

**1876 Partners, LP
Investment Adviser Brochure
Part 2A of Form ADV**

**1445 Keefer Road, Suite A
Tomball, Texas 77375**

November 22, 2023

This Investment Adviser Brochure (“Brochure”) provides information about the qualifications and business practices of 1876 Partners, LP (“1876 Partners”). If you have any questions about the contents of this Brochure, please contact us at (281) 545-7805 or compliance@1876partners.com. The information in this Brochure has not been approved or verified by the U.S. Securities and Exchange Commission (“SEC”) or by any state securities authority.

1876 Partners is an investment adviser registered 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 regarding 1876 Partners is also available on the SEC’s website at: www.adviserinfo.sec.gov.

Item 2. Material Changes

This Brochure, dated as of November 22, 2023, has been prepared as part of 1876 Partners' initial registration as a registered investment adviser with the SEC. As such, there are no material changes to report.

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Item 4. Advisory Business

1876 Partners, LP (“1876 Partners”), founded in 2023, is an investment advisory firm located in Tomball, Texas. 1876 Partners is a limited partnership organized under the laws of the State of Delaware. 1876 Partners was founded by Robert Burnett, Jake Stewart and Matthew Zachary and is beneficially owned by Robert Burnett, Jake Stewart and Matthew Zachary indirectly through its general partner, 1876 Partners Holdings, LLC, a Delaware limited liability company, and its sole limited partner, BSZ, LLC, a Delaware limited liability company.

In providing services to private investment funds (together with their respective parallel funds and special purpose or alternative investment vehicles, the “Funds”) sponsored by 1876 Partners and its affiliates, 1876 Partners evaluates each Fund’s investment objectives and directs and manages the investment of each Fund’s assets. Investment advice is provided directly to the Funds and not individually to the limited partners of the Funds (the “Investors”). As such, 1876 Partners’ only advisory clients are the Funds. 1876 Partners manages the assets of the Funds in accordance with the terms of each Fund’s (i) applicable confidential offering and/or private placement memorandum and (ii) limited partnership agreement, limited liability company agreement or other governing documents applicable to each Fund (collectively, the “Governing Documents”).

For information about the investment strategy of 1876 Partners, see the discussion under “Methods of Analysis, Investment Strategies and Risk of Loss”. Further, details regarding the investment objectives for the Funds can be found in the applicable Governing Documents for each Fund.

In certain circumstances, one or more Investors and/or other persons (“Co-Investors”) may be offered the opportunity to co-invest alongside the Funds. 1876 Partners applies its discretion when allocating such opportunities among potential Co-Investors, taking into account some or all of a wide range of factors.

As of November 22, 2023, 1876 Partners had \$0 in assets under management as no initial closing for any Fund has occurred as of such date. Following the initial closing of a Fund, 1876 Partners expects to manage the Fund’s assets solely on a discretionary basis.

Item 5. Fees and Compensation

General

In general, 1876 Partners and its affiliates typically receive management fees, carried interest distributions and expense reimbursements, in connection with advisory services it provides to the Funds, all in accordance with each Fund's Governing Documents. Investors should review the relevant Governing Documents to fully understand the total amount of fees to be paid by a Fund and, indirectly, by its Investors. See "Performance-Based Fees and Side-by-Side Management" below for a further discussion of fees and the potential conflicts of interest they can create.

Management Fees

As described in the applicable Fund's Governing Documents, each Fund will pay to 1876 Partners a management fee (the "Management Fee"). The Management Fee is expected to be based on a percentage of capital commitments (during each Fund's investment period) and on a percentage of the aggregate capital contributions to such Fund used to make investments that have not been sold or determined by the general partner in its reasonable discretion to be permanently and completely written off in full (following the expiration of each Fund's investment period). Management Fees are generally payable quarterly in advance. Management Fees may be reduced by a percentage of the amount of certain other fees received by 1876 Partners in accordance with each Fund's applicable Governing Documents. 1876 Partners and its affiliates are not subject to the Management Fee. In addition, in accordance with the Governing Documents of certain Funds, 1876 Partners has the right, at its sole and absolute discretion, to waive all or any portion of the Management Fees payable with respect to any Investor. In addition, under the terms of certain Funds' Governing Documents, 1876 Partners has the right, in its sole and absolute discretion, to defer the Management Fee payable in any period and recoup the deferred portion in any subsequent period.

Carried Interest

Under the terms of certain Funds' Governing Documents, the general partner (or its affiliate) of each such Fund will generally be entitled to receive "carried interest distributions" from the applicable Fund equal to a share of the profits distributed by the applicable Fund to its Investors, after the recovery of realized capital and costs and payment of a specified return thereon. Additional information regarding these carried interest distributions is provided under "Performance-Based Fees and Side-by-Side Management" below.

Transaction, Break-Up and Other Fees

Under the terms of certain Funds' Governing Documents, 1876 Partners and its affiliates may be entitled to collect from or with respect to a Fund's investments certain transaction fees, break-up fees, advisory fees, directors' fees, monitoring fees and other similar fees in connection with actual and proposed investments; provided that the Management Fee payable by such Fund will generally be reduced by a percentage of any such fees as set forth in the Governing Documents.

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If any such fees required to be credited against the Management Fees for a particular Fund for any period exceed the Management Fees payable by such Fund for such period, the amount of such excess will generally be carried forward and credited against the Management Fees payable by such Fund for subsequent periods.

