

An Introduction to  
**Chestnut Street Ventures**

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A Fund for Penn Alumni and Friends  
of the Community





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# Overview

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- Meet our team led by Penn alums
- Diversifying into venture capital
- Alumni Ventures overview
- Investing in Chestnut Street Ventures







# Introduction

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- **Chestnut Street Ventures is part of Alumni Ventures**, America's largest venture firm for individuals,<sup>1</sup> which has **raised \$1.25 billion from individual investors**.
- Chestnut Street Ventures seeks to create wealth for Penn alumni and supporters by building diversified portfolios of **~20-30 venture capital-backed companies**.
- Chestnut Street has **34K+ alumni** and community member subscribers.
- The Chestnut Street full-time team members are alumni and experienced venture investors, and our Investment Committee includes **alums with decades of combined investing experience**.
- We support the Penn community with our **Fellows Program** and potential job opportunities and, of course, our portfolio companies often run by Penn alumni, **helping with connections, capital, and customers**.

1. Largest VC for individual investors in the U.S. based on the combination of total capital raised, number of investments, and number of investors of leading VC firms as reported by Pitchbook and other publicly available information reviewed by AV.



# The Chestnut Street Ventures Team

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**Brian Keil, MBA '92**  
Managing Partner

**Brian is a seasoned venture capitalist with over 20 years of investing experience across a range of industries.** Before joining Chestnut Street Ventures, Brian was the Managing Director for New York Ventures, the venture capital arm of the State of New York. Prior to that, he was VP of Strategy & Corporate Development at Arbitron (now Nielsen Audio) and a Managing Director at the Peacock Fund, the venture capital arm of NBC Universal. Before joining the Peacock Fund, Brian worked at GE Capital and Bain & Co. Brian holds an MBA in Finance from The Wharton School and a BS in Industrial Engineering from The University of Southern California.



**Jonathan Meltzer, BS '99**  
Partner

**Jonathan has almost 20 years of investment experience.** He previously managed over \$300 million of venture capital, private equity, and credit investments at a \$1 billion single-family office. Prior to that, Jonathan invested throughout the capital structure of private companies at Ulysses Management and at American Capital, frequently serving as a board member or advisor. He began his career as an investment banker, spending five years at Wasserstein Perella and at Goldman Sachs. He earned his BS in Economics cum laude from the Wharton School of the University of Pennsylvania and his MBA with honors from Columbia Business School.



**Mason Hale**  
Analyst

**Before joining Chestnut Street Ventures, Mason attended Waseda Business School in Tokyo, Japan.** There he earned an MSc in Finance and wrote a master's thesis linking founders' attributes and strategic partnerships to firm performance in new ventures. While attending Waseda Business School, Mason was selected as a G51 Venture Scholar and participated in the Global Venture Catalyst, where he served as a graduate startup advisor. Mason also holds a BA in Economics from The University of Texas at Austin.



# Venture Investing Is Smart Investing

- **VC has outperformed the public market equivalents** in the 5-, 15-, and 25-year periods ending December 31, 2020.<sup>1</sup>
- **VC is largely uncorrelated to the public markets**, making it attractive from a portfolio risk-mitigation perspective.<sup>2</sup>
- **Significantly more value is being created in the private markets** today than in recent years.<sup>3</sup>
- **VC portfolios** — if properly sized and diversified — **have favorable risk/reward profiles** that continue to attract more capital from the most sophisticated institutional investors.<sup>4</sup>

1. Maureen Austin, David Thurston, William Prout, "[Building Winning Portfolios Through Private Investments](#)," Cambridge Associates, August 2021. Data is from 12/31/2020.

2. Invesco, "[The Case for Venture Capital](#)," Invesco White Paper Series, accessed January 11, 2022.

3. Anna Zakrzewski, Edoardo Palmisani, Giovanni Covazzi, Brian Teixeira, Bruno Bacchetti, Marco Bizzozero, Kunal Shah, Theresa Boehler, and Federico Rizzato, "[The Future is Private: Unlocking the Art of Private Equity in Wealth Management](#)," BCG, March 2022.

