

Item 1: Cover Page



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FORM ADV PART 2A
FIRM BROCHURE
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This brochure provides information about the qualifications and business practices of 1623 Capital LLC (“1623 Capital”), a registered investment adviser. **Registration does not imply a certain level of skill or training but only indicates that 1623 Capital has registered its business with state and federal regulatory authorities, including the United States Securities and Exchange Commission (our SEC number is 801-118435).** The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority. If you have any questions about the contents of this brochure, please contact us by email at info@1623capital.com.

Additionally, information about 1623 Capital is available on the United States Securities and Exchange Commission’s website at www.adviserinfo.sec.gov.

This Brochure does not constitute an offer to sell or the solicitation of an offer to purchase any securities of any entities managed by 1623 Capital. Any such offer or solicitation will be made solely to qualified investors by means of an offering memorandum and related subscription materials.

Item 2: Material Changes

This Item discusses only specific material changes that have been made to our Brochure since the last annual updating amendment. Since our last updating amendment filed on December 26, 2020, the following material changes have been made to this brochure:

- Item 8
 - 1623 updated its descriptions of its investment strategies, including offering a new long/short strategy, the Innovation Long/Short Strategy, to its private fund clients;
 - 1623 updated its risk disclosures to include risk disclosures regarding real estate and REITs;
- Item 10
 - 1623 updated its related persons disclosures to include 1623 Pro Fund GP and Motley Fool Tidestone Fund GP entities;
- Item 14
 - 1623 added additional conflicts disclosures around its client referral practices.

Currently, the Brochure may be requested by contacting Mr. Kyle Wirth, the Chief Compliance Officer of 1623 Capital, at (703) 832-8232 or kyle.wirth@foolwealth.com.

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Item 4: Advisory Business

A. The Firm - 1623 Capital LLC

1623 Capital LLC (“1623 Capital” or “we”) is an investment adviser registered with the United States Securities and Exchange Commission (“SEC”). We began providing investment advice in April 2019.

1623 Capital is a wholly-owned subsidiary of Motley Fool Investment Management LLC (“MFIM”). In turn, MFIM is wholly-owned by The Motley Fool Holdings, Inc. (“TMF Holdings”). MFIM has two indirect owners, David H. Gardner and Thomas M. Gardner, who each own 30% or more of TMF Holdings.

B. Advisory Services Offered

1623 Capital provides discretionary investment advice and account management services to “private funds” (such private funds are collectively referred to as “Funds” for purposes of this Brochure). For ease of reference, the definition of “Fund” includes separate classes of interests in the same legal entity that operate as separate and distinct pooled investment vehicles. For example, a class within a fund structure may pursue its own investment strategy, hold different Portfolio Investments (as defined below) segregated from the assets of other classes, and have different investors. 1623 Capital does not provide discretionary or non-discretionary investment advice or account management services to individuals.

The Funds are (or will be, if not yet formed) exempt from registration under Section 3(c)(7) or Section 3(c)1 of the Investment Company Act of 1940 (as amended, “Investment Company Act”) or another available exemption, and the securities offered by Funds are (or will be, if not yet formed) exempt from registration pursuant to the various safe harbors available under Regulation D (“Reg D”) or another available exemption under the Securities Act of 1933 (as amended, “1933 Act”). Transactions in the Funds are (or will be) limited to accredited investors (under the 1933 Act) and, if the Fund is relying on Section 3(c)(7), qualified purchasers (under the Investment Company Act), including high net worth individuals and institutional investors (“Approved Investors”).

In order to address the particular legal, tax, regulatory or other commercial needs of certain investors or certain investments, parallel funds or other alternative investment vehicles (“Parallel Funds”) can be created by 1623 Capital or by a third-party institutional investor to invest alongside a Fund. Disclosures that are related specifically to a Parallel Fund are set forth in the organizational and offering documents for such Parallel Fund. Unless noted otherwise, for ease of reference Parallel Funds are included within the definition of “Fund.”

Each Fund invests in accordance with its particular strategy. Each strategy is described below in Item 8 – Methods of Analysis and Investment Strategies, and these strategies may include investment in private or publicly traded equity securities (such as common and preferred stock), short sales, equity options and other derivatives (“Portfolio Investments”). The strategies may also involve illiquid asset classes and focus on specific, discrete investment opportunities (some of which may not be widely available in traditional public markets). Consistent with its investment mandate, a Fund may place limits on the types of instruments, industries, sectors, asset classes or geographies comprising its Portfolio Investments.

The investment objective, strategy and Portfolio Investments of each Fund, along with the terms and conditions associated with an investment in the Fund, is described in the applicable confidential offering memorandum (“Offering Memorandum”).

Brokerage and custody services for each Fund are selected with consideration of the particular strategy and asset class. Each Fund’s board of directors (or other governing or advisory body) approves, consents to or ratifies the selection of the brokerage and custody service providers, and these service providers will be disclosed in the applicable Offering Memorandum.

C. Tailored Advice and Investment Restrictions

Fund Advisory Services

The above advisory services are provided pursuant to, and in accordance with, a Fund’s (i) Offering Memorandum and (ii) governing documents, including but not limited to an investment management agreement or limited partnership agreement. The Offering Memorandum and governing documents are referred to collectively as “Governing Documents.”

Fund investors cannot impose restrictions on investing in certain securities or types of securities. However, in order to address the particular legal, tax, regulatory or other commercial needs of certain investors, Parallel Funds could be formed to invest alongside a Fund, although 1623 Capital generally is not obligated to form, or allow an investor to form, a Parallel Fund. Each investor should review carefully the Offering Memorandum in consideration of their own particular circumstances and in consultation with such other advisors as they desire prior to investing.

ALL DISCUSSION OF THE FUNDS IN THIS BROCHURE, INCLUDING BUT NOT LIMITED TO PORTFOLIO INVESTMENTS AND THE STRATEGIES USED IN MANAGING THE FUNDS, ARE QUALIFIED IN THEIR ENTIRETY BY REFERENCE TO THE APPLICABLE FUND’S GOVERNING DOCUMENTS.

WITH RESPECT TO ALL THE ADVISORY SERVICES WE OFFER, 1623 CAPITAL DOES NOT GUARANTEE OR ENSURE THE SUCCESS OF ANY INVESTMENT. FURTHERMORE, WE DO NOT PROVIDE LEGAL OR TAX ADVICE. CLIENTS WHO NEED SUCH ADVICE SHOULD CONSULT LEGAL AND TAX PROFESSIONALS.

D. Wrap Fee Programs

Not applicable. 1623 Capital does not participate in wrap fee programs.

E. Assets Under Management

As of September 30, 2021, 1623 Capital had approximately \$310,571,144 in regulatory assets under management, all of which was managed on a discretionary basis on behalf of Funds.

Item 5: Fees and Compensation

A. 1623 Capital Compensation for Advisory Services

Fund Advisory Services

Unless provided otherwise in the applicable Fund's Governing Documents, the following discussion describes how 1623 Capital is generally compensated in connection with providing advisory services to a Fund. However, the particular compensation arrangements can vary from Fund to Fund and we can (and expect to from time to time) enter into different fee arrangements with particular Fund investors. Furthermore, this Brochure does not maintain or disclose a "fee schedule." As a result, any potential investor in a Fund should read and review all Fund Governing Documents in their entirety before making any decision to invest in a Fund.

1. Management Fees. In consideration for the advisory services it provides to a Fund, 1623 Capital is entitled to a management fee (the "Management Fee"), which is paid by Fund investors and may vary depending on the series of interests or shares held by the applicable Fund investors (at an annual rate ranging from 0.75% to 1.5% of each Fund investor's capital account net asset value). The Management Fee is paid on a monthly basis, in arrears, and is directly deducted from each Fund investor's capital account.