Overhead Expenses

1876 Partners will generally pay all of its own ordinary overhead expenses in connection with its day-to-day operations, including compensation and benefits for its employees and expenses for office space as well as its own regulatory compliance costs

Other Fund Expenses

Each Fund will generally pay, or will generally reimburse 1876 Partners for, other expenses of such Fund, as set forth in the applicable Governing Documents. Such expenses generally include, without limitation: (a) activities with respect to the structuring, organizing, negotiating, consummating, financing, refinancing, acquiring, bidding on, owning, managing, monitoring, operating, holding, hedging, restructuring, trading, taking public or private, selling, valuing, winding up, liquidating, or otherwise disposing of, as applicable, the Fund's portfolio companies and its actual and potential investments (including follow-on investments) or seeking to do any of the foregoing (including any associated legal, financing, commitment, transaction or other fees and expenses payable to attorneys, accountants, investment bankers, lenders, third-party diligence service providers, consultants and similar professionals in connection therewith and any fees and expenses related to transactions that may have been offered to co-investors); (b) all fees, costs, expenses, liabilities and obligations relating to investment and disposition opportunities for each Fund not consummated (including, without limitation, legal, accounting, auditing, insurance, consulting (including consulting and retainer fees paid to any consultants performing investment initiatives and other similar consultants), brokerage, finders', financing, appraisal, filing, printing, real estate title, survey, reverse breakup, termination, entity formation and other fees and expenses relating to such investment and disposition opportunities (collectively, "Broken Deal Expenses") (including Broken Deal Expenses relating to transactions that have been syndicated or offered to but not taken by co-investors, or for which a syndication or co-investment was believed necessary in order to consummate such transaction, or would have been beneficial in the judgment of 1876 Partners)); (c) indebtedness of, or guarantees made by, such Fund, 1876 Partners or their respective affiliates on behalf of such Fund (including any credit facility, letter of credit or similar credit support), including interest with respect thereto, or seeking to put in place any such indebtedness or guarantee; (d) financing, commitment, origination and similar fees and expenses; (e) broker, dealer, finder, underwriting (including both commissions and discounts), loan administration, private placement fees, sales commissions, investment banker, finder and similar services; (f) brokerage, sale, custodial, depository, trustee, record keeping, account and similar services; (g) legal, accounting, research, auditing, administration (including fees and expenses associated with such Fund's third-party administrator and administration or reporting software, if any), information, appraisal, advisory, valuation (including third-party valuations, appraisals or pricing services), consulting (including consulting and retainer fees and other compensation paid to consultants performing investment initiatives and other similar consultants), tax and other professional services; (h) reverse breakup,

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termination and other similar fees; (i) directors and officers liability, errors and omissions liability, crime coverage and general partnership liability premiums and other insurance and regulatory expenses; (j) filing, title, transfer, registration and other similar fees and expenses; (k) printing, communications, marketing and publicity; (l) the preparation, distribution or filing of Fund-related or investment-related financial statements or other reports, tax returns, tax estimates, Schedule K-1s, or any other administrative, compliance or regulatory filings or reports, or other information, including fees and costs of any third-party service providers and professionals related to the foregoing; (m) developing, licensing, implementing, maintaining or upgrading any web portal, extranet tools, computer software or other administrative or reporting tools used for Fund accounting, reporting and Investor administration (including subscription-based services, management systems, software, programming, consulting and monitoring) for the benefit of the Funds or the Investors; (n) any activities with respect to protecting the confidential or non-public nature of any information or data; (o) to the extent provided in the Governing Documents, or otherwise approved by 1876 Partners in its sole discretion, activities or proceedings of the applicable advisory board (including any costs and expenses incurred by representatives of 1876 Partners, the applicable advisory board members, permitted observers and other persons in attending or otherwise participating in meetings of the applicable advisory board); (p) indemnification (including any fees, costs and expenses incurred in connection with indemnifying any partner or other person pursuant to the Governing Documents and advancing fees, costs and expenses incurred by any such person in defense or settlement of any claim that may be subject to a right of indemnification pursuant to the Governing Documents), except as otherwise set forth in the Governing Documents; (q) actual, threatened or otherwise anticipated litigation, mediation, arbitration or other dispute resolution process, including any judgment, other award or settlement entered into in connection therewith; (r) any annual Investor meeting or other periodic, if any, meetings of the Investors and any other conference or meeting with any Investor(s); (s) except as otherwise determined by 1876 Partners in its sole discretion, any fee, cost, expense, liability or obligation relating to any alternative investment vehicle or its activities, business, portfolio companies or actual or potential investments (to the extent not borne or reimbursed by a portfolio company of such alternative investment vehicle) that would be a Fund expense or organizational expense if it were incurred in connection with such Fund, and any expenses incurred in connection with the formation, management, operation, termination, winding up and dissolution of any feeder vehicles related to such Fund to the extent not paid by the investors investing in such entities; (t) the termination, liquidation, winding up or dissolution of such Fund; (u) defaults by partners in the payment of any capital contributions; (v) amendments to, and waivers, consents or approvals pursuant to, the constituent documents of such Fund, 1876 Partners and related entities and any alternative investment vehicle of such Fund, including the preparation, distribution and implementation thereof; (w) complying with any law or regulation related to the activities of such Fund (including regulatory expenses of 1876 Partners incurred in connection with the operation of such Fund and legal fees and expenses); (x) any litigation or governmental inquiry, investigation or proceeding involving such Fund, including the amount of any judgments, settlements or fines paid in connection therewith, except as set forth in the Governing Documents; (y) unreimbursed costs and expenses incurred in connection with any transfer or proposed transfer by an Investor; (z) any taxes, fees and other governmental charges levied against such Fund (except to the extent such amounts are reimbursed by an investor or treated as distributed to an investor pursuant to the applicable Governing Documents) and all expenses incurred in connection with any tax audit, investigation

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settlement or review of such Fund; (aa) distributions to the partners and other expenses associated with the acquisition, holding and disposition of such Fund's investments, including extraordinary expenses; (bb) compliance or regulatory matters related to such Fund, except as set forth in the applicable Governing Documents; (cc) expenses incurred in connection with attending trade association and/or industry meetings, conferences or similar meetings that are primarily related to such Fund's investment activities; (dd) risk, research and market data related expenses (including software and hardware expenses, subscription fees, Bloomberg fees, license fees and other expenses incurred in connection with data services providing market data, news feeds, securities and company information and company fundamental data); (ee) any travel (including airfare at economy comfort (or equivalent) rates), lodging, meals or entertainment relating to any of the foregoing, including in connection with consummated and unconsummated investment and disposition opportunities; (ff) any organizational expenses; (gg) any placement fees; and (hh) any other fees, costs, expenses, liabilities or obligations approved by the applicable advisory board of such Fund.