4. Greg Gethard, "[Why College Endowments are Betting big on VC and PE](#)," Venture Capital Journal, February 24, 2023.



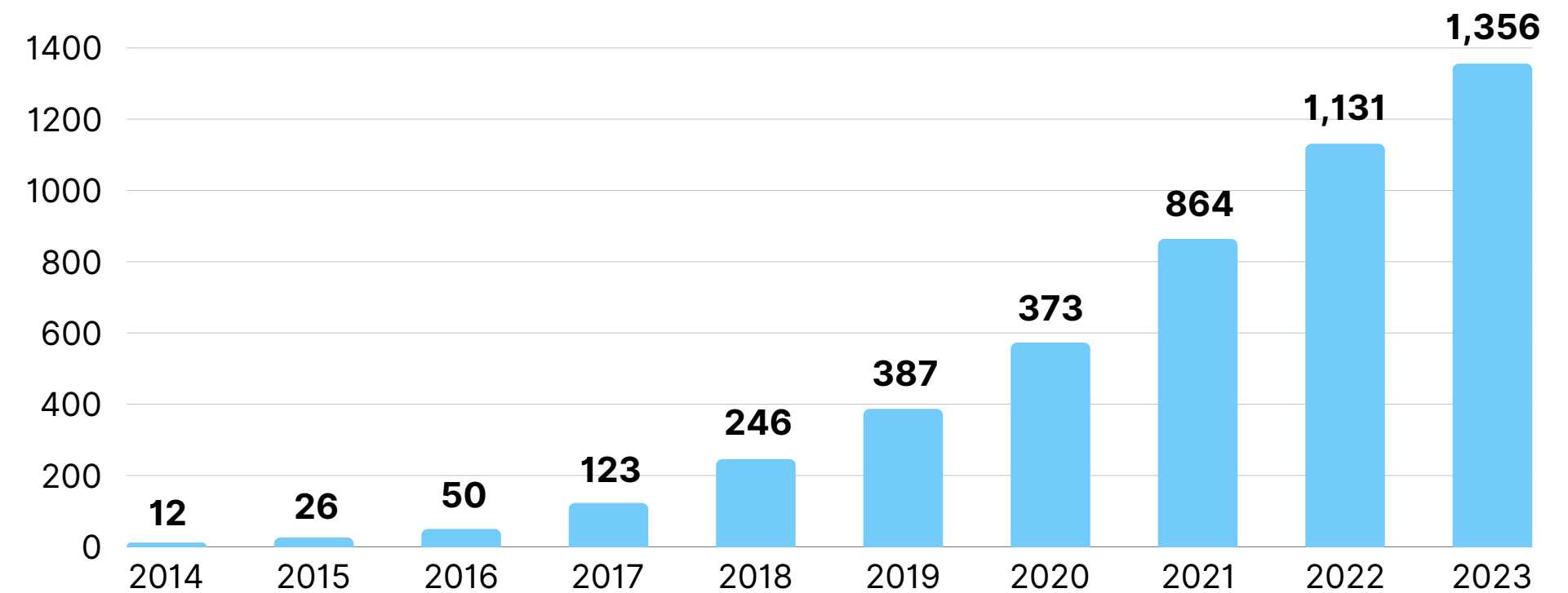


# 10K+ Individuals Already Trust Us With Their Venture Investing



- We are America's largest venture firm for individual investors.<sup>1</sup>
- We are the #1 most active venture firm in the U.S. and #3 globally (PitchBook '22 and '23).
- Since 2014, \$1.25B+ capital raised and rapidly growing portfolio of 1,300+ companies.
- ~40 full-time venture investors, supported by ~90 other full-time employees.

**Unique Portfolio Companies** Cumulative



<sup>1</sup>. Largest VC for individual investors in the U.S. based on the combination of total capital raised, number of investments, and number of investors of leading VC firms as reported by Pitchbook and other publicly available information reviewed by AV.



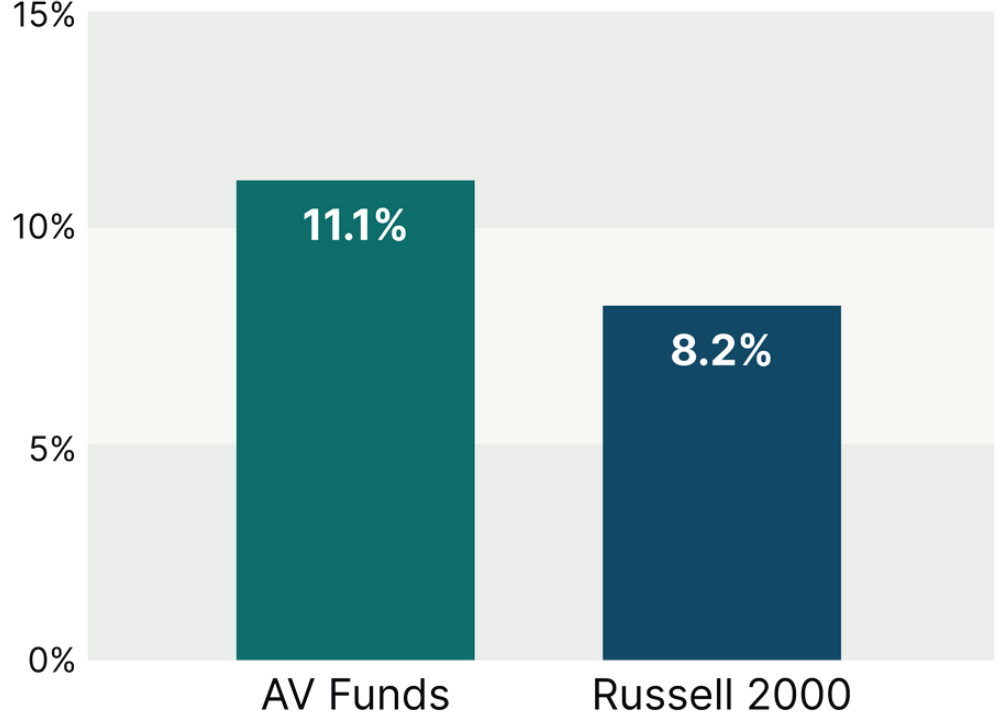


# Historical Performance Compared to Public Markets and Industry Benchmarks

## AV Funds Have Performed Favorably Compared to Public Market Equivalents

### Returns of Alumni Ventures Funds Investments vs. Public Market Equivalents<sup>1</sup>

Vintage Years 2014–2020 (IRR)  
As of 12/31/2023



## AV Funds vs. Industry

Per Cambridge Associates<sup>2</sup>

VINTAGE	AV DPI
2016	~TOP QUARTILE <sup>3</sup>
2017	TOP QUARTILE
2018	TOP QUARTILE
2019	TOP QUARTILE
2020	TOP QUARTILE

1. Internal Rate of Return (IRR) for AV Funds is net of management fees and incentive allocations applied to amounts distributed to investors, and gross of incentive allocations applicable to unrealized gains on investments held by AV Funds. IRR for AV Funds includes uninvested cash, unrealized investments, and amounts distributed to investors. The IRR shown for the Russell 2000 indices is gross of fees because indices are not managed investments, and it is not possible to invest directly in an index. For additional information see [av-funds.com/disclosures](http://av-funds.com/disclosures). All investment involves risk, including risk of loss. Past performance is not necessarily indicative of future results. For more information on AV Funds' investment returns, please see here.

2. Performance data is from Cambridge Associates Venture Benchmarks and is as of 9/30/2023. Industry Top Quartile as determined by Cambridge Associates. Distributions to Paid-In Capital (DPI) for AV Funds and Industry Top Quartile is net of management fees and net of incentive allocations applied to amounts distributed to investors. For additional information on Cambridge Associates and the data and calculations see [av-funds.com/disclosures](http://av-funds.com/disclosures).

3. AV's 2016 vintage has a DPI of .72, and Top Quartile is .73.



# AV Co-invests With Experienced Venture Firms and Sector Experts

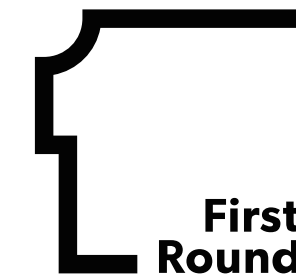
AV has relationships with hundreds of venture firms globally; below is a sample of some of our frequent co-investors

ANDREESSEN HOROWITZ

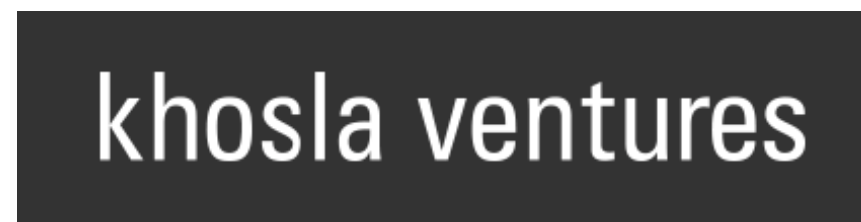
Andreessen — 38 co-investments



Kleiner Perkins — 21 co-investments



First Round  
— 16 co-investments



Khosla — 40 co-investments



NEA — 23 co-investments



GV — 20 co-investments



Y Combinator  
— 55 co-investments



Union Square Ventures  
— 13 co-investments



Sequoia — 32 co-investments

\*as of November 2023

NOTE: Co-investors are shown for illustrative purposes only and do not represent all co-investors with which AV has invested. There can be no guarantee of who may be co-investors in the future. The identity of any co-investor is not a guarantee of investment quality or performance. Venture capital investing involves substantial risk, including the risk of loss of all capital invested. Past performance does not guarantee future results.