To the extent permitted under applicable law (including, if applicable, the U.S. Employee Retirement Income Security Act of 1974 or "ERISA," as amended), 1623 Capital may, in its sole discretion for any reason, waive, modify, reduce or calculate differently the Management Fee to be borne directly or indirectly by a Fund investor, including to reflect matters such as the amount of such investor's investment, its commitment to maintain its investment in the Fund and its overall relationship with 1623 Capital and its affiliates. 1623 Capital may, in its sole discretion, share the Management Fee, in whole or in part, with any other person or entity, including its affiliates.

Interests or shares held by 1623 Capital, its affiliates and their employees are not subject to the Management Fee. In addition, Management Fees are generally non-refundable.

2. Incentive Allocation (Performance-Based Fees). With respect to each Fund investor and subject to a high-watermark, for every Performance Period (as defined below) after such Fund investor was admitted to the Fund, 1623 Capital will receive a performance fee or "incentive allocation" (the "Incentive Allocation") equal to 15% or 20%, depending on the series of interests or shares held by the applicable investors, of the Net Profits allocated to such Fund Investor's notional capital account. At the close of each Performance Period, the Incentive Allocation shall be debited against the notional capital account of such Fund investors and the amount so debited shall simultaneously be credited to the capital account of 1623 Capital or an affiliate.

To the extent permitted under applicable law (including, if applicable, ERISA), 1623 Capital has the ability to modify, reduce, waive or calculate differently the Incentive Allocation of any Fund investors (or series of Fund investors) at the time such Fund Investor is admitted to a Fund or at any subsequent time, in 1623 Capital's sole discretion. Furthermore, to the extent permitted under applicable law (including, if applicable, ERISA), 1623 Capital may, in its sole discretion, share the Incentive Allocation, in whole or in part, with any other person or entity, including its affiliates.

PLEASE CAREFULLY REVIEW *ITEM 6—PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT* BELOW FOR A DISCUSSION REGARDING CERTAIN CONFLICTS OF INTEREST AND RISKS THAT MAY ARISE WHEN AN ADVISER RECEIVES SUCH COMPENSATION, INCLUDING AN INCENTIVE ALLOCATION.

B. Deduction and Frequency of Fees

As stated above, Management Fees and Incentive Allocations are directly deducted or debited from Fund investor notional capital accounts. Management Fees are charged monthly in arrears and Incentive Allocations are debited for each “Performance Period.”

Unless provided otherwise in the applicable Fund’s Governing Documents, a “Performance Period” will commence, with respect to each Fund investor, on the date a notional capital account was established for a Fund investor and thereafter, immediately following the close of the preceding Performance Period. A Performance Period shall end: (i) on each fiscal year end; (ii) with respect to a Fund investor making a total or partial withdrawal or redemption (with respect to such withdrawn or redeemed amount), on the withdrawal or redemption date; (iii) at 1623 Capital’s sole discretion, with respect to a Fund investor transferring all or a portion of its investment (with respect to such transferred amount), on the effective date of the transfer; (iv) on the effective date that 1623 Capital or its affiliated Fund general partner ceases to be the general partner of the Fund (as applicable); and (v) on the date when the Fund dissolves or terminates; provided that 1623 Capital may in its sole discretion also declare such other days or dates as the end of a Performance Period.

C. Other Fees and Expenses

The following is a general description of other fees and expenses associated with the Funds, but is not intended to be a complete description of such fees and expenses for any particular Fund. Investors should carefully review the Governing Documents of any Fund in which an investment is being considered to understand the fees and expenses that the investors will bear prior to making an investment.

With respect to certain Funds, 1623 Capital or an affiliate could elect to assume some or all of the organizational costs of the Fund and the costs incurred in connection with the initial issuance of the interests or shares, including legal and accounting fees, document production and printing costs, federal and state filing fees, and other related expenses and, in which case, neither shall seek reimbursement from the applicable Fund for such organizational expenses. 1623 Capital may place limits on the amount and type of organizational costs that it will assume, which will be described in the Governing Documents.

If applicable, a Fund’s Governing Documents will describe the type and amount of initial organizational and offering expenses to be borne by 1623 Capital during the Fund’s initial launch period. Similarly, expenses incurred by 1623 Capital in the operation of its business (e.g., salaries, office space and utilities, telephone and computer equipment and services) are borne by 1623 Capital, except as otherwise described below.

Unless provided otherwise in the applicable Fund’s Governing Documents, each Fund will be responsible for, and pay or reimburse, all fees, costs and expenses associated with operating the Fund and its investment program, including (if applicable) each respective private fund’s pro rata share of the master fund’s operating expenses (“Fund Expenses”), which are set forth in greater detail in the Governing Documents. Fund Expenses include, but are not limited to, investment

research, brokerage and other transaction costs. PLEASE CAREFULLY REVIEW *ITEM 12—BROKERAGE PRACTICES*.

D. Restrictions on Withdrawals and Redemptions

Fund investors are generally subject to a number of restrictions with respect to their ability to withdraw or redeem their investments in a Fund, including an initial “lock-up” period of twelve (12) to thirty-six (36) months. The duration and scope of a lock-up period generally depends upon, among other things, the liquidity profile of the Fund and the series or class of interests or shares held by the applicable Fund investor. Following the initial lock-up period, requests for withdrawals and redemptions may only be made quarterly or semi-annually, depending on the Fund and the series or class of interests or shares held by the applicable Fund investor, and are subject to a notice period, which differs for certain Funds and the series or class of Fund interests or shares. In its discretion, but subject to applicable law, 1623 Capital can waive, reduce or otherwise alter these restrictions for any Fund investor or class of Fund investor. Any potential investor in a Fund should read and review the description of liquidity restrictions in that Fund’s Governing Documents for a more complete description of any particular restrictions on withdrawals and redemptions before making any decision to invest in a Fund.

E. Compensation for the Sale of Securities

1623 Capital and its personnel do not accept compensation for the sale of securities or other investment products.

TMF Investments LLC (“TMFI”), an affiliated FINRA and SIPC-member broker-dealer, provides marketing and placement agent services to the Funds. In return for its services, 1623 Capital will pay TMFI: (i) a percentage of the management fees, incentive fees, incentive allocations, or combination thereof, that are earned by 1623 Capital from the capital invested in the Funds; (ii) a percentage of the subscription proceeds invested in the Fund; or (iii) both. Payments received by TMFI will not increase Fund expenses, nor will TMFI charge investors a transaction-based fee in connection with the placement of Fund interests or shares.

Certain associated persons of 1623 Capital that are registered representatives of TMFI receive compensation for sourcing institutional investors. Their compensation generally involves receiving a portion of 1623 Capital’s management fee that is attributable to those investors. Payments received by these individuals will not increase Fund expenses, nor will TMFI charge investors a transaction-based fee in connection with the placement of Fund interests or shares by these associated persons.

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

As stated in Item 5 above, 1623 Capital or its affiliates receive the Incentive Allocation from investors in a Fund. These payments are subject to Section 205(a)(1) of the Investment Advisers Act of 1940, as amended (the “Advisers Act”), in accordance with the available exemptions thereunder, including, with respect to any Funds that rely on Section 3(c)(1) of the 1940 Act, the exemption set forth in Rule 205-3, which requires that performance-based fees only be charged to “qualified clients” (as such term is defined in Rule 205-3).

Performance-based fees, in general, create an incentive for an adviser or its supervised persons to make investments that are riskier and more speculative than would be the case in the absence of a performance-based fee. Such fee arrangements may also create an incentive to favor higher fee paying clients over other clients in the allocation of investment opportunities. To address these conflicts of interest with respect to any future clients, 1623 Capital implements policies and procedures to ensure that all clients receive fair and equitable treatment with respect to the allocation of investment opportunities.

Item 7: Types of Clients

As disclosed in Item 4, 1623 Capital currently provides discretionary investment advice and account management services to Funds, each of which is exempt from registration under the Investment Company Act. Investments in the Funds are limited to Approved Investors.

