Control Number: __________ For exclusive use of:_______________________________________

The information in this private placement memorandum is not complete and may be changed. This prospectus is not an offer to sell and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

CONFIDENTIAL PRIVATE PLACEMENT MEMORANDUM

NOT TO BE REPRODUCED OR REDISTRIBUTED

Corinthian Capital Fund LLC

a Texas limited liability company
1211 Explorer Ln, Grandbury, Texas 76049
(281) 770-0716
Caleb@Corinthian-Capital.com

Dated: August 23, 2024 Termination Date: Ongoing

Notes are being sold on a best-efforts basis with the minimum and maximum dollar amount of aggregate capital commitments of the Offering summarized below:

Notes	**Price to Investors**	**Sellers' Commissions & Discounts**[1]	**Proceeds to the Company**
Minimum Capital Raise[2]	$15,000	$0.00	$15,000
Maximum Capital Raise	$15,000,000	$0.00	$15,000,000

[1] Amounts shown are proceeds after deducting Selling Commissions, if any, but before deducting any organizational expense incurred. See "Estimated Use of Proceeds." We do not intend to offer the Notes through registered broker-dealers or placement agents, but if we do, there will may be selling commissions deducted from proceeds.

[2] The Offering is made on a best efforts basis and no minimum is required in order to close.

THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION DOES NOT PASS UPON THE MERITS OF OR GIVE ITS APPROVAL TO ANY SECURITIES OFFERED OR THE TERMS OF THE OFFERING, NOR DOES IT PASS UPON THE ACCURACY OR COMPLETENESS OF ANY OFFERING CIRCULAR OR OTHER SOLICITATION MATERIALS. THE SECURITIES OFFERED HEREBY HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, OR THE SECURITIES LAWS OF CERTAIN STATES AND ARE BEING OFFERED AND SOLD IN RELIANCE ON EXEMPTIONS FROM THE REGISTRATION REQUIREMENTS OF SAID ACT AND SUCH LAWS; HOWEVER, THE COMMISSION HAS NOT MADE AN INDEPENDENT DETERMINATION THAT THE SECURITIES OFFERED ARE EXEMPT FROM REGISTRATION. THE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION, ANY STATE SECURITIES COMMISSION OR ANY OTHER REGULATORY AUTHORITY, NOR HAVE ANY OF THE FOREGOING AUTHORITIES PASSED UPON OR ENDORSED THE MERITS OF THIS OFFERING OR THE ACCURACY OR ADEQUACY OF THIS MEMORANDUM. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL.

THIS OFFERING IS HIGHLY SPECULATIVE, AND THESE SECURITIES INVOLVE A HIGH DEGREE OF RISK AND SHOULD BE CONSIDERED ONLY BY PERSONS WHO CAN AFFORD THE LOSS OF THEIR ENTIRE INVESTMENT. SEE “RISK FACTORS”.

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BRIEF SUMMARY OF INVESTMENT

This Private Placement Memorandum (this "***Memorandum***") relates to the sale of unsecured Promissory Notes (each, a "***Note***") to investors (each a "***Holder***" or "***Investor***") and related capital commitments by Corinthian Capital Fund LLC, a Texas limited liability company (the "***Company***" or "***Fund***"). The manager of the Company is Corinthian Capital Partners, LLC, a Texas limited liability company ("***Manager***"). The Company was formed on August 1, 2024 as an alternative investment fund. The Fund's primary investment objective is to pursue investment opportunities in private equity, U.S. based hedge funds that focus on highly liquid asset classes while prioritizing the reduction of downside risks, volatility, and substantial drawdown exposures, as well as other similar investments with the potential of offering attractive returns. Each investment made by the Manager will be considered a "***Portfolio Investment***." Pursuant to the Company's investment objective, the Company is offering for investors to purchase Notes that will be invested into Portfolio Investments.

The Company is offering (the "***Offering***") Notes in a maximum offering amount of $15,000,000 (the "***Maximum Offering Amount***") and a minimum offering amount of $15,000 (the "***Minimum Offering Amount***"). The Offering is not contingent on the receipt of any minimum amount of subscriptions for the Notes or receiving the Minimum Offering Amount; rather, the Company may accept and invest its first subscription under the Offering on any date following the Memorandum Date, chosen at the Company's sole and absolute discretion, and may continue the Offering following the first subscription from investors until the Offering is closed or until such time that the Company has received and accepted subscriptions for the Notes and collected capital commitments representing the Maximum Offering Amount, subject to the Company's right, in its sole and absolute discretion, to earlier terminate the Offering. The offering has a minimum capital commitment per investor, subject to the right of the Company Manager to waive or reduce said minimum in its sole and absolute discretion as follows.

The Offering commenced on August 23, 2024. The Manager intends to keep this Offering ongoing and Notes related to Portfolio Investments under this Offering may continue to be offered for sale.

This Summary is intended to provide selected information regarding the Company and should be read in conjunction with, and is qualified in its entirety by, the detailed information appearing elsewhere in this Memorandum. The Company may have made a presentation regarding the Company to potential investors (the ***"Presentation"***) or provided financial projections which may be attached hereto as Exhibit A and copies of the Company's projections and pro forma financial statements are attached as Exhibit A. Any materials previously presented may be provided upon request.

Capitalized terms not defined in this Memorandum have the meanings set forth in the promissory notes, the form of which is attached hereto as Exhibit B. The rights and obligations of each Note offered under this Offering will be determined under the terms of that specific Note. This Memorandum only contains a summary of terms of the Notes and an investor should read their specific Note carefully.

An investment in the Notes is speculative and involves significant risks. See "Risk Factors" for a complete discussion of the risks, including, without limitation, the following:

- The Notes are unsecured.

- The investment is for a promissory note and does not entitle the Holder to any ownership in the Company. The investor will only be a creditor of the Company and not a member with no voting rights or say in how the Company is managed.

- the risks inherent in or associated with the Company's proposed operations as a hedge fund and/or private equity fund; and

- the lack of any market for the Notes and legal and restrictions on the transfer of unregistered securities such as the Notes.

Proceeds of the Offering will be deposited directly into the Company's operating account upon acceptance of the subscription of an Investor and will not be held in any escrow or segregated deposit account. If a subscription is rejected, the applicable subscription funds will be returned promptly to the subscriber after the subscription is rejected.

The Notes have not been approved or disapproved by the Securities and Exchange Commission ("***SEC***") or the securities regulatory authority of any state, nor has the SEC or any securities regulatory authority of any state passed upon the accuracy or adequacy of this Confidential Private Placement Memorandum or any supplements hereto. Any representation to the contrary is a criminal offense. In making an investment decision, investors must rely on their own examination of the person or entity creating the securities and the terms of the Offering, including the merits and risks involved.

An investment in the Notes is suitable only for persons of substantial means who have no need for liquidity in their investment. Prospective investors are not to construe the contents of this Memorandum as legal or tax advice. Each investor should consult his own independent counsel, accountant or business advisor as to legal, tax and related matters concerning the investment. Any investor who desires to purchase the Notes must obtain and thoroughly read this Memorandum and any supplements. This memorandum constitutes an offer only to the offeree whose name appears in the appropriate space on the cover page. Furthermore, this Memorandum does not constitute an offer or solicitation to anyone in any jurisdiction in which such an offer or solicitation is not authorized.

The Notes are subject to restrictions on transferability and resale and may not be transferred or resold except as permitted under the Act of 1933, as amended ("***the Act***"), and applicable state securities laws, pursuant to registration or exemption therefrom. Subscribers for the Notes should be aware that they will be required to bear the financial risks of this investment for an indefinite period of time. No public market will exist for the Notes.

No person has been authorized to give any information or make any representations other than those contained in this Memorandum and, if given or made, such information or representations must not be relied upon as having been given by the Company.

The Act and the securities laws of certain jurisdictions grant purchasers of securities sold in violation of the registration or qualification provisions of such laws the right to rescind their purchase of such securities and to receive back the consideration paid. The Company believes that the Offering of the Notes described in this Memorandum is not required to be registered or qualified. Many of these laws granting the right of rescission also provide that suits for such violations must be brought within a specified time, usually one year from discovery of facts constituting such violation and three years from the violation. Should any investor institute such an action on the theory that the Offering conducted as described herein was required to be registered or qualified, the Company contends that the contents of this Memorandum constituted notice of the facts constituting such violation as of the Memorandum Date hereof.

THIS MEMORANDUM DOES NOT CONSTITUTE AN OFFER OR SOLICITATION IN ANY JURISDICTION IN WHICH SUCH AN OFFER OR SOLICITATION IS NOT AUTHORIZED OR PERMITTED. THE INFORMATION CONTAINED HEREIN IS AS OF THE DATE HEREOF AND SUBJECT TO CHANGE, COMPLETION OR AMENDMENT WITHOUT NOTICE. NEITHER THE DELIVERY OF THIS MEMORANDUM AT ANY TIME, NOR ANY SALE MADE PURSUANT HERETO, SHALL IMPLY THAT INFORMATION CONTAINED HEREIN IS CORRECT AS OF ANY TIME SUBSEQUENT TO THE DATE SET FORTH ON THE COVER HEREOF.

INSOFAR AS INDEMNIFICATION FOR LIABILITIES ARISING UNDER THE SECURITIES ACT OF 1933 MAY BE PERMITTED TO DIRECTORS, OFFICERS OR PERSONS CONTROLLING THE COMPANY PURSUANT TO THE FOREGOING PROVISIONS, THE COMPANY HAS BEEN INFORMED THAT IN THE OPINION OF THE SECURITIES AND EXCHANGE COMMISSION SUCH INDEMNIFICATION IS AGAINST PUBLIC POLICY AS EXPRESSED IN THE ACT AND IS THEREFORE UNENFORCEABLE.

CONFIDENTIAL INFORMATION

The information in this Memorandum is confidential. The contents are not to be reproduced or distributed to the public or press. The information contained herein, while obtained from sources which are believed to be reliable, is not guaranteed as to its accuracy or completeness. The information contained herein may be amended. The information contained in this Memorandum is intended only for the persons to whom it is transmitted for the purposes of evaluating the subject matter of this Offering and Memorandum. By accepting a copy of this Memorandum, the recipient agrees that neither it nor any of its representatives or agents shall use this Memorandum or the information contained herein for any purpose other than for making an informed decision regarding the Offering and shall not divulge it to any other party and shall return all copies of the Memorandum promptly upon request.

FORWARD LOOKING STATEMENTS

This Memorandum contains forward-looking information relating to the Company’s business strategy and measures to implement strategy and other matters. These statements relate to future events or future performance. Forward-looking statements are often, but not always, identified by the use of words such as “anticipate,” “budget,” “plan,” “estimate,” “expect,” “forecast,” “may,” “will,” “project,” “potential,” “target,” “intend,” “could,” “might,” “should,” “believe” and similar expressions. Forward-looking statements are based on the opinions and estimates of management at the date the statements are made, and are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those anticipated in the forward-looking statements. Some of the risks and other factors that could cause results to differ materially from those expressed in the forward-looking statements include, but are not limited to: general economic conditions in the United States and globally; governmental regulation of our industry; unanticipated operating events; the availability of capital on acceptable terms; exchange rates, interest rates the need to obtain required approvals from regulatory authorities; liabilities inherent in our operations; and changes in tax laws. Readers are cautioned that this list of risk factors should not be construed as exhaustive and that reference should be made to the fuller discussion of “*Risk Factors*” elsewhere in this Memorandum.

Although the Company believes that the expectations reflected in the forward-looking statements are reasonable, there can be no assurance that such expectations will prove to be correct. The Company cannot guarantee future results, level of activity, performance or achievements and there is no representation that the actual results achieved will be the same, in whole or in part, as those set out in the forward-looking statements. The forward-looking statements contained in this Memorandum are expressly qualified by this cautionary statement. The Company undertakes no obligation to update or revise publicly any forward-looking statements except as required by applicable legislation. The forward-looking statements made herein relate only to events or information as of the date on which the statements are made. The reader is cautioned not to place undue reliance on forward-looking statements.

NOTICE OF FOREIGN INVESTORS

NOTICE TO FOREIGN INVESTORS IF THE PURCHASER LIVES OUTSIDE THE UNITED STATES, IT IS THE PURCHASER'S RESPONSIBILITY TO FULLY OBSERVE THE LAWS OF ANY RELEVANT TERRITORY OR JURISDICTION OUTSIDE THE UNITED STATES IN CONNECTION WITH ANY PURCHASE OF THE SECURITIES, INCLUDING OBTAINING REQUIRED GOVERNMENTAL OR OTHER CONSENTS OR OBSERVING ANY OTHER REQUIRED LEGAL OR OTHER FORMALITIES. THE COMPANY RESERVES THE RIGHT TO DENY THE PURCHASE OF THE SECURITIES BY ANY FOREIGN PURCHASER.

NOTICE TO FLORIDA RESIDENTS

IF SALES ARE MADE TO FIVE OR MORE PERSONS IN FLORIDA, AND YOU PURCHASE NOTES HEREUNDER, THEN YOU MAY VOID SUCH PURCHASE EITHER WITHIN THREE DAYS AFTER THE FIRST TENDER OF CONSIDERATION IS MADE BY YOU TO THE ISSUER, AN AGENT OF THE ISSUER OR AN ESCROW AGENT OR WITHIN THREE DAYS AFTER THE AVAILABILITY OF THIS PRIVILEGE COMMUNICATED TO YOU, WHICHEVER OCCURS LATER.

NOTICE TO ALL PROSPECTIVE INVESTORS

IN MAKING AN INVESTMENT DECISION, INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF THE ISSUER AND THE TERMS OF THE OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED. THESE SECURITIES HAVE NOT BEEN RECOMMENDED, APPROVED OR DISAPPROVED BY THE U.S. SECURITIES & EXCHANGE COMMISSION (THE "SEC"), ANY STATE SECURITIES COMMISSION OR ANY OTHER REGULATORY AUTHORITY. NONE OF THE FOREGOING AUTHORITIES HAVE PASSED UPON, OR ENDORSED THE MERITS OF, THIS OFFERING OR THE ACCURACY OR ADEQUACY OF THIS MEMORANDUM. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

THESE SECURITIES HAVE NOT BEEN REGISTERED WITH THE SEC UNDER THE SECURITIES ACT OF 1933 (THE "1933 ACT"), OR UNDER THE SECURITIES LAWS OF ANY STATES, AND ARE BEING OFFERED AND SOLD IN RELIANCE ON EXEMPTIONS FROM THE REGISTRATION REQUIREMENTS OF THE 1933 ACT AND SUCH STATE LAWS. THESE SECURITIES ARE SUBJECT TO RESTRICTIONS ON TRANSFERABILITY AND RESALE, AND MAY NOT BE TRANSFERRED OR RESOLD EXCEPT AS PERMITTED UNDER THE 1933 ACT AND SUCH APPLICABLE STATE SECURITIES LAWS, PURSUANT TO REGISTRATION OR EXEMPTION THEREUNDER. THERE IS NO PUBLIC OR OTHER MARKET FOR THESE SECURITIES, NOR IS IT LIKELY THAT ANY SUCH MARKET WILL DEVELOP. THEREFORE, INVESTORS MUST EXPECT TO BE REQUIRED TO RETAIN OWNERSHIP OF THE SECURITIES AND BEAR THE FINANCIAL RISKS OF THIS INVESTMENT FOR AN INDEFINITE PERIOD.

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WHO MAY INVEST – INVESTOR SUITABILITY REQUIREMENTS

General

The Company is offering the Notes only to investors ("***Investors***," or singularly the "***Investor***") who qualify as either (i) Accredited Investors, or (ii) Sophisticated Investors, both under Rule 501 of Regulation D, 17 C.F.R. § 230.501(a), promulgated under the Securities Act of 1933, 15 U.S.C. § 77a, et seq., as amended (the "Securities Act"). The restrictions on the offering are due to the Company's primary reliance of two exemptions from the registrations of the Securities Act, (i) Rule 506(b) of Regulation D of the Securities Act, and (ii) Section 4(2) of the Securities Act.