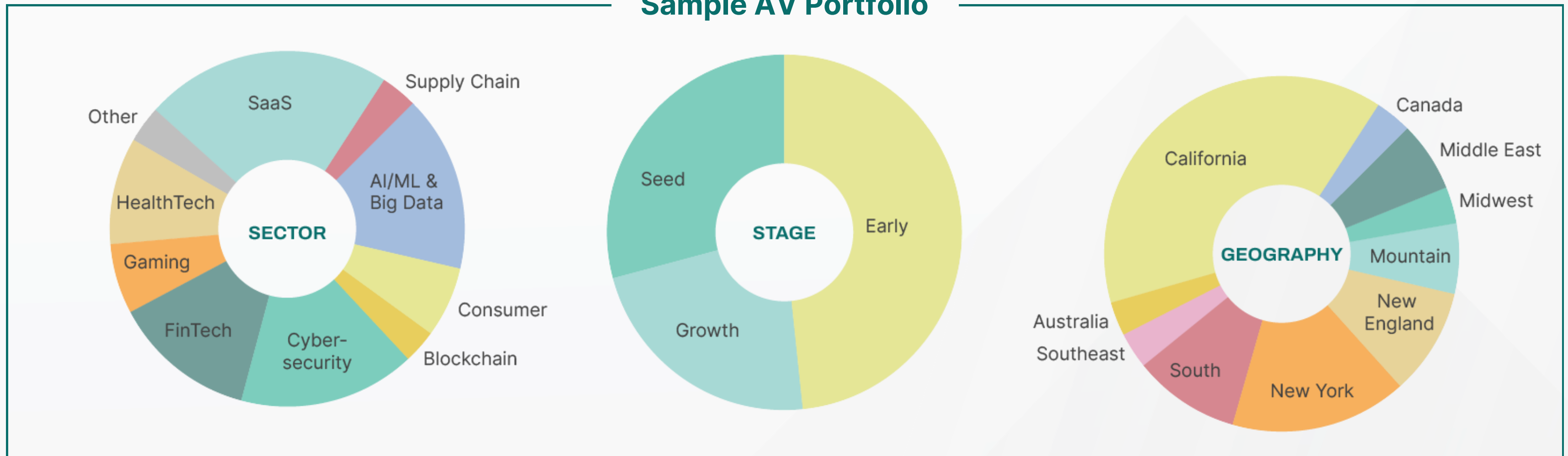


# Diversification<sup>1</sup> by Design



- Diversified by sector, stage, geography, co-investor
- Broad, deep portfolios may help minimize risks and are geared to maximize opportunities for return
- Many of our investors choose to reinvest in each fund vintage

## Sample AV Portfolio<sup>2</sup>



1. Diversification is a strategy used to help mitigate risk but cannot ensure a profit or protect against loss in a declining market.

2. For illustration purposes only. Different AV Funds may differ in the number of investments and the levels and types of diversification targeted.

# How Do We Get Access to Great Investments?



## Network-Powered Venture Capital

- **Alumni-centric approach creates a nexus of powerful connections**, empowering startup founders by providing capital and access to a network of 625K+ community members from leading universities.
- Our value-add to entrepreneurs is highly appealing — **one of the best rolodexes in the venture industry.**
- Connecting entrepreneurs to advisers, clients, partners, and potential employees.
- CEO Services helps our portfolio companies grow by leveraging our expertise and extensive community.



**10,000+**

Individual investors

**1,300+**

Founders of our portfolio companies

**625k+**

Community members

**~130**

Full-time employees

**Notable investments** in the AV Fund Family: **Upstart, Lacework, Carta, Algorand, SonderMind**

NOTE: For illustration purposes only. These investments are not intended to suggest any level of investment returns; not necessarily indicative of investments invested by any one fund or investor. Many returns in investments result in the loss of capital invested. These investments are not available to future fund investors except potentially in certain follow-on investment options. For information on individual portfolio company exit events across all AV Funds over the prior twelve months, click [here](#). To see additional risk factors and investment considerations, click [here](#). Contact [info@av.vc](mailto:info@av.vc) for additional information.



# Our Network-Powered Investing Process

A global, unified investing engine powered by Alumni Ventures and executed by our investment teams

## Alumni Ventures' Role



## Chestnut Street Ventures' Role

- Source the best possible investments, especially from the Penn alumni community
- Conduct due diligence on investment opportunities
- Manage the Chestnut Street Ventures' Investment Committee
- Collaborate on opportunities with other AV investment teams
- Be a value-added partner to the Penn entrepreneurial network
- Build strong relationships with Penn founders / VCs

# Spotlight: Sample Chestnut Street Investments

Reflecting sector diversity and strong co-investors



**BRIGHTSIDE**

Partners with employers to give employees and their families financial care while improving productivity and retention

**SECTOR**  
FinTech

**CO-INVESTORS**  
Obvious Ventures, Andreessen Horowitz, Trinity Ventures

**ALUMNI CONNECTION**  
Tom Spann '81, CEO



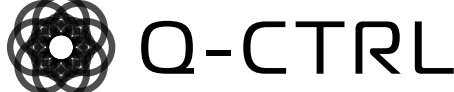
**ARCADIA POWER**

Offers a clean energy tech platform that gives individuals and orgs more transparency into their energy usage

**SECTOR**  
CleanTech

**CO-INVESTORS**  
Tiger Global Management, Energy Impact Partners, G2 Venture Partners, BoxGroup

**ALUMNI CONNECTION**  
Kiran Bhatraju '07, Founder/CEO



**Q-CTRL**

Produces quantum control software that can reduce errors and help quantum computers solve complex problems

**SECTOR**  
AI/ML & Big Data

**CO-INVESTORS**  
Horizons Ventures, Salesforce Ventures, Sierra Ventures, DCVC

**ALUMNI CONNECTION**  
Michael Biercuk '01, CEO/Founder



**GHOST ROBOTICS**

Designs and manufacturers legged, unmanned ground vehicles for defense, industrial, and academic markets