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

A. Methods of Analysis and Investment Strategies

1. Pro Strategy

The Pro Strategy's investment objective is to seek to generate positive performance by acquiring securities on a long basis that 1623 Capital believes will appreciate in price and seek to hedge exposures and to sell short securities that 1623 Capital believes will decline in price. The Pro Strategy's investment strategy includes four key approaches, strategies, and techniques that have been used since the inception of the strategy:

- a. *Long-Term Longs*: Positions that 1623 Capital believes provide long-term ownership of growth-focused businesses with predictable revenue and loyal and growing customer bases.
- b. *Single-Name Shorts*: Short positions in companies that 1623 Capital believes are often suffering from stalling sales growth, negative or falling profits, and limited potential.
- c. *Options Strategies*: Investment techniques seek to conservatively generate income, which are particularly relevant in sideways markets. Options also allow the Fund to prudently leverage a thesis, or protect on the downside.
- d. *Hedges*: Strategies aimed on managing volatility and exposure protection.

Portfolio Investments consisting of equity securities may include, but are not limited to, common stock, preferred and convertible preferred stock, convertible debt, rights, warrants, initial public offerings and options and other financial instruments the returns of which are linked to the performance of the common stock of targeted companies. Although the Pro Strategy primarily invests in equity securities of U.S. companies, it also invests in the securities of non-U.S. issuers. The Pro Strategy may purchase and sell options on securities and stock index options for hedging purposes or in pursuing its investment objective. For temporary liquidity or defensive purposes, the Pro Strategy may invest in money market instruments and other high-quality short-term investments, including with its cash balance.

2. Innovation Long/Short

The Innovation Long/Short Strategy ("ILS Strategy") seeks to achieve its investment objective of capital appreciation by identifying and owning the equity securities of companies that are, in the opinion of 1623 Capital, innovative, high-quality growth businesses and selling short the equity securities of companies whose revenues, margins, cash flows and market positions are being disrupted by innovation and change. Through strategic hedging, the ILS Strategy attempts to manage some of the risk and mitigate or reduce volatility. Hedges may be used through a variety of different tools, such as shorting market indexes, shorting sector specific or thematic passive ETFs, shorting equity securities, or by using options in combination with the ILS Strategy's long positions.

The ILS Strategy’s investment process, called “The Foundations of Innovation,” underpins its approach for both longs and shorts. The Foundations of Innovation contains eight key principles:

- a. *Culture of Innovation.* The ILS portfolio management team believes that a company’s management is a key element to long-term success at most every business, especially those using innovation to gather additional market share, go after new market opportunities, and/or fend off competition. Among the factors the portfolio management team considers are: the clarity of vision and strategies, commitment to innovation via investment, effective incentives, corporate culture, ownership in the business, capital allocation choices and results, external transparency and candor, and the overall treatment of stakeholders.
- b. *Disrupt.* The ILS Strategy seeks to identify companies that actively use innovation to disrupt the status quo within an industry. Whether it’s developing new technologies, products, and/or services, the portfolio managers evaluate how an innovator is positioning the company to compete most effectively to disrupt the competition.

The portfolio management team believes that companies with a competitive advantage seek out unique positions in the marketplace and enhance those positions with the right supporting capabilities. Unique positions may include pricing power, geographic and/or regulatory barriers to entry, network effects, switching costs, and superior brands, among others. Capabilities may include a culture of continuous innovation, superior sales and marketing, stronger distribution networks, better research and development, and excellent supply chain management, to name a few.

- c. *Build.* The portfolio management team believes that innovative companies tend to develop new ways of creating value over time by investing resources and capital to push out new innovations that (1) improve current products and services, develop new technologies, products, and services to extend into new markets, and (2) acquire talent, technologies, and complementary businesses to expand their power.
- d. *Scale.* The ILS Strategy typically invests in long equity securities with a long-term time horizon. A core part of the investment process for long equity positions is to consider what the company might look like over a period of 5 years, 10 years, or longer. The ILS Strategy’s management team considers whether the company has large current and future market opportunities, the ability to capture that growing demand via new and improved products and services to deliver excellent revenue growth, and the ability and financial capacity to invest in new products, services, and acquisitions to increase growth rates and profitability over time.

For short equity securities, the ILS Strategy seeks to find companies whose businesses will be impacted if not completely disrupted by innovative competitors. That means identifying companies with the following characteristics, among others:

- e. *Ineffective Leadership.* The ILS Strategy looks for management teams that have historically been slow or hesitant to adopt new technologies or adapt to changes within their industries, or who may have demonstrated an undisciplined approach to capital

allocation and who may have misaligned incentives that emphasize short-term profits over investing in long-term objectives.

- f. *Facing Disruption.* Firms lacking the ability to use innovation to create and capture value, who are fighting both larger competitors and well-funded startups to compete, are targets for potential shorts. These companies may be insufficiently capitalized to make the necessary investments to defend their market share or they may be so culturally and economically tied to legacy business lines that they find it structurally difficult to innovate and shift direction.
- g. *Business in Decline.* Once a company's product or service becomes obsolete, revenue generally falls and the financial resources necessary to invest tend to start disappearing. A business can cut costs to survive, but eliminating expenses is not the same as making investments in better products. The ILS Strategy may short companies that appear headed for years of declining revenue and profits due to competitive pressures and financial stress.
- h. *Catalysts.* The ILS Strategy typically aims to hold short positions for quarters or months, and as a result, looks for companies where the deterioration in the underlying business may have a catalyst that can be capitalized upon in a shorter time frame than ILS Strategy's typical long equity holding period.

Catalysts are the events that trigger a downward re-rating of a company's share price due to the market factoring in the business deficiencies that have been identified. Most frequently this happens during a disappointing quarterly earnings report where sales growth and/or profit margins fall short of management's guidance and market expectations.

B. Risk of Loss

All investments, including an investment in the Funds and Portfolio Investments, involve risk. 1623 Capital does not guarantee the results of any of its advice. Significant losses can occur from investing in securities, or by following any investment strategy, including those recommended or applied by 1623 Capital. The financial markets may change, sometimes rapidly and unpredictably, and the Funds (or 1623 Capital acting on behalf of the Funds) may not have the ability to avoid or prevent losses. Prior investment performance is not indicative of future results.

Investment in a Fund is suitable only for investors of financial means who have no need for liquidity in their investments and can afford to lose all of their investment.

Prospective investors should carefully read a Fund's Offering Memorandum, a PDF copy of which is available upon request by emailing info@1623capital.com.

C. Specific Risks

The risk factors discussed below are separated into two sections. The first section focuses on the risks associated with Portfolio Investments and investment, hedging, financing and disposition techniques that 1623 Capital may utilize in implementing the investment strategies discussed above in Item 8.A. The second section describes the general risks and conflicts associated with 1623

Capital's management of the Funds. The risks specifically associated with the Funds, such as the nature of private placement investing and subscription and withdrawal terms, can be found in the Offering Memorandum for each Fund.

Each Fund may also invest in instruments or engage in investment, hedging, arbitrage, financing or disposition techniques other than those described below or elsewhere in this Brochure, including instruments and investment, hedging, arbitrage, financing and disposition techniques that are not in existence as of the date of this Brochure. **This is not intended to be a complete description or enumeration of every possible investment or investment technique in which the Funds engage, or the risks associated with each strategy, investment or investment technique or with an investment in a Fund. Prospective Investors should carefully review the Offering Memorandum for each Fund.**

The order of the presentation of risk factors below is not intended to reflect the relative importance of each of them, and prospective investors are strongly encouraged to consider each of these risks. The following risks should be carefully evaluated before making an investment in a Fund.