Each of the Funds is required to reimburse 1876 Partners for the foregoing costs and expenses promptly after they are incurred. As a practical matter, because 1876 Partners is responsible for the conduct of the business of the Funds, 1876 Partners has discretion regarding the timing of reimbursement payments to 1876 Partners.

The Funds will generally not reimburse 1876 Partners for organizational expenses in a combined aggregate amount in excess of a certain dollar amount or any placement fees payable to a placement agent, as set forth in applicable Governing Documents.

Termination of Services

The ability of Investors in the Funds to withdraw is limited by the terms of the applicable Governing Documents. The ability of such Investors to terminate the obligation to pay applicable Management Fees or carried interest distributions (if applicable) or to terminate their investment in the Funds is consequently limited.

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

As described above under “Fees and Compensation,” 1876 Partners and/or its affiliates receive carried interest distributions based on the profit distributions to Investors from certain of the Funds in accordance with the Governing Documents applicable to such Fund. The fact that a significant portion of 1876 Partners and/or its affiliates’ compensation (and their respective investment professionals’ compensation) is directly tied to profit distributions generated by such Funds may create an incentive for 1876 Partners and/or its affiliates and their respective investment professionals to make investments on behalf of such Funds that are riskier or more speculative than would be the case in the absence of such compensation. In addition, the Funds may make carried interest distributions at varying rates; the payment of carried interest by such Funds at varying rates may create an incentive for 1876 Partners and/or its affiliates to disproportionately allocate time, services or functions to such Funds paying carried interest at higher rates. For additional information on certain potential conflicts of interest see “Code of Ethics, Participation or Interest in Client Transactions and Personal Trading” below.

Item 7. Types of Clients

1876 Partners provides management and discretionary investment advisory services directly to the Funds, subject to the direction and control of the general partner of each Fund. In each case, 1876 Partners does not provide advisory services individually to the Investors. Investors in the Funds may include, but are not limited to, governmental or corporate pension funds, university or similar endowments, funds of funds, other institutional investors, high net worth individuals and foundations.

The Funds may impose a minimum initial investment requirement, which varies from Fund to Fund. However, 1876 Partners may waive any such requirement at its sole discretion to the extent permitted by applicable law. In addition, subject to applicable law, the Funds may enter into separate agreements, commonly referred to as “side letters,” with certain Investors, to provide such Investors with additional or different terms than those specifically described in the Governing Documents. These side letters primarily relate to laws, policies and procedures applicable only to specific Investors and not all Investors. However, to the extent permitted by applicable law, under certain circumstances, these side letters could create alternative fee arrangements or preferences or priorities for such Investors with respect to other Investors.

Investors are typically required to meet certain suitability qualifications as described in the applicable Fund’s Governing Documents, such as being an “accredited investor” within the meaning set forth in Rule 501(a) of Regulation D under the Securities Act. Also, Investors will be required to make certain representations when investing in a Fund, including, but not limited to, that (i) they are acquiring an interest for their own account, (ii) they received or had access to all information they deem relevant to evaluate the merits and risks of the prospective investment and that (iii) they have the ability to bear the economic risk of an investment in such Fund. Details concerning applicable Investor suitability criteria are set forth in the respective Fund’s Governing Documents and subscription materials, which are furnished to each prospective Investor.

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

General Investment Strategy

The primary investment strategy of each Fund is to seek investment opportunities in well-positioned, profitable, lower middle market, vertically focused, enterprise software and technology companies in North America. Each Fund may also make similar investments in other types of software and technology companies and other assets to the extent permitted in a Fund's Governing Documents. 1876 Partners anticipates that each Fund generally will obtain majority stakes in each Fund's respective portfolio companies via leveraged buyouts, deploying Fund equity into each portfolio company and deploying additional capital as needed via add-on acquisitions.

Except as otherwise provided in the Governing Documents, 1876 Partners intends to apply the investment strategy and investment process described above to each of the Funds. However, to the extent permitted in the applicable Governing Documents, 1876 Partners may modify or depart from this investment strategy if it identifies investment opportunities that it believes are sufficiently attractive to a Fund on a risk/reward basis.

Each Fund's investment activities involve a high degree of business and financial risk that may result in substantial losses. Investment in each Fund is highly speculative, involves a high degree of risk and could result in the loss of part or all of an Investor's capital contributions to such Fund.

The following is a brief overview of some of the unique risks associated with 1876 Partners' investment strategies. However, it is not intended to serve as an exhaustive list or a comprehensive description of all risks and conflicts that may arise in connection with the management and operations of the Funds. In addition, see "Code of Ethics, Participation or Interest in Client Transactions and Personal Trading" for additional risks associated with certain conflicts of interest. Investors should consider an investment in a Fund as involving a high degree of financial risk and should therefore carefully consider all risks and conflicts described in the relevant Governing Documents. Each prospective Investor should carefully review the applicable Governing Documents, as applicable, before deciding to make an investment in a Fund.

Risk Factors

Investment Mandate; Identification of Suitable Investments

A Fund will not begin operations until its initial closing, and there is no assurance that 1876 Partners will have identified any portfolio company investments by this time. A purchaser of interests in a Fund must rely upon the ability of 1876 Partners to identify, structure and implement portfolio company investments consistent with such Fund's investment objectives and policies. 1876 Partners may be unable to identify a sufficient number of portfolio company investments to meet a Fund's investment objectives. The success of a Fund will depend on the

ability of 1876 Partners and the applicable general partner to identify suitable investments, to negotiate the closing of appropriate transactions, and to arrange the timely disposition of portfolio company investments.