**SECTOR**  
IoT, Robotics, SpaceTech

**CO-INVESTORS**  
Motus Ventures

**ALUMNI CONNECTION**  
Gavin Kenneally PhD '21, CEO



**NEUROFLOW**

Addresses behavioral health in all care settings through an integrated platform

**SECTOR**  
HealthTech

**CO-INVESTORS**  
Builders VC, Jumpstart NJ Angel Network, DreamIt Ventures, Benjamin Franklin Technology Partners

**ALUMNI CONNECTION**  
Christopher Molaro MBA '17, CEO

**NOTE:** For illustration purposes only. These investments are not intended to suggest any level of investment returns; not necessarily indicative of investments invested by any one fund or investor. These investments are not available to future fund investors except potentially in certain follow-on investment options. The sample co-investors listed are some that AV has historically co-invested with and is not a predictor of future co-investors for any given portfolio company. There is no guarantee of who will be the co-investors. Many returns in investments result in the loss of capital invested.





# Testimonials

## Why Investors & Founders Choose Us

NOTE: Testimonials and Endorsements were provided without compensation but each provider has a relationship with AV from which they benefit. Management of portfolio companies have received, and may in the future receive, investments from AV funds, which constitutes a conflict of interest. All views expressed are the speaker's own. The providers of the testimonials/endorsements were not selected on objective or random criteria, but rather were selected based on AV's understanding of its relationship with the providers of the testimonials/endorsements. The testimonials and endorsements do not represent the experience of all AV fund investors or all companies in which AV funds invest.

### Access

"As an investor in Chestnut Street Ventures, I have had the opportunity to participate in some exciting early-stage companies led by Penn alums. Co-investors have included a group of elite venture capital funds I would not have had access to as an individual investor."



**Carol Curley**  
Chestnut Street Ventures Investor

### Strategy

"Chestnut Street Ventures has been an incredible investment partner that not only provided the financial resources we needed to grow, but also jumped in the trenches with our team to make critical connections. Their support has been invaluable as they've joined us on our journey."



**Shanel Fields**  
Founder and CEO,  
MD Ally - 911 Telehealth

### Value-add

"Chestnut Street Ventures has helped us to think big and find creative opportunities to boost our value creation. They've been a great partner to navigate through growth challenges and prepare ourselves for later, bigger rounds to enable us to execute our long-term vision of becoming the leading eyecare player for Latin America."



**Jaime Oriol**  
Co-CEO and Co-Founder,  
Lentesplus

### The Network

"[The] team at Chestnut Street Ventures is the perfect VC partner – super smart, incredibly well-connected, and lightning-fast responsive...The connection to the broader universe of other Alumni Ventures funds makes the network even more powerful."



**Dean Miller**  
Chestnut Street Ventures  
Investor



# Alumni Ventures Key Terms

- **Investment Amount:** \$25K - \$3M
- **How to Invest:** With cash, trusts, retirement funds, or vehicles created for non-U.S. citizens.
- **Management Fee:** AV charges an amount equivalent to 2% annual management fee for a fund's 10-year term. Loyalty rewards for commitments at qualifying threshold; [see here](#) for more information.
- **Profit Share:** Investors are typically paid proceeds from investments within 45 days following the quarter in which a portfolio company exits or provides a distribution. After all capital contributions are returned to investors, including the entire management fee, Alumni Ventures shares profits 80/20 (80% to investors and 20% to Alumni Ventures).
- **One Capital Call:** AV will take its management fees when you fund your commitment and charges the fund no other expenses for items such as travel, fund formation, accounting or other admin-related costs, so you will not be subject to any additional capital calls throughout the life of the fund.
- **Term:** Liquidity is provided over ten years as investments exit. There are no more management fees if a company remains in a fund beyond 10 years.
- **Retirement Account Investing?** Yes, available.

NOTE: Different funds have different profit-sharing structures; see AV's full Fees & Profit Sharing disclosure [here](#).





# QSBS: A Potential Significant Tax Advantage

Certain investments with Alumni Ventures **may potentially be 100% tax-exempt** from federal and some state capital gains (up to \$10M) through QSBS.

- **Investments that may be eligible for QSBS will be noted on K-1**
- **Investing earlier = more potential companies qualify:** You can only get the benefit if your personal investment in the fund is fully signed and funded prior to the fund investing into a given company.
- **Expectation setting:** It's impossible to predict the volume and scale of what future exit and liquidity events will look like. We we expect there to be many qualifying exit events throughout our portfolios that have a widespread positive impact for our investors.





# Loyalty Rewards & Fee Reductions

We have built AV around serving the needs of our 10,000+ individual investors. Fee reductions are automatically reallocated towards additional investable capital for the relevant investments, and **eligible investors can earn both types of rewards simultaneously on eligible investments.**

## Committed Capital Rewards<sup>1</sup>

Fee reductions for those who cumulatively have \$500K+ committed capital with AV and our funds.

- Our most loyal and long-term investors earn fee reductions on all investments after attaining eligible investment totals.

Tier	Lifetime Committed Capital	Fee Reduction	Effective Fee Rate
Tier 1	\$0 - \$500K	0%	20%
Tier 2	\$500K - \$750K	1%	19.8%
Tier 3	\$750K - \$1M	2%	19.6%
Tier 4	\$1M - \$3M	3%	19.4%
Tier 5	\$3M - \$5M	4%	19.2%
Tier 6	\$5M - \$10M	5%	19.0%
Tier 7	\$10M+	7.5%	18.5%

## Timing Rewards

Fee reductions for those who invest earlier in the fundraise process.

- Investors joining the fund during the First or Second Close will be rewarded with a reduction of Management Fees as shown below.<sup>2</sup>

Closes	Fee Reduction	Effective Fee Rate
First Close	10%	18%
Second Close	5%	19%
Final Close	0%	20%

1. Each tier reward requires an investment above the threshold listed, e.g. \$500,001 for Tier 2. AV may offer different fee reductions for funds offered through or in conjunction with financial partners with respect to certain bespoke funds for certain institutional investors or other specialized or new investment funds or offerings. All tier rewards remain subject to change at the discretion of AV without notice to investors. For more information, see [here](#).

2. Eligible fund types include Eligible fund types include Alumni Funds, Focused Funds, Total Access Funds, and Community Funds. Ineligible fund types include Ineligible fund types include Syndication Funds and Opportunity Funds. Timing rewards begin for eligible funds that have initial closes in December 2023 and onward. All Fee Reductions remain subject to change at the discretion of AV without notice to investors.



