GREENHAVEN
ROAD CAPITAL

July 2022

Dear Fellow Investors,

The Fund[1] returned about -33% in the second quarter, bringing its total decline to approximately -51% in the first half of the year. This has been the U.S. market's worst start to a year in over a half century and, unfortunately, our losses were quite outsized during the period, largely due to our concentrated, long-term bets in growthier areas. With the vast majority of my liquid net worth invested in our funds, my extended family and I have sustained the losses in lockstep with you. I am frustrated by our returns – this is deeply unpleasant and a significant step backwards. It is also important to note that I don't believe these losses of capital are permanent. As I will outline in the letter, I believe that the businesses that we own are far healthier than their recent share prices would indicate. The price declines have been driven not by business failure, but primarily by "multiple compression."

In my investing lifetime, I have experienced two other drawdowns in excess of 40% and, in both instances, have recovered all of the losses and produced substantial gains as market conditions normalized. Of course, as the standard disclaimers say, past performance does not guarantee future results.

As one may expect for a long-term, fundamentals-focused investor, my returns have suffered in periods such as the Great Financial Crisis and in early 2020 Covid shutdowns when macro events have held greater sway over the markets than things like balance sheets, cash flow, revenue growth, and competitive positioning. In such periods, government actions and stimulus plans (or the lack thereof) drove market sentiment and share prices. The beginning of 2022 has been similar in its macro overwhelm. For months now, markets have been focused on inflation, oil prices, and Fed policy. Sector correlation has been high, and we have seen frequent +/-5% share price moves in a single day on no company-specific news.

At the beginning of the year, I sold some of our higher multiple companies such as Roku (ROKU), with the logic that they were more prone to multiple contraction. Unfortunately, our lower multiple stocks have been ravaged just as much. I also took a small position in a company that is receiving almost $6 per share in cash from the sale of a business and has a bevy of other assets. I thought it was mispriced at $4.80, but it has traded as low as $4. Cash is not even a floor. Eventually, fundamentals such as the balance sheets will matter again, but for the first half of the year, they have not.

Do we own businesses that are impaired or are these temporary marks? Are the current prices at all reflective of our estimates of their actual fundamental value? My quick answer is an emphatic NO. The vast majority of our losses have been driven by the continued compression of multiples across the board. These prices may persist for a time, but in my view, they are not reflective of the underlying value or company prospects. If multiple compression were to cease, we would expect our returns to compound at high rates. If multiples ever begin to re-expand, we would expect these rates to be even higher. This is an unpleasant moment on our journey, but the final chapters have not been written, especially since most of our losses remain unrealized. I continue to believe that investments in good businesses with high insider ownership, recurring revenues, and operating leverage are ingredients for prosperity.

[1]Greenhaven Road Capital Fund 1, LP, Greenhaven Road Capital Fund 1 Offshore, Ltd., and Greenhaven Road Capital Fund 2, LP are referred to herein as the "Fund" or the "Partnership"

FORCED BUYERS and TOP FIVE INVESTMENTS

As we are facing a possible recession, having a view on the resilience of the companies that we own is important. Mission critical products and services should fare better on the demand side than discretionary purchases. For example, restaurant owners may not *want* to pay for their POS (point of sale) systems, but if they want to serve customers, paying the POS bill is akin to "keeping the lights on." The restaurant owner is effectively a forced buyer. Having forced buyers does not mean that a weakening economy will not create headwinds, but not all businesses are created equally, and not all demand is created equally. This theme of "forced buyers" can be found throughout our portfolio.

Elastic Software (ESTC)

Shares of Elastic Software, which powers the search for customers such as Uber and provides other security software, ended the quarter down approximately 40% for the year. From the share price, you would think that demand is falling off a cliff, but that is not the case. Revenue is growing at 35%, the balance sheet is rock solid, and net revenue retention continues to hover around 130% as current customers increase their purchases with increased usage. While companies not generating positive cash flow have been obliterated in this downturn, this is a very healthy business that will very likely be cash flow positive this fiscal year. When addressing demand on the most recent call, the CEO did not use the term "forced buyer" but he could have:

> *"We have not seen any indication of slowdown in the demand and the consumption…. these things are mission-critical to them. So from their perspective (customers), as data grows, they* ***need to use Elastic****, and they continue to use Elastic and that's not a place where we see customers trying to make any optimization. So that is an inherent strength for us, and it's continuing*."