Operating and Financial Risks of Portfolio Companies

The portfolio companies in which a Fund invests could decline as a result of, among other things, economic downturn, a change in the competitive environment, or an adverse development in their business. As a result, portfolio companies that a Fund expects to be stable may instead operate at a loss or have significant variations in operating results. Additionally, the portfolio companies may require substantial additional capital to support their operations or to maintain their competitive position or may otherwise have a weak financial condition or be experiencing financial distress. In some cases, a Fund may intend to restructure and effect improvements in the operations of a portfolio company. However, there can be no assurance that a Fund, the applicable general partner, 1876 Partners or any of their respective affiliates will be able to successfully identify and implement such programs and improvements as the process of identifying and implementing such programs entails a high degree of uncertainty.

Portfolio Company Management

Although a Fund may intend to exercise oversight and overall control of a portfolio company, the day-to-day operations of each portfolio company will be the responsibility of each portfolio company's management team. The success of each portfolio company depends in large part upon the skill and expertise of the management team of each portfolio company. There can be no assurance that the management team will be able to successfully operate the portfolio company in accordance with a particular Fund's plans and objectives. Each portfolio company will need to attract, retain, and develop executives and members of its management team. The failure of a portfolio company to do so has the potential to adversely affect performance of the portfolio company and therefore the performance of a Fund.

Software and Technology Companies

A Fund may focus investments in software and/or technology companies, including without limitation, fintech, enterprise software, communications software, and digital media software companies. The value of the Fund's investments may be susceptible to factors affecting such companies and to a greater risk than an investment in an investment fund that invests in a broader range of securities. The specific risks faced by such companies include:

- rapidly changing software and technologies;
- new competing products, features, and improvements in existing software and/or products that may quickly render existing products, software or technologies obsolete or less preferable;
- the possibility of data security breaches;

- heightened public scrutiny of data security and data privacy matters and related concerns;
- the possibility of lawsuits related to intellectual property rights;
- the inability to provide adequate technical and customer support services;
- any disruptions, delays or defects in software, products and/or services; and
- rapidly changing investor sentiments and preferences with regard to software and technology sector investments (which are generally perceived as risky).

Development of Software and Technology Products and Services

A Fund may invest in portfolio companies that develop software and technology products and services. The marketplace for such software and technology products and services is highly competitive and customer preference for such products and services may be unpredictable. A portfolio company may incur significant costs to develop software and technology products and services and there is no guarantee that such portfolio company will realize a return on its investment or that such software and technology product or service will be effective, desirable to customers and/or profitable. If a portfolio company (i) develops certain new software and technology products and services or (ii) makes changes to existing software and technology products and services that are ultimately not attractive to customers, the operations and financial performance of such portfolio company (and ultimately a Fund) may be adversely affected. Moreover, if any competing software and technology products, services or operating systems (that do not support a portfolio company's software or technology product or service offerings) become widely adopted, the operating results and financial performance of such portfolio company (and ultimately a Fund) could be negatively affected. In addition, consolidation of competitors in the marketplace in which a portfolio company may compete may adversely impact the financial performance of such portfolio company (and ultimately a Fund).

Intellectual Property

Software and technology products and services, including without limitation, any digital platforms, provided by a portfolio company of a Fund will involve certain intellectual property and proprietary rights. In order to protect such intellectual property and proprietary rights related to such software and technology products and services, a portfolio company may rely on a combination of patent, trademark, copyright, trade secret, and other laws, as well as contractual restrictions on disclosure, such as confidentiality agreements with customers, employees, consultants and other third parties, as appropriate. There is no guarantee that such laws or contractual restrictions will provide such portfolio company with sufficient intellectual property rights protection or that such portfolio company will be able to enter into confidentiality agreements with customers, employees, consultants and other third parties that may have access to confidential or proprietary information, know-how or trade secrets.

Even if a portfolio company pursues intellectual property protection strategies and enforces its intellectual property rights, there is no guarantee that such protection strategies or enforcement will sufficiently safeguard intellectual property rights associated with a particular software or

technology product or service. Additionally, a portfolio company may incur significant costs in protecting its intellectual property and defending lawsuits related to its intellectual property rights in a particular software or technology product or service.

1876 Partners anticipates that portfolio companies of each Fund will strive to develop, offer and operate their respective software and technology products and services without infringing, misappropriating or otherwise violating any intellectual property or proprietary rights of any third parties. However, there can be no assurance that these efforts will be successful. Even if the efforts are successful, a portfolio company may incur significant costs in defending intellectual property and proprietary rights or combatting allegations by third parties. From time to time, a portfolio company may be subject to legal proceedings or claims, or threatened legal proceedings or claims, including allegations of infringement, misappropriation or other violations of third-party patents, trademarks, copyrights, trade secrets or other intellectual property or proprietary rights of third parties, which may be costly and cumbersome. Furthermore, such legal proceedings or claims, or threatened legal proceedings or claims, may have a material adverse impact on the financial performance of a portfolio company (and ultimately a Fund).

Portfolio Company Liabilities

Liabilities of portfolio companies, including those related to activities that occurred prior to a Fund's investment, could have an adverse impact on a Fund. For example, courts in some jurisdictions have found that where an investment fund owns 80% or more of a portfolio company, such fund (and any other 80%-owned portfolio companies of such fund) might be found liable for certain pension liabilities to the extent the portfolio company is unable to satisfy such liabilities. Similarly, various jurisdictions allow certain classes of creditors and governmental authorities to make claims against the shareholders of a company if the company is not able to pay the claim itself. As a result, a Fund could become liable for certain claims brought against a portfolio company. Furthermore, the laws of certain jurisdictions provide for carve-outs from limited liability protection for a portfolio company that has incurred certain liabilities, as well as recourse to assets of other entities under common control with, or that are part of the same economic group as, such portfolio company.