# Questions? Our Senior Partners Are Here to Help

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**DAN BURNS**  
Senior Partner



**STACEY TSAI**  
Senior Partner



**DARRIN WIZST**  
Senior Partner



**CHESTNUT STREET  
VENTURES**

**View Fund Materials**

 or Book a Call

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 Alumni Ventures

# Appendix

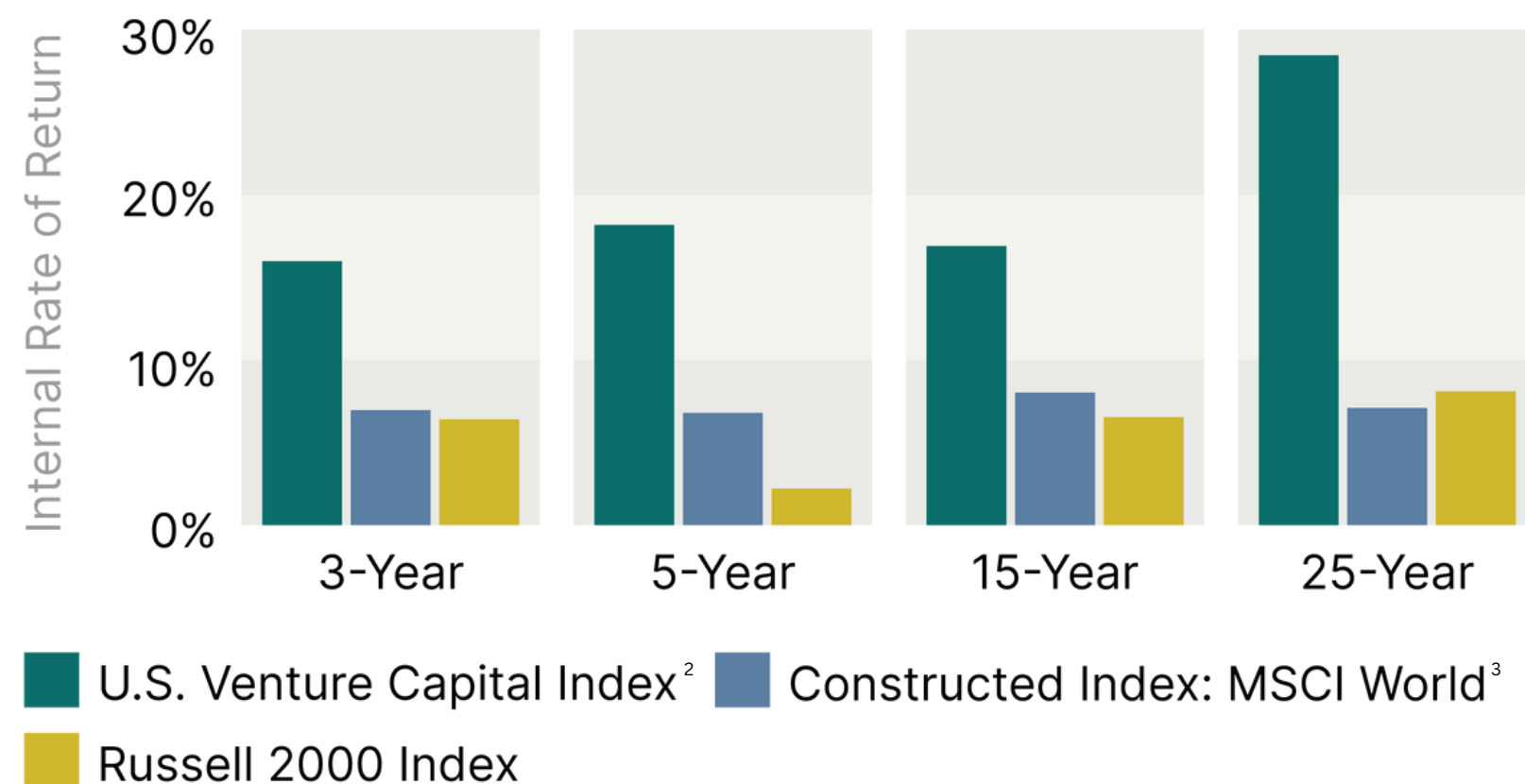


# Venture Capital Has Outperformed Public Markets



## U.S. VC Index Returns vs. Public Market Equivalents<sup>1</sup>

Years Ended September 30, 2023



Venture capital **has outperformed public market equivalents** in the 3-, 5-, 15-, and 25-year periods ending September 30, 2023.

1. Pooled horizon return, net of fees, expenses, and carried interest.

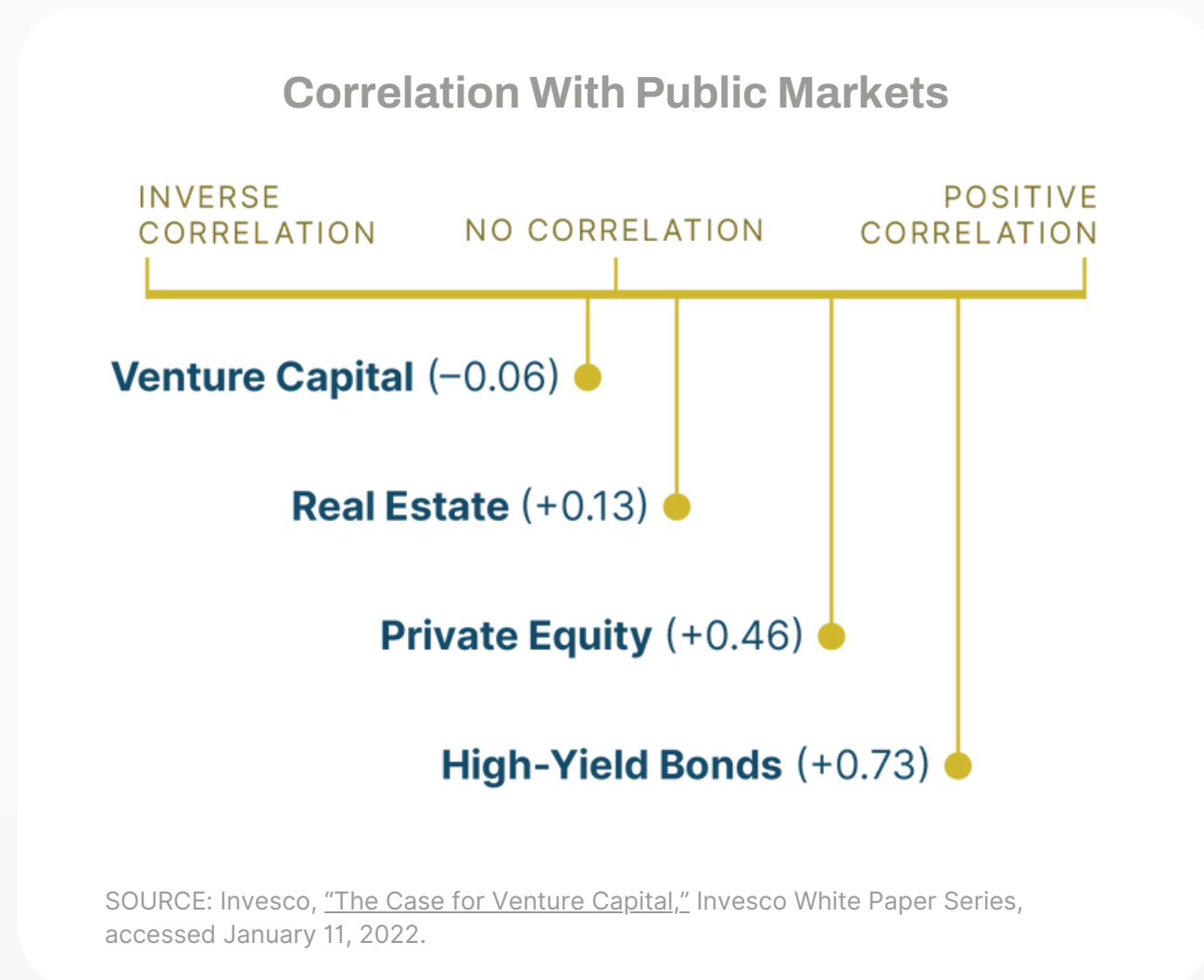
2. CA Modified Public Market Equivalent (mPME) replicates private investment performance under public market conditions. The public index's shares are purchased and sold according to the private fund cash flow schedule, with distributions calculated in the same proportion as the private fund, and mPME NAV is a function of mPME cash flows and public index returns. "Value-Add" shows (in basis points) the difference between the actual private investment return and the mPME calculated return. Refer to Methodology page for details.