Given Elastic's growth rates and operating leverage, if the multiple ceases to compress, we see a clear path to 30%+ returns from here, and still higher returns if / when there is any multiple expansion. Their stock may not have forced buyers, but their products do.

PAR Technology (PAR)

Our largest holding is PAR Technology (PAR), which provides technology to quick service restaurants (QSRs). QSRs typically do quite well in a recession as consumers "trade down" to less expensive offerings. At a June conference held by small and micro cap broker Sidoti, CEO Savneet Singh referenced the underlying strength of their customer base when he said that their restaurant customers had just had their best week ever as measured by revenue recorded on the POS system. Restaurant owners are forced buyers of their POS system, and PAR's core POS business is stable and well-positioned even during a recession. Not immune, but well-positioned.

There are three other developments at PAR that provide sources of optimism, despite what the declining share price and compressing multiple might otherwise indicate. The first is the success of their payments business, which launched less than a year ago. In approximate numbers, locations that adopt the solution increase PAR's revenue per location by 70% and nearly double PAR's gross profit. At that same Sidoti conference, the CEO indicated that, if not for current supply chain obstacles tied to procuring third-party certified hardware (card scanners), the payments business would be doing $10M in revenue this year and growing. He said, "historically, I have been really conservative on this business but I have really turned to saying this is going way better than expected…. Way more pickup… if not for limitations on supply chain we would be jumping up and down as this would be blowing out projections." If a payments customer wants to accept credit cards, PAR is contractually guaranteed to get paid with every single swipe or tap.

The second source of our optimism at PAR is the evolution of their products into a "Unified Commerce Platform." What started as a standalone POS system has been enhanced by the addition of software to manage loyalty programs for QSR restaurants (Punchh), software to manage the "back office" such as inventory and labor (Data Central), and payments. Punchh and Data Central were acquired. As the Unified Commerce Platform continues to roll out, each of the modules offers a better value proposition when used in conjunction with the others. As a simple example, the loyalty program becomes a more robust offering when tied into the POS and payments – there are fewer data integrity issues, and a clearer customer profile emerges. Over time, this should result in opportunities to cross-sell into the existing customer base as well as higher attachment rates of additional modules for new POS customers. As PAR's products are getting better and stronger, their differentiation from the large legacy enterprise POS systems (Micros and Aloha) is getting bigger: the moat is growing.

The company's improving financial profile is our third source of optimism about PAR. Gross margins on POS software have risen from the 40% percent range to above 70%, and I believe should continue to rise with better structured contracts and price increases. The aforementioned payments business has even higher margins. This is coupled with overall software revenues growing 30%+ and corporate expenses being held nearly flat. If we back out the legacy defense business (which they have indicated will be sold) and hardware business, we are paying a mid-single-digit multiple for this year's ending contracted recurring revenue. While some investors have been concerned about PAR's cash flows and path to profitability, this is a company with over $150M in cash on the balance sheet, and I believe it will inflect to profitability next year even with some recessionary headwinds. Yes, the multiple has compressed. In my opinion, the share price decline in the first half of the year is not at all reflective of PAR's progress or future prospects. Clearly, the shares *can* trade lower, but, over time, I believe they will trade significantly higher. Without any multiple re-expansion, we still see a clear path to compounding at 30%+ from here, and with any multiple expansion, our models start to look almost silly.

KKR (KKR)

Asset manager KKR, a longtime Top 5 holding, also has a very stable demand profile. As of their last earnings, forty-three percent of fee-paying AUM is "permanent capital" that effectively cannot be redeemed and is contractually bound to pay management fees for the foreseeable future. That is the definition of a forced buyer. On top of that, KKR has over $100B of "uncalled capital" which will become fee-paying when it is called. The decision of when to call it is up to KKR, not to the investors, and in times of distress (a recession), they are generally more likely to accelerate their investment pace, calling capital to take advantage of cheaper asset prices. We can argue about KKR's fundraising prospects or the future returns of their existing funds, but for the foreseeable future, management fees are contractually guaranteed to continue to flow.