Risks Associated with Portfolio Investments and Investment Techniques

1. Equity and Equity-Related Securities and Instruments. A Fund may directly or indirectly invest in equity securities, including common stocks of U.S. and non-U.S. issuers. Funds may also directly or indirectly purchase equity-related securities and instruments, such as preferred stock, convertible securities, warrants and stock options. The value of equity securities varies in response to many factors. Factors specific to an issuer, such as certain decisions by management, lower demand for its products or services, or even loss of a key executive, could result in a decrease in the value of the issuer's securities. Factors specific to the industry in which the issuer participates, such as increased competition or costs of production or consumer or investor perception, can have a similar effect. The value of an issuer's stock can also be adversely affected by changes in financial markets generally, such as an increase in interest rates or a decrease in consumer confidence, that are unrelated to the issuer itself or its industry. Stock which a Fund has sold short may be favorably impacted (to the detriment of the performance of a Fund) by the same factors (e.g., decreased competition or costs or a decrease in interest rates). In addition, certain options and other equity-related instruments may be subject to additional risks, including liquidity risk, counterparty credit risk, legal risk and operations risk, and may involve significant economic leverage and, in some cases, be subject to significant risks of loss. These factors and others can cause significant fluctuations in the prices of the securities in which a Fund invests and can result in significant losses to a Fund.

The value of preferred stocks, convertible securities and warrants will vary with the movements in the equity market and the performance of the underlying common stock, in particular. Their value is also affected by adverse issuer or market information. Thus, for example, as the value of the underlying common stock of an issuer fluctuates, the value of the preferred stock of such issuer would also be expected to fluctuate. With respect to warrants, their value may decrease or may be zero and thus not be exercised if the market price of the underlying securities remains lower than the specified price at which holders of warrants are entitled to buy such securities, resulting in a loss to a Fund of the purchase price of the warrant (or the embedded warrant price in the case of securities issued with warrants attached). With respect to convertible securities, as with all fixed income securities, the market value of such securities tends to decline as interest rates increase and, conversely, to increase as interest rates decline. However, when the market price of the

common stock underlying a convertible security exceeds the conversion price, the convertible security tends to reflect the market price of the underlying common stock. As the market price of the underlying common stock declines, the convertible security tends to trade increasingly on a yield basis and thus, may not decline in price to the same extent as the underlying common stock.

In the event of insolvency, liquidation, dissolution, reorganization or bankruptcy of a company in which a Fund invests, holders of securities ranking senior to a Fund's investment would typically be entitled to receive payment in full before distributions could be made to a Fund. After repaying senior security holders, the company may not have any remaining assets to use for repaying amounts owed to a Fund. To the extent that any assets remain, holders of claims that rank equally with a Fund's investment would be entitled to share on an equal and ratable basis in distributions that are made out of those assets.

1623 Capital will retain control over the operations, budgets, expenses, compensation and revenues of its firm. It is possible that 1623 Capital may make decisions in the exercise of their discretion over these items that may adversely affect the performance of a Fund or cash flows available for distribution to a Fund.

2. Options Trading and Short Selling. Shorting securities or writing option contracts involve additional risks. With short sales and certain forms of option trades, the risk of loss is hypothetically unlimited as investors who short may be required to purchase shares to cover at any time, and at any price. Options can be used to create leverage, which can increase the risk of total loss, since smaller fluctuations in value will have significant effects on the overall portfolio. Writing options and shorting stocks also involves the risk of timing, where the counterparty assigns the option holder shares or forces the short seller to cover a short, which may not allow the strategy to play out.
3. Derivative Instruments. Derivative instruments, or "derivatives," include futures, options, swaps, structured securities and other instruments and contracts that are derived from, or the value of which is related to, one or more underlying securities, financial benchmarks, currencies or indices. A Fund may use derivatives as a hedging strategy and some or all of the Funds may invest in, or enter into, derivatives. The value of a derivative depends largely upon price movements in the underlying asset. Therefore, many of the risks applicable to trading the underlying asset are also applicable to derivatives of such asset. However, there are a number of other risks associated with derivatives trading. For example, because many derivatives are "leveraged," and thus provide significantly more market exposure than the money paid or deposited when the transaction is entered into, a relatively small adverse market movement cannot only result in the loss of the entire investment, but may also expose a Fund to the possibility of a loss exceeding the original amount invested. Derivatives may also expose investors to liquidity risk, as there may not be a liquid market within which to close or dispose of outstanding derivatives contracts, and to counterparty risk. The counterparty risk lies with each party with whom a Fund contracts for the purpose of making investments. In the event of the counterparty's default, the Funds will only rank as an unsecured creditor and risks the loss of all or a portion of the amounts it is contractually entitled to receive.
4. Convertible Securities. Convertible securities are bonds, debentures, notes, preferred stocks or other securities that may be converted into or exchanged for a specified amount of common stock of the same or different issuer within a particular period of time at a specified price or formula. A convertible security entitles the holder to receive interest that

is generally paid or accrued on debt or a dividend that is paid or accrued on preferred stock until the convertible security matures or is redeemed, converted or exchanged. Convertible securities have certain unique investment characteristics, in that they generally (i) have higher yields than common stocks, but lower yields than comparable non-convertible securities, (ii) are less subject to fluctuation in value than the underlying common stock due to their fixed-income characteristics, and (iii) provide the potential for capital appreciation if the market price of the underlying common stock increases.

A convertible security may be subject to redemption at the option of the issuer at a price established in the convertible security's governing instrument. If a convertible security held by a Fund is called for redemption, the Fund will be required to permit the issuer to redeem the security, convert it into the underlying common stock or sell it to a third-party. Any of these actions could have an adverse effect on a Fund's ability to achieve its investment objective.

Convertible securities have an "investment value," which is the theoretical value determined by the yield it provides in comparison with similar securities without the conversion feature. The investment value changes are based on prevailing interest rates and other factors. They also have a "conversion value," which is the worth in market value if the security were exchanged for the underlying equity security. Conversion value fluctuates directly with the price of the underlying security. If conversion value is substantially below investment value, the price of the convertible security is governed principally by its investment value. If the conversion value is near or above investment value, the price of the convertible security generally will rise above investment value and may represent a premium over conversion value because of the combination of the convertible security's right to interest (or dividend preference) and the possibility of capital appreciation from the conversion feature. A convertible security's price, when price is influenced primarily by its conversion value, will generally yield less than a senior non-convertible security of comparable investment value. Convertible securities may be purchased at varying price levels above their investment values or conversion values. However, there is no assurance that any premium above investment value or conversion value will be recovered, because prices change, and, as a result, the ability to achieve capital appreciation through conversion may never occur.

5. Preferred Stocks. Preferred stocks include convertible and non-convertible preferred and preference stocks that are senior to common stock. Preferred stocks are equity securities that are senior to common stock with respect to the right to receive dividends and a fixed share of the proceeds resulting from the issuer's liquidation. Some preferred stocks also entitle their holders to receive additional liquidation proceeds on the same basis as holders of the issuer's common stock, and thus represent an ownership interest in the issuer. In addition to credit risk and other risks disclosed herein regarding equity or fixed income securities, investment in preferred stocks involves certain other risks. Certain preferred stocks contain provisions that allow an issuer under certain conditions to skip or defer distributions. If a Fund owns a preferred stock that is deferring its distribution, the Fund may be required to report income for tax purposes despite the fact that it is not receiving current income on this position. Preferred stocks often are subject to legal provisions that allow for redemption in the event of certain tax or legal changes or at the issuer's call. In the event of redemption, a Fund may not be able to reinvest the proceeds at comparable rates of return. Preferred stocks are subordinated to bonds and other debt securities in an issuer's capital structure in terms of priority for corporate income and liquidation payments and, therefore, will be subject to greater credit risk than those debt securities. Preferred

stocks may trade less frequently and in a more limited volume and may be subject to more abrupt or erratic price movements than many other securities, such as common stocks, corporate debt securities and U.S. government securities.

