with Clients that may be viewed as matters involving actual or potential conflicts of interest. The Adviser generally will review each transaction involving a material conflict of interest and take such steps as it deems necessary and/or appropriate under the circumstances to ensure that the terms of the transactions are fair and reasonable. The Adviser generally will endeavor to effect these transactions in accordance with its fiduciary requirements and applicable law (which may include disclosure and consent). In the event the Adviser intends to enter into any principal transactions with Clients, the Adviser will make disclosure in writing regarding such transaction to, and seek prior consent for, such principal transaction from the Client. In the case of the Park Cities Fund, any principal transaction involving the Fund will be reviewed and approved by the independent members of the Park Cities Fund’s Board of Directors.

If permitted under applicable law, the Adviser may, on behalf of the Funds, for liquidity, portfolio rebalancing, trade allocation or other reasons, purchase investments from, sell investments to or enter into agreements with other accounts (*i.e.*, “cross transactions”). The terms of any such cross transactions will be commercially reasonable and will not be materially less favorable to the applicable Funds than those available in the market. The Adviser will receive no special fees or other compensation in connection with cross transactions. Expenses incurred in a cross transaction will be allocated equitably in the sole discretion of the Adviser between the applicable Funds and/or the other accounts that are parties to the cross transaction. Similarly, if a transaction is cancelled, any costs incurred will be allocated equitably in the sole discretion of the Adviser between the

applicable Funds and/or the other accounts that are parties to the cross transaction. All cross transactions involving the Park Cities Fund will be reviewed and approved by the independent members of the Board of Directors of the Park Cities Fund.

### **Outside Activities**

The Adviser's supervised persons generally are expected to devote their business time and efforts to the business of the Adviser, General Partner and other entities under the Park Cities Group. Supervised persons generally must seek prior written consent of the Chief Compliance Officer before serving as a director, manager, partner, member, trustee, officer, employee or contractor of any company or organization outside of the Park Cities Group or receiving compensation from any outside company or organization outside of the Park Cities Group. Outside activities generally will be approved only if material conflict of interest issues can be satisfactorily addressed, resolved, disclosed and/or mitigated and any necessary disclosures are made to Clients or investors (as applicable).

### **Gifts and Entertainment**

The Adviser's supervised persons may on occasion offer or accept gifts or invitations to entertainment but must always act in the best interest of clients and investors and avoid any activity that would create a material conflict of interest or impropriety in the course of the Adviser's business relationships. The Adviser's gifts and entertainment policy implements internal controls to monitor such activity, including requiring supervised persons to report to, or obtain prior approval from, the Chief Compliance Officer before accepting or providing gifts and entertainment of significant value from or to clients, prospective clients, investors, prospective investors or other persons doing business or desiring to do business with the Adviser or its affiliates.

### **Political Contributions**

The Adviser's Political Contributions Policy generally requires pre-approval of contributions to certain U.S. government officials, candidates, political parties and political action committees by the Adviser and its covered persons to the extent that Adviser has, or intends to solicit for investment, government entity Clients or investors in the Funds.

## **Item 12: Brokerage Practices**

Subject to the investment guidelines and other limitations set forth in the relevant offering memoranda, limited partnership agreement or investment management agreement, Park Cities generally has the power and authority to carry out the investment mandates of Client portfolios, including the purchase and sale of Fund investments, the selection of brokers (if applicable), and the negotiation of brokerage compensation. As noted in Item 8, Park Cities makes debt and debt-like investments through structured investments with different lenders. Accordingly, Park Cities generally does not buy and sell securities through broker-dealers.

In the event Park Cities or its affiliates do select broker-dealers to effect any transactions for its Client accounts, it may consider a number of factors, including reputation, financial strength and stability, efficiency of execution, ability to execute difficult or complex transactions, on-line access to computerized data regarding Clients' accounts, and other matters involved in the receipt of brokerage services generally.

Park Cities has not entered into any soft dollar or other similar arrangements with broker-dealers; has no directed brokerage arrangements; and does not currently have any referral arrangements or use brokerage relationships for client referrals.

## **Allocation of Investment Opportunities**

The Adviser may face conflicts of interest when allocating investment opportunities among the Funds and other Clients of the Adviser or its affiliates. The Adviser and any of its affiliates may give advice or take action with respect to any other Clients (including those that have investment objectives and/or investment strategies similar to the Funds) which may be the same as or differ from the advice given or the timing or nature of any action taken with respect to investments of the Funds. Allocation of investment opportunities among any such Clients and the Funds will be made on a basis that the Adviser determines in good faith to be fair and reasonable taking into account considerations that it deems relevant, such as the investment objectives and investment portfolio of the Funds and such other Clients.

## **Co-Investment Allocations**

The General Partner/Managing Member may establish one or more additional limited partnerships or similar investment vehicles (a “***Co-Investment Vehicle***”) to provide one or more persons with the opportunity to directly or indirectly co-invest with the Funds in certain investments. In the event that, with respect to any particular investment, (i) that investment would require more capital than the maximum amount that a Fund would otherwise be permitted to invest; or (ii) the General Partner/Managing Member determines in good faith that it would be in the best interest of the respective Fund to invest less than the maximum amount it otherwise is permitted to invest in connection with such investment (a “***Co-Investment Opportunity***”), the General Partner/Managing Member may offer that Co-Investment Opportunity to the limited partners/members on a *pro rata* basis based on their limited partner/member interests on any such terms and conditions as determined by the General Partner/Managing Member and in accordance with the Governing Documents of such Fund.

In the event of a Co-Investment Opportunity, no limited partner/member will be required to participate in such Co-Investment Opportunity unless it so chooses. Any Co-Investment Opportunity will not be part of the respective Fund, and the terms of any Co-Investment Opportunity will not be governed by the terms of the Fund’s Governing Documents.