Is KKR a healthy business? I believe it is. As of their last earnings, they have raised $132 billion in the last 12 months, AUM was up 30% year-over-year, and uncalled capital increased by 66% year-over-year. Now, AUM growth will likely slow due to the law of large numbers and a weaker fundraising environment, but KKR also has large opportunities in products targeting insurance businesses (as a result of their 2021 Global Atlantic acquisition) and products targeted at high-net-worth individuals. To give you a sense of the potential success at targeting individuals, KKR competitor Blackstone's "BREIT" (Blackstone REIT) product has been raising in excess of $500M per WEEK. KKR does not have a comparable product with a comparable fundraising track record, but they are investing heavily in the high-net-worth channel. More important for the near term, KKR is fundraising for some large strategies and, given the growth in their LP base, AUM will almost certainly rise… it is just a question of by how much.

I continue to find myself muttering, "this share price makes no sense." I am pretty sure that was the sentiment of the KKR management team when they laid out their investor presentation in early May (link). Keep in mind, shares declined another 20% from this May presentation through quarter-end, so the valuation metrics outlined on page four are that much more favorable. Adjusting their framework to the quarter-end equity valuation, excluding cash and investments and the Global Atlantic holding, we are paying approximately $20B for an asset management business that generated $2.3B – or less than 9X trailing earnings for a business that is likely to continue to grow AUM in the teens and has a growing incentive fee opportunity as the AUM matures. In addition, the asset management business had gross unrealized carried interest of $7B, which certainly has declined with the overall market, but realizations are not going to zero. In fact, based on management comments, gross realizations are expected to be $950M in the third quarter. Again, at the risk of being repetitive, KKR is a business built to withstand wars and recessions. Given its massive amount of permanent capital, KKR will likely outlive us all. When multiple compression abates, share price returns will likely compound at high rates as balance sheet investments grow, AUM and management fees grow, and incentive fees are realized.

Top 5 New Addition – Cellebrite DI (CLBT)

Newer holding Cellebrite DI (CLBT), which is now in our Top 5, enjoys forced buyers and also has a severely compressed multiple. The company is based in Israel and was owned by Japanese company Sun Corporation until, in an effort to highlight Cellebrite's value, Sun helped take the company public by merging it with a SPAC. (Notably, the SPAC was backed by Adam Clammer, who worked at KKR for more than a decade, founding and leading the Global Technology Group.) Sun did not sell any shares in the process, rolling over all of their equity, a sign of their confidence in the business. The logic for going the SPAC route was to get a U.S. listing and try to get a U.S. multiple for their tech business. The strategy has not worked to date as investor skepticism of Israeli companies and cash-guzzling SPACs is quite healthy. However, in its 20+ years of existence, Cellebrite has never raised capital for growth – it has always been able to self-fund – so this is not a profitless tech company that will be burning cash for the foreseeable future.

Cellebrite's primary products enable law enforcement to extract and analyze data from cell phones and other electronic devices. As our digital lives and our actual lives converge, accessing digital information becomes critical when solving crimes and building criminal cases. A cell phone holds a range of information, often including data trails for where a person has been (pings to cell towers, geolocation tags on photos, etc.) as well as texts, emails, photos, contacts, social media accounts, search histories, etc. that can help build a very robust profile.

Accessing this information can be challenging (rightly so) given the security that is on phones. Cellebrite's access solutions naturally vary by model and operating system version, and at this point the company is equipped to extract data from more than 30,000 variations of phones. Once a phone is "cracked," the terms of a search warrant typically restrict what data can be accessed legally, and an audit trail must be maintained to show what information has been accessed, by whom, and if and how it has been shared. Then there is the challenge of making sense of the accessed data, making connections between people, and building a timeline of events. All of this has to be digital, and Cellebrite is the leader in selling these tools.

Individual agencies are not equipped to build these tools in-house. According to the company, 90% of revenues come from government sources – Cellebrite sells to all of the large U.S. federal agencies as well as to a range of law enforcement agencies, including all 20 of the largest U.S. cities and all 27 of 27 EU national police departments. The remaining 10% of revenue comes from large corporations, so Cellebrite has effectively zero exposure to small businesses or direct consumers. In aggregate, Cellebrite has 7,000 customers and very low churn because not accessing the data is not an option. Unless there ceases to be law enforcement, digital devices, and a legal system that demands controls over data access and transparency into the evidence chain, solutions like Cellebrite will continue to be purchased in this modern age. Agencies are forced buyers; they cannot develop the expertise themselves.

Given the diversity of the customer base and the fact that they are primarily government funded, I believe it is highly unlikely that Cellebrite's revenue will fall off a cliff even if inflation continues at 9%. In fact, existing customers have a history of buying more products and upgrades each year as measured by the Net Revenue Retention, which has been running above 125% for the last 3 years. Given the company's market penetration so far, this is a case of selling more into the existing customer base, not spending heavily to acquire new customers with an unknown lifetime value.