6. Common Stocks. A Fund may invest substantially in long and short positions in common stock. Common stock prices are directly affected by issuer-specific events, as well as general market conditions. In addition, in many countries investing in common stocks is subject to heightened regulatory and self-regulatory scrutiny as compared to investing in debt or other financial instruments.
7. Dividend Risk. There is no guarantee that the issuers of the stocks will declare dividends in the future or that, if dividends are declared, they will remain at their current levels or increase over time. High-dividend stocks may not experience high earnings growth or capital appreciation. A Fund's performance during a broad market advance could suffer because dividend paying stocks may not experience the same capital appreciation as non-dividend paying stocks.
8. New Issues. A Fund may trade in "new issues" (initial public offerings of equity securities). Certain Fund investors will be limited, under the Financial Industry Regulatory Authority, Inc. ("FINRA") Rules, from participating in the profits and losses attributable to "new issues." In addition, a Fund may limit the participation of certain Fund investors in "new issues" to an extent greater than that required by FINRA (and perhaps entirely). Fund investors may receive "new issues" allocations disproportionate to such Fund investors' respective Interests and will not be compensated in any respect for any such disproportionate allocations.
9. Depository Receipt Risk. American Depositary Receipts ("ADRs") are typically trust receipts issued by a U.S. bank or trust company that evidence an indirect interest in underlying securities issued by a foreign entity. Global Depositary Receipts ("GDRs"), European Depositary Receipts ("EDRs"), and other types of depository receipts are typically issued by non-U.S. banks or financial institutions to evidence an interest in underlying securities issued by either a U.S. or a non-U.S. entity. Investments in non-U.S. issuers through ADRs, GDRs, EDRs, and other types of depository receipts generally involve risks applicable to other types of investments in non-U.S. issuers. Investments in depository receipts may be less liquid and more volatile than the underlying securities in their primary trading market. If a depository receipt is denominated in a different currency than its underlying securities, a portfolio will be subject to the currency risk of both the investment in the depository receipt and the underlying security. There may be less publicly available information regarding the issuer of the securities underlying a depository receipt than if those securities were traded directly in U.S. securities markets. Depository receipts may or may not be sponsored by the issuers of the underlying securities, and information regarding issuers of securities underlying unsponsored depository receipts may be more limited than for sponsored depository receipts. The values of depository receipts may decline for a number of reasons relating to the issuers or sponsors of the depository receipts, including, but not limited to, insolvency of the issuer or sponsor. Holders of depository receipts may have limited or no rights to take action with respect to the underlying securities or to compel the issuer of the receipts to take action.
10. Exchange Traded Fund Risk. Investments in investment companies or other investment vehicles may include index-based unit investment trusts such as exchange traded funds ("ETFs"). Such index-based investments sometimes hold substantially all of their assets

in securities representing a specific index. With respect to certain strategies, a Fund may use ETFs assigned to track an index as a way of gaining exposure to equity or fixed income markets, or a particular segment of such markets.

When a Fund utilizes ETFs, Fund investors will incur their pro rata share of the expenses of the ETF, such as investment advisory and other management expenses. In addition, Fund investors will be subject to those risks affecting the ETF, including the effects of business and regulatory developments that affect ETFs or the investment company industry generally, as well as the possibility that the value of the underlying securities held by the ETF could decrease or the portfolio becomes illiquid.

ETF shares are listed for trading on a national securities exchange and are bought and sold on the secondary market at market prices. Although it is expected that the market price of an ETF share typically will approximate its net asset value (“NAV”), there may be times when the market price and the NAV differ significantly. Thus, a Fund may pay more or less than the NAV when the Fund buys ETF shares on the secondary market, and the Fund may receive more or less than the NAV when shares are sold. Trading of ETF shares may be halted by the activation of individual or market-wide trading halts (which halt trading for a specific period of time when the price of a particular security or overall market prices decline by a specified percentage).

Certain ETFs may hold common portfolio positions, thereby reducing the diversification benefit of an asset allocation style. ETFs may engage in investment strategies or invest in specific investments in which a Fund would not engage or invest directly. The performance of those ETFs, in turn, depends upon the performance of the securities in which they invest.

11. Non-U.S. Investments. Portfolio Investments may have non-U.S. entities as described herein. Non-U.S. securities involve certain risks not typically associated with investing in U.S. securities, including risks relating to (i) currency exchange matters, including fluctuations in the rate of exchange between the U.S. dollar and the various foreign currencies in which a Fund’s non-U.S. investments may be denominated, and costs associated with conversion of investment principal and income from one currency into another; (ii) differences between the U.S. and non-U.S. securities markets, including potential price volatility in, and relative illiquidity of, some non-U.S. securities markets and the absence of uniform accounting, auditing and financial reporting standards, practices and disclosure requirements (including incomplete or lower quality reporting or disclosure that could affect a Fund’s investment decision making) and less governmental supervision and regulation; (iii) certain economic and political risks, including potential exchange control regulations and restrictions on foreign investment and repatriation of capital and the risks of political, economic or social instability, the possibility of substantial rates of inflation and the possibility of expropriation or confiscatory taxation; (iv) the possible imposition of non-U.S. taxes on income and gains recognized with respect to such securities or distributions therefrom; and (v) differences in applicable legal systems, including the possibility that a Fund may experience difficulty in asserting legal claims or obtaining legal remedies in foreign jurisdictions.
12. Small or Midsized Companies Risk. Fund investments may be issued by, or otherwise related to, small or midsized companies. Such Portfolio Investments may involve greater risk than comparable Portfolio Investments issued by or related to large companies. Small or midsized companies may face intense competition for important resources, such as experienced management and personnel, capital, and financing. Such companies may be

at a disadvantage relative to larger companies, including with respect to sales or distribution resources, operational and financial controls, or other economies of scale. Small and mid-sized companies may be more likely to experience financial, operational, legal, and/or other distress.

Portfolio Investments in or related to small and mid-sized companies may be less liquid or exhibit more price volatility than Portfolio Investments in large companies. The securities of small and mid-sized companies are often traded over-the-counter or on regional exchanges, which may have lower volumes than are typical on national exchanges, or may be privately held, with no secondary market for such securities.

13. Real Estate Investment Trusts (REITs). REITs are pooled investment vehicles that manage a portfolio of real estate or real estate-related loans to earn profits for their shareholders. REITs are generally classified as equity REITs, mortgage REITs, or a combination of equity and mortgage REITs. Equity REITs invest the majority of their assets directly in real property, such as shopping centers, nursing homes, office buildings, apartment complexes, and hotels, and derive income primarily from the collection of rents. Equity REITs can also realize capital gains by selling properties that have appreciated in value. Mortgage REITs invest the majority of their assets in real estate mortgages and derive income from the collection of interest payments. REITs can be subject to extreme volatility because of fluctuations in the demand for real estate, changes in interest rates, and adverse economic conditions. Similar to regulated investment companies, REITs generally are not subject to federal income tax on income distributed to shareholders, provided they comply with certain requirements. The failure of a REIT to continue to qualify as a REIT for tax purposes can materially affect its value. An investor indirectly bears its proportionate share of any expenses paid by a REIT in which he or she invests.
14. Non-Diversification Risk. A Fund may be concentrated in a small number of issuers. As a consequence, the aggregate returns the Fund realizes may be adversely affected if a small number of portfolio investments perform poorly. There is no assurance that the sufficient diversification of investments can be properly achieved. To the extent that a Fund takes large positions in a small number of portfolio investments, the Fund's returns may fluctuate as a result of changes in the performance of such portfolio investments to a greater extent than that of a diversified investment fund.
15. Concentration Risk. To the extent a Fund invests more heavily in particular sectors of the economy, its performance will be especially sensitive to developments that significantly affect those sectors. Funds following the Pro Strategy may become concentrated in a particular sector notwithstanding that it is not a principal investment strategy of the Fund as a result of the portfolio management decisions made pursuant to its investment strategy. Funds that are concentrated in a particular will be more affected by the performance of that sector than a fund that is not so significantly invested.
 - a. *Information Technology Sector Risk*. Market or economic factors impacting information technology companies and companies that rely heavily on technological advances could have a significant effect on the value of a Fund's Portfolio Investments. The value of stocks of information technology companies and companies that rely heavily on technology is particularly vulnerable to rapid changes in technology product cycles, rapid product obsolescence, government regulation and competition, both domestically and internationally, including competition from foreign competitors with lower production costs. Stocks of information technology

companies and companies that rely heavily on technology, especially those of smaller, less-seasoned companies, tend to be more volatile than the overall market. Information technology companies are heavily dependent on patent and intellectual property rights, the loss or impairment of which may adversely affect profitability. Additionally, companies in the technology sector may face dramatic and often unpredictable changes in growth rates and competition for the services of qualified personnel.