Accredited Investors. The term "accredited investors" is defined to include, among others (a) any natural person with a net worth, or joint net worth with such purchaser's spouse at the time of purchase, in excess of $1,000,000, excluding the value of one's primary residence (b) a natural person who had an individual gross income in excess of $200,000 in each of the two most recent years or joint income with that person's spouse in excess of $300,000 in each of those years and has a reasonable expectation of reaching the same income level in the current year, or (c) any entity in which all of the equity owners are "accredited investors." If Investors are uncertain as to whether or not they qualify as accredited investors, they should contact a legal advisor of their choice for advice. The Company reserves the right to require any Investor holding itself out as an "accredited investor" to deliver one of the two following items to the Manager along with such Investor's Subscription Agreement: either (1) a signed, certified letter from the Investor's accountant, lawyer, or other professional verifying its "accredited investor" status, or (2) a certified report from a reputable third-party verification service which verifies its "accredited investor" status.

"*Accredited Investor*" is also defined to contain the following within the definition in Rule 501:

(i) A bank as defined in Section 3(a)(2) of the Securities Act or a savings and loan association or other institution as defined in Section 3(a)(5)(A) of the Securities Act, whether acting in its individual or fiduciary capacity.

(ii) A broker or dealer registered pursuant to Section 15 of the Securities Exchange Act of 1934, as amended.

(iii) An insurance company as defined in Section 2(a)(13) of the Securities Act.

(iv) An investment company registered under the Investment Company Act of 1940 (the "1940 Act") or a business development company as defined in Section 2(a)(48) of the 1940 Act;

(v) A Small Business Investment Company licensed by the U.S. Small Business Administration under Section 301(c) or (d) of the Small Business Investment Act of 1958, as amended.

(vi) A plan established and maintained by a state, its political subdivisions, or any agent or instrumentality of a state or its political subdivisions for the benefit of its employees that has total assets in excess of $5,000,000.

(vii) Any employee benefit plan within the meaning of the Employee Retirement Income Security Act of 1974 if the investment decision is made by a plan fiduciary, as defined in section 3(21) of such act, which is either a bank, savings and loan association, insurance company, or registered investment adviser, or if the employee benefit plan has total assets in excess of $5,000,000 or, if a self-directed plan, with investment decisions made solely by persons that are accredited investors.

(viii) A private business development company as defined in Section 202(a)(22) of the 1940 Act.

(ix) An organization described in Section 501(c)(3) of the Internal Revenue Code, a corporation, a Massachusetts or similar business trust, or a partnership, in each case not formed for the specific purpose of acquiring the Notes and with total assets in excess of $5,000,000.

(x) A director, executive officer, or manager of the Company.

(xi) A trust with total assets in excess of $5,000,000 not formed for the specific purpose of acquiring the Note whose purchase is directed by a sophisticated person who has such knowledge and experience in financial and business matters that such person is capable of evaluating the merits and risks of the investment in the Note.

(xii) A natural person who holds, in good standing, one of the following professional licenses: the General Securities Representative license (Series 7), the Private Securities Offerings Representative license (Series 82), or the Investment Adviser Representative license (Series 65).

(xiii) A natural person who is a "knowledgeable employee," as defined in Rule 3c-5(a)(4) under the Investment Company Act of 1940, of the Company.

(xiv) An investment adviser registered pursuant to Section 203 of the Investment Advisers Act of 1940 or registered pursuant to the laws of a state or an investment adviser relying on the exemption from registering with the SEC under Section 203(l) or (m) of the Investment Advisers Act of 1940.

(xv) A family office, as defined in Rule 202(a)(11)(G)-1 under the Investment Advisers Act of 1940, that (i) has assets under management in excess of $5 million; (ii) is not formed for the specific purpose of acquiring the securities in this offering and (iii) has a person directing the prospective investment who has such knowledge and experience in financial and business matters so that the family office is capable of evaluating the merits and risks of the prospective investment.

(xvi) A family client, as defined in Rule 202(a)(11)(G)-1 under the Investment Advisers Act of 1940, of a family office meeting the requirements of Number 17 above and whose prospective investment in the Company is directed by that family office pursuant to Number 17(iii) above.

(xvii) An entity of a type not listed above, that is not formed for the specific purpose of acquiring the securities offered in this offering and owns investments in excess of $5 million. For purposes of this clause, "investments" means investments as defined in Rule 2a51-1(b) under the Investment Company Act of 1940.

Sophisticated Investors. All Investors in the Offering will be required to demonstrate their suitability as Investors in the Company such that such Investors shall be “sophisticated investors.” Pursuant to the Securities Act, “sophisticated investors” are those that have sufficient knowledge and experience in financial and business matters to make them capable of evaluating the merits and risks of the prospective investment. The total number of non-accredited investors but “sophisticated” investors shall not exceed thirty-five (35) investors who meet such sophistication requirements per 501 of Regulation D under the Securities Act. The Company and the Manager have the sole and absolute discretion to accept or reject any subscription or Investor for any reason.

The Company may accept subscriptions for Notes from prospective investors who are “benefit plans” (as defined by the Employee Retirement Income Security Act of 1974, as amended, “***ERISA***”) or IRAs (collectively, “***Qualified Plans***”); provided, however, that at all times Qualified Plans cannot own, in the aggregate, twenty five percent (25%) or more of the total number of the Notes then outstanding.

Accordingly, to maintain said proportion of Qualified Plans within the Offering, to the degree that in each applicable closing the tendered subscriptions from Qualified Plans exceed said 25% threshold limit, that portion of the subscription payment from all such Qualified Plan subscribers which exceeds said threshold must be liquidated by each subscriber, on a pro rata basis, from each of the respective Qualified Plans into cash and invested as cash in the Offering in the subscriber's name set forth in the applicable subscription agreement. In order to minimize the need for liquidation, the Company shall be authorized to hold subscriptions from prospective investors who are Qualified Plans for an additional thirty (30) days so that such held subscriptions can be accommodated in a later closing.

Although the Company may accept subscriptions from "Qualified Plans," the Notes may not be suitable investments for a qualified plan, an IRA or other tax-exempt entity. This Memorandum discusses certain risks that may be associated with an investment in the Notes by a "Qualified Plan (as such term is defined in the Company Agreement), which includes, without limitation, an IRA and certain other tax-exempt entities. Each investor must consult its own advisers before making an investment and must be willing to bear the risks of investment.

100 Investor Limit. Pursuant to the exemption provided in Investment Company Act Section 3(c)(1), the Company may only admit up to One Hundred (100) investors.

Subscription Agreement

To subscribe for Notes, the Investor must complete, execute and deliver to the Company a Subscription Agreement, in the form provided to the Investor by the Company. The Subscription Agreement requires the Investor to represent, among other things, that the Investor is an accredited investor, and is acquiring Notes for the Investor's own account for investment and not with a view to resale or distribute, and that the Investor is aware that transfer of the Notes is restricted by applicable securities law restrictions on transfer, and by the absence of a market for the Notes. The Subscription Agreement also requires the Investor to acknowledge that the Investor has received and has had an opportunity to read this Memorandum and the attached form of Note, has had an opportunity to ask questions of the Company, and is aware of the risks associated with this investment. See "TERMS OF THE OFFERING." The Company may reject a subscription for any reason and accept subscriptions in any order as the Manager may elect.

Restrictions Imposed by the USA PATRIOT Act and Related Acts

In accordance with the Uniting and Strengthening America by Providing Appropriate Tools Required to Intercept and Obstruct Terrorism Act of 2001, as amended (the "***USA PATRIOT Act***"), our Notes may not be offered, sold, transferred or delivered, directly or indirectly, to any "Unacceptable Investor," which means anyone who is:

- a "designated national," "specially designated national," "specially designated terrorist," "specially designated global terrorist," "foreign terrorist organization" or "blocked person" within the definitions set forth in the Foreign Assets Control Regulations of the U.S. Treasury Department;

- acting on behalf of, or an entity owned or controlled by, any government against whom the U.S. maintains economic sanctions or embargoes under the regulations of the U.S. Treasury Department;

- within the scope of Executive Order 13224 — Blocking Property and Prohibiting Transactions with Persons who Commit, Threaten to Commit, or Support Terrorism, effective September 24, 2001;

- subject to additional restrictions imposed by the following statutes or regulations and executive orders issued thereunder: the Trading with the Enemy Act, the Iraq Sanctions Act, the National Emergencies Act, the Antiterrorism and Effective Death Penalty Act of 1996, the International Emergency Economic Powers Act, the United Nations Participation Act, the International Security and Development Cooperation Act, the Nuclear Proliferation Prevention Act of 1994, the Foreign Narcotics Kingpin Designation Act, the Iran and Libya Sanctions Act of 1996, the Cuban Democracy Act, the Cuban Liberty and Democratic Solidarity Act and the Foreign Operations, Export Financing and Related Programs Appropriation Act or any other law of similar import as to any non-U.S. country, as each such act or law has been or may be amended, adjusted, modified or reviewed from time to time; or

- designated or blocked, associated or involved in terrorism, or subject to restrictions under laws, regulations, or executive orders as may apply in the future similar to those set forth above.

THE COMPANY'S ACCEPTANCE OF AN INVESTOR'S SUBSCRIPTION FOR NOTES DOES NOT CONSTITUTE A DETERMINATION BY THE COMPANY THAT THE INVESTMENT IS SUITABLE FOR THE INVESTOR. THE FINAL DETERMINATION AS TO THE SUITABILITY OF INVESTMENT IN THE NOTES FOR THE INVESTOR MUST BE MADE BY THE INVESTOR AND THE INVESTOR'S ADVISORS, IF ANY.

USE OF MARKET AND INDUSTRY DATA

This Memorandum includes market and industry data that we have obtained from third-party sources, including industry publications, as well as industry data prepared by our management on the basis of its knowledge of and experience in the industries in which we operate (including our management's estimates and assumptions relating to such industries based on that knowledge). Management has developed its knowledge of such industries through its experience and participation in these industries. While our management believes the third-party sources referred to in this Memorandum are reliable, neither we nor our management have independently verified any of the data from such sources referred to in this Memorandum or ascertained the underlying economic assumptions relied upon by such sources. Furthermore, internally prepared and third-party market prospective information, in particular, are estimates only and there will usually be differences between the prospective and actual results, because events and circumstances frequently do not occur as expected, and those differences may be material. Also, references in this Memorandum to any publications, reports, surveys or articles prepared by third parties should not be construed as depicting the complete findings of the entire publication, report, survey or article. The information in any such publication, report, survey or article is not incorporated by reference in this Memorandum.

INFORMATION CONTAINED IN ANY COMPANY, MANAGER, SPONSOR, OR AFFILIATE WEBSITE, SOCIAL MEDIA, OR ELECTRONIC MAIL OR MESSAGING IS NOT A PART OF THIS OFFERING MEMORANDUM OR THE OFFERING UNLESS SPECIFICALLY REFERENCED HEREIN.

Unless expressly indicated to be owned by the Company or the Manager, all trademarks, service marks, and trade names that may be referred to in this Memorandum are the property of their respective owners and no claim is made to any intellectual property rights therein.

HOW TO INVEST

A. Investors who are interested in purchasing Notes should take the following steps:

1. Analyze the investment opportunity with your advisor to make sure it is suitable for your investment goals.
2. Determine the appropriate amount of your investment based upon current situation.
3. Complete the Corinthian Capital Fund LLC Subscription Agreement, attached hereto as Annex I and uploaded to the NAV Consulting, Inc. investor portal.
4. Fund your Investment into the Account according to the funding instructions provided separately by the Manager. The entire subscription amount must be paid along with your subscription for it to be accepted.

B. INVESTMENT FUNDING INSTRUCTIONS

The Corinthian Capital Fund LLC Subscription Agreement has certain areas requiring your information and your signature. Please read through the entire agreement and provide all of the necessary information. The Manager will not be making capital calls for the capital commitment you make but the entire subscription amount must be paid along with your subscription for it to be accepted.

Acceptance of Subscriptions; Eligibility Requirements

The Manager reserves the right to reject any tendered subscription for whatever reason the Manager deems appropriate. If the Manager rejects a subscription, the Manager will give notice of such rejection to such subscriber and return to such subscriber the tendered initial subscription payment, without interest and no fees deducted, within a reasonable time after the subscription and the accompanying funds have been received by the Manager. As to the eligibility requirements of prospective Investors, see “WHO MAY INVEST.”

Upon acceptance of a subscription and receipt of funds, the Investor will be a “Holder” of the Notes and creditor of the Company but not an owner or member of the Company.

The Manager will return to such investor whose subscription has been accepted a countersigned Subscription Agreement and executed Promissory Note. All original documentation relating to subscriptions and the formation of the Company will be kept at the offices of the Manager. Each prospective investor or his or her representative may review such documents at any reasonable time, upon reasonable written notice to the Manager. Prospective investors are invited to meet the Manager so that its authorized representatives may answer any questions raised by prospective investors or their representatives in connection with the Offering and provide them with any additional information available to the Manager or which can be acquired without unreasonable effort or expense.

SUMMARY OF THE OFFERING

The following summary is qualified by the detailed information appearing elsewhere in this Memorandum, and is intended only for quick reference. It does not purport to summarize all of the material aspects of an investment in the Company. Investors should read this Memorandum in its entirety and, in particular, focus on the risks described in the section of this Memorandum entitled "RISK FACTORS." Certain capitalized terms used in this summary and elsewhere in this Memorandum are defined below. All capitalized terms that are not defined in this Section shall have the meaning given such terms in the Company Agreement.

The Company; Fund	Corinthian Capital Fund LLC, a Texas limited liability company ("***Company***" or "***Fund***").
Investment Objective	The Fund's primary investment objective is to pursue investment opportunities in private equity, U.S. based hedge funds that focus on highly liquid asset classes while prioritizing the reduction of downside risks, volatility, and substantial drawdown exposures, as well as other similar investments with the potential of offering attractive returns. Each investment made by the Manager will be considered a "***Portfolio Investment***." Investment decisions will be made by the Manager and according to certain Investment Criteria.
Promissory Notes	The Company will issue an unsecured promissory note "***Note***" to each investor as a "***Holder***". Each Note's terms will vary depending on the type of Portfolio Investment being made when a Holder invests, but they will be within the terms set forth herein. Each Note will pay interest at the rate set forth in the Note issued to a particular Holder. Interest is simple interest with no compounding. No payments will be made until expiration of the Note's Term unless otherwise indicated in a particular Holder's individual Note. Each Note shall be for the length set forth in a particular Holder's individual Note with potential extension options (the "***Term***"). There will be no prepayment penalty associated with early payoff of the Note if Company elects to prepay. Depending on the terms of an individual Holder's specific Note, interest only payments may be made monthly, quarterly, or annually on the 30th day of the month such payment is due. Interest shall begin to accrue on the date each Note is funded. The full amount of principal shall be repaid only upon an investor's exit from the Fund after expiration of the Term.
Prepayment Penalty	In the event an Investor seeks to exit this Offering prior to expiration of the Note term, the Manager may allow such exit at the Manager's sole discretion. If the Manager accepts an Investor's request to be repaid early, the Investor will be subject to a prepayment penalty fee equal to 4% of their original investment amount ("***Prepayment Penalty***").

The decision to allow early exit and impose the Prepayment Penalty is at the Manager's sole and absolute discretion. The Manager reserves the right to deny any request for early exit without providing a reason. If approved, the Prepayment Penalty will be deducted from the funds returned to the Investor upon early exit.
In contrast, if the Manager seeks to repay Investors early, no prepayment penalty will be associated with early payoff of the Notes.

Investment Criteria

The Manager intends to adhere to certain fund investment criteria when selecting Portfolio Investments. This is so that the Fund may achieve high capital growth, moderate cash flow, and mitigate risk by investing in U.S. based hedge funds that focus on highly liquid asset classes.

For hedge fund investment opportunities, capital will be allocated in the following categories:

- Short-Term Fixed Income:
  - Assets the Manager believes may have rapid liquidation capability
- Equity Market Exchange Traded Funds (ETFs)
  - Diverse market exposure to capture broader market movements
- Money Market Funds
  - Offers what the Manager believes is near-instant liquidity
- Commodity ETFs
  - Provides what the Manager believes to be a hedge against market volatility and contributes to portfolio diversification
- Foreign Currency Assets
  - Aims for global exposure while reducing, to the extent possible, risks associated with currency fluctuations

For private equity investment opportunities, the Manager intends to select investments that align with the following criteria:

- Target Company Size: $500K - $10M revenue
- Industries: Non-cyclical, niche manufacturing, business services, e-commerce
- Financial Health: Strong cash flows, healthy EBITDA margins
- Market Position: Leading in niche, clear competitive advantages, high barriers to entry
- Growth Potential: Multiple avenues for expansion
- Management: Experienced team, willing to retain equity
- Investment Structure: Preference for control positions, flexibility for variable stakes in high-growth opportunities
- Exit Strategy: Clear path within 2-4 years
- Geographic Focus: US Domestic entities

- Investment Size: $900K - $4M equity investments

The Manager reserves the right to allocate resources that it determines will best maximize returns and minimize risk depending on current market trends. The Manager will have full discretion over the use and deployment of all of the Fund's capital. The Manager does not intend to liquidate all of the Fund's assets within a defined time period.