Cellebrite has been transitioning customers from licenses to SAAS, which has the effect of lowering the overall growth rate but should result in higher lifetime values and higher valuation over time. This year, company guidance is for overall revenue to grow between 16-20% while the recurring SAAS revenue is projected to grow in excess of 30%. The company has a strong balance sheet with over $170M in cash, ending the ended the quarter with a ~$920M market cap and ~$745M enterprise value. They are slated to generate approximately $250M in recurring revenue (sub-3X EV/Recurring Revenue) this year with gross margins of 80%+ and continue generating cash while investing heavily in the business to drive future growth.

Despite a share price down almost 40% as of the end of the quarter, this is a very healthy, market-leading company with mission critical products, trading at a very compressed multiple. Given the embedded growth rates and high net revenue retention, if the multiple just stops contracting, we would expect to see returns in line with recurring revenue growth in excess of 30% per year. As in the other cases mentioned above, returns can be far higher should relatively modest multiple expansion resume. There was a time not so long ago when investors were paying >10X recurring revenue for growth rates of 35%. We don't need to approach those multiples to make multiples on our investment.

Digital Turbine (APPS)

The Fund's largest detractor year-to-date is a business where the purchases are more discretionary (fewer forced buyers): Digital Turbine (APPS). The entire ad tech sector has seen similar YTD declines of ~70%, driven by a decline in advertising spend and concerns of a recession. The mobile advertising space has also been impacted by Apple's institution of new privacy policies that make targeted advertisements more difficult. Digital Turbine is well insulated from these privacy changes as the large majority of their revenue is not derived from the Apple ecosystem, but rather the Android ecosystem, and they have on-device software that allows them to identify users. Instead, Digital Turbine's troubles have been customer- and product-specific. The most generous description of the current situation is that they have hit an air pocket, but growth should resume. This was hard to anticipate for a few reasons highlighted below – all we know for sure is that growth has come to a screeching halt.

There are two important growth drivers that, at a minimum, have been delayed. The first is the rollout of their Mobile Posse product with AT&T and Verizon, both of whom are moving slower than previously forecasted. Given their sheer size and market power, Digital Turbine does not have a lot of leverage with these customers. The second delay is in generating revenue from partners using the company's SingleTap technology, which makes mobile advertising more effective by improving app download and open rates. Management has said publicly that companies like Twitter and SNAP are testing the technology, and also that they should start recognizing a small amount of licensing revenue in the third quarter, growing from there. One of the challenges of owning APPS right now is that it is hard to get transparency into the timing of the adoption of their technology by large partners. We cannot look at competitors and infer progress, and any disclosure from an executive at a large partner would be material non-public information, so we do not seek it.

On a more positive note, the most direct competitor, IronSource, is being bought by Unity Software in a deal that implies a valuation for Digital Turbine of more than 50% above its quarter-ending price. I believe the deal positions Digital Turbine as a unique independent asset with strategic value to many in the advertising technology/video game tools space. There also appears to be a growing opportunity for Digital Turbine to operate its own app stores if and when government regulations force Google and Apple to allow competition. At the quarter-end price of $17.47 per share, APPS was valued at approximately 14X trailing earnings. This is a business that has a history of rapid growth and operating leverage, solid unit economics, and a very capable management team. If growth is permanently delayed, this is dead money, but with SingleTap, MobilePosse at Verizon and AT&T, progress on other acquisition integrations, and the possibility of independent app stores, there are multiple ways to win, so we have held our shares and the losses remain unrealized.

NEW POSITIONS – STILL BUYING

We continue to purchase shares of two other companies that enjoy the benefits of forced buyers, even in a recession. Because we are in the process of purchasing shares, details in this letter will be sparse, but I have shared a few highlights for now.

The first is a service provider whose type of service is required by law. Based on the company guidance, which appears conservative to me, the company has a high-teens free cash flow yield to the common stock share price, has historically grown organically in the 7% range, and is in the process of integrating a large acquisition. Comparable companies have sold in private transactions at multiples 3X their current valuations. I believe that any combination of continued organic growth, operational improvement, and multiple expansion towards comparable transactions should yield attractive returns. I plan to lay out more of the math in the next letter.