3. Constructed Index: MSCI World/MSCI All Country World Index: Data from 1/1/1986 to 12/31/1987 represented by MSCI index gross total return. Data from 1/1/1988 to present represented by MSCI ACWI gross total return

# Venture Capital Is Largely Uncorrelated to Public Markets<sup>1</sup>



Uncorrelated assets can help mitigate a portfolio's overall risk when public markets are down or choppy



- Invesco's whitepaper "The Case for Venture Capital" shows that Venture Capital is **not correlated with the U.S. large caps in the public markets.**<sup>2</sup>
- A third-party analysis of thousands of venture deals done between 2015 and 2020 show that **performance is uncorrelated to the Nasdaq.**<sup>3</sup>
- From 1994 to 2017, the Cambridge Associates Private Equity Index registered **volatility half of that of the S&P and lower than the 10-year Treasury.**<sup>4</sup>

1. TopTier Capital Partners, "The Inverse Correlation Between Venture and Public Markets," TTCP Blog, March 2, 2016.

2. Invesco, "The Case for Venture Capital," Invesco White Paper Series, accessed January 11, 2022.

3. AngelList (2020, May 12). "Innovation isn't Correlated with the Markets," Head of Data Science, AngelList Abe Othman.

4. CFA Institute (n.d.). "Private Equity: Fooling Some of the People All of the Time?" Nicolas Rabener. Retrieved January 31, 2023.





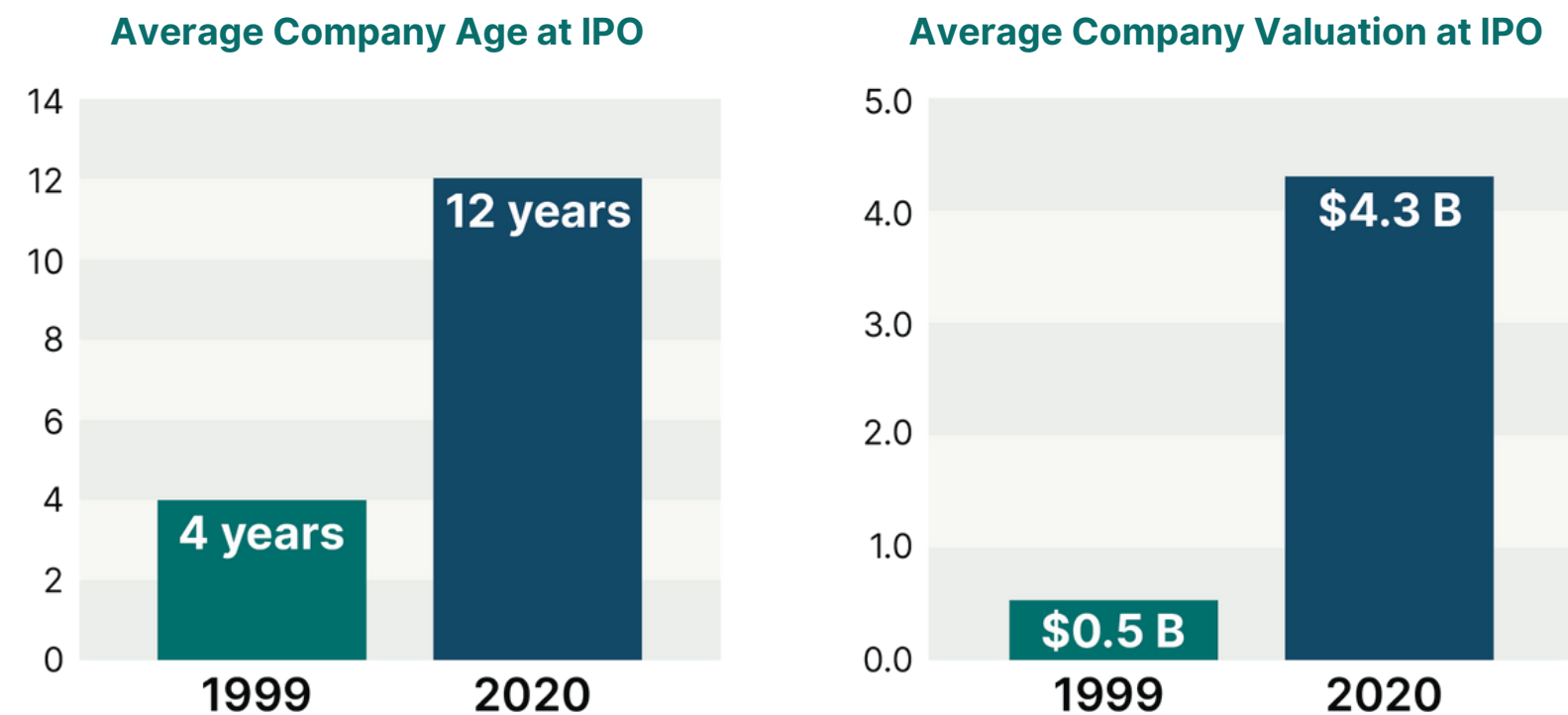
# We Are Living in a Different Era

## Most Individuals Are Missing Out on Substantial Value Creation

### Venture investors can tap tremendous value created by private companies

- Companies are staying private much longer in today's world.<sup>1</sup>
- Significant value is generated, but only to the benefit of private-market investors.<sup>2</sup>
- Public-market investors miss out from enormous value creation in private markets.