Trading Strategies

For investments in hedge funds, Manager intends to implement scalping, news and event driven, momentum, and algorithmic trading strategies each as described below.

Scalping: The Fund's scalping strategy aims to exploit short term price movements in highly liquid options, targeting consistent, compounding gains with robust risk management. This method merges technical analysis, controlled position sizing, and technology.

- Objective: Generate daily returns by leveraging short-term price movements. Aim for frequent, small gains, compounding overall returns with systematic risk oversight.

News & Event-Driven Approach: News and major events can have a profound impact on market volatility. This creates opportunity to harness the fluctuations, capitalizing on swift, informed decisions in the wake of significant announcements.

- Objective: Exploit short-term price movements triggered by macroeconomic news, earnings reports, geopolitical events, and other significant announcements.

Momentum Breakouts: Leveraging market momentum allows investors to ride waves of price acceleration in liquid options. This strategy is designed to harness technical indicators to identify strong directional movements, with the goal to capture swift, sizable gains within the trading day.

- Objective: Identify and capitalize on significant price movements driven by momentum, targeting larger but less frequent gains compared to scalping strategies.

Algorithms: Data-driven algorithms can be leveraged to identify high-probability opportunities in the options market. This quantitative approach aims to increase consistency and precision, complemented by human oversight and augmentation, to provide a balanced approach to risk and opportunity.

- Objective: Implement proprietary algorithms to systematize trade entries and exits, reducing to the extent possible human biases while optimizing for consistent returns.

	There is no guarantee that the above strategies will be successful and the Manager reserves the right to alter the above strategies at its sole discretion.
Blind Pool Investment	The Company will invest in Portfolio Investments according to certain Investment Criteria in its discretion. Holders do not have any voting rights or decision-making authority over which Portfolio Investments are pursued in, how such investments are managed, or the ultimate disposition of such Portfolio Investments.
Manager; Investment Manager; Key Principals of Sponsor	Corinthian Capital Partners, LLC, a Texas limited liability company ("***Manager***") The Manager's principal address is: Attn: Caleb Caraway 1211 Explorer Ln Granbury, Texas 76049 The Manager's email is Caleb@Corinthian-Capital.com. The Manager will manage the daily affairs of the Company and will answer any investor questions as required by the Securities Act. See "MANAGEMENT OF THE COMPANY—Project Management." The Investment Manager will make decision regarding acquisition, management, and disposition of Portfolio Investments. The following are Key Principals of the Manager, Investment Manager, and/or Company ("***Key Principals***"): Caleb Caraway The Key Principals, Manager, and Investment Manager and their Affiliates may be referred to herein as the "Sponsor."
Fund Administrator	NAV Consulting, Inc. (the "***Administrator***" or "***NAV***") has been engaged as the administrator of the Fund pursuant to a Service Agreement entered into with the Fund (the "***NAV Agreement***"). The Administrator's contact information is as follows: **NAV Consulting Inc.** 1 Trans Am Plaza Drive, Suite 400 Oakbrook Terrace, IL 60181 P: 1.630.954.1919, P: 1.345.946.5006 F: 1.630.596.8555 F: 1.345.946.5007 F: 1.630.954.2881 Transfer.agency@navconsulting.net
Advisory Board	The Manager may, at its option, establish an Advisory Board comprised of any individuals selected by the Manager, which may include selected investors at the Manager's discretion. The Advisory Board will, if established, serve in an advisory capacity and will be available to advise the Manager. If no advisory board is established, the Manager will act in its place.

The Offering	The Company is offering unsecured promissory notes in a maximum offering amount of $15,000,000 (the "***Maximum Offering Amount***").
Minimum Investment	Each Note - $15,000 or such other amount determined by the Manager at its sole discretion. All minimum investment amounts are subject to the Manager's right to change or waive the minimum amount at the Manager's sole discretion. The entire amount of a subscription for Notes must be paid upon investment and no further capital calls or capital contributions will be required or requested.
Offering Period	Ongoing from the effective date of the Private Placement Memorandum, unless earlier terminated by the Manager, or extended by the Manager, pursuant to the Company Agreement ("***Offering Period***").
Lock Up Period	From the date of an investor's subscription, such investor is locked in with the Fund for the full Term of such investor's specific Note ("***Lock Up Period***")
Side Letters	Provided that any material economic terms are disclosed in advance, all other terms are subsequently disclosed to Investors within a reasonable time, and any such terms are offered in compliance with the Securities Act and the SEC rules and guidance promulgated thereunder, the Manager may, in its sole discretion, enter into agreements on behalf of the Company that modify or supplement Investor's rights and obligations with respect to its investment in the Company (each such agreement, a "***Side Letter***"). The Manager may grant concessions to any unaffiliated investors in Side Letters without offering them to other Investors in its sole and absolute discretion, provided that such Side Letters are offered in compliance with the Securities Act. Unless otherwise authorized by the Securities Act, Side Letters may not provide preferential redemption rights or preferential information rights.
Subscription Payment	The entire amount of a subscription must be paid upon investment and no further capital calls or capital contributions will be required or requested.

<u>*Other Terms of the Notes*</u>

No Ownership or Voting Rights	An investment in the Notes does not provide any ownership, equity, or membership interest in the Company and the Holder of a Note has no voting rights or say in the management of the Company or of any decisions regarding management of any Portfolio Investment.

Non-recourse; non-convertible There is no recourse in the Notes against any owner, director, officer, manager, or member of the Company on the Note and no personal or other guarantee of payment. The Notes are straight promissory notes and are not convertible into equity of the Company in any circumstance.

Expense Reimbursement The Company will pay all Operating Expenses or reimburse the Manager for such Operating Expenses incurred in the operation and management of the Company, as outlined in Section 3.08 of the Company Agreement. These Operating Expenses, as well as Organizational Expenses may be paid out of proceeds from the Offering.

Miscellaneous

Investor Reports No later than (60) days after the end of each calendar year, the Company shall email to the Investors or upload to a web portal a status report of the investment and activities of the Company.

Federal Tax Matters The Manager intends to operate the Company such that it will be classified as a partnership for federal income tax purposes and will not be treated as an association taxable as a corporation. However, no ruling on this issue will be sought or obtained from the Internal Revenue Service. As a partnership for federal income tax purposes, a pass-through entity, the Investor will not be subject to U.S. federal income tax, but each Investor will be required to include, in computing its U.S. federal income tax liability, its allocable share of the items of income, gain, loss and deduction of the Company, regardless of whether the Company makes any cash distributions to such Investor. The U.S. federal income taxation of partnerships is extremely complex, involving, among other things, significant issues as to the character and timing of realization of gains and losses. Prospective investors are urged to consult their tax advisors with respect to such issues.

PROSPECTIVE INVESTORS ARE STRONGLY URGED TO CONSULT THEIR OWN TAX ADVISORS AND COUNSEL WITH RESPECT TO THE POSSIBLE TAX CONSEQUENCES TO THEM OF AN INVESTMENT IN THE COMPANY. THESE TAX CONSEQUENCES MAY BE DIFFERENT FOR DIFFERENT INVESTORS. NO TAX OPINION OF COUNSEL IS BEING PROVIDED WITH THIS MEMORANDUM OR OFFERING.

Securities Law Matters: The Notes will not be registered under the Securities Act of 1933, as amended (the "***Securities Act***"), in reliance on the exemption provided by Section 4(a)(2) thereof, and Regulation D promulgated thereunder, for transactions not involving a public offering. In addition, The Company will limit its investor count to 100 or only accept qualified investors, thereby qualifying for an exemption from registration as an investment company under the Investment

	Company Act of 1940, as amended (the "***Investment Company Act***"). The Company intends to structure its investments to avoid the need for the Manager or its affiliates to register as an investment adviser under the Investment Advisers Act of 1940, as amended (the "***Investment Advisers Act***").
Tax and ERISA Considerations	Investors may be required to file federal, state, or local tax returns in jurisdictions where the Fund's properties are located. Each prospective investor is advised to consult its own tax advisor as to the tax consequences of an investment in the Fund, including the application of United States federal, state, and local tax laws. Investors who are not United States persons should consult their own advisors as to the filing and the tax liability consequence attendant upon their investment in the Fund. Investors subject to the Employee Retirement Income Security Act of 1974, as amended ("***ERISA***"), should consult their own advisors as to the effect of ERISA on an investment in the Fund. The Manager either will not accept subscriptions from benefit plan investors for 25% of any class of limited liability company interests (excluding the Manager's affiliates) or will use commercially reasonable efforts to operate the Fund as a "venture capital operating company." Accordingly, the Fund should not be subject to ERISA.

MANAGEMENT OF THE COMPANY

General

The Manager is responsible for all aspects of the Company's business, including the preparation of Investor reports and other communications, the distribution of Company funds and the selection of the accountants, legal counsel, and other parties engaged to render services to the Company. Under the Company Agreement, the Manager is authorized to delegate to others the performance of its duties and obligations to the Company. The Manager will be responsible for determining how to invest in Portfolio Investments.

Investors will have no right to participate in the management and control of the Company and will have no voice in its affairs.

Management Personnel

The Manager will be directly responsible for all decisions regarding daily business and affairs of the Company. The Company will cover all out-of-pocket expenses incurred by the Manager in performing its duties.

Corinthian Capital Partners, LLC is led by the following listed managers, officers, directors, employees, or key principals:

Name	Position with Manager
Caleb Caraway	Manager

Set forth below is biographical information about the above principals:

Caleb Caraway

Caleb Caraway, a principal and manager of Manager, offers an autodidacts perspective shaped by an interest in tax law, estate and financial planning, options and algorithmic trading, and business strategy. Caleb owns and manages a network consulting firm focused on delivering niche market data to investment banks, family offices, private equity, and venture capitalist. Additionally, he has served as an enterprise leader within the IT hardware, software, and consulting services space with a focus on the Federal Government.

Experience Highlights:

- Sales Optimization Leader - US Public Sector, Hewlett Packard Enterprise - November 2023 to June 2024
- Board Advisor, IMPACT-GRP, Sept 2024 - Present
- Managing Partner & CIO, CORINTHIAN CAPITAL, Aug 2024 - Present
- Board Advisor, GOVLY, Feb 2024 - Present
- Principal & CEO, RAINMAKER SERVICES, Jul 2019 - Present
- Director, US Public Sector Channel Sales, BLAZAR TECHNOLOGY SOLUTIONS, Jul 2024 – Nov 2024
- US Federal Sales Manager - DoD, Civilian Agencies, Systems Integrators, Hewlett Packard Enterprise - October 2022 to November 2023
- US West Sales Leader - State, Local Government, & Education, Hewlett Packard Enterprise - May 2022 to November 2022
- Public Sector Marketing & Alliance Partnerships Leader, Hewlett Packard Enterprise - May 2022 to November 2023

- NA Sales Team Leader - SLED, Hewlett Packard Enterprise - April 2022 to November 2022
- Enterprise Account Manager - SLED Major Accounts, Hewlett Packard Enterprise - July 2021 to November 2022
- Business Operations & Government Contracting Advisor, Advanced Performance Planning - June 2020 to July 2022
- Global Enterprise Sales Manager, Management Controls, Inc. - December 2018 to June 2021
- Hydrometallurgical Mining Project Manager, BMD Resources - March 2017 to May 2018
-

Family Relationships

There are no family relationships among and between the issuer's directors, officers, managers, persons nominated or chosen by the issuer to become directors or officers, managers, or beneficial owners of more than ten percent of any class of the issuer's equity securities.

Compensation of Management

The Company, Manager, and their affiliates will not receive any fees in connection with this Offering. However, the Company will use part of the gross proceeds from the sale of the Notes to pay actual costs incurred by the Company which are associated with the organization of the offering and the closing of the subscriptions of the Offering (including, without limitation, legal fees, state securities filing fees, marketing costs). The Company will also pay other costs and expenses associated with the operation and management of the Company from such gross proceeds.

Although the Company, the Manager, and their affiliates will not receive any fees related to the Offering, the Manager and their affiliates will retain ownership of 100% of the Company, and may retain any profits in excess of amounts payable under the Notes .

Beneficial Ownership of Management and Certain Securityholders

Caleb Caraway, as sole manager of Manager owns 100% of the Company.

Bad Actor Disqualification under Rule 506(d)

No executive officer or manager of the Company or the Manager is subject to "bad actor" disclosure under Rule 506(d) of Regulation D.

Certain Legal Proceeding Disclosures

None of the following events have occurred that would have any material impact on the ability of any member of management to serve in such position for the Company:

(1) In the past 5 years, no member of management has been a debtor in a bankruptcy proceeding or had a receiver or similar person appointed to oversee the business or property of such individual.

(2) In the past 2 years, no member of management was a partner in a partnership or an executive officer in a corporation or business association that was a debtor in a bankruptcy proceeding.

(3) In the past 5 years, no member of management has been convicted in a criminal proceeding (excluding traffic violations and other minor offenses).

Neither the Company nor the Manager are involved in or subject to any pending litigation or claims that would have a material impact upon their ability to discharge their obligations under the Company Agreement. In addition, neither the Company nor the Manager is involved in any litigation at this time material to the operation of the Company, its business, or the Manager.

FUND ADMINISTRATOR

NAV Consulting, Inc. (the "***Administrator***" or "***NAV***") has been engaged as the administrator of the Fund pursuant to a Service Agreement entered into with the Fund (the "***NAV Agreement***"). The Administrator is responsible for, among other things, calculating the Fund's net asset value, performing certain other accounting, back-office, data processing, processing subscriptions, redemptions and transfer activities of Investors in the Fund, certain anti-money laundering functions and related administrative services.

The NAV Agreement provides that the Administrator shall not be liable to the Fund, any Investor or any other person in absence of finding of willful misconduct, gross negligence, or fraud on the part of NAV. Furthermore, Fund shall indemnify and hold harmless the Administrator, its affiliates, and their respective officers, directors, shareholders, employees, agents and representatives (collectively, the "***NAV Parties***") from and against any liability, damages, claims, loss, cost or expense, including, without limitation, reasonable legal fees and expenses (individually, "***Loss***" and collectively, "***Losses***") arising from, related to, or in connection with the services provided to the Fund pursuant to the NAV Agreement, unless any such Losses are the direct result of the willful misconduct, gross negligence or fraud of NAV. In no event shall NAV have any liability to the Fund, any Investor or any other person or entity which seeks to recover alleged damages or losses in excess of the fees paid to NAV by the Fund in the one year preceding the occurrence of any loss, nor shall NAV be liable for any indirect, incidental, consequential, collateral, exemplary or punitive damages, including lost profits, revenue or data, regardless of the form of the action or the theory of recovery, even if NAV has been advised of the possibility of such damages or such damages were foreseeable. Any claim brought against NAV in connection with the NAV Agreement will be barred unless it is initiated within one year of the earlier of the disclosure of the event which is the subject of such claim or the date that the party advancing such claim knew or could with due inquiry have known of such event.

NAV shall not be liable to the Fund, any Investor or any other person for the actions or omissions of any agent, contractor, consultant or other third party performing any portion of the services under the NAV Agreement absent a finding of gross negligence or fraud on the part of NAV in appointing such agent, contractor, consultant or other third party.

NAV shall not be liable to the Fund, any Investor or any other person for actions or omissions made in reliance on instructions from the Fund or advice of legal counsel.

The services provided by NAV are purely administrative in nature. NAV has no responsibilities or obligations other than the services specifically listed in the NAV Agreement. No assumed or implied legal or fiduciary duties or services are accepted by or shall be asserted against NAV. NAV does not provide tax, legal, investment or accounting advice. NAV has no duty to communicate with Investors other than as set forth in Exhibit A of the NAV Agreement. NAV does not have custody of Fund's assets, it does not verify the existence of, nor does it perform any due diligence on the Fund's underlying investments, including, investments in or via related or affiliated entities. In connection with the payment processing functions, NAV shall not be responsible for performance of the due diligence on payment recipients other than in connection with payments for Investors' withdrawals from the Fund, which are subject to anti-money laundering review functions of the services.