The second company screens horribly from a quantitative perspective, and short interest has been growing steadily. The stock is covered by only one sell side analyst who has not yet put out projections for 2023. This company's primary product type is also required by law for its customers. Current earnings are depressed because they are investing to onboard a new business that is tied to a 10-year contract (forced buyer) and will grow the overall company by approximately 30% in 2023 alone. Today, we have expenses related to this impending contract but no revenues. That will flip next year as expenses will roll off and revenues will appear. A second contractual event will also take place in 2023, albeit with a smaller impact on the financials. A recession will not be good for any of the businesses that we own, but just by a series of contractual events, I believe the future is much brighter for this one than most. I suspect that the short sellers will also become… forced buyers.

PRIVATE EQUITY IN PUBLIC MARKETS

Your stomach may have churned as I referenced price to sales metrics for PAR and Cellebrite, and I could have for Elastic. These are all companies with very low churn, high gross margins, and high net revenue retention. To be clear, none of these are businesses that are selling dollars for 90 cents and reliant on raising more money to lose more money. They all have excellent unit economics. In my opinion, the best way to manage these businesses right now is not for short term profitability but rather long-term profitability. Forgo the earnings today for a much larger harvest later. For example, as described above, Cellebrite is self-funded and has plenty of cash. The company generated $36M in cash flow from operations last year and have guided to $40M in EBITDA this year (interest and depreciation are minimal) on revenue of $285-300M with a quarter-ending enterprise value of $745M (18X EBITDA). If we annualize their first quarter spending, they will spend approximately $80M on sales and marketing and $100M on research and development this year. Delaying growth could likely cut those expenses at least in half and – poof – they'd have an additional $90M in EBITDA and we would be talking about a company trading at less than 6X EBITDA while paying a large dividend.

Given the very low churn, very high margin, and potential areas for expansion, continued investment in growth (even if it is out of favor) should be very high ROI. We can see some of the benefits in the growth of their subscription business. Crime is not going away, and technology is not going away. They have a base of 7,000 large agencies with massive buying power that are drowning in cases and starved for tools. The only negative quantitative indicator I am aware of is the current CLBT share price, which says we are idiots. If the market were closed (private equity) we would be high-fiving and peacocking about the growth in the subscription business, the product pipeline, the net revenue retention, and the low churn. I believe that it makes sense to back a team that is foregoing short-term profitability in pursuit of a longer-term prize, even if in the short term we have to reference EV/Sales vs. P/E – that is what private equity in the public markets looks like.

SHORTS

During the quarter, the Fund remained short major indices and a SPAC that, even under optimistic projections, will not have meaningful revenue for years.

ANNUAL MEETING

We plan to hold the annual meeting on October 13th in New York City. Details will follow via PaperlessPost – anyone who is an LP as of September 1st will be invited to join. Obviously, this is a tough period, but I believe that the ingredients for success remain in place. People matter. I think I am blessed with one of the best email inboxes in the world because of who I get to interact with. If your schedule allows, come meet each other. If the distances are too great or other obligations impede, we will record as much as we can for later distribution to our limited partners.

Joining us at the meeting will be the CEO of one of the companies that we own. My belief is that, through a fireside chat format, you will gain a better perspective on the scale of the opportunity and the quality of the team. We own assets managed by people, not just assets, and I think there is real value in exposing our fellow investors to some of the "jockeys." The meeting will also be held in conjunction with the Partners Fund annual meeting, and we will be joined by a couple of the managers in which the Partners Fund (our boutique fund of funds) is invested as well.

OUTLOOK

On my Mt. Rushmore of investors, Joel Greenblatt is front and center. He wrote *You Can Be a Stock Market Genius*, which was given to me when I started working at a hedge fund right before the financial crisis. He also wrote a book called *The Big Secret for the Small Investor*, in which he looks at the top performing mutual funds over the ten-year period from 2000-2010. One of the many lessons of the book is that, for the best performing funds, there are almost guaranteed to be interim periods of stomach-churning underperformance (Link). In fact, according to Greenblatt, 47% of the funds that ended the decade in the top quartile spent at least 3 years in the bottom decile. We will see where Greenhaven Road ultimately falls as we work to climb back up this mountain, but Greenblatt's data highlights that difficult periods ultimately have been rewarding for many who stayed the course.