### More Value Is Being Created Before the Public Markets



SOURCE: Anna Zakrzewski et al., "The Future is Private: Unlocking the Art of Private Equity in Wealth Management," BCG, March 2022.

1. Anna Zakrzewski et al., "The Future is Private: Unlocking the Art of Private Equity in Wealth Management," BCG, March 2022.

2. Jason Thomas, "Global Insights Reflections on the Revolution in Finance," Carlyle, February 8, 2021.

# Sophisticated Investors Are Increasing Allocation to VC



## According to a 2021 Cambridge Associates whitepaper:<sup>1</sup>

- \$3 billion+ endowments had an **average allocation to private equity/venture capital of 28.2%**.
- Institutions with higher private investment allocations **experienced higher returns historically**.
- And those **returns tended to be less volatile**.
- Relative benefits are even more dramatic for VC alone.

“College endowments of \$1B+ on average allocated over 14% of their portfolios to venture capital in 2022.”

— VENTURE CAPITAL JOURNAL, 2023<sup>2</sup>

“Endowments of all sizes have been increasing their commitments to private funds over the last five years.”

— CAMBRIDGE ASSOCIATES, 2022<sup>3</sup>

“U.S. institutional investors are looking to allocate more of their portfolios to alternative investments as a way to combat inflationary pressure.”

— BOSTON-BASED CERULLI ASSOCIATES, 2022<sup>4</sup>

“In a recent study, UHNW families are allocating 10% of their total portfolios to venture capital.”

— CAMPDEN WEALTH RESEARCH STUDY<sup>5</sup>

1. Maureen Austin, David Thurston, William Prout, “Building Winning Portfolios Through Private Investments,” Cambridge Associates, August 2021. Data from 12/31/2020.

2. Greg Gethard, “Why College Endowments are Betting big on VC and PE,” *Venture Capital Journal*, February 24, 2023.

3. Suzanne Brenner and Justin Reed, “Market and Portfolio Update Q3 2022,” Brown Brothers Harriman, July 26, 2022.

4. Laxman Pai, “U.S. Institutional Investors Increase Allocation to Alternative Investments,” *Opalesque*, December 9, 2022.

5. Francois Botha, “6 Family Office Trends In Direct And Venture Capital Investment,” *Forbes*, August 20, 2020.



# Syndications

**Invest in a single company or a small group of companies to personalize your portfolio and lean into investments that resonate.**

- All investments sourced, sponsored, and invested in by our funds.
- You decide how frequently you want to see these opportunities and whether or not to invest.
- We share our diligence materials via a secure data room.



FLEET

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Fleet Space Technologies connects Internet of Things around with world via small, low-cost satellites, making it faster and simpler to connect devices for data exchange.



SCYTHE

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Scythe Robotics builds autonomous robotic solutions for the commercial landscaping industry.



 data.world

Data.World is the enterprise data catalog for the modern data stack.

**NOTE: Syndications are private investment opportunities in single-asset or multi-asset funds, which give you a chance to gain exposure to specific private companies in which AV Funds will also be investing. Opportunity availability is governed by AV management based on member preference, calendar, availability, allocation, and other factors.** Unlike other AV funds, Syndications are not diversified investments and do not offer the potential for risk mitigation sought by some diversified investment strategies.

# RISK FACTORS AND INVESTMENT CONSIDERATIONS

## **Investments in Reliance on Rule 506(c) of Regulation D; Ability to Participate in Investments Dependent upon Status as an Accredited Investor.**

The fund may acquire one or more securities in transactions involving a general solicitation. The offering entities of these securities may charge certain fees and expenses, including a portion of the amount invested from each investor and a portion of the proceeds when the investment has a liquidity event. If an issuer admits even one investor who is not accredited, it would be likely to have a material adverse effect on such issuer. Further, the SEC has adopted regulations under which crowdfunding may be used by small issuers to seek funding from non-accredited as well as accredited investors. Consistent with those regulations, the fund may locate and acquire securities through registered funding portals as well.

## **FEES; TIME REQUIRED TO MATURITY OF INVESTMENT; NATURE OF INVESTMENTS.**

The fund is subject to substantial fees which AV may keep irrespective of profitability. This fee maybe offset by profits on income generated from securities or sales of securities to avoid losses. Furthermore, any profits earned by the fund or for certain funds, its investments regardless of overall fund profits, will be subject to the promoted interest from which AV or its affiliates will benefit. There can be no assurances that AV will be able to secure investment capital in amounts sufficient to provide the fund with enough capital to enable it to meet its investment objective. While the fund intends to invest in the number of securities identified in the materials even if only a minimal amount is raised, the fund may not be able to meet this objective or may not be able to invest in some securities due to it not being able to meet minimum investment requirements. There can be no assurance that AV will either identify or consummate profitable investments for the fund. It is anticipated that a period of time will be required for AV to identify and effect acceptable investment opportunities sufficient to fully invest the capital received by the fund. The securities will be comprised primarily of “restricted securities” and the fund will not be able to readily liquidate such securities. Investments in start-ups and emerging companies are highly speculative. The portfolio companies may require several years of operations prior to achieving profitability and may never achieve profitability. The securities will be illiquid and may not have realizable value for several years, if ever. The securities acquired by the fund may be subordinated or junior in right of payment to senior or secured debt or other equity holders. In the event a portfolio company cannot generate adequate cash flow to meet debt service, all or part of the principal of such company’s debt may not be repaid and, in such event, the value of the securities could be reduced or eliminated through foreclosure on the portfolio company’s assets or the portfolio company’s reorganization or bankruptcy.