The NAV Agreement also provides that it is the obligation of the Fund's management, and not of NAV, to review, monitor or otherwise ensure compliance by the Fund with the investment policies, restrictions or guidelines applicable to it or any other term or condition of the Fund's offering documents, including, without limitation, with its valuation policy or the Fund's stated investment strategy, and with laws and regulations applicable to its activities. The Fund's management's responsibility for the management of the Fund, including without limitation, the valuation of the Fund's assets and liabilities, including, defining and maintaining the valuation policy and for fair valuing the Fund's assets, the oversight of the services provided by NAV and the review of work product delivered by NAV shall not be affected by or limited by any of the services provided by NAV.

The NAV Agreement provides that NAV is entitled to rely on any information, including valuation information, received by NAV from the Fund, the Fund's management or other parties, including without limitation, broker-dealers and data vendors, without independent verification, audit, review, inquiry, or performing other due diligence and NAV shall not be liable to the Fund, any Investor or any other persons for losses suffered as a result of NAV relying on incorrect information. NAV has no responsibility to review, independently value, verify, compare to other pricing sources or otherwise perform due diligence on the valuation information. NAV may accept such information as accurate and complete without independent verification. Furthermore, NAV shall not be liable to the Fund, any Investor or any other person for any loss incurred as a result of an error or inaccuracy of any valuation information received from the Fund or from any pricing or valuation service or data service provider or delay, interruption in service or failure to perform of any pricing or valuation service or data service provider used by NAV.

Where the Fund makes investments via related entities, to produce net asset value calculation, NAV will use the valuation information of such intermediate, related entities. The valuation information of the intermediate, related entities may be provided by the Fund's manager or the manager of the intermediate, related entities. NAV is not responsible for performing any due diligence on any of the Fund's investments, including, the intermediate, related entities and for verifying the existence of the end investments. The Fund is responsible for the completeness of records, documents and information provided to NAV to perform the Services.

The Fund acknowledges the challenges in performing Services for investments in cryptocurrency due to the nature of this asset class, including its anonymity and opaqueness among other factors. Due to these factors and the fact that cryptocurrency is in the early stages in its life, NAV may not have independent access to information in the same manner as it does for traditional assets and has to rely on the information provided by the management of the Fund.

The Fund agrees that NAV has no responsibility to verify, confirm or validate the existence, ownership or control of any cryptocurrency asset held by the Fund. To determine Fund's positions in cryptocurrency in connection with the Services, NAV will rely on the Fund's management representations about said positions. The representation by the Fund's management NAV is entitled to rely on, includes, without limitation, the position information of: 1. cryptocurrency held in cold wallet, in the Fund's exchange account, or in the Fund's account with cryptocurrency custodian, 2. the initial coin offerings ("***ICOs***"), 3. cryptocurrency traded over-the-counter, 4. cryptocurrency received due to forks, airdrops or similar transactions, and 5. cryptocurrency acquired from Fund's mining. If the Fund holds the cryptocurrency in cold wallet, NAV may confirm the amount of cryptocurrency reported on the respective blockchain for the public key of the Fund, provided that given cryptocurrency has a public blockchain and a public key to such blockchain was given by the Fund or its Fund's management to NAV. Having said that, the Fund acknowledges that it is not possible for NAV to determine whether a public key belongs to the Fund. Provided that NAV receives read only access or read only API access, NAV may also confirm Fund's holdings based on the information apparent via such read only access or read only API access to the Fund's exchange accounts or Fund's accounts hosted by cryptocurrency custodians. Having said that, the Fund acknowledges that it is not possible for NAV to determine whether the API key belongs to the Fund. Shall the Fund engage in investing in the ICOs, the holdings in the ICOs and pre-sales may not be visible to NAV between the time of funding and the closing of the ICO. Accordingly, to perform the Services, for the holdings in the ICOs and pre-sales, NAV will rely solely on the Fund's management representations regarding said positions. NAV may rely on the trade confirmations received from the Fund's management's and other counterparties for the OTC transactions. Shall the Fund engage in mining of cryptocurrency, NAV will not independently verify or otherwise perform any due diligence to determine that the cryptocurrencies acquired from mining were actually obtained as a result of Fund's mining activity and not from any other source. The Fund may receive assets due to forks, airdrop or similar transactions. NAV will not verify these transactions independently, but will rely solely on the information provided by the Management for these transactions. NAV may include in the Fund's net asset value assets due to forks, airdrops and similar transactions based on the Fund's management representations, even though, these assets may not be reported by the exchanges in the Fund's exchange accounts or wallets. The assets due to forks, airdrops and similar transactions may be allocated to the Fund's exchange or wallet accounts with delays, however, there is a possibility that the Fund may not receive these assets during the Fund's lifetime. The Fund acknowledges and agrees that NAV will not be required to independently ascertain, confirm nor verify the accuracy of the representations, confirmations and other information relied on by NAV discussed in this paragraph in performing the Services. NAV shall not be liable to the Fund, Investors or any other persons for losses suffered as a result of NAV's reliance on the aforementioned representations and other information relied.

The Fund acknowledges challenges in obtaining valuation information for digital assets. To provide the Services, NAV will rely on prices published by the cryptocurrency exchanges. Each cryptocurrency may be traded on various cryptocurrency exchanges and there may be significant variations between the prices of the same cryptocurrency traded on different cryptocurrency exchanges. NAV will rely on the Fund's management to select the exchange to be used as a source for valuation of each cryptocurrency and to decide what valuation point to use. Before being listed on an exchange, any ICOs and cryptocurrency acquired from Fund's mining activities will be priced at cost or fair value as determined by the Fund's management. The cost of mining shall be determined by the Fund's management. The Fund acknowledges and agrees that NAV has no responsibility to independently verify or otherwise perform any due diligence on the cost of mining valuations. Once an ICO is listed on an exchange, NAV will rely on the Fund's management to select the source exchange and will use the prices published on that exchange. The Fund acknowledges and agrees that NAV has no responsibility to review, independently value, verify, compare to other pricing sources or otherwise perform due diligence on the cryptocurrency valuation information and makes no representations or warranties with respect to its accuracy. The Fund agrees that it is the responsibility of the management of the Fund, and not NAV, to verify whether the exchanges selected by the Fund's management as a valuation source or used for trading are operating lawfully, including, whether they are required to be registered with a regulator or whether they are registered.

The Service Agreement provides that the Services, including the anti-money laundering services provided by NAV, do not encompass monitoring of Fund's trading activity for the purposes of detecting or preventing money laundering. NAV Consulting, Inc. is not responsible for monitoring transactions effected by the Fund's management to ensure compliance with the applicable AML laws and regulations. NAV Consulting, Inc. does not monitor Fund's trading activities for the purposes of assuring compliance with OFAC Sanctions programs. For avoidance of doubt, for the purposes of this paragraph, trading shall include acquisition of cryptocurrency from mining, forks, airdrop and similar transactions or participating in an ICO. In addition, shall the Fund accept the payments for subscriptions or redemptions in-kind in cryptocurrency, the Fund acknowledges that NAV is not able to confirm, verify, or ascertain the source of in-kind payments in cryptocurrency due to the anonymity of cryptocurrency and the Fund agrees that NAV shall not be responsible for monitoring such transactions for the purposes of detecting or preventing money laundering.

The information on investor statements and other reports produced by NAV shall not be considered an offer to sell or a solicitation of an offer to purchase any interest in the Fund, nor may it be used to induce or recommend the purchase or holding of any interest in the Fund.

The NAV Agreement bars non-parties from asserting third party beneficiary claims against NAV.

The Fund pays NAV fees out of the Fund's assets, generally based upon the size of the Fund, in accordance with NAV's standard schedule for providing similar services, subject to a monthly minimum.

Either party may terminate the NAV Agreement on 180 days' prior written notice as well as on the occurrence of certain events.

Investors may review the NAV Agreements by contacting the Fund; provided, that NAV reserves the right not to disclose the fees payable thereunder.

NAV is not responsible for the preparation of this Memorandum or the activities of the Fund and therefore accepts no responsibility for any information contained in any other section of this Memorandum.

USA Funds Contact Information
Administrator
NAV Consulting, Inc.
1 Trans Am Plaza Drive, Suite 400
Oakbrook Terrace, Illinois 60181
T: +1 630.954.1919
F: +1.630.954.1945
main@navconsulting.net

Where to Send Subscriptions and Redemptions
NAV Consulting, Inc.
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1 Trans Am Plaza Drive, Suite 400
Oakbrook Terrace, Illinois 60181, United States
T: +1.630.954.1919
F: +1.630.596.8555
transfer.agency@navconsulting.net

Please note email is always preferred to speed response and avoid delays.

DESCRIPTION OF PROPERTY

The Company does not currently own or lease any real property and does not plan to own or lease real property.

Trends / Uncertainties

Other than the uncertainties as further discussed in the "Risk Factors" section, the Company is not aware of any other specific trends, uncertainties, demands, commitments, or events that are reasonably likely to have a material effect on the Company's revenue, liquidity, or capital resources in the next 12 months.

INVESTMENT CRITERIA & BUSINESS PLAN

The Manager's aspiration for the Company is to be a renowned investment management firm, synonymous with consistent performance and enduring growth. We strive to build strong, lasting relationships with our investors, partners, and the community. We are dedicated to creating a positive impact on society by investing responsibly and supporting initiatives that contribute to economic growth and non-profit success.

The Company's commitment is to act in the best interest of its investors, with a focus on transparency, due diligence, and adherence to industry standards. We approach investment decisions and business operations through the lens of Paul's teaching:1 Corinthians 10:24 "Let no man seek his own good, but the good of others."

Investment Opportunities in Hedge Funds

The Fund aims to yield steady returns through investment into US based hedge funds while prioritizing the reduction of downside risks, volatility, and substantial drawdown exposures. Proprietary options trading segments are intended to designate a portion for potentially higher yield and use a customized approach specifically for options trading.

Strategic capital allocation is intended to be as follows:

- Short Term Fixed Income
  - Assets with what we believe have rapid liquidation capability.
  - Instruments: Treasury Bills, Short-term government bonds, AAA-rated, Corporate bonds, etc.
- Equity Market ETFs (Exchange Traded Funds)
  - Diverse market exposure to capture broader market movements.
  - Key Indices: S&P 500, NASDAQ, MSCI Emerging Markets, etc.
- Money Market Funds
  - Offers what be believe is near-instant liquidity.
  - Vanguard Prime Money Market Fund, BlackRock Liquid Federal Trust Fund, etc.
- Commodity ETFs

- We believe provides a hedge against market volatility and contributes to portfolio diversification.
- Main Commodities: Gold, Silver, Oil, etc.

- Foreign Currency Assets
  - Aims for global exposure while reducing to the extent possible risks associated with currency fluctuations
  - Euro, Yen, Currency ETFs, etc.

Portfolio Management:

- Diversification: Strategic allocation across assets and geographies to dilute systemic risks.
- Liquidity Focus: Maintaining assets with what we believe have quick liquidation potential to cater to investor redemptions.
- Quality & Counterparty Checks: Preference for high creditworthiness instruments and partners, with the goal to reduce to the extent possible default risks.
- Hedging: Utilizing tools and strategies to counteract potential losses from currency shifts and commodity price changes, although no guarantee losses will not result from investment activities.

Volatility Measures

- Real-Time Oversight: Dedicated monitoring of global markets, economic news, and geopolitical events to address shifts.
- Dynamic Allocation: Adjusting asset weights in response to market trends and forecasts.
- Stress Testing: Periodic simulations of market downturns, rate spikes, etc., to analyze and project portfolio endurance.
- Volatility Indicators: Leveraging indices like VIX to gauge market sentiment and anticipate potential periods of increased volatility.

Trading Strategies:

The Manager intends to implement scalping, news and event driven, momentum, and algorithmic trading strategies each as described below.

Scalping: The Fund's scalping strategy aims to exploit short term price movements in highly liquid options, targeting consistent, compounding gains with robust risk management. This method merges technical analysis, controlled position sizing, and technology.

- Objective: Generate daily returns by leveraging short-term price movements. Aim for frequent, small gains, compounding overall returns with systematic risk oversight.
- Instrument Selection
  - Highly Liquid Options: Prioritize SPDR S&P 500 ETF Trust (SPY), AAPL (Apple), AMZN (Amazon), and other liquid index and blue-chip options to execute seamless entries/exits.
  - Expiry Focus: Mainly engage with weekly options to capitalize on high gamma, while being mindful of theta impacts.

- Entry Criteria
    - Momentum Indicators:
        - Utilize RSI (Relative Strength Index) and MACD (Moving Average Convergence/Divergence) to spot what we believe are overbought or oversold conditions.
        - Support & Resistance: Pinpoint key technical levels to guide entry and exit decisions.
        - News Filter: Continuously scan real-time news feeds to anticipate unexpected shocks to the underlying investments.
- Position Sizing
    - Volatility Management: Limit allocation to 1% of AUM per trade, constraining potential losses.
    - Diversification: Maximize at 5 concurrent trades to diversify risk and curb overexposure.
- Exit Criteria
    - Profit Targets: Set a predefined percentage gain for systemic profit-taking.
    - Stop-Loss: Employ tight stops, typically at 0.5%-1% of the trade value to preserve capital. There is no guarantee that any stop loss will be effective and losses will not result.
- Volatility Management
    - Spread Strategy:
        - Engage with vertical spreads to circumscribe risk, sidestepping the perils of naked options.
        - Portfolio Greeks: Uphold a delta-neutral approach, dynamically adjusting positions. Oversee gamma, theta, and vega to keep the portfolio's sensitivities in check.
        - Drawdown Protocol: Use real-time tools to adjust/close positions if daily drawdown surpasses 2% of the allocated segment.
- Technology & Infrastructure
    - High-Speed Platforms: Opt for platforms with minimal latency for swift trade execution.
    - Automated Alerts: Incorporate systems for immediate alerts on significant price movements, volatility changes, and crucial news.
- Review & Iteration:
    - Daily Debrief: Analyze each trading day to refine operations and capture learning opportunities.
    - Monthly Adaptation: Examine broader market nuances monthly, recalibrating strategy to align with emergent patterns.

<u>News & Event-Driven Approach</u>: News and major events can have a profound impact on market volatility. This creates opportunity to harness the fluctuations, capitalizing on swift, informed decisions in the wake of significant announcements.

- Objective: Exploit short-term price movements triggered by macroeconomic news, earnings reports, geopolitical events, and other significant announcements.
- Investment Selection: Focus on blue-chips and sector leaders, given their pronounced response to news. Prioritize options with high liquidity to execute efficient entry and exit.
- Entry Criteria:
    - News Monitoring: Use advanced news aggregation and sentiment analysis tools to detect

and interpret breaking news.
    - Event Calendar: Maintain an up-to-date calendar of scheduled events like earnings reports, Fed meetings, and economic data releases.
- Position Sizing:
    - Volatility Management: Allocate up to 2% of AUM per trade considering the heightened volatility.
    - Diversification: Limit to 3 concurrent trades to spread risk during tumultuous news periods.
- Exit Criteria:
    - Profit Targets: Set flexible profit targets, adjusting based on post-news volatility.
    - Stop-Loss: Implement adaptive stops, broadening during high volatility and tightening in calmer periods. Note: there is no guarantee that any stoploss will be effective and losses will not result.
- Volatility Management:
    - Straddle/Strangle: Use these strategies around uncertain news outcomes to benefit from volatility, regardless of direction.
    - Hedging: Employ index options or inverse ETFs as a hedge during broad market-moving news.
- Technology & Infrastructure:
    - Real-Time News Feeds: Invest in premium news services for the fastest information delivery.
    - Sentiment Analysis Tools: Leverage AI-driven tools to gauge market sentiment post-news.
- Review & Iteration:
    - Post-Event Analysis: Assess the accuracy of predictions and the effectiveness of executed trades after major news.
    - Strategy Refinement: Monthly deep dives to adjust to changing news patterns and market reactions.

<u>Momentum Breakouts</u>: Leveraging market momentum allows investors to ride waves of price acceleration in liquid options. This strategy is designed to harness technical indicators to identify strong directional movements, with the goal to capture swift, sizable gains within the trading day.