- b. Health Care Sector Risk.* Companies in the health care sector are subject to extensive government regulation and their profitability can be significantly affected by restrictions on government reimbursement for medical expenses, rising costs of medical products and services, pricing pressure (including price discounting), limited product lines and an increased emphasis on the delivery of healthcare through outpatient services. Companies in the health care sector are heavily dependent on obtaining and defending patents, which may be time consuming and costly, and the expiration of patents may also adversely affect the profitability of these companies. Health care companies are also subject to extensive litigation based on product liability and similar claims. In addition, their products can become obsolete due to industry innovation, changes in technologies or other market developments. Many new products in the health care sector require significant research and development and may be subject to regulatory approvals, all of which may be time consuming and costly with no guarantee that any product will come to market.
- c. Financial Sector Risk.* Companies in the financials sector of the economy, including those in the banking industry, are often subject to extensive governmental regulation and intervention, which may adversely affect the scope of their activities, the prices they can charge and the amount of capital they must maintain. Governmental regulation may change frequently and may have significant adverse consequences for companies in the financials sector, including effects not intended by such regulation. The impact of recent or future regulation on any individual financial company, the banking industry or on the sector as a whole cannot be predicted. Certain risks may impact the value of investments in the financials sector more severely than those of investments outside this sector, including the risks associated with companies that operate with substantial financial leverage. Companies in the financials sector may also be adversely affected by increases in interest rates and loan losses, decreases in the availability of money or asset valuations, credit rating downgrades and adverse conditions in other related markets. Insurance companies, in particular, may be subject to severe price competition and/or rate regulation, which may have an adverse impact on their profitability. The financials sector is particularly sensitive to fluctuations in interest rates.
- d. Real Estate Sector Risk.* An investment in a real property company may be subject to risks similar to those associated with direct ownership of real estate, including, by way of example, the possibility of declines in the value of real estate, losses from casualty or condemnation, and changes in local and general economic conditions, supply and demand, interest rates, environmental liability, zoning laws, regulatory limitations on rents, property taxes, and operating expenses. Some real property companies have limited diversification because they invest in a limited number of properties, a narrow geographic area, or a single type of property.

16. **Innovation Risk.** Funds following the Innovation Long/Short strategy will seek to invest in companies that 1623 Capital believes are capitalizing on disruptive innovation and developing technologies to displace older technologies or create new markets. These companies may not in fact do so. Companies that initially develop a novel technology may not be able to capitalize on the technology, and no assurance can be made that these innovations will result in the vigorous growth anticipated by 1623 Capital or such growth may be significantly delayed. Companies that develop innovative technologies may face political or legal attacks from competitors, industry groups or local and national governments. These companies may also be exposed to risks applicable to sectors other than the disruptive innovation theme for which they are chosen, and the securities issued by these companies may underperform the securities of other companies that are primarily focused on a particular theme. A Fund may invest in a company that does not currently derive any revenue from disruptive innovations or technologies, and there is no assurance that a company will derive any revenue from disruptive innovations or technologies in the future. A disruptive innovation or technology may constitute a small portion of a company's overall business. As a result, the success of a disruptive innovation or technology may not affect the value of the equity securities issued by the company.
17. **Climate Change Risk.** Climate change and regulations intended to control its impact may affect the value of a Fund's investments. Depending upon the mix of investments of a Fund, the near-term effects of climate change and climate change regulation on the Fund's investments may be material. We cannot predict the long-term impacts on a Fund's investments from climate change or related regulations. The ongoing political focus on climate change has resulted in various treaties, laws and regulations which are intended to limit carbon emissions. We believe these laws being enacted or proposed may cause energy costs at properties owned by the REITs or other real estate companies in which a Fund may invest to increase. There can be no assurance that climate change will not have a material adverse effect on a Fund's investments.
18. **Temporary Investments.** During periods of adverse market or economic conditions, a Fund may temporarily invest all or a substantial portion of its assets in high-quality, fixed-income securities, money market instruments, and shares of money market mutual funds, or it may hold cash. At such times, the Fund would not be pursuing its stated investment objective with its usual investment strategies. A Fund may also hold these investments for liquidity purposes.

Additional Risks Associated with investing with 1623 Capital

1. **No Assurances.** 1623 Capital does not make any assurance, guarantee or representation as to the expected or projected success, return, timing and amount of payments, performance result, effect, consequence or benefit (including legal, regulatory, tax, financial, accounting or otherwise) to any Fund investor. No investor may rely on any determination of expected or projected success, return, performance result, effect, consequence or benefit (including legal, regulatory, tax, financial, accounting or otherwise), and each investor will be required to represent that, among other things, it has consulted with its own legal, regulatory, tax, business, investment, financial, and accounting advisors regarding an investment in a Fund as it has deemed necessary.
2. **Material, Non-Public Information/Insider Trading.** We have implemented policies and procedures (the "MNPI Procedures") that are reasonably designed to prevent the misuse

by us and our personnel of material information regarding issuers of securities that has not been publicly disseminated, i.e., material non-public information. The MNPI Procedures are designed to comply with the requirements of the Advisers Act and other federal securities laws. There can be no assurance that misuse of material non-public information will never take place.

In the event any material, non-public information is disclosed to any person responsible for the affairs of a Fund, the Fund may be prohibited by applicable securities laws and the MNPI Procedures from acting upon any such information. Due to these restrictions, the Fund may not be able to initiate a transaction or sell a portfolio investment that it otherwise might have initiated (whether or not any member of the investment team is given access to the information).

3. Pursuit of Other Business Activities by 1623 Capital and its Affiliates. Persons associated with 1623 Capital may carry on investment activities for their own accounts and for those of their families, in which a Fund has no interest and thus may have certain additional conflicts of interest. In addition, 1623 Capital and its affiliates act as the investment adviser to accounts pursuing a range of traditional and alternative investment strategies. As a consequence of managing multiple investment products with varying investment programs, securities may be purchased or sold for some accounts but not others, and securities that are being sold for some accounts may be purchased for others. Factors that could lead to differences in trading decisions for various investment strategies include, among others, in the case of conflicting positions: differing portfolio manager analyses, different investment horizons, implementation of a particular hedging strategy, and differing desired market exposures. In order to ensure that investment decisions are made only on the basis of the investment considerations relevant to a Fund, the portfolio managers of 1623 Capital operate separately from and make investment decisions independently of other investment personnel of 1623 Capital and its affiliates.