Changing Economic Conditions

The success of 1876 Partners' investment strategy could be significantly impacted by changing external economic conditions in the United States and global economies. The stability and sustainability of growth in global economies may be impacted by natural catastrophes, acts of war, terrorism, civil unrest, uninsurable losses, pandemics and epidemics. The availability, unavailability or hindered operation of external credit markets, equity markets and other economic systems that a Fund may depend upon to achieve its objectives, as well as the ongoing need for capital improvements, cash-flow risks and construction risks, may have a significant negative impact on a Fund's operations and profitability. There can be no assurance that such markets and economic systems will be available or will be available as anticipated or needed for a Fund to operate successfully. Changing economic conditions could potentially adversely impact the valuation of portfolio holdings.

Control Position Risk

A Fund may make investments that allows it to control or exercise influence over the management and the strategic direction of a portfolio company. The exercise of control over a portfolio company imposes additional risks of liability for a Fund as a result of environmental damage, product defects, failure to supervise management, and other types of liability in which the limited liability characteristic of business operations may be ignored. The exercise of control over a portfolio company could expose the assets of a Fund to claims by such portfolio company, the other shareholders of the portfolio company, and/or the creditors of the portfolio company.

Director Liability

A Fund may obtain the right to appoint one or more representative to the board of directors (or similar governing body) of a portfolio company. Serving on the board of directors (or similar governing body) of a portfolio company exposes a Fund's board representative, and by extension a Fund, to potential liability. It is possible that a portfolio company does not obtain insurance with respect to director and officer liability, or that such policy is not sufficient to adequately protect a Fund's representatives on the board of directors (or similar governing body). Furthermore, involvement in litigation can be time consuming and has the potential to divert the attention away from a Fund's investment activities.

Investment in Junior Securities

The securities in a portfolio company in which a Fund may invest may be among the most junior in the capital structure of such portfolio company. As such, a Fund's investment will be subject to the greatest risk of loss under such circumstances.

Follow-On Investments

A Fund may be called upon to provide follow-on funding to its portfolio companies or may have the opportunity to increase its investment in a portfolio company. Although the Fund may use capital commitments to make follow-on investments, there is no assurance that a Fund and its co-investors, if applicable, will wish to make such follow-on investments or that a Fund and its co-investors, if applicable, will have sufficient capital to do so. Accordingly, third-party sources of financing may be required, but there is no assurance that such additional sources of financing will be available, or, if available, will be on terms favorable to a Fund. A Fund's decision not to make a follow-on investment or its inability to do so may have an adverse impact on such portfolio company in need of such an investment, or may diminish a Fund's proportionate ownership in such portfolio company and thus its ability to influence such portfolio company's future development, and it could have a significant negative impact on a Fund's investment therein.

Bridge Financing

A Fund may lend to portfolio companies on a short-term, unsecured basis in anticipation of a future issuance of equity or long-term debt. Such bridge loans would typically be convertible into a more permanent, long-term security; however, for reasons not always in a Fund's control, such long-term securities may not be issued and such bridge loans may remain outstanding. In such event, the interest rate on such loans may not adequately reflect the risk associated with the unsecured position taken by a Fund.

Portfolio Company Leverage

To the extent that any investment is made in a portfolio company with a leveraged capital structure or any portfolio company borrows or enters into other financing transactions requiring periodic payments, such investment will be subject to increased exposure to adverse economic factors such as a significant rise in interest rates, a severe downturn in the economy or deterioration in the condition of such company or its industry. If such a company is unable to generate sufficient cash flow to meet principal and interest payments on its indebtedness, the value of any equity investment by a Fund in such company could be significantly reduced or even eliminated.

Limitations on Ability to Exit Investments

A Fund may exit from its investments in the following principal ways: (a) private sales (including acquisitions of its portfolio companies) and (b) initial and secondary public offerings.

At any particular time, one or both of these potential exit strategies may not be open to a Fund, or timing with respect to these exit mechanisms may be inopportune. As such, the ability to exit from and liquidate portfolio holdings may be constrained at any particular time.

Investments Longer Than Fund Term

A Fund may make investments that may not be advantageously disposed of prior to the date that a Fund will be dissolved, either by expiration of a Fund's term or otherwise. Although 1876 Partners expects that a Fund's investments will either be disposed of prior to dissolution or be suitable for in kind distribution at dissolution, a Fund may have to sell, distribute or otherwise dispose of investments at a disadvantageous time as a result of dissolution.

Contingent Liabilities Upon Disposition of Investments

In connection with the disposition of an investment in a portfolio company, a Fund may be required to make representations about the business and financial affairs of such company typical of those made in connection with the sale of a business. To the extent that any such representations are inaccurate, a Fund 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 Fund may establish reserves and

escrows. Investors may also be required to return distributions previously made to them to satisfy a Fund's obligations with respect to these liabilities. Additionally, a Fund may take portfolio companies public and dispose of such investments in public offerings. Disposing of investments through public offerings can give rise to liability if disclosures relating to such sales proves to be incomplete or inaccurate.

Co-Investment

A Fund may co-invest with third parties through partnerships, joint ventures or other structures. Such investments may involve risks not present in investments where a third party is not involved, including the possibility that a third-party co-venturer or joint venture partner may at any time have economic or business interests or goals that are inconsistent with those of a Fund, might become bankrupt or may be in a position to take action contrary to the investment objectives of a Fund. In addition, a Fund may in certain circumstances be liable for actions of its third-party co-venturer or joint venture partner.

Investment in Restructurings

A Fund may make investments in restructurings which involve portfolio companies that are experiencing or expected to experience severe financial difficulties. Such portfolio companies may never overcome the financial difficulties and may cause such company to become subject to bankruptcy proceedings. Bankruptcy proceedings could, in certain circumstances, subject a Fund to certain potential liabilities which exceed the value of a Fund's original investment in the applicable portfolio company. Investments in restructurings may be adversely affected by statutes relating to, among other things, fraudulent conveyances, voidable preferences, lender liability and a bankruptcy court's discretionary power to disallow, subordinate or disenfranchise particular claims or recharacterize investments in portfolio companies made in the form of debt as equity contributions. These potential liabilities can adversely affect both the portfolio companies and their counterparts.