- Objective: Identify and capitalize on significant price movements driven by momentum, targeting larger but less frequent gains compared to scalping strategies.
- Investment Selection:
    - Liquid Options: Focus on options of major indices (e.g., SPY, QQQ [Invesco QQQ Trust Series 1]) and trend-setting blue-chips (e.g., AAPL, AMZN, TSLA [Tesla]).
    - Expiry: Concentrate on near-term expiries, typically within a week, to maximize responsiveness to price momentum.
- Entry Criteria:
    - Momentum Indicators: Emphasize Moving Average Crossovers (e.g., 50-day MA crossing 200-day MA) and the MACD to identify starting momentum.
    - Volume Confirmation: Ensure significant trading volume accompanies the price movement, indicating strong market commitment.
    - Breakouts: Spot price breaking significant resistance or support levels, validated with high volume.
- Position Sizing:
    - Volatility Management: Allocate up to 1.5% of AUM per trade, given the potentially higher gains and hit rate.
    - Diversification: Engage in 3-4 concurrent trades to balance opportunity and risk.

- Exit Criteria:
    - Profit Targets: Set at a predetermined price level or percentage gain based on volatility and momentum strength.
    - Trailing Stop-Loss: Implement to capitalize on continued momentum while protecting gains. No guarantee that any gains will result from the strategy or the losses will not result. Adjust based on Average True Range (ATR) to account for volatility.
- Risk Management:
    - Time Decay Caution: Monitor theta closely, given the reliance on near-term options.
    - Volatility: Utilize the VIX and implied volatility to gauge market sentiment and adjust positions.
    - Position Adjustments: Real-time hedging using index options or inverse ETFs during unexpected momentum reversals.
- Technology & Infrastructure
    - High Frequency Trading (HFT) Systems: To execute momentum-based trades, with a goal of reducing slippage to the extent possible.
    - Real-time Analytics: Essential for monitoring momentum strength, volume, and other confirming signals.
- Review & Iteration
    - Daily Momentum Analysis: Assess market and stock-specific momentum trends daily.
    - Quarterly Strategy Evolution: Adjust to market phases (bullish, bearish, sideways) and adapt to changing momentum behaviors.

<u>Algorithms</u>: Data-driven algorithms can be leveraged to identify high-probability opportunities in the options market. This quantitative approach aims to increase consistency and precision, complemented by human oversight and augmentation, to provide a balanced approach to risk and opportunity.

- Objective: Implement proprietary algorithms to systematize trade entries and exits, reducing to the extent possible human biases while optimizing for consistent returns.
- Investment Selection:
    - High Volume Options: Target options of major indices (e.g., SPY, QQQ) and high-volume blue-chips (e.g., AAPL, AMZN).
    - Expiry Preference: Focus on short to medium-term expiries to benefit from the algorithm's predictive modeling.
- Algorithm Criteria:
    - Data Inputs: Incorporate price, volume, volatility, macroeconomic indicators, and sentiment analysis.
    - Machine Learning: Use advanced models (e.g., Neural Networks, Random Forest) to predict short-term price movements and optimize entries/exits.
    - Backtesting: Regularly validate algorithmic performance using historical data to ensure robustness.
- Position Sizing:
    - Calculated Risk: Algorithmically determine position size based on historical volatility and current market conditions, typically up to 2% of AUM.
    - Parallel Trades: Engage in multiple concurrent trades, with diversification enforced algorithmically
- Exit Criteria:
    - Dynamic Targets: Algorithm sets adaptive profit targets and stop-losses based on real-time market data and evolving trade conditions.
    - Volatility Adjustments: Exit points adapt to real-time volatility measures, such as the Average True Range (ATR).

- Volatility Management:
  - Automated Monitoring: Continuous oversight of portfolio Greeks, ensuring a balanced risk profile.
  - Human Oversight: Traders review and augment algorithm decisions, adding a layer of qualitative judgment.
- Technology & Infrastructure
  - Technology Platforms: Employ platforms built for algorithmic trading, ensuring low-latency and high-reliability trade executions.
  - Scalability: Infrastructure to support increased trading frequency as algorithms evolve
- Review & Iteration:
  - Continuous Learning: Algorithms are retrained and refined based on new data and market behaviors.
  - Monthly Reviews: Analyze algorithm performance, reviewing alignment with overall fund objectives.

<u>Investment Opportunities in Private Equity</u>

In addition to pursuing investment opportunities in hedge funds as described above, the Fund also intends to pursue investment opportunities in private equity. The Manager intends to identify, source and generate value by adhering to the following criteria and utilizing the following strategies and processes:

<u>Investment Criteria</u>

- Target Company Profile
  - Our Fund focuses on investing in small to medium-sized enterprises with the following characteristics:
    - Revenue Range: $500,000 to $10 million annually
    - Industries: Non-cyclical sectors, niche manufacturing, business services, and e-commerce
    - Company Stage: Established businesses with at least 2 years of operating history
  - Geographic Focus: U.S. domestic entities
- Financial Health and Performance
  - We seek companies demonstrating:
    - Strong and consistent cash flows
    - Healthy EBITDA margins (target: 10%+)
    - Sustainable revenue growth (minimum 10% year-over-year)
    - Low to moderate debt levels
    - Efficient working capital management
- Market Position and Competitive Advantage
  - Ideal investment targets will possess:
    - Leading position in their niche market
    - Clear and defensible competitive advantages

        - High barriers to entry for potential competitors
        - Unique value proposition or proprietary technology

- Growth Potential
    - We look for businesses with:
        - Multiple avenues for expansion (e.g., new markets, products, or services)
        - Scalable business models
        - Potential for margin improvement through operational efficiencies
        - Opportunities for strategic acquisitions or partnerships
- Management Team
    - Our investments prioritize companies with:
        - Experienced and motivated management teams
        - Willingness of key executives to retain significant equity stakes
        - Clear succession plans and depth in leadership
        - Alignment with our fund's growth and value creation strategies

<u>Investment Strategy</u>

- Investment Structure and Approach
    - Investment Size: Equity investments ranging from $900,000 to $4 million
    - Ownership Preference: Control positions (51%+) preferred, with flexibility for significant minority stakes in high-growth opportunities
    - Board Representation: Active involvement through board seats and advisory roles
    - Value Creation: Hands-on approach to drive operational improvements and strategic growth initiatives

- Risk Mitigation Strategies
    - Thorough due diligence process
    - Diversification across industries and revenue models
    - Implementation of robust financial reporting and governance structures
    - Active monitoring and management of portfolio companies

- Exit Strategy
    - We aim for clear exit paths within 1-4 years through:
    - Strategic sales to larger industry players
    - Management buyouts
    - Secondary sales to other private equity firms
    - Initial Public Offerings (IPOs) in select cases

- Value Creation Plan
    - Operational Efficiency:
        - Implement lean management practices

- Optimize supply chain and inventory management
- Enhance financial reporting and forecasting capabilities

o Revenue Growth:

- Expand into new geographic markets or customer segments
- Develop new products or services
- Implement data-driven marketing and sales strategies

o Strategic Acquisitions:

- Identify and execute bolt-on acquisitions to expand market share or capabilities
- Realize synergies through post-merger integration

o Technology and Innovation:

- Invest in digital transformation initiatives
- Develop or acquire proprietary technologies to enhance competitive advantage

o Talent Development:

- Strengthen management teams through strategic hires
- Implement performance-based incentive structures
- Provide leadership development and training programs

Investment Selection Process

1. Deal Sourcing: Leverage network of industry contacts, investment bankers, and proprietary deal flow channels
2. Initial Screening: Evaluate potential investments against our criteria
3. Due Diligence: Conduct comprehensive financial, operational, and legal due diligence
4. Valuation and Deal Structuring: Determine appropriate valuation and structure the investment terms
5. Investment Committee Approval: Present to and obtain approval from the investment committee
6. Closing and Funding: Execute legal documents and transfer funds
7. Post-Investment Management: Implement value creation plan and actively monitor performance

There is no guarantee that the above criteria, strategies, and processes will be successful and the Manager reserves the right to alter the above strategies at its sole discretion.

SOURCES AND USES OF FUNDS

The following table sets forth information concerning the estimated use of the gross proceeds of this Offering. The Manager retains sole discretion in regards to the allocation or change in the use of proceeds.

	Minimum Offering		***Maximum Offering***	
	Minimum	*Percentag*	*Maximum*	*Percentag*

Description	Offering Amount ($)	e of Gross Proceeds (%)	Offering Amount ($)	e of Gross Proceeds (%)
Gross offering proceeds	$15,000	100.0	$15,000,000	100.0
Selling commissions (1)	0	0.0	0	0.0
Subtotal:	$15,000	100.0	$15,000,000	100.0
Net Proceeds Available for Investment	$15,000	100.0	$15,000,000	100.0
TOTAL APPLICATION	$15,000	100.0	$15,000,000	100.0

Percentages may not precisely cumulate due to rounding.

(1) Offers and sales of Notes will be made on a "best efforts" basis by the Manager on behalf of the Company without offset, commission, or charge therefor.

The total Organizational Expenses from this Offering will be paid out of the proceeds. Such offering expenses include fixed offering expenses of legal counsel and blue-sky fees and costs. The current estimated costs and fees to be reimbursed to the Manager or its affiliates for expenses incurred in preparing the Offering are approximately $35,000, which shall be deducted from the gross proceeds of the Offering. The maximum fees, including reimbursement for the costs of the Offering or any other fees, that may be paid in the 12 months of operations of the Company is $55,000.

The Manager will use the proceeds from the Offering between the Minimum Offering Amount and Maximum Offering Amount to pursue Portfolio Investments. The Company will use proceeds of the Offering to reimburse or pay Operating Expenses as well.

The foregoing represents our present business intentions with respect to the allocation of proceeds of this offering based upon our present plans and business conditions. Further detailed budgets or projections may be included in the materials attached as Exhibit B. The occurrence of certain unforeseen events or changed business conditions could result in the application of the proceeds of the offering in a manner other than as described in this prospectus. See "Risk Factors" for additional discussions of these risks.

Future Capital Needs

The Company was recently formed and has little to no existing working capital. If the maximum offering amount is raised, the Company believes that the Company will have adequate capital to satisfy its cash needs for at least the next 12-month period following the Offering. The Company does not have any other sources of liquidity or capital other than this Offering or any future equity or debt financing associated with each specific Portfolio Investment. The Investors are not obligated to participate in any capital calls or provide additional capital to the Company; however, the Manager may make capital calls to all investors.

Reserves

The Company, in the Manager's sole and absolute discretion, may establish reserves to fund operating and other expenses of the Company including, without limitation, for the payment of any fees or expenses due to the Manager or their respective Affiliates.

<u>Plan of Distribution</u>

The Notes are available to Accredited Investors and Sophisticated Investors only on a first-come-first-serve basis. Each Investor will be a Holder of its individual Note(s). The Notes are being offered on a "best efforts" basis by the Manager on behalf of the Company without any charge or commission. We do not currently intend to offer the Notes through registered broker-dealers or placement agents; however, if we choose to use one, any placement agent fees or commissions would be payable by the Company.

<u>Deposit of Proceeds</u>

Once a subscription has been accepted by the Company, the Company may release all subscription funds associated with such subscription for its use and subsequently tendered subscription monies are not subject to any set aside restrictions.

Proceeds of the Offering will be deposited directly into the Company's operating account upon acceptance of the subscription of an Investor and will not be held in any escrow or segregated deposit account. If a subscription is rejected, the applicable subscription funds will be returned promptly to the subscriber after the subscription is rejected. The Company may use part of the gross proceeds from the sale of the Notes to pay the actual costs incurred by the Company which are associated with the organization of the Offering and/or the closing of the subscriptions of the Offering (including, without limitation, legal fees, state securities filing fees, and marketing costs), as well as reimbursement of such costs incurred by the Manager on behalf of the Company.

CONFLICTS OF INTEREST

A number of conflicts of interest are inherent in the relationships among the Company, the Manager, the Investors, and affiliates thereof. Certain of these conflicts of interest are summarized below.

<u>Fiduciary Duties of Manager</u>

As a general matter, the Manager is accountable as a fiduciary to the Company and generally must act in good faith in dealing with the Company and its assets. The Manager is responsible for all areas of management and operation of the Company; however, some areas in which certain conflicts of interest may arise are set forth under the section entitled "Conflicts of Interest."

<u>Transactions with the Manager and its Affiliates</u>

The Company may enter into other transactions with the Manager or an Affiliate thereof or engage any such Person to render services to the Company, and to pay compensation, fees or other consideration in respect thereto, if the terms of such transaction are commercially reasonable under the circumstances solely as determined by the Manager. To the extent any such transaction may pose a conflict of interest between the Company and the Manager or its Affiliates, the duty of the Manager to the Company and the Investors with respect to the negotiation, execution, administration, amendment and termination of such transactions shall be to act in good faith and in a commercially reasonable manner as established by applicable usages of trade for similar arm's-length transactions. Any contracts and agreements with the Manager or its Affiliates and the Company shall not require the specific approval of a majority or any Investors but may require Advisory Committee Consent.

Independent Activities of the Manager

The Manager may engage in other business ventures for its own account or for the account of others, and neither the Company nor any Investor shall have, by virtue of an investment in the Company, an interest in such business ventures. The Manager and/or its Affiliates may currently serve in a similar managerial capacity for numerous other investments, and the Manager expects to provide similar services to projects subsequently organized by the Manager or its Affiliates.

Manager's Representation of the Company in Audit Proceedings

Situations may arise in which the Manager may act on behalf of the Company in administrative and judicial proceedings involving the IRS or other enforcement authorities. Such proceedings may involve or affect other business entities for which the Manager or its Affiliates act as Manager or Managers. In such situations, the positions taken by the Manager may have differing effects on the Company and such other business entities. Any decisions made by the Manager with respect to such matters will be made in good faith consistent with the Manager's fiduciary duties both to the Company and the Investors and to any other business entity for which the Manager or its Affiliates act as a manager or Manager.

Legal Representation

The Manager engaged Patel Law Group, PLLC, a Texas professional limited liability company as its legal counsel to assist in formation of the Fund contemplated by this Memorandum. Such law firm(s) and related attorneys will not represent nor purport to represent the interests of any other Investor. In such capacity, such law firm(s) and related attorney(s) will not provide advice to prospective investors, nor will it represent Investor's rights. The Company urges the Investor to engage the Investor's own legal counsel and, as necessary, financial consultants for advice regarding the desirability of purchasing the Notes offered pursuant to this Memorandum. PATEL LAW GROUP, PLLC HAS NOT RENDERED AN OPINION ON THE STATE, LOCAL, OR FEDERAL INCOME OR ALTERNATIVE MINIMUM TAX OR NON-U.S. TAX CONSEQUENCES OF AN INVESTMENT IN THE COMPANY.

Limitation of Liability and Indemnification

Neither the Manager nor any of its members, officers, or directors or any of its Affiliates will be liable to the Company or its members or Investors for any act performed or omitted in good faith by such person when acting on behalf of the Company, to the maximum extent permitted under the Act. Moreover, the Manager is entitled to rely upon the advice of legal counsel, independent public accountants, and other experts, including financial advisors, and any act of or failure to act by the Manager in good faith reliance on such advice will not subject the Manager to liability under the Operating Agreement. In addition, the Operating Agreement permits the Manager in some cases to act in its "sole discretion" or in "good faith," (or under the grant of similar authority or latitude), and actions taken in compliance with those standards (as clarified in the Operating Agreement) will not expose the Manager to liability to the Company or the Investors.

The Company is obligated to indemnify the Manager, its members, directors and officers, and its Affiliates for actions taken by such persons on the Company's behalf, as long as those actions, or failures to act, fall within the limitations of liability set forth in the Operating Agreement. Such indemnification is not required if the indemnitee's action is finally adjudicated to be outside of the limitations on liability. In addition, if the indemnitee is the Manager or member, Manager, officer or director of the Manager, or an Affiliate thereof, such indemnitee also has the right to have the Company pay the expenses incurred in defending any proceeding in advance of its final disposition. The Company will be obligated to advance such expenses if such indemnitee delivers to the Company an undertaking to repay all amounts so advanced if it is ultimately determined by a final non-appealable judicial decision that the indemnitee is not entitled to be indemnified.

INSOFAR AS INDEMNIFICATION FOR LIABILITIES ARISING UNDER THE SECURITIES ACT OF 1933 MAY BE PERMITTED TO DIRECTORS, OFFICERS OR PERSONS CONTROLLING THE COMPANY PURSUANT TO THE FOREGOING PROVISIONS, THE COMPANY HAS BEEN INFORMED THAT IN THE OPINION OF THE SECURITIES AND EXCHANGE COMMISSION SUCH INDEMNIFICATION IS AGAINST PUBLIC POLICY AS EXPRESSED IN THE ACT AND IS THEREFORE UNENFORCEABLE.