## **PORTFOLIO COMPANY RISKS.**

Although the fund’s investments may offer the opportunity for significant gains, such investments will involve a high degree of business and financial risk that can result in substantial losses. These risks include the risks associated with investment in companies in an early stage of development or with limited operating history, companies operating at a loss or with substantial variations in operating results from period to period, and companies that need substantial additional capital to support expansion or to achieve or maintain a competitive position. AV expects that most portfolio companies will require additional capital, the amount of which will depend upon the maturity and objectives of the particular portfolio company. It is anticipated that each round of funding will provide a portfolio company with enough capital to reach the next major valuation milestone. If the capital provided is insufficient, or for other reasons, the portfolio company may be unable to raise the additional capital or may have to do so at a price unfavorable to the prior investors including the fund. The availability of capital also is a function of capital market conditions that are beyond the control of the fund or any portfolio company. There can be no assurance that AV or the portfolio companies will be able to predict accurately the future capital requirements necessary for success or that any additional funds will be available from any source.

## **LIMITATIONS ON LIQUIDITY OF INVESTMENTS; EFFECT ON VALUE.**

It is anticipated that a substantial portion of the fund’s investments will consist of securities that are subject to restrictions on sale by the fund because they were acquired from the issuer or a third party in “private placement” transactions or because the fund is deemed to be an affiliate of the issuer under applicable law.

## **LEGAL DISCLOSURES**

Each of the various funds is a different series of Alumni Ventures Group Funds, or Alumni Ventures Sidecar Funds, LLC (AV Funds). Each of the funds involves a different investment portfolio and risk-return profile. The manager of each fund is Alumni Ventures Group Funds, LLC, a Delaware-based venture capital firm.



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The risks of purchasing an Interest include, but are not limited to, the following:

## **General; Operating History of the Fund; Risks Inherent in Investment Strategy.**

The purchase of units in the fund is highly speculative and involves significant risks, and the units should not be purchased by any person who cannot afford the loss of their entire investment. The investment objective of the fund is also highly speculative. Holders of units may be unable to realize a substantial return on their investment in the units, or any return whatsoever, and may lose their entire investment. For this reason, each prospective purchaser of units should read all offering and legal materials carefully and consult with their attorney and business and/or investment advisor. The fund does not have any significant business history or operating experience that investors can analyze to aid them in making an informed judgment as to the merits of an investment in the fund. There can be no assurance that the fund will be able to generate revenues, gains or income, or, even if it generates revenues, gains or income, that its investments will be profitable. Any investment in the fund should be considered a high-risk investment because investors will be placing their funds at risk in an unseasoned start-up investment vehicle with the attendant unforeseen costs, expenses, and problems to which a new business is often subject. The fund has been newly organized to acquire securities. Those securities will be highly speculative. The composition and terms of the securities, as well as the portfolio companies or other funds issuing such securities, has not been determined and will be influenced by various factors, including the availability and pricing of the securities, the expected growth potential of the portfolio companies, and the availability of fund capital allocated to purchase such securities. The fund's strategy is to rely on information provided by potential portfolio companies and on the AV's independent research and judgment. No assurance can be given that information provided by third parties will be accurate or that the fund's investment strategy will be successfully implemented.

Generally, the fund will not be able to sell these securities publicly without the expense and time required to register the securities under the Securities Act, or may only be able to sell (or may choose to sell) the securities under Rule 144 or other rules under the Securities Act, which permit only limited sales under specified conditions.

## **INVESTMENT VALUATION DETERMINED BY AV.**

AV will be responsible for the valuation of the fund's investments in its portfolio companies that are not listed or otherwise traded in an active market. There is a wide range of values that are reasonable for an investment at a given time and, ultimately, the determination of fair value involves subjective judgment not capable of substantiation by auditing standards. In some instances, it may not be possible to substantiate by auditing standards the value of the fund's investment in a portfolio company. In connection with any future in-kind distributions that the fund may make, the value of the securities received by investors as determined by AV may not be the actual value that the investors would be able to obtain even if they sought to sell such securities immediately after an in-kind distribution. In addition, the value of an in-kind distribution may decrease or increase significantly subsequent to the distributees' receipt thereof, despite the accuracy of AV's evaluation.

## **No Market for Units.**

Funds will only be available for distribution when securities are sold or when distributions of funds are made by portfolio companies with respect to any securities. The time that distributions are actually made will be solely dependent upon the timing of the realization of proceeds from the securities and the determination of AV to distribute any such funds. No market for the units exists, and it is not anticipated that one will develop. The units are not redeemable or transferable except as outlined in the Operating Agreement. Purchasers of the units will be required to bear the economic risk of their investment for an indefinite period of time. The units are not registered under the Securities Act or applicable state securities laws and may not be re-sold unless they are subsequently registered or an exemption from registration is available. Investors have no right to require, and the fund has no intention of effecting such registration. Consequently, an investor may not be able to liquidate an investment in the units, and a bank may be unwilling to accept the units as collateral for a loan. The units will not be readily marketable, and purchasers thereof may not be able to liquidate their investments in the event of an emergency.

## **Conflicts of Interest; Co-Investment; Cross-Class Liability.**

AV, the members of the investment committees of the AV funds with which the fund co-invests, and their respective affiliates may face various conflicts of interest in connection with their respective relationships and transactions with the fund. AV's other clients, and/or its personnel, may invest on a side-by-side basis with the fund, the fund may invest in securities in which another client has invested, or another client may invest in an opportunity that may also be appropriate for the fund. AV and its affiliates currently have other investments that may compete directly with the fund for investment opportunities and AV intend to organize and manage additional entities similar to the fund. In addition, the fund and other clients may seek to invest in portfolio companies based on rights to participate granted in connection with the fund's or other clients' prior investment in the portfolio company. Over time AV will allocate investment opportunities in a fair and equitable manner acting in the best interest of its clients as determined by AV's sole discretion. AV will consider whether each selected investment is suitable for each client based on criteria germane to that client, which may include legal, tax, regulatory, and other criteria, such as the client's investment objectives, strategy, and diversification requirements and available cash to invest. AV and its affiliates will not be prohibited from making additional investments or participating in business ventures outside of and independent of the fund.

## **Compensation to Manager and Its Affiliates; Lack of Separate Representation.**

It is anticipated that counsel to AV will continue to represent AV and the fund after the consummation of the offering described herein. Such counsel has not acted independently on behalf of the investors, and potential investors should consult with and rely on their own legal counsel with respect to analyzing the terms of this investment and any future matters related to the fund or the ownership of units in the fund.

Contact [info@av.vc](mailto:info@av.vc) for additional information. To see additional risk factors and investment considerations, visit [av-funds.com/disclosures](https://av-funds.com/disclosures)