In addition, certain publishing affiliates of 1623 Capital (the “Publishing Affiliates”) publish opinions and recommendations regarding the purchase and sale of securities, potentially including particular securities, industries, or market sectors in which a Fund has invested or that a portfolio manager of 1623 Capital is considering for purchase or sale by a Fund. These opinions and recommendations may be consistent with, or opposed to, our views, and they may adversely affect the prices of securities held by a Fund or the prices at which a Fund can purchase or sell particular securities. 1623 Capital and the Publishing Affiliates have adopted procedures designed to prevent the Publishing Affiliates’ personnel from obtaining or using nonpublic information about a Fund’s holdings or strategy or actual or potential portfolio transactions and to prevent personnel of 1623 Capital from using information from the Publishing Affiliates and their publications before publication. Certain conflicts may nonetheless be deemed to exist to the extent that a Fund might benefit if a Publishing Affiliate recommends the purchase of a security held by the Fund or recommends the sale of a security being considered by the Fund for purchase.

4. Shared Services with Affiliates. Pursuant to a shared services and licensing agreement, The Motley Fool LLC (“TMF”) provides (for direct and indirect compensation) 1623 Capital with various support services, including accounting, information technology, human resources, and marketing services (such as assistance with drafting marketing content and access to prospect lists). If 1623 Capital does not meet profit expectations, or if other affiliated businesses are more profitable than us, TMF may seek to reallocate these corporate resources to other affiliated business in order to enhance the overall profitability

of The Motley Fool group of companies. Decreased access to these resources could impair 1623 Capital's ability to grow and improve its business, which could negatively impact the scope and quality of services that we provide to the Funds. Similarly, any cutback in access to TMF marketing resources could impact the Funds' ability to gather new assets, which could, in turn, affect the Funds' ability to achieve economies of scale and better pricing with respect to third-party services.

5. Potential Conflicts Associated with the Fund's Structure and Terms. Fund governing documents establish complex arrangements between and among a Fund, the investors, 1623 Capital or its affiliates (in their capacity as general partner) and other parties. From time to time, questions may arise regarding certain parties' rights and obligations in certain situations, some of which may not have been contemplated upon the negotiation and execution of such documents. In some instances, the operative provisions of the Governing Documents, if any, may be broad, unclear, general, conflicting, ambiguous, and vague and may allow for multiple reasonable interpretations. In other instances, there may not be a directly applicable provision. While 1623 Capital or its affiliates, in their capacity as general partners of certain Funds, will construe the relevant provisions in good faith and in a manner consistent with their fiduciary duty and legal obligations, the interpretations used may not be the most favorable to a particular investor or investors in each and every instance.
 - a. *Incentive Allocation.* There is a potential conflict of interest between our responsibility to maximize profits from investment and trading and our possible desire to avoid taking risks which might reduce the NAV of a Fund and, consequently, reduce the Incentive Allocation payable to us. Such ability to earn the Incentive Allocation may create an incentive for us to invest Fund assets on a more speculative basis.
 - b. *Calculation and Allocation of Certain Fund Costs and Expenses.* A Funds' Governing Documents provide that 1623 Capital will be responsible for all normal overhead expenses of managing a Fund, and a Fund will be responsible for all other expenses associated with its management and operations including the implementation of its investment program ("Fund Expense"). A conflict of interest could arise in our determination of whether certain costs or expenses that are incurred in connection with the operation of a Fund meet the definition of Fund Expenses for which the Fund is responsible, or whether such expenses should be borne by us. A Fund will be reliant on our determinations in this regard, and also in regard to the allocation of investment expenses and any common operating expenses as among Funds. Additionally, to the extent that operating expenses are to be allocated to a Fund, 1623 Capital will endeavor to allocate such expenses in a manner it believes to be fair and equitable, which may include an allocation among such vehicles based on their relative NAV, capital accounts or the number of investors, subject to the term of the Governing Documents.
 - c. *Side Letters; Other Agreements; Other Tranches or Series.* 1623 Capital may enter into side letters or other similar agreements with an investor without the approval of the other investors, which may have the effect of establishing rights under, or altering or supplementing the terms of, an organizational document with respect to such investor in a manner more favorable to such investor than those applicable to other investors. Such rights or terms in any such side letter or other similar agreement may

include (i) different notice periods, minimum investment amounts, or fees, (ii) the agreement of 1623 Capital to extend certain information rights or additional diligence, valuation or reporting rights to such investor, including to accommodate special regulatory or other circumstances of such investor, (iii) consent of 1623 Capital to certain transfers by such investor or other exercises by 1623 Capital (or an affiliate) of its discretionary authority under the organizational document in certain respects for the benefit of such investor, or (iv) other rights or terms in light of particular legal, regulatory, public policy or other characteristics of such investor.

6. Diverse Investor Group. Various investors may have conflicting investment, tax, regulatory and other interests with respect to their investments in a Fund. The conflicting interest of individual investors may relate to or arise from, among other things, the specific feeder fund through which such investor invests, the nature of investments made by a Fund, the structuring or the acquisition of investments, the timing of disposition of investments and liquidity strategies. As a consequence, conflicts of interest may arise in connection with decisions made by 1623 Capital that may be more beneficial for one investor than for another, especially with respect to Investors' individual tax situations. In selecting and structuring investments appropriate for a Fund, we will consider the investment and tax objectives of the Fund and the investors as a whole, and not the investment, tax or other objectives of any investor individually. Any such structuring may be restricted as a result of our obligations to one or more of Fund entities, including obligations under applicable law, including ERISA. Certain investors may, by virtue of the size of their investments or other considerations, negotiate special arrangements which may be more beneficial than those obtained by other investors in a Fund.
7. Participation by 1623 Capital and Affiliates in a Fund. It is expected that 1623 Capital and/or our affiliates will invest in the Funds (except for Parallel Funds). As investors, we will remain subject to a Fund's usual terms regarding withdrawals, such as a lock-up period (as defined in the offering documents), but are otherwise under no obligation to remain invested in a Fund with respect to any minimum amount or minimum length of time. Participation in a Fund by 1623 Capital and/or its affiliates may pose potential conflicts of interest. If we represent a significant proportion of a Fund, this may influence how 1623 Capital manages the Fund's investment program, both with respect to the degree of risks that will be taken as well as the types of investment trading that may be permitted.
8. Disclosure of Information. In some cases, 1623 Capital also may disclose portfolio holdings of a Fund to entities that evaluate portfolio risk for investors. We will provide this information to such entities as we choose in our sole discretion and may refuse to provide this information to any such entity at any time. Every effort is made to bind the recipients of this information to maintain the confidential nature of this information, including entering into non-disclosure agreements prior to providing this information to them. However, there can be no assurance that these entities will fulfill their confidentiality obligations. In addition, investors, in the course of conducting due diligence, may request information pertaining to their investments in a Fund (either verbally or in writing), including information that is not generally made available to all investors. 1623 Capital and the Fund may respond to such requests without providing relevant information to all other investors. We are generally available to receive reasonable requests from investors about their investments in a Fund. However, 1623 Capital and the Funds reserve the right to determine, in their sole discretion, what information is appropriate to provide in response to inquiries from Investors.

9. ERISA Considerations. Certain assets under 1623 Capital’s management may consist of “plan assets” subject to ERISA or Section 4975 of the Internal Revenue Code, in which case the management and operation of the strategies would, among other things, become subject to ERISA’s fiduciary duty and prohibited transaction rules. In such a case, the strategies will be subject to investment limitations and restrictions that would not otherwise be applicable and may materially impact the performance of the strategies. For example, the strategies could be prohibited, or otherwise restricted, from purchasing or holding certain securities notwithstanding that such instruments might otherwise be appropriate investment opportunities for the strategies.

Item 9: Disciplinary Information

Neither 1623 Capital nor any supervised person has been involved in any legal or disciplinary event that is material to a client's or prospective client's evaluations of 1623 Capital's advisory business or the integrity of our management.

Item 10: Other Financial Industry Activities and Affiliations

A. Broker-Dealer Registration

TMF Investments LLC (“TMFI”), a wholly-owned subsidiary of MFIM, is a registered limited-purpose broker-dealer and FINRA and SIPC member. 1623 Capital expects that TMFI will provide certain marketing assistance and placement agent services with respect to the Funds, but the Funds will not execute portfolio transactions through TMFI.