RISK FACTORS

THE SECURITIES BEING OFFERED INVOLVE A HIGH DEGREE OF RISK AND, THEREFORE, SHOULD BE CONSIDERED EXTREMELY SPECULATIVE. THEY SHOULD NOT BE PURCHASED BY PERSONS WHO CANNOT AFFORD THE POSSIBILITY OF THE LOSS OF THEIR ENTIRE INVESTMENT. PROSPECTIVE INVESTORS SHOULD READ THE ENTIRE PRIVATE PLACEMENT MEMORANDUM AND CAREFULLY CONSIDER, AMONG OTHER FACTORS, THE FOLLOWING RISK FACTORS. FOR PURPOSES OF THE RISK FACTORS, ANY SPONSOR, MANAGING MEMBERS, AND THE MANAGER ARE CONSIDERED "AFFILIATES" OF THE COMPANY.

RISKS RELATED TO FORWARD-LOOKING STATEMENTS

Some of the statements in this Memorandum constitute forward-looking statements. These statements relate to future events or our future financial performance. In some cases you can identify forward-looking statements by terminology such as "may," "should," "expects," "plans," "anticipates," "believes," "intends," "estimates," "predicts," "potential," "continue." "will be," and similar words or phrases, or the negative thereof or other variations thereof or comparable terminology. All forward-looking statements are only predictions or projections and involve known and unknown risks, uncertainties and other factors that may cause the actual transactions, results, performance or achievements of the Company to be materially different from any future transactions, results, performance or achievements expressed or implied by such forward-looking statements. The cautionary statements set forth under the caption "Risk Factors" and elsewhere in this Memorandum identify important factors with respect to such forward-looking statements which you should specifically consider in evaluating these statements and which further include, without limitation, the following factors, any of which may cause our actual results to differ materially from any forward-looking statement:

- international, national and local economic and business conditions that could affect the Company's business;
- cash flow;
- operating performance;
- financing activities;
- tax status of the Company;
- related industry developments affecting the Company's business, financial condition and results of operations.
- the Company's ability to compete effectively;
- governmental approvals, actions, and initiatives, and changes in laws and regulations or the interpretation thereof; and
- the effects of new tax legislation.

Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements. Moreover, neither we, nor any other person, will assume responsibility for the accuracy or completeness of these statements and thus no assurance can be made to any investor that the Company's expectations will be attained or that any deviations will not be material. We are under no duty to update any of the forward-looking statements after the date of this Memorandum to conform these statements to actual results, and as such, we undertake no obligation to publicly release the results of any revisions to the forward-looking statements that may be made to reflect any future events or circumstances.

<u>Portfolio Investment and Operations Risk</u>

(a) The Company's business will be dependent on the performance of Portfolio Investments.

An investment in the Company is subject to investment risk, including the possible loss of the entire principal amount invested. An investment in the Company represents an indirect investment in various investment opportunities owned by the Company, and the value of these companies may fluctuate, sometimes rapidly and unpredictably. At any point in time, an investment in the Company may be worth less than the original amount invested.

(b) We may not be able to adequately protect the intellectual property of Portfolio Investments, or such company's assets, which could harm the value of our Portfolio Investments and adversely affect our business.

Our ability to successfully implement our business plan depends in part on our ability to further build brand recognition of companies we acquire using any trademarks, service marks, trade dress and other proprietary intellectual property that we may acquire, develop, or license. If our efforts to protect our intellectual property are inadequate, or if any third party misappropriates or infringes on our intellectual property, this could have a material adverse effect on our business. We plan to pursue the registration of our domain names, trademarks and service marks in the U.S. and internationally. Effective trademark, copyright, patent, domain name, trade dress and trade secret protection is very expensive to maintain and may require litigation. We must protect our intellectual property rights and other proprietary rights in an increasing number of jurisdictions, a process that is expensive and time consuming and may not be successful in every location.

(c) Legal Entitlement Risks.

In order to operate the Company, the Company may need to obtain certain permits and licenses from the various governmental agencies. As with any process subject to public hearings and comment, it is possible that unforeseen objections to the Company's projected business model may cause delays and compromise the timing or commencement of the Company's operations. There can be no assurance that the necessary permits and licenses and approvals will be issued to the Company on a timely basis.

(d) Concentration Risks

The investment proceeds of this offering will be invested in the limited number of Portfolio Investments chosen by the Manager or Investment Manager only; hence, the Investors' investment will not be fully diversified and may be concentrated within certain limited industries.

(e) Risks Inherent in Hedge Fund, Venture Capital and Private Equity Type Investments. The types of investments that the Company anticipates making involve a high degree of risk. In general, financial and operating risks confronting Portfolio Investments can be significant. While targeted returns should reflect the perceived level of risk in any investment situation, there can be no assurance that the Company will be adequately compensated for risks taken. A loss of an investor's entire principal is possible. The timing of profit realization is highly uncertain. Losses are likely to occur early in the Company's life, while successes often require a long maturation.

Early-stage and development stage companies often experience unexpected problems in the areas of product development, manufacturing, marketing, financing, and general management, which, in some cases, cannot be adequately solved. In addition, such companies may require substantial amounts of financing which may not be available through institutional private placements or the public markets. The percentage of companies that survive and prosper can be small.

Investors rely upon the Manager and Investment Manager to determine where and upon what terms to invest the Company's capital. Investors will be relying upon the judgment of the Investment Manager and Manager in order to realize any profits, which cannot be guaranteed.

The vast majority of the Company's investments are expected to be minority stakes in privately held companies. As is the case with minority holdings in general, such minority stakes that the Company may hold will have neither the control characteristics of majority stakes nor the valuation premiums accorded majority or controlling stakes.

(f) Risks of Investments in Other Private Funds

The Company may invest in private pooled investment vehicles managed by third parties pursuing investment strategies similar to or different from that of the Company (each an "***Underlying Fund***"). There can be no assurance that the Underlying Fund will meet its investment objectives or otherwise be able to successfully carry out its investment strategy.

- *Terms of the Underlying Funds*. The terms of the Underlying Funds, including their respective investment guidelines may be different from this Fund. Such different terms may vary from those described in the Underlying Funds offering memorandum. Investors will not have the ability to negotiate the terms of the Company's investment in an Underlying Fund and will be subject to all the risks associated with Portfolio Investments subject to Underlying Funds.
- *Multiple Levels of Expenses.* In addition to the charges and expenses associated with an investment in the Company, each Underlying Fund could charge the Company an allocable share of its own fees and expenses, including an asset management and performance allocation, if any, charged by its Manager often referred to as Acquired Fund Fees and Expenses, usually meaning any fees and expenses incurred directly from investment in shares of another fund.
- *Illiquid Investments*. The Company may invest part of its assets in investments that Manager believes either lack a readily assessable market value or should be held until the resolution of a special event or circumstance. The Company may not be able to readily dispose of illiquid investments and, in some cases, may be contractually prohibited from disposing of such investments for a specified period of time. For accounting purposes, illiquid investments and other assets and liabilities for which no such market prices are available will generally be carried on the books of the Company at the lesser of cost or book value unless Manager, in its sole discretion, determines that an alternative fair value should be used. There is no guarantee that fair value will represent the value that will be realized by the Company on the eventual disposition of the investment or that would, in fact, be realized upon an immediate disposition of the investment.
- *Risk of Dilution or Concentration*. Because the Company may invest a portion of its capital in Underlying Funds, the initial Investors may experience dilution of their pro rata investment in such Underlying Funds when additional Investors join the Company, potentially at a time when investments in those Underlying Funds are beginning to produce attractive rates of return. Manager will endeavor to

invest incremental capital to achieve rates of return that approximate or exceed the returns to be realized from the earlier Underlying Funds. Conversely, if a significant percentage of the Company's capital is withdrawn by Investors, the remaining Investors may experience increased pro rata participation in Underlying Funds. In such case, Manager will manage the Company in the best interest of the remaining Investors.

- *Lack of Transparency*. Because private funds and their advisors are exempt from reporting and registration requirements such as under the Investment Company Act and Investment Advisers Act, private funds are less transparent than public funds. The Company, Manager, and the Investors therefore may not fully understand or know all relevant information pertaining to an investment in the private fund. This lack of transparency may result in incomplete disclosure of fees and expenses, limited visibility into investment strategies and holdings, infrequent and potentially unreliable valuations, difficulty in assessing conflicts of interest, challenges in due diligence, delayed recognition of problems, and regulatory concerns. As a result, the Company and its Investors may be exposed to unexpected risks or underperformance without the ability to take timely corrective action.

(g) Counterparty and Custody Risk

The Company typically will not control the custodianship of its holdings and the banks for its underlying Portfolio Investments, causing the Company to lose all or a portion of its assets held by those parties. Recent events, including major bank failures such as Silicon Valley Bank, Signature Bank and First Republic Bank in the spring of 2023, and Lehman Brothers in September 2008, have demonstrated the extent to which investors are exposed to custodian and counterparty risk. The failure of one bank may also lead to regional, sectoral or systemic failures in the broader banking system.

(h) Interest Rate Risk

Interest-rate variations can materially affect the profitability of the Fund's strategies. Unexpected fluctuations in interest rates could cause increases generally will increase the interest carrying costs to the Fund of its Portfolio Investments. To the extent that interest rate assumptions underly the hedging of a particular position, fluctuations in interest rates could invalidate those underlying assumptions and expose the Fund to additional costs and losses.

As part of the response to the global COVID-19 pandemic and related financial instability, the Federal Reserve and global central banks have, in addition to other governmental actions to stabilize markets and seek to encourage economic growth, acted to hold interest rates to historic lows. Beginning in March 2022, the Federal Reserve acted to approve increases in the primary credit rate several times, resulting in substantial increases over a short period of time, and the Federal Reserve may continue to implement additional increases. It cannot be predicted with certainty when, or how, these policies will change, but actions by the Federal Reserve and other central banks may have a significant effect on interest rates and on the U.S. and/or global economy generally, which in turn may affect the performance of the Fund's Investments or the ability of the Fund to realize its investment objectives.

In addition, any implementation of negative interest rates by the Federal Reserve or other central banks could have unexpected and negative impacts on the Fund.

(i) Development Stage Business

The Company commenced operations on August 1, 2024 and therefore has only a limited history upon which an evaluation of its prospects and future performance can be made. The Company's proposed operations are subject to all business risks associated with new enterprises. The likelihood of the Company's success must be considered in light of the problems, expenses, difficulties, complications, and delays frequently encountered in connection with the expansion of a business and operation in a competitive industry. There is a possibility that the Company could sustain losses in the future. There can be no assurances that the Company will operate profitably.

Risks Associated with Notes

(a) Distributions are Subordinate to Senior Liabilities and Expenses

Before making any payments on Notes, the Company must pay any senior liabilities and expenses, including any principal and interest payments due on third-party acquisition indebtedness. As a consequence, reductions in the Company's cash flow will be first borne by the investors because they rank below senior liabilities and expenses in the rank of priority to participate in the Company's cash flow.

(b) Control Vested in Manager

The Holders of Notes have no control or voting rights over the Company or management and decision-making regarding Portfolio Investment. While these are significant matters, day-to-day control of the Company is left in the hands of the Manager, and many material decisions, such as the sale of assets, consolidations and other restructurings, and the incurrence of third-party debt may be made by the Manager without separate concurrence from the Holders of Notes. The loss of key personnel with the Manager could have a material impact on the ability of the Company to perform on its business plan.

(c) Arbitrary Note Valuation

The initial purchase price of the Notes was arbitrarily determined by the Manager and bears no relationship to assets, earnings, book value or other criteria of value.

(d) No Security Interest

The Notes are unsecured. There is no security for the Notes in the event the Company is unable to repay the Note. Unlike secured debt, unsecured promissory notes are not backed by any specific assets of the issuer. In the event of default, Investors have no recourse to seize or liquidate collateral to recover their investment. The absence of collateral increases the risk of default. If the Company experiences financial difficulties, unsecured Holders are more likely to face partial or total loss of their investment. In case of the Company's bankruptcy or liquidation, unsecured noteholders typically have a lower priority claim on the issuer's assets compared to secured creditors. This may result in reduced or no recovery of the invested principal. The repayment of unsecured notes depends solely on the Company's ability to generate sufficient cash flow or access additional financing. Any deterioration in the Company's financial condition or credit rating can significantly impact the value and repayment prospects of the notes. To compensate for the increased risk, unsecured promissory notes often offer higher interest rates compared to secured debt. However, these higher rates may not adequately compensate for the additional risk in all cases. In the event of non-payment, Investors may have limited legal recourse against the issuer, potentially resulting in costly and time-consuming legal proceedings with uncertain outcomes.

Risks Associated with Hedge Funds

(a) Illiquidity of Investments

The Manager may invest in Portfolio Investments for which no liquid market exists or which are long-term investments and may require a period of time before they are suitable for resale. Realization of value from such investments may be difficult in the short-term, or may have to be made at a substantial discount compared to freely-tradable investments. Furthermore, the market prices, if any, for such Portfolio Investments may be volatile and a hedge fund Manager may not be able to sell such Portfolio Investments when it desires to do so or to realize what it perceives to be their fair value in the event of a sale. The sale of illiquid Portfolio Investment often requires more time and may result in higher brokerage charges or dealer discounts and other selling expenses than does the sale of freely marketable investments.

(b) Operations May Not Always be Transparent

The Fund may use investment strategies that differ from its past practices and are not fully disclosed to the Investors and that involve risks that are not anticipated by the Investor. Hedge funds may have limited operating history and management of hedge funds may have limited experience in managing assets.

(c) Valuation of Investments

The net asset value of the Fund will equal the value of the assets of the Fund less all liabilities, including accrued expenses. The Manager anticipates that market prices will not be readily available for the funds in which the Fund invests. Although the Manager will review the valuation procedures used by the managers of the Funds it invests in, the Manager will have little or no means of independently verifying valuations provided by such fund managers. In calculating net asset value, although the Fund's procedures require the review other relevant factors, the Manager will rely significantly on values of funds that are reported by the Portfolio Investment managers themselves.

Furthermore, these valuations may be estimates only, subject to revision. Revisions to the Fund's gain and loss calculations will be an ongoing process, and no appreciation or depreciation figure can be considered final until financial statements or audits are complete. Certain securities in which Fund invests may not have readily ascertainable market prices. These securities will nevertheless generally be valued by Portfolio Investment managers, which valuations will be conclusive with respect to the Fund, even though Portfolio Investment managers will generally face a conflict of interest in valuing such securities because the values given to the securities will affect the compensation of the managers. It is possible that the valuation of a Portfolio Investment as of a specific date will vary materially from the fair value of the investment. In such event, the Fund might receive substantially less than the fair value of its investment in connection with its withdrawal of its investment from a Portfolio Investment. Investors should recognize that valuations of illiquid securities, such as interests in Portfolio Investments, involve various judgments and consideration of factors that may be subjective. As a result, the net asset value of the Fund, as determined based on the fair value of its interests in Portfolio Investments, may vary materially from the amount each entity would realize on the withdrawal of its investments from the Portfolio Investments. This could adversely affect materially the Fund and its Investors.

(d) Strategy Risk and Risk of Total Loss

The Company's methodology for selecting investment strategies and allocating the Fund's assets among Portfolio Investments, may prove unsuccessful in generating profits or avoiding losses. To the extent the Company engages in the active allocation of the assets of the Fund among different Portfolio Investments, there can be no assurance that: the strategy will not be more volatile than, or will not underperform, either or both an investment in a single fund or a static allocation among a fixed group of funds; an investment strategy that has been profitable in the past will not incur material losses in the future; or the Company will not allocate assets to funds that are entering into unprofitable cycles and away from those entering into profitable cycles.

Because the Fund invests in other investment funds, it is subject to the risks associated with the investment strategies and investment techniques employed by the managers of those funds. The managers may not be successful in attempting to generate profits or avoid losses. The governing documents of Portfolio Investments typically do not impose any meaningful restrictions on the manner in which the managers of such Portfolio Investments may invest and trade, and often permit the managers to invest and trade in essentially an unrestricted range of strategies and securities. Investment funds employing alternative investment strategies are subject to a risk of total loss—the risk that a previously low volatility and apparently comparatively low risk strategy will incur sudden and dramatic losses—at a level of severity to which investment funds employing traditional strategies (which may be less dependent on the availability of financing or market liquidity) may not be subject.