The success of a Fund's restructuring investments will depend on the ability of a Fund to restructure and effect improvements in the operations of a portfolio company or expand the operations of a portfolio company. However, there can be no assurance that a Fund will be able to do so. The activity of identifying and implementing restructuring programs and operating improvements at portfolio companies involves a high degree of uncertainty.

Investments in Less Established Companies; Risk of Fraud in Portfolio Companies

A Fund may invest a portion of its assets in securities at less established companies, or early stage companies. Investments in such companies may involve greater risks than are associated with investments in more established companies. These companies may require considerable additional capital to develop technologies and markets, acquire customers and achieve or maintain a competitive position. This capital may not be available at all, or on acceptable terms. Such companies may face intense competition, including competition from established companies with much greater financial and technical resources, more extensive development, manufacturing, marketing and service capabilities, and a greater number of qualified managerial

and technical personnel. Although a Fund may be represented by a representative of 1876 Partners on a portfolio company's board of directors, each portfolio company will be managed on a day-to-day basis by its own management team (who generally will not be affiliated with a Fund or the applicable general partner). Portfolio companies may have substantial variations in operating results from period to period and experience failures or substantial declines in value at any stage.

Additionally, companies with shorter operating histories tend to have lower capitalizations and fewer resources and, therefore, often are more vulnerable to macroeconomic effects, industry downturns, and financial failure. Less mature companies are also more susceptible to irregular accounting and other fraudulent practices. A Fund may suffer total or partial loss if it invests in a portfolio company which commits such fraud, and there can be no assurance that any losses will be offset by any gains (if any) realized on a Fund's other investments.

Information from Portfolio Companies

1876 Partners may not always receive information from portfolio companies because some information may be considered by a portfolio company to be proprietary. This lack of access to information may make it more difficult to evaluate such portfolio companies. Additionally, a portfolio company's use of proprietary investment and operating strategies that are not fully disclosed may involve unanticipated risks to a Fund under certain market conditions.

Risks Related to Due Diligence

Prior to a Fund investing in a portfolio company, 1876 Partners will typically conduct due diligence on the target company. Due diligence may entail, among other things, the evaluation of important and complex business, financial, tax, accounting, environmental, social, governance and legal issues. 1876 Partners may bring in outside consultants, legal advisors, accountants, investment banks, and other third parties to assist in the due diligence process. Such involvement of third-party advisors or consultants may impose additional risks mainly relating to 1876 Partners' reduced control of the due diligence functions that are outsourced. When conducting due diligence and making an assessment regarding a potential investment, 1876 Partners will rely on the resources available to it, including information provided by the target company and, in some circumstances, third-party investigations and reports. The due diligence investigation that 1876 Partners carries out with respect to an investment opportunity may not uncover or highlight all relevant facts that may be necessary or helpful in evaluating such investment opportunity. Furthermore, such an investigation will not necessarily result in the investment being successful. In addition, it can be difficult to acquire true and complete information regarding the accurate financial condition of certain companies, especially those in financial distress.

Investments in Regulated Industries

The industries in which a Fund's portfolio companies may operate may be subject to greater amounts of regulation than other industries generally. More highly regulated industries include, but are not limited to, healthcare, financial services, insurance, gaming, transportation, energy, and businesses whose customers are primarily governmental entities. Investments in portfolio

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companies that are subject to greater amounts of regulation pose additional risks relative to investments in other companies generally. Such portfolio companies could require additional capital expenditures or become subject to increased compliance costs as a result of changes in applicable laws or regulations or in the interpretations of applicable laws and regulations. If a portfolio company or one of its service providers fails to comply with regulatory requirements, it could subject a portfolio company to civil or criminal liability, including the imposition of fines. Any portfolio company could potentially be materially adversely affected as a result of a change in the regulatory landscape, which would negatively affect performance of a Fund.

Item 9. Disciplinary Information

Neither 1876 Partners nor any of its managing persons have been involved in any legal or disciplinary events in the past 10 years that it believes would be material to a Fund's or Investor's evaluation of 1876 Partners or its personnel.

Item 10. Other Financial Industry Activities and Affiliations

Certain Regulated Entities

Neither 1876 Partners nor any of its management persons is registered or has a pending application to register as a broker-dealer, registered representative of a broker-dealer, futures commission merchant, commodity pool operator, commodity trading advisor or an associated person of any of the foregoing.

Other Affiliations

1876 Partners organizes the Funds, for which affiliates of 1876 Partners serve as general partner or in a similar capacity. For a description of the conflicts of interest created by the relationship among 1876 Partners and the general partners, see “Code of Ethics, Participation or Interest in Client Transactions and Personal Trading” below.

There is no relationship or arrangement between 1876 Partners or any of its management persons, on the one hand, and any affiliate or advisory affiliate of 1876 Partners who performs any of the functions listed in Item 10.C of Form ADV, Part 2A, on the other, that both (i) is material to 1876 Partners’ advisory business or to the Funds and (ii) creates a material conflict of interest with the Funds.

Recommendation of Other Investment Advisers

1876 Partners has not recommended or selected other investment advisers to any Fund for which it has received compensation directly or indirectly from such investment advisers.

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

Code of Ethics

General. 1876 Partners has adopted a Code of Ethics (the “Code of Ethics”) in order to establish the standard of conduct expected of all “supervised persons” of 1876 Partners in light of the duties of 1876 Partners to the Funds. The Code of Ethics generally applies to all supervised persons of 1876 Partners, including all members, officers, directors or employees of 1876 Partners or other persons who are involved in providing investment advisory or investment management services for the benefit of the Funds.

Set forth below is a summary of the principal elements of the Code of Ethics. A complete copy of the Code of Ethics is available to any Investor or prospective Investor upon request. Requests for copies of the Code of Ethics should be directed to the Chief Compliance Officer of 1876 Partners (the “CCO”) at the address, telephone number or email address shown on the cover page of this Brochure.