The start of this year has been brutal on our portfolio. In this business, there is a scorecard, and for this six-month period of time, we are losing. This is very different from having lost. The share prices of the companies we own are down, as are their multiples. Still, the investments we own are not a bunch of crypto coins that rely on a greater fool showing up to pay us a higher price. As I have tried to repeat again and again – our analysis concludes that the businesses are far healthier than their share price indicate. There are many reasons to believe that demand will be resilient in the potentially trying times ahead. It is also worth noting that none of our significant holdings require additional capital. They are not beholden to the generosity of the markets; they are either profitable or fully funded under just about any scenario.

The macro backdrop is certainly not a source of optimism. I see no indication that Russia's war in Ukraine will end any time soon, inflation is raging, oil prices remain elevated, and interest rates are headed up, up, up. Fortunately, markets often bottom before the economy does. The growthier stocks that we own have multiples that are at multi-year lows. Multiples certainly *can* compress further, but I think our portfolio is structured to generate attractive returns when this contraction stops and even better returns should the tailwind of multiple expansion return to any of our holdings. Our July results have been encouraging, but markets still seem one headline away from "risk-off" seizing the day. The rules of capitalism have not been rewritten – investing in excellent business with excellent managers at reasonable valuations and aligned incentives should still work over the long term.

As I end every letter… as volatility arises, I will attempt to take advantage of the opportunities it creates. We will continue to invest with a long time horizon, and we will continue to invest like it is our own money – because it is. Thank you for the opportunity to grow your family capital alongside mine.

Sincerely,

Scott Miller

Disclaimer:

This document, which is being provided on a confidential basis, shall not constitute an offer to sell or the solicitation of any offer to buy which may only be made at the time a qualified offeree receives a confidential private placement memorandum ("PPM"), which contains important information (including investment objective, policies, risk factors, fees, tax implications, and relevant qualifications), and only in those jurisdictions where permitted by law. In the case of any inconsistency between the descriptions or terms in this document and the PPM, the PPM shall control. These securities shall not be offered or sold in any jurisdiction in which such offer, solicitation or sale would be unlawful until the requirements of the laws of such jurisdiction have been satisfied. This document is not intended for public use or distribution. While all the information prepared in this document is believed to be accurate, MVM Funds LLC ("MVM"), Greenhaven Road Capital Partners Fund GP LLC ("Partners GP"), and Greenhaven Road Special Opportunities GP LLC ("Opportunities GP") (each a "relevant GP" and together, the "GPs") make no express warranty as to the completeness or accuracy, nor can it accept responsibility for errors, appearing in the document.

An investment in the Fund/Partnership is speculative and involves a high degree of risk. Opportunities for withdrawal/redemption and transferability of interests are restricted, so investors may not have access to capital when it is needed. There is no secondary market for the interests, and none is expected to develop. The portfolio is under the sole investment authority of the general partner/investment manager. A portion of the underlying trades executed may take place on non-U.S. exchanges. Leverage may be employed in the portfolio, which can make investment performance volatile. An investor should not make an investment unless they are prepared to lose all or a substantial portion of their investment. The fees and expenses charged in connection with this investment may be higher than the fees and expenses of other investment alternatives and may offset profits.

There is no guarantee that the investment objective will be achieved. Moreover, the past performance of the investment team should not be construed as an indicator of future performance. Any projections, market outlooks or estimates in this document are forward-looking statements and are based upon certain assumptions. Other events which were not taken into account may occur and may significantly affect the returns or performance of the Fund/Partnership. Any projections, outlooks or assumptions should not be construed to be indicative of the actual events which will occur.

The enclosed material is confidential and not to be reproduced or redistributed in whole or in part without the prior written consent of the relevant GP. The information in this material is only current as of the date indicated, and may be superseded by subsequent market events or for other reasons. Statements concerning financial market trends are based on current market conditions, which will fluctuate. Any statements of opinion constitute only current opinions of the GPs, which are subject to change and which the GPs do not undertake to update. Due to, among other things, the volatile nature of the markets, and an investment in the Fund/Partnership may only be suitable for certain investors. Parties should independently investigate any investment strategy or manager, and should consult with qualified investment, legal, and tax professionals before making any investment.

The Fund/Partnership are not registered under the Investment Company Act of 1940, as amended, in reliance on exemption(s) thereunder. Interests in each Fund/Partnership have not been registered under the U.S. Securities Act of 1933, as amended, or the securities laws of any state, and are being offered and sold in reliance on exemptions from the registration requirements of said Act and laws.