Investments in investment funds are subject to the possible failure of the investment strategies, techniques and practices employed by one or more managers, possible inefficient or inaccurate trade execution by investment funds, and the Company's inability to gauge (due to limited position-level transparency and/or unanticipated results) and/or react (due to the investment funds' restrictive withdrawal/redemption provisions) on a real-time basis to specific strategy-related and/or position-level risks associated with positions held by the Fund.

Strategy-specific losses may result from any number of factors, including excessive concentration by multiple investment managers in the same investment and/or market sector, general market events or conditions that adversely affect particular strategies (e.g., illiquidity within a given market), faulty assumptions or analysis concerning market events or conditions and faulty or incomplete due diligence regarding particular markets or investments.

Multi-strategy portfolios seek to obtain a broad range of the various strategies discussed herein. As such, multi-strategy portfolios are subject to the risks and limitations of the various underlying strategies that they use. While a multi-strategy portfolio seeks to limit the losses due to any particular underlying strategy via diversification, certain underlying strategies can exhibit highly correlated losses during certain market periods.

(e) Algorithmic Strategy

To the extent the Manager or a Portfolio Investment's manager relies on algorithms, quantitative mathematical models, or machine learning techniques, to manage a Portfolio Investment, investments in the Fund are subject to the limitations of the design of the model as well as the risk of potential failure of the Manager or Portfolio Investment's manager to construct a portfolio consistent with the model's outputs. The Fund may also be subject to the risks of errors in coding the model and inaccuracies in data supporting the model.

Some of the algorithmic and machine learning techniques used by the Manager are predictive in nature. The use of predictive models has inherent risks. For example, such models may incorrectly forecast future behavior, leading to potential losses. In addition, in unforeseen or certain low-probability scenarios (often involving a market disruption of some kind), such models may produce unexpected results, which can result in losses for an Investment Fund. Furthermore, because predictive models are constructed based on historical data supplied by third parties, the success of relying on such models may depend heavily on the accuracy and reliability of the supplied historical data.

All models rely on correct market data inputs. If incorrect market data is entered into even a well-founded model, the resulting information will be incorrect. However, even if market data is input correctly, "model prices" will often differ substantially from market prices, especially for instruments with complex characteristics, such as derivative instruments.

(f) Hedging Strategies

The Company may invest Fund capital in this defensive strategy intended (although there can be no assurance that it will be effective) to mitigate losses in the Fund in the event of major market disruptions. Disruptions of such magnitude historically have been rare and, as a result, the cost of hedging this risk may be excessive over time. An allocation to the portfolio hedging strategy is expected to perform poorly (and could potentially lose all or substantially all capital allocated to it) when global capital markets are stable or upward-trending. There can be no assurance that the Fund will, in fact, mitigate losses or that a "tail event" will occur during a period in which the Fund makes portfolio hedging investments.

The use by certain Investment Managers of "relative-value" hedging or arbitrage strategies does not necessarily mean that those strategies are without risk or substantial cost. Substantial losses may be recognized on "hedge" or "arbitrage" positions, and illiquidity and default on one side of a "relative-value" position can effectively result in the position being transformed into an outright speculation. "Relative-value" strategies typically are dependent on market liquidity. In 1994, 1998 and again in 2008-2009 when market liquidity was sharply reduced, a number of investment funds pursuing "relative-value" strategies incurred total losses.

(g) News and Event Driven Investing

News and event-driven investing is characterized by relatively small profits on most investments when an event is consummated as expected and relatively large losses when an event is not consummated as expected, either because the anticipated event does not happen or the terms are adversely changed. Successful news and event-driven investing requires the Manager to analyze and evaluate the unique set of facts and circumstances of each event and to make judgments on the: (i) expected price to be realized; (ii) time to completion; (iii) probability of success; and (iv) loss if the investment goes wrong. There can be no assurance that Manager will correctly evaluate these factors.

(h) Equity Strategies

Equity strategies involve the purchase and/or short sale of equity and/or equity-linked instruments in global markets. Most investment managers that engage in equity strategies tend to engage in "stock picking" rather than investing in broad-based indices. Investment managers tend to rely on fundamental analysis in order to identify overvalued and/or undervalued securities. A failure by an investment manager to properly value securities or a market environment where fundamental analysis struggles (e.g., highly correlated markets) may result in losses.

(i) Commodities Strategies

Commodity strategies typically involve the purchase and/or sale of derivative instruments linked to various commodities including, but not limited to, energy, agriculture, resources and metals. Commodities strategies rely on the ability of the investment managers to properly identify attractive opportunities and to express those ideas via the appropriate instruments. There is no assurance that the investment managers will achieve both of those requirements. In addition, the use of derivative instruments, including the inherent leverage of derivative investments, adds an additional layer of risk to commodity strategies.

(j) Scalping Strategies

Scalping involves executing numerous trades within very short time frames, often seconds or minutes, to capture small price movements. This high-frequency trading approach exposes Investors to several risks. The frequent trading inherent in scalping can result in substantial cumulative transaction costs, including commissions, spreads, and fees. These costs can quickly erode profits and may even lead to net losses, especially when dealing with small price movements typical of scalping strategies. Scalping relies heavily on rapid placement and execution. Any delays or inaccuracies in execution, due to factors such as network latency, broker inefficiencies, or low market liquidity, can significantly impact profitability. Even minor delays can lead to missed opportunities or unfavorable price movements, potentially turning expected gains into losses. The short-term nature of scalping makes it particularly susceptible to sudden market fluctuations. Unexpected news events, economic data releases, or large market orders can cause rapid price swings that may exceed stop-loss levels before trades can be closed, potentially resulting in losses larger than anticipated. The fast-paced environment of scalping can create intense psychological pressure on traders. The need for quick decision-making and the stress of managing multiple rapid trades can lead to emotional or impulsive actions, potentially resulting in poor trading decisions and increased losses.

(k) Momentum Strategies

Momentum trading strategies have the potential for sudden and severe drawdowns during market reversals or regime shifts. Momentum strategies rely on the continuation of existing price trends, but when these trends abruptly change direction, the Fund can experience substantial losses. This risk is particularly acute during periods of market turbulence or economic uncertainty, where previously established trends may quickly break down. The strategy's tendency to be long recent winners and short recent losers can lead to significant negative returns when losers rebound and winners decline rapidly. Additionally, the high turnover inherent in momentum strategies can result in elevated transaction costs, potentially eroding returns and amplifying losses during adverse market conditions. The cyclical nature of factor performance means that momentum may underperform for extended periods, challenging investor patience and potentially leading to redemptions at inopportune times.

(l) Legal and Regulatory Change

The U.S. Government and the Federal Reserve, as well as certain foreign governments and their central banks, have taken various steps designed to support and stabilize credit and financial markets since 2008. Reduction or withdrawal of this support, including increases in interest rates, failure of efforts to stabilize the markets, or investor perception that such efforts are not succeeding could negatively affect financial markets generally, as well as have an adverse impact on the liquidity and value of certain securities. In addition, policy and legislative changes in the United States and in other countries are affecting many aspects of financial regulation. For example, the Dodd-Frank Wall Street Reform and Consumer Protection Act (the "***Dodd-Frank Act***") was enacted in the United States, reflecting a significant revision of the U.S. financial regulatory framework. The impact of these changes and any future changes on the markets, and the practical implications for market participants, may not be fully known for some time. During periods of heightened market volatility or reduced liquidity, governments, their agencies, or other regulatory bodies, both within the United States and abroad, may take steps to intervene. These actions, which could include legislative, regulatory, or economic initiatives, might have unforeseeable consequences and could adversely affect the performance of the Fund and its Portfolio Investments or otherwise constrain the Manager's ability to achieve such Fund's or Portfolio Investment's investment objectives.

Inflation and political turmoil within the United States and abroad may also impact the Fund and the Portfolio Investments. Political events within the United States at times have resulted, and may in the future result, in a shutdown of government services, which could negatively affect the U.S. economy, decrease the value of many Portfolio Investment's investments, and increase uncertainty in or impair the operation of the U.S. or other securities markets. The United States government is also considering significant new investments in infrastructure and national defense which, coupled with recent federal tax reform, could lead to increased government borrowing and higher interest rates. While these proposed policies are going through the political process, the equity and debt markets may react strongly to expectations, which could increase volatility, especially if the market's expectations for changes in government policies are not borne out. There can be no assurance that these changes will not have a material adverse effect on the investments and investment strategies pursued by the Fund and its Portfolio Investments.

Risks Involved with Investments in Private Equity

(a) Liquidity Risk

Private equity investments typically have long lock-up periods during which investors cannot redeem or liquidate their investments. Unlike public stocks, private equity investments cannot be easily sold, tying up capital for extended periods. This lack of liquidity can pose challenges if investors need access to their funds before the investment term ends. Furthermore, there may be a misalignment between the Fund and its Portfolio Investments.

(b) Operational Risk

There is a risk of loss resulting from inadequate processes and systems supporting the private equity organization. This can include IT system failures, insufficient manpower, or outdated systems. Additionally, private equity involvement can significantly impact a business's operations, potentially leading to failure if aggressive growth strategies strain resources or disrupt established processes.

(c) Market Risk

Private equity investments are subject to various market risks including broad equity market exposure, geographical and sector specific risks, foreign exchange fluctuations, commodity price changes, and interest rate movements. Unlike public markets, private equity valuations typically occur quarterly, making it difficult to assess the true impact of market changes in real time.

(d) Capital Risk

There is a possibility of losing the investor's original capital over the investment's lifetime. This risk is closely related to market risk and can result from underlying issues with Portfolio Investments, suppressed equity prices making exits less attractive, and the Portfolio Investment's manager's ability to select and improve Portfolio Investments.

(e) Limited Control and Information

The Fund lacks direct operational control over the underlying Portfolio Investments potentially leading to reduced access to timely and accurate information about the performance of Portfolio Investments, limited ability to influence strategic decisions or management, and reliance on the competence and integrity of external managers.

Furthermore, investing in private equity companies can result in multi-tiered fee structures. Management fees and carried interest may be applicable to Portfolio Investments which can result in higher overall expenses which can thus significantly impact returns. This may also result in reduced transparency in fee calculations and allocations.

Offering-Related Risks

(a) The Company’s failure to qualify for a securities exemption could result in disruptive securities claims.

The Company has not caused the Notes to be registered with the Securities and Exchange Commission under the Securities Act but is offering the Notes for sale pursuant to the exemption found in Section 4(2) of the Securities Act of 1933. In addition, the Company intends to rely upon the safe harbor rule contained in Rule 506(b) of Regulation D. There are a number of technical requirements that must be satisfied for an issuer to rely upon Rule 506(b) of Regulation D. If the Company fails to comply with such technical requirements or otherwise fails to comply with applicable securities laws in connection with the offering, Investors may have claims against the Company, the Manager and the control persons of the Company and Manager for a total refund of their subscription amount, together with interest at statutory rates, and claims for attorneys' fees. Such claims, if brought, could be disruptive and could force the sale of the Company's assets to satisfy the claims of the claimants.

(b) Limited Transferability and Liquidity

Investors must represent that they are purchasing the Notes for their own account for investment purposes and not with a view to resale or future distribution. Investors may not sell, assign, transfer, encumber or otherwise dispose of an Investor’s Notes unless the Company obtains an opinion or is otherwise satisfied that such sale, assignment, encumbrance or transfer does not violate applicable federal or state securities laws, constitute trading on a secondary market, or on an equivalent thereof, for purposes of Section 7704 of the Code or cause a termination of the Company under Section 708 of the Code. Furthermore, no Investor may substitute in its stead a new investor as a substitute Investor without the prior consent of the Manager. Accordingly, the Notes may not be readily accepted as collateral for loans and Investors may not be able to liquidate their investment in the event of emergency or for any other reason or may be able to liquidate an Investor’s investment only at a substantial discount.

(c) Long Term Nature of Investment

An investment in the Notes may be long term and illiquid. As discussed above, the offer and sale of the Notes will not be registered under the Securities Act or any foreign or state securities laws by reason of exemptions from such registration, which depends in part on the investment intent of the investors. Prospective investors will be required to represent in writing that they are purchasing the Notes for their own account for long-term investment and not with a view towards resale or distribution. Accordingly, purchasers of Notes must be willing and able to bear the economic risk of their investment for an indefinite period of time. It is likely that investors will not be able to liquidate their investment in the event of an emergency. There is no anticipated public market for the Notes to sell the Notes.

(d) Legal Counsel and Tax Advice

The Manager has not arranged for Investors in this offering to be separately represented by independent counsel. The legal counsel who has performed services for the Company has performed such services for the Manager and has not acted as if it had been retained by the Investors. Investors are not to construe the contents of this Memorandum or any prior or subsequent communication from the Manager, or its Affiliates or any professional associated with this offering, as legal or tax advice. Investors should consult their own personal counsel, accountant and other advisors as to legal, tax, economic and related matters concerning the investment described herein and its suitability for Investors

(e) Prior Performance Data; No Guaranty of Future Results

Each investment opportunity is unique, and the Manager and Sponsor may not be able to replicate the success of prior investments, even if the current investment is similar to prior investments and is managed using a similar acquisition and management strategy. Prior results are no guaranty of future performance.

(f) PATRIOT Act Representation

Each Investor will be required to represent that the Investor is not, nor is the Investor acting as an agent, representative, intermediary or nominee for, a person identified on the list of blocked persons maintained by the Office of Foreign Asset Control, U.S. Department of Treasury, and has complied with all applicable U.S. laws, regulations, directives and executive orders relating to anti-money laundering, including but not limited to the following laws: (1) the Sharing and Strengthening America by Providing Appropriate Tools Required to Intercept and Obstruct Terrorism Act of 2001, Public Law 107-56 ("***PATRIOT Act***"); and (2) Executive Order 13224 (Blocking Property and Prohibiting Transactions with Persons Who Commit, Threaten to Commit, or Support Terrorism) of September 23, 2001. Each Investor will also be required to represent that the source of funds for the investor's investment were not derived from sources prohibited under the PATRIOT Act.

(g) Not Registered as Investment Company or Investment Advisor

While the Company may be considered similar to an investment company, it is not presently, and does not propose in the future, to register as such under the Investment Company Act of 1940 or the laws of any other country or jurisdiction and, accordingly, the provisions of the Investment Company Act (which, among other matters, require investment companies to have a majority of disinterested directors, require securities held in custody to be individually segregated at all times from the securities of any other person and to be clearly marked to identify such securities as the property of such investment company, and regulate the relationship between the adviser and the investment company) will not be applicable to the Company. In addition, the Manager is not registered as an investment adviser or qualified as an exempt reporting adviser under the Investment Advisers Act of 1940 (or any similar state law) or as a Commodity Trading Advisor under the Commodity Exchange Act (or any similar law).

(h) Lack of Securities Agency Review.

Since the Offering of the Notes is a private offering and, as such, is not registered under federal or state securities laws, prospective Investors do not have the benefit of review of this Memorandum or Offering by the SEC or any state securities commission. The terms and conditions of the Offering may not comply with the guidelines and regulations established for any similar programs that are required to be registered and qualified with those agencies. The Offering is not registered with the SEC or any state securities agency and there has been no determination if this Memorandum is adequate or accurate.

(j) Government Regulation Costs

New laws and regulations may be introduced, and court decisions may affect the Company's business. Any future regulation can have a negative impact on the business by restricting the method of operation or imposing additional costs. Further, any loss and/or restriction of required property licensing and/or permitting could drastically impair the Company's ability to operate continuously.

Other Business Risks

(a) **Limited Operating History, Initial Operating Losses**

The Company is a newly formed entity with little or no operating history and only nominal capital. Because of the limited operating history, it is very difficult to evaluate the business and the future prospects. The Company will invest money for a significant time and won't have additional liquidity or profits until the Portfolio Investments go through a capital event.

(b) **Investors May Experience a Complete Loss of Capital**

There is no assurance that Investors will receive any cash distributions from the Company since the availability of such proceeds will depend on the Company's economic success. The Company has not yet generated revenues from operations. There can be no assurance that the Company will be profitable.

(c) **Digital Operations Risk.**

The Company and its affiliates relies on technologies supplied by third parties that may also contain undetected errors, viruses, or defects that could have a material adverse effect on the Company's financial condition and results of operations.