Standards of Conduct. 1876 Partners requires all of its supervised persons to act at all times in accordance with its fiduciary duty to its clients. As a result, supervised persons should place the interests of the Funds before their own and act with honesty and integrity with respect to the Funds and their Investors. A supervised person should never take inappropriate advantage of his or her position for personal benefit. In addition, a supervised person should make full and fair disclosure of all material facts, particularly where 1876 Partners’ or a supervised person’s interests may conflict with those of a Fund. Each supervised person should have a reasonable, independent basis for any investment advice provided to any Fund.

All supervised persons are expected to be familiar and comply with the laws and regulations applicable to their day-to-day responsibilities, including applicable U.S. federal securities laws and regulations. If a supervised person has any question with respect to any such law or regulation, he or she should consult with the CCO.

Reporting Violations. If any supervised person becomes aware of any violation of the Code of Ethics, he or she must report such violation to the CCO.

Personal Securities Transactions. 1876 Partners has adopted a personal securities transactions policy that addresses personal trading by “access persons” of 1876 Partners in securities, including stocks, bonds, options, warrants, financial commodities, other derivative products and interests in privately placed offerings, limited partnerships and other entities. For this purpose, “access persons” consist of all directors, officers and partners of 1876 Partners and all other supervised persons (i) who have access to non-public information regarding any Fund’s investments or purchase or sale of securities or (ii) who are involved in making securities recommendations to any Fund, or have access to such recommendations that are non-public.

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The personal securities transactions policy of 1876 Partners requires that all access persons:

- obtain pre-clearance before directly or indirectly acquiring beneficial ownership of any security in (i) any U.S. initial public offering or (ii) any security sold in the United States in a private placement;
- comply with certain trading restrictions that generally prohibit the purchase or sale of (i) any security if an order for a Fund account for the same security, using the same trading method at the same price remains unexecuted or (iii) any security that appears on the restricted list maintained by 1876 Partners that is applicable to such access person; and
- submit to the CCO initial, quarterly, and annual reports disclosing personal securities holdings and transactions.

Participation or Interest in Client Transactions

Certain principals, employees and affiliates of the 1876 Partners may invest in the Funds, either through the general partners, as direct investors in Funds, or otherwise. A Fund or its general partner, as applicable, may reduce all or a portion of the Management Fee and/or carried interest distributions related to investments held by such persons. For further details regarding these arrangements, as well as conflicts of interest presented by them, please see “Conflicts of Interest” immediately below.

Conflicts of Interest

1876 Partners may serve as an investment manager to other pooled investment vehicles or for other advisory clients and the principals may conduct investment activities for their own accounts. Such other entities or accounts may have investment objectives or may implement investment strategies similar to those of the Funds. 1876 Partners (and its principals, affiliates and employees) may have investments in certain of the entities managed by 1876 Partners or its and their affiliates.

Conflicts of interest may arise between a general partner and 1876 Partners, on the one hand, and the collective interests of the Investors in a Fund on the other hand. Under certain circumstances, affiliates of 1876 Partners may make investments separate and apart from, or alongside with, the Fund. As set forth in the Governing Documents for the Funds, 1876 Partners will be permitted to manage other investment funds and similar vehicles during the Funds’ terms, any of which may compete with the Funds for investment opportunities, management time and attention, or otherwise. Provisions contained within the Governing Documents for the Funds that authorize 1876 Partners to engage in investment, management or other activities outside, or alongside with, the Funds will, to the extent permitted by applicable law, override common law and statutory fiduciary duties that would apply in the absence of such provisions. The Governing Documents for the Funds contain certain protections for Investors against conflicts of interest faced by the general partners and 1876 Partners, but will not purport to address all types of conflicts that may arise.

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In addition, 1876 Partners may, in its sole discretion, provide or commit to provide co-investment opportunities to one or more Investors and/or other persons, in each case on terms to be determined by 1876 Partners in its sole discretion. Conflicts of interest may arise in the allocation of such co-investment opportunities. The allocation of co-investment opportunities, which may be made to one or more persons for any number of reasons as determined by 1876 Partners in its sole discretion, may not be in the best interests of a Fund or any individual Investor. In exercising its sole discretion in connection with such co-investment opportunities, 1876 Partners may consider some or all of a wide range of factors, which may include the likelihood that an investor may invest in a future Fund sponsored by 1876 Partners or its affiliates.

1876 Partners including its principals, affiliates or employees may have beneficial interests which could conflict with those of the Funds, as promoters, advisers, directors or managers of, or as investors in, or otherwise have interests in, projects in which a Fund intends to invest or has invested. They may also from time to time act as managers, investment advisers, or directors, or be partners, investors or proprietors, or be otherwise involved in, other collective investment schemes that have similar investment objectives to those of the Funds. 1876 Partners will disclose to the applicable general partner the nature and extent of any such interests insofar as 1876 Partners is aware that such interests might conflict with their obligations to the applicable Fund.

Item 12. Brokerage Practices

1876 Partners expects to invest primarily in private securities, thus it does not expect to ordinarily deal with any financial intermediary such as a broker-dealer acting on its behalf in making investments, and commissions are not ordinarily payable in connection with such investments.

To the extent 1876 Partners transacts in public securities for its Funds, it will select brokers based upon 1876 Partners' assessment of the broker's ability to provide best execution for such Fund. 1876 Partners is generally authorized to make the following determinations, subject to a Fund's investment objectives and restrictions set forth in the applicable Governing Documents, without obtaining prior consent from a particular Fund or any of its Investors: (1) which securities or other instruments to buy or sell; (2) the total amount of securities or other instruments to buy or sell; and (3) where relevant, the executing broker or dealer for any transaction and the commission rates or commission equivalents charged for transactions.

Principal or Cross Transactions

1876 Partners generally does not cause the Funds to engage in any principal or agency cross transactions. In the event that 1876 Partners does so, 1876 Partners will first consider and determine that the transaction is in the best interests of both participating Funds. 1876 Partners will seek to obtain independent consent from the Funds if it decides to engage in such principal or agency cross transaction, to the extent deemed necessary or appropriate. To the extent permitted in the applicable Governing Documents, 1876 Partners may engage in certain rebalancing transactions across parallel vehicles and co-investors from time to time.