With respect to any Co-Investment Opportunity, the General Partner/Managing Member or one or more of its affiliates may, but will not be required to, (i) receive a carried interest or hold a capital interest, and/or (ii) receive a management fee.

## **Item 13: Review of Accounts**

### ***Frequency of Review of Client Accounts and Content of Reports to Clients***

The Adviser will perform regular monitoring and due diligence of investments in Client portfolios once an investment is made. Additionally, the Adviser will monitor investments to ensure compliance with financial covenants and adherence to underwriting guidelines agreed to during initial due diligence. Depending on Clients’ needs, Park Cities performs review of Client portfolios on at least a quarterly basis or such other frequency that the Adviser deems necessary. These reviews will be conducted by the Principals. The reviews are conducted to determine the accuracy, completeness, suitability and satisfaction of the Client’s stated objectives. Reports may be made to the Park Cities Fund’s Board of Directors as a result of these reviews with respect to the Park Cities Fund.

Copies of annual audited financial statements of Funds will be distributed to limited partners/members as soon as practicable following the close of each fiscal year. Such reports include a statement of the net asset value as of the subject date but will not include a listing of the securities held by the Fund except as otherwise required by generally accepted accounting principles (GAAP) or applicable law. The Funds will also provide each limited partner/member with a quarterly report which will include unaudited performance information with respect to the applicable Funds. The General Partner/Managing Member will provide each

partner/member with a Schedule K-1 or Form 1099 (as applicable) for tax purposes. If the General Partner/Managing Member is unable to deliver such Schedule K-1/Form 1099 by March 15, the General Partner/Managing Member will provide limited partners/members with estimates of the taxable income or loss allocated to their investment in the applicable Fund. Unless otherwise restricted by law, all reports, financial statements and other information may be delivered or made available to partners electronically.

## **Item 14: Client Referrals and Other Compensation**

Park Cities does not receive economic benefits from non-Clients for providing investment advice and other advisory services to its Clients. Park Cities does not currently compensate any person who is not a supervised person for referrals of Clients. However, Park Cities may enter into such arrangements in the future.

## **Item 15: Custody**

To the extent Park Cities or an affiliate serves as the general partner or managing member of a Fund, it would generally be deemed to have custody of such client's funds and securities for purposes of Rule 206(4)-2 of the Advisers Act (the "***Custody Rule***"). In order to comply with Rule 206(4)-2, Park Cities utilizes the services of qualified custodians (as defined under Rule 206(4)-2) to hold client cash and securities, to the extent required by the Rule. Park Cities also ensures that each qualified custodian maintains these assets in an account that contains only client assets, under the client's name. Cash is maintained at a bank. In the event a Client holds securities other than "privately offered securities", as defined in Rule 206(4)-2, such securities will be maintained by a broker, bank or other qualified custodian.

In accordance with Rule 206(4)-2, for each Fund, Park Cities will (i) engage an independent auditor registered with and subject to inspection by the Public Company Accounting Oversight Board to audit each of its clients as of the end of each fiscal year and (ii) distribute the results of the audit in audited financial statements (prepared in accordance with generally accepted accounting principles) to all investors within 120 days after the end of the fiscal year, but there can be no assurance that Park Cities will be successful in this regard. Qualified custodians generally are not expected to provide account statements directly to investors.

Except as otherwise described above, Park Cities does not have actual or constructive custody of the funds and securities of its Clients.

## **Item 16: Investment Discretion**

Pursuant to the Funds' Governing Documents and an investment management agreement among the General Partner/Managing Member, the Funds, and the Adviser, the Adviser has discretionary authority to invest and reinvest the assets of the Funds. The Adviser's investment decisions and advice with respect to Funds are subject to each Fund's investment objectives, strategy, guidelines and limitations, as set forth in the Governing Documents.

Investors in the Funds generally do not have authority to impose any restrictions upon Park Cities' discretionary authority. However, Park Cities may, under certain circumstances, enter into a Side Letter or similar agreement with an investor in the Funds that limits such investor's participation in certain types of investments in order to address specific legal, regulatory, tax or policy restrictions of the investor. Each investor in the Park Cities Fund will generally grant the General Partner/Managing Member a limited power of attorney to enable the General Partner/Managing Member to execute the applicable partnership or company agreement and perform certain other activities in connection therewith on its behalf.

## **Item 17: Voting Client Securities**

Park Cities does not exercise or have the authorization to exercise proxy voting authorization with respect to its Clients. Rule 206(4)-6 under the Advisers Act requires every investment adviser who exercises voting authority with respect to client securities to adopt and implement written policies and procedures, reasonably designed to ensure that the adviser votes proxies in the best interest of its clients. Rule 206(4)-6 further requires an adviser to provide a concise summary of its proxy voting process and offer to provide copies of the complete proxy voting policy and procedures to clients upon request. Lastly, Rule 206(4)-6 requires that each adviser disclose to clients how they may obtain information on how the adviser voted their proxies.

We currently do not advise our Clients with respect to any publicly traded securities. As such, we do not currently exercise voting authority on behalf of Clients. In the event that we (a) have proxy voting authority with respect to our Clients and (b) are called upon to exercise such proxy voting authority, our policy will be to exercise reasonable care to ensure that proxies are voted in the best interests of our Clients, and we will adopt procedures reasonably designed to ensure compliance with such policy.

## **Item 18: Financial Information**

A balance sheet is not required to be provided as Park Cities does not solicit fees more than six months in advance. Park Cities is not aware of any financial condition reasonably likely to impair its ability to meet contractual commitments to clients.