(d) **Risk of Litigation**

The Company's activities may include activities that will subject it to the risks of becoming involved in litigation by third parties. The expense of defending claims against the Company by third parties and paying any amounts pursuant to settlements or judgments would be borne by the Company and would reduce net assets and could require the Investors to return distributed capital and earnings to the Company. The Manager and its Affiliates will be indemnified by the Company in connection with such litigation, subject to certain conditions.

(e) **Risk of Economic Disruption Arising From Global Environment, Including the Russian Invasion in Ukraine and Instability in the Middle East**

The success of the Company's investment activities and performance will be affected by general economic and market conditions, such as interest rates, availability of credit, credit defaults, inflation rates, economic uncertainty, changes in laws (including tax laws), supply chain disruption, energy controls and costs, trade barriers, currency exchange controls, and national and international political, environmental and socioeconomic circumstances (including wars, terrorist acts or security operations) many of which could lead to an economic downturn. The financial performance of the Company and the Project may be adversely affected by a significant general economic downturn and may be subject to legal, regulatory, reputational and other unforeseen risks that could have a material adverse effect on the Company and the Project, which could thereby negatively impact the value of the Notes. For example, on February 24, 2022, Russia launched an invasion in Ukraine that has resulted in increased volatility in various financial markets and across various sectors. The United States and other countries, along with certain international organizations, have imposed economic sanctions on Russia and certain Russian individuals, banking entities and corporations as a response to the invasion. As another example, in October of 2023, Hamas terrorists infiltrated Israel's southern border from the Gaza Strip and conducted a series of attacks on civilian and military targets. Hamas also launched extensive rocket attacks on the Israeli population and industrial centers located along Israel's border with the Gaza Strip and in other areas within the State of Israel. As a result of the events of October 7, 2023, the Israeli government declared that the country was at war. Tensions and hostilities in the middle east have given rise to economic disruption and instability. The Russia Ukraine military action as well as the attacks in Israel, instability in the middle east, and the resulting economic sanctions have exacerbated certain economic conditions already stressed due to the Pandemic, including supply chain disruption, rising energy and food costs, and humanitarian crises. The extent and duration of the military action, resulting sanctions and future market disruptions in the region are impossible to predict. Moreover, the ongoing effects of the hostilities and sanctions may not be limited to Russia and Russian companies, Israel and Israeli companies, or other countries in the middle east broadly and may spill over to and negatively impact other regional and global economic markets of the world, including Europe and the United States. The ongoing military action along with the potential for a wider conflict could further increase financial market volatility and could have profound effects on macroeconomic prospects and credit conditions around the world. It is not currently possible to determine the severity of any potential adverse impact of this event on the prospects for any potential Portfolio Investment.

(j) Risks Arising from Force Majeure Events

The Company's performance may be hindered upon the occurrence of force majeure events which may be caused or result from acts beyond the Company's reasonable control. Such events may include, without limitation, the following force majeure events ("***Force Majeure Event(s)***"): (a) acts of God; (b) flood, fire, earthquake, or explosion; (c) war, invasion, hostilities (whether war is declared or not), terrorist threats or acts, riot or other civil unrest; (d) government order or law; (e) actions, embargoes or blockades in effect on or after the date of this Memorandum; (f) action by any governmental authority; (g) national or regional emergency; (h) strikes, labor stoppages or slowdowns or other industrial disturbances; (i) epidemic, pandemic or similar viral or bacterial infection that may cause global outbreak, pandemic or serious illness; (j) emergency state; (k) shortage of adequate supplies or equipment; (l) shortage of power; (m) other similar events beyond the reasonable control of the Company.

(j) Inflation

The United States is experiencing inflation at rates unprecedented in recent history. Such inflation could impact the investments in several ways. First, even with guaranteed pricing, inflation could adversely impact the cost of the capital and startup projections.

Management Related Risks

(a) Loss of Manager or its Affiliates

The Company's success will depend in large measure upon the judgment and ability of the Manager, its Affiliates, its key employees. The loss of the services of the key employees of the Manager and/or its affiliates, especially if an Affiliate of the Manager, could have a material adverse effect on the operations of the Company because the Company would have diminished capacity to and execute the Company's investment and operational strategy. Because these individuals may have substantial responsibilities outside the management of the Company, there can be no assurance that they will remain with the Manager and no certainty as to the impact of their departure, if any, on the Company.

(b) Conflicts of Interest

The Company Agreement permits the Manager and its Affiliates to provide certain services to, and enter into transactions with, the Company and affiliates thereof provided that certain preconditions are first satisfied. These conditions have been imposed to protect the Company against the inherent conflicts of interest in these transactions. These measures may not fully assure the achievement of this objective. The transactions have not been, and will not be, subject to review by an independent party. The transactions' terms might not be as favorable to the Company as they would have been if the transactions had been with unrelated third parties. Moreover, no third party will be asked by the Company to oversee the quality of the services that will be provided by the Manager and its Affiliates to the Company.

(c) Other Business Activities of the Manager

The Manager is in the business of operating and investing in related businesses. The Manager has the right to acquire other businesses, on its own or with others, as a joint venture with or separately from the Company, and separately, the right to co-invest into the same assets with third parties that are not affiliated with the Company.

(d) Changes in Control

In the event of the Manager's death, control over the Manager would pass to the other equity holders, who might choose to adopt policies different than those historically pursued by the Manager, which policies might be more or less favorable to the interest of the Investors.

(e) Limited Liability of the Manager

There are substantial limits on any claims that may be brought against the Manager and the Manager's Affiliates for misconduct in their dealings with the Company. Such persons are not liable to the Company or its Investors for any act performed or omitted in good faith to the extent permitted under state law. Moreover, the Company is obligated to indemnify each such person for acts on behalf of the Company or any special purpose entity for which they provide services under certain circumstances as set forth in the Company Agreement. In addition, the Company is obligated to advance to the Manager monies to cover expenses that they may incur in defending any proceedings under certain circumstances. These rights may complicate or limit the Company's or the Investors' ability to bring successful claims against such persons for actual or alleged misconduct.

(f) Risks and Assumptions

Any information prepared by the Company regarding its objectives, is limited to presenting, to the best of the Manager's knowledge and belief, some projected information regarding the Manager's business plan for the Company, and is based upon certain, material, assumptions that may or may not be realized. Such forecasts are entirely dependent upon the large number of complex assumptions that the Manager believes to be reasonable on the basis of the limited information presently known to it. However, these assumptions necessarily reflect matters of judgment and speculation, and it is, therefore, inevitable that actual results of the Company's operations will vary from the objectives or forecasted financial information, possibly to a significant degree. Each Investor understands that there can be no assurance that the objectives or forecasted results will be achieved and has not placed any particular reliance upon the Company's statements of its objectives or its forecasts or the underlying assumptions.

ERISA Risks

Investment considerations for tax-exempt prospective investors. In considering an investment in the Notes of a portion of the assets of a trust or a pension or profit-sharing plan qualified under Section 401(a) of the Code and exempt from tax under Section 501(a) (a "Qualified Plan"), a fiduciary should consider the following:

- whether the investment satisfies the diversification requirements of Section 404 of the Employee Retirement Income Security Act of 1974 ("ERISA");
- whether the investment is prudent, since the Notes are not freely transferable and there will not be a trading market created in which he/she can sell or otherwise dispose of the Notes;
- whether the Notes or other assets owed by the Company constitute "Plan Assets" under ERISA; and
- the possibility that, in certain circumstances, pursuant to the terms and conditions of the Subscription Agreement, a portion of the assets may have to be liquidated from the Qualified Plan and invested in the Notes in an individual name.

Considerations that trustees, custodians and fiduciaries must take into account before investing in the Notes. Trustees, custodians and fiduciaries of retirement and other plans subject to ERISA or Code Section 4975 (including individual retirement accounts) should consider, among other things:

- that the plan, although generally exempt from federal income taxation, would be subject to income taxation if its income from an investment in the Company and other unrelated business taxable income exceeds One Thousand Dollars and 00/100 ($1,000) in any taxable year;
- whether an investment in the Company is advisable given the definition of plan assets under ERISA and the status of Department of Labor regulations regarding the definition of plan assets;
- whether the investment is in accordance with plan documents and satisfies the diversification requirements of Section 404(a) of ERISA;
- whether the investment is prudent under Section 404(a) of ERISA, considering the nature of an investment in, and the compensation structure of, the Company and the potential lack of liquidity of the Notes;
- that the Company and the Manager have no history of operations; and
- whether the Company or any Affiliate is a fiduciary or party in interest to the plan.

The prudence of a particular investment must be determined by the responsible fiduciary taking into account all the facts and circumstances of the qualified plan and of the investment. See "Federal Income Tax Matters".

Risks Relating To Retirement Plan Investors

Investment by retirement plans generally. In considering an investment in the Notes of a portion of the assets of a pension or profit-sharing plan qualified under Section 401(a) of the Code and exempt from tax under Section 501(a), a fiduciary should consider if: (a) the investment satisfies the diversification requirements of Section 404 of the Employee Retirement Income Security Act of 1974 and regulations adopted pursuant thereto by the U.S. Department of Labor (ERISA); (b) the investment is prudent, since the Notes are not freely transferable and there may not be a market created in which the fiduciary can sell or otherwise dispose of the Notes; (c) the underlying assets owned by the Company could be deemed to be "plan assets" under ERISA; (d) the possibility that, in certain circumstances, pursuant to the terms and conditions of the Subscription Agreement, a portion of the Qualified Plan assets may have to be liquidated from the Qualified Plan and invested in the Notes in an individual name; and (e) whether the investment otherwise complies with ERISA and the Code.

Plan assets. If the underlying assets owned by the Company are deemed to be assets of a qualified plan or IRA that is considered to be investing in the Company's equity, operations will be severely limited. In such case, one or more of the Manager would be considered a plan fiduciary and contemplated transactions described herein may be deemed to be "prohibited transactions" subject to excise taxation under the Internal Revenue Code. The standards of prudence and other provisions of ERISA would extend to the Manager with respect to investments made by us. We have not requested or obtained an opinion of counsel regarding such matters and have not obtained or sought any rulings from the U.S. Department of Labor regarding the same. In the event the properties of the Company are deemed to constitute plan assets or certain of our transactions constitute "prohibited transactions" under ERISA or the Internal Revenue Code and we can obtain no exemption for such transactions, we have the right, but not the obligation (upon notice to all Investors, but without the consent of any said parties), to (i) terminate the Offering of Notes, (ii) compel a termination and dissolution of the Company or (iii) restructure our activities to the extent necessary to comply with any exception in the Department of Labor Regulations or any prohibited transaction exemption granted by the Department of Labor or any condition which the Department of Labor might impose as a condition to granting a prohibited transaction exemption.

We may not generate sufficient liquidity to satisfy IRA minimum distribution requirements. Any potential investor who intends to purchase Notes for his or her IRA and any trustee of an IRA or other fiduciary of a retirement plan considering an investment in our Notes should consider particularly the limited liquidity of an investment in the Notes as they relate to applicable minimum distribution requirements under the Internal Revenue Code. If the Notes are still held and the Company's underlying assets and properties have not yet been sold at such time as mandatory distributions are required to commence to an IRA beneficiary or qualified plan participant, applicable provisions of the Internal Revenue Code and regulations may require that a distribution in kind of the Notes be made to the IRA beneficiary or qualified plan participant. Any such distribution in kind of Notes must be included in the taxable income of the IRA beneficiary or qualified plan participant for the year in which the Notes are received at the fair market value of the Notes without any corresponding cash distributions with which to pay the income tax liability arising out of any such distribution.

COVID-19 and Other Public Health Matters

The Company may undertake a diverse range of operational adjustments in response to the effects of COVID-19. These adjustments may include (without limitation) a transition to telework; supply chain and distribution adjustments; and suspending or modifying certain operations to comply with health and safety guidelines to protect employees, contractors, and customers, including in connection with a transition back to the workplace. The Company may also undertake a diverse and sometimes complex range of financing activities in response to the effects of COVID-19. These activities may involve obtaining and utilizing credit facilities (including obtaining government financial assistance through the Coronavirus Aid, Relief, and Economic Security Act (the "CARES Act"), accessing public and private markets, implementing supplier finance programs, and negotiating new or modified customer payment terms. They may also include taking advantage of available payment deferrals, forbearance periods, or other concessions that may limit the Company's ability to pursue other means of financing, may have material tax consequences (including material tax refunds), and may require significant accounting estimates or judgments implicated by the receipt of federal financing assistance. Taken together, these potential operational adjustments and financing strategies may have a material, adverse impact on the Company's sources and uses of funds (as set forth hereinabove), as well as the Company's overall operations, liquidity, and capital resources.

FEDERAL INCOME TAX MATTERS

<u>Treasury Department Circular 230 Notice</u>

To ensure compliance with Circular 230, prospective investors and the Investors are hereby notified that (a) any discussion of Federal tax issues contained or referred to in this Memorandum or in any supplements or annexes is not intended or written to be used, and cannot be used, by prospective investors and Investors for the purpose of avoiding penalties that may be imposed on them under the Internal Revenue Code; (b) such discussion is written in connection with the promotion or marketing by the Company of the transactions or matters addressed in this Memorandum or in any supplements or annexes and (c) prospective investors and Investors should seek tax advice based on their particular circumstances from an independent tax advisor.

There can be no assurance that any deductions or other tax consequences which are described herein, or which a prospective investor in the Company may contemplate, will be available. In addition, no assurance can be given that legislative or administrative changes or court decisions may not be forthcoming which would significantly modify the statements expressed herein. In some instances, these changes could have a substantial effect on the tax aspects of an investment in the Company. Any future legislative changes may or may not be retroactive with respect to transactions prior to the effective date of such changes. Bills have been introduced in Congress in the past and may be introduced in the future which, if enacted, would adversely affect some of the tax consequences presently anticipated from an investment in the Company.

There are risks and uncertainties concerning certain of the tax aspects associated with investment in the Company and there can be no assurance that some or all of the tax positions taken by the Company may not be challenged by the Internal Revenue Service (the “Service”). The Service may audit the Company's information returns and the individual returns of the Investors of the Company (including investors pursuant to this Offering) and subject those returns to particularly close scrutiny. Such audits could result in tax adjustments, including adjustments to items on Investors' returns unrelated to the Company. In the event that any of the Company's tax returns are audited, it is possible that substantial legal and accounting fees will be incurred to substantiate our position. Such fees would reduce the cash flow otherwise distributable to the Investors. Such an audit may result in adjustments to the Company's tax returns which would, at a minimum, require an adjustment to the taxable income reported by each Investor on his personal tax return and could cause an audit of unrelated items on each Investor's tax returns which, in turn, could result in adjustments to such items.

Each prospective investor is therefore urged to consult his or her tax advisor with respect to the tax consequences arising from an investment in the Company. No ruling from the Service regarding the tax aspects of the Company has been or will be requested.

<u>The tax consequences to an Investor of an investment in Notes will depend upon the unique circumstances surrounding the Investor. Therefore, Investors are urged to consult with their own tax advisors and/or certified public accountants with respect to the tax consequences arising from the purchase of Notes.</u>

ADDITIONAL INFORMATION

Investors may direct questions with respect to the Notes to be issued by the Company described in this Memorandum and may obtain additional information to the extent the Company possesses such information, or can acquire it without unreasonable effort or expense, as may be necessary to verify the accuracy of the information furnished in this Memorandum. Any questions or requests should be directed to the Manager as follows:

Corinthian Capital Partners, LLC
The Manager's principal address is:
Attn: Caleb Caraway
1211 Explorer Ln
Granbury, Texas 76049

The Manager's email is Caleb@Corinthian-Capital.com.

OTHER MATERIALS AVAILABLE UPON REQUEST

Other than the attached Exhibits, other material exhibits may available for review, upon written request.

SIGNATURE PAGE TO PRIVATE PLACEMENT MEMORANDUM

By signing below, the undersigned hereby acknowledges that they: (i) have received a copy of the Corinthian Capital Fund LLC private placement memorandum dated August 23, 2024; (ii) have carefully read and understand the private placement memorandum and its attachments and exhibits; and (iii) have the opportunity to ask questions and receive answers or additional information about the terms contained in the private placement memorandum prior to making a decision to invest.

The undersigned understands that this is a confidential private placement memorandum and agrees not to disclose any information contained herein or disseminate, distribute, or copy this private placement memorandum.

Dated: ___________________________

____

Authorized Signature

____

Print Name

____

Print Title (if applicable)

ANNEX I

SUBSCRIPTION AGREEMENT

EXHIBIT A

NOTES

EXHIBIT B

INVESTOR MATERIALS