Allocation of Investment Opportunities

1876 Partners is aware of the importance of treating all Funds on a fair and equitable basis over time. 1876 Partners maintains policies and procedures that are designed to ensure that all investment opportunities are, to the extent applicable, allocated among Funds on a basis that is ultimately fair and equitable over time to each Fund in accordance with its fiduciary obligations, the Governing Documents for the relevant Fund and the 1876 Partners' investment allocation policy. 1876 Partners may be presented with investment opportunities that would be suitable not only for a Fund, but also for other Funds and other investment vehicles managed by 1876 Partners. In determining which investment vehicles should participate in such investment opportunities, 1876 Partners may be subject to conflicts of interest, and will follow its policies and procedures to ensure that investment allocations are effected in a fair and equitable manner over time.

Item 13. Review of Accounts

All investments are carefully reviewed and approved by the 1876 Partners' investment team. The acquisitions team observes transactions on an ongoing basis in the target markets to identify potential transactions. Potential investments are reviewed regularly in the investment team meetings.

1876 Partners generally provides, or will provide, Investors with (i) audited annual financial statements of the Fund; and (ii) quarterly financial statements of the Fund and a quarterly statement reflecting the balance in an Investor's capital account, or such other information and reports as may be set out in the Governing Documents; and annual tax information necessary to complete any applicable tax returns.

Item 14. Client Referrals and Other Compensation

While 1876 Partners has not engaged placement agents in connection with organizing and offering interests in the Funds to date, 1876 Partners may in the future engage placement agents that may receive placement fees in connection with the offering and sale of interests in such Funds. In such event, if any such fees are paid by a Fund, the Management Fee will generally be reduced by the amount of any such placement fees in accordance with the applicable Fund's Governing Documents. Generally, if any such fees required to be credited against the Management Fees for a particular Fund for any period exceed the Management Fees payable by such Fund for such period, the amount of such excess will generally be carried forward and credited against the Management Fees payable by such Fund for subsequent periods.

1876 Partners and/or its affiliates may also provide related services to portfolio investments and may receive certain transaction fees, break-up fees, advisory fees, directors' fees, monitoring fees and other similar fees in connection with actual and proposed investments. As described in the applicable Fund's Governing Documents, this compensation may, in certain circumstances, offset all or a portion of the Management Fees paid by the applicable Fund. Generally, if any such fees required to be credited against the Management Fees for a particular Fund for any period exceed the Management Fees payable by such Fund for such period, the amount of such excess will generally be carried forward and credited against the Management Fees payable by such Fund for subsequent periods.

Item 15. Custody

1876 Partners is deemed to have custody over the cash and securities held by the Funds because an affiliate of 1876 Partners serves as general partner or managing member (or similar capacity) to the Funds. As required by the Rule 206(4)-2 under the Advisers Act (the “Custody Rule”), each Fund maintains cash and securities with an independent qualified custodian. Each Fund is subject to an annual independent audit and audited financial statements prepared in accordance with generally accepted accounting principles will be distributed to the Fund’s Investors in accordance with the Custody Rule. In addition, 1876 Partners may provide Investors with additional reports in accordance with the applicable Fund’s Governing Documents.

Item 16. Investment Discretion

The general partners are each an affiliate of 1876 Partners. In light of the authority granted to the general partners under the Fund Governing Documents and to 1876 Partners under the investment management agreements with the applicable Funds, 1876 Partners and the general partners can be viewed as collectively exercising discretionary authority over investments made by the Funds.

Under the terms of each Fund's Governing Documents, the management and conduct of the business of the applicable Fund are carried out by the applicable general partner, which has the authority to manage, control, administer and operate the business and affairs of the applicable Fund, including its investment activities, subject to certain limitations. Each Fund's Governing Documents impose certain investment guidelines and limitations on the general partner's investment discretion. Each Investor should review the applicable Fund's Governing Documents in order to understand the discretion that 1876 Partners may exercise with respect to a particular Fund.

Item 17. Voting Client Securities

1876 Partners does not generally transact in publicly-traded securities, nor does 1876 Partners anticipate the regular receipt of public proxy materials for investments held by the Funds.

1876 Partners exercises voting authority with respect to any securities held by the Funds, including privately-held shares, partnership interests, limited liability company interests and other voting securities. These securities in many cases consist of privately issued uncertificated securities, but could in certain cases also include securities of publicly traded companies.

1876 Partners has adopted a policy that defines the procedures to be followed by 1876 Partners when it has discretionary authority to vote securities held by any Fund. The purpose of this policy is to ensure that such securities are voted for the benefit of and in the best interests of the applicable Fund. Each voting proposal received by 1876 Partners will be thoroughly reviewed by 1876 Partners to ensure that such action is voted in the best interests of the applicable Fund.

1876 Partners may occasionally be subject to material conflicts of interest in the voting of proxies due to business or personal relationships with persons having an interest in the outcome of certain votes. 1876 Partners or its supervised persons may also occasionally have business or personal relationships with the proponents of proxy proposals, participants in proxy contests, corporate directors and officers, or candidates for directorships.

If at any time 1876 Partners becomes aware of a material conflict of interest relating to a particular proxy proposal, 1876 Partners will handle the proposal by requiring the proposal to be reviewed by the CCO, who will determine how to vote the proxy in a manner consistent with the best interests of the applicable Fund. The Investors in the Funds do not have the right to direct 1876 Partners to vote securities held by any Fund in a certain manner.

1876 Partners will provide a copy of its proxy voting policies and procedures to Investors upon request. Investors may also request information on how portfolio securities held on their behalf were voted. Any such request may be made to the CCO at the telephone number, address or email address shown on the cover page of this Brochure.

Item 18. Financial Information

1876 Partners has never filed for bankruptcy and is not aware of any financial condition that is expected to affect its ability to manage client accounts.