1623 Capital is not registered, nor does it have an application pending to register, as a broker-dealer. Certain of 1623 Capital’s management persons and other supervised persons are registered representatives of TMFI.

B. Commodities Registration

Neither 1623 Capital nor any of its management persons are registered, or have an application pending to register, as a futures commission merchant, a commodity pool operator, a commodity trading advisor, or an associated person of the foregoing entities. However, we are exempt from registration with the United States Commodity Futures Trading Commission (the “CFTC”) as a commodity pool operator, with respect to the Funds pursuant to CFTC Rule 4.13(a)(3) (which exemption is granted with respect to pools whose participants are limited to certain categories of eligible participants, including “qualified eligible persons” and which are subject to certain commodity interest trading limitations) or may claim such other exemption available to 1623 Capital.

C. Related Persons

1623 Capital is an indirect, wholly-owned subsidiary of TMF Holdings. In addition to 1623 Capital, TMF Holdings also owns (either directly or indirectly through MFIM or another subsidiary):

- Motley Fool Wealth Management, LLC (“MFWM”), which is the investment adviser to individual investors, trusts, business entities (such as limited partnerships, limited liability companies and corporations), pension and profit sharing plans, plan participants, charitable organizations and other entities;
- Motley Fool Asset Management, LLC (“MFAM”), which is the investment adviser to exchange traded funds (the “MFAM Funds”);
- Motley Fool Ventures Management LLC, which is the investment adviser solely to venture capital funds;
- Lakehouse Capital Pty Ltd., which is an Australian-based investment adviser that manages funds for Australian and New Zealand clients;
- 1623 Pro Fund GP, Ltd., a Cayman Islands exempted company (“Pro GP”), which serves as the general partner of the 1623 Pro Master Fund, LP (a private fund managed by 1623 Capital). Pro GP was established solely for internal governance purposes, and it does not directly conduct any external business;
- Motley Fool Tidestone Fund GP, Ltd., a Cayman Islands exempted company (“Tidestone GP”), which serves as the general partner of the Motley Fool Tidestone Offshore Fund, LP and the Motley Fool Tidestone Master Fund, LP (each a private fund managed by 1623 Capital). Tidestone GP was established solely for internal governance purposes, and it does not directly conduct any external business; and

- TMFI (see Item 10.A above).

D. Other Investment Advisers

1623 Capital does not recommend or select other investment advisers for the Fund, and it does not have other business relationships with any other advisers that create a material conflict of interest.

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

A. Code of Ethics

1623 Capital has adopted a written Code of Ethics reasonably designed to address and avoid or mitigate potential conflicts of interest in connection with personal investment activities and as required by Rule 204A-1 of the Advisers Act (the “Code”). The Code sets forth the standards of business conduct applicable to, and requires compliance with federal securities laws by, all of 1623 Capital’s personnel. The Code contains policies and procedures that are intended to ensure that all personal securities trading by personnel of 1623 Capital is conducted in such a manner as to avoid or mitigate actual or potential conflicts of interest and any abuse of an individual’s position of trust and responsibility. 1623 Capital prohibits personal trading in certain securities or instruments; requires pre-clearance of personal trades in certain circumstances, including purchases of an IPO or a new private placement limited offering; requires periodic reporting of employees’ personal securities transactions and holdings; and requires prompt internal reporting of Code violations.

1623 Capital has also established procedures reasonably designed to prevent the misuse of material, non-public information, which includes procedures for, among other things, the use and maintenance of restricted trading lists.

The Code is available, upon request, to any client or prospective client as well as any Fund investor or qualified prospective Fund investor.

B. Conflicts of Interest

Additionally, 1623 Capital and its affiliates engage in a broad range of activities. In the ordinary course of conducting its activities, the interests of a Fund, Fund investors or any other client may, from time to time, conflict with the interests of 1623 Capital, its associated persons, other clients or their respective affiliates.

Certain associated persons of 1623 Capital that are registered representatives of TMFI receive compensation for sourcing institutional investors. Their compensation generally involves receiving a portion of 1623 Capital’s management fee that is attributable to those investors. Payments received by these individuals will not increase Fund expenses, nor will TMFI charge investors a transaction-based fee in connection with the placement of Fund interests or shares by these associated persons. Additional conflicts of interest, as well a description of how 1623 Capital addresses such conflicts of interest, can be found above under Item 8.C. and below.

In the case of all conflicts of interest, 1623 Capital’s determination as to which factors are relevant, and the resolution of such conflicts, will be made using our best judgment, but in our sole discretion, subject to applicable law (including, where relevant, ERISA). In resolving conflicts, 1623 Capital will consider various factors, including the interests of the applicable clients with respect to the immediate issue and/or with respect to their longer-term courses of dealing. Certain procedures for resolving specific conflicts of interest are set forth below. Additional details regarding conflicts of interests can be found in Item 8.C. above and a Fund’s Offering Memorandum, and Fund investors are encouraged to carefully review those additional conflicts disclosures. When conflicts arise, the following factors generally mitigate, but will not eliminate, conflicts of interest:

- A client will not make an investment unless we believe that such investment is an appropriate investment considered solely from the viewpoint of such client;
- Many important conflicts of interest will generally be resolved by set procedures, restrictions or other provisions contained in the Governing Documents for the clients;
- Where we deem appropriate, unaffiliated third parties may be used to help resolve conflicts; and
- Prior to subscribing for interests in a Fund, each investor receives information relating to significant potential conflicts of interest arising from the proposed activities of the Fund.

Specifically, with respect to conflicts of interest that may arise in connection with our investment activities, we have adopted written policies and procedures relating to the allocation of investment opportunities and will make allocation determinations consistent with client Governing Documents and such policies. We will not allocate investment opportunities based, in whole or in part, on (i) the relative fee structure or the amount of fees paid by any client or (ii) the profitability of any client.

Item 12: Brokerage Practices

A. Broker Selection

1. Fund Advisory Services

1623 Capital has discretion, subject to each Fund’s Governing Documents and applicable law, to select broker-dealers and other intermediaries for purposes of effectuating Fund transactions. In doing so, we seek to obtain “best execution” from these broker-dealers based on a variety of factors. In selecting broker-dealers to effect portfolio transactions, we can cause the Fund to enter into arrangements pursuant to which it pays transaction costs in an amount greater than would be incurred if another broker-dealer were used. We are not required to solicit competitive bids or seek the lowest available commission or transaction costs. The transactions executed by a Fund may be cleared through, and a Fund’s investment instruments may be held by, a number of financial institutions we select on terms negotiated with each such financial institution individually.

We do not consider the receipt of client or investor referrals when selecting broker-dealers to execute transactions. We do not permit a Fund or Fund investors to direct trades to a specified broker-dealer and all brokerage transactions will be executed through the broker-dealers selected by 1623 Capital.

- *Soft Dollars.* A portion of the commissions generated on Fund brokerage transactions may generate “soft dollar” credits that we are authorized to use to pay for research and other non-research related services and products used by us.

The ability to utilize soft dollar credits may give us an incentive to select brokers or dealers for Fund transactions, or to negotiate commission rates or other execution terms, in a manner that takes into account the soft dollar benefits received by us rather than giving exclusive consideration to the interests of a Fund. In the event that we elect to use soft dollars, we intend to limit such use to services that fall within the safe harbor afforded by Section 28(e) of the Securities Exchange Act of 1934, as amended, or such services that are otherwise reasonably related to the investment decision-making process.

The term “soft dollars” refers to the receipt by an investment adviser of products and services provided by brokers, without any cash payment by the investment adviser, based on the volume of revenues generated from brokerage commissions for transactions executed for clients of the investment adviser. The products and services available from brokers include both internally generated items (such as research reports prepared by employees of the broker) as well as items acquired by the broker from third parties (such as quotation equipment).

B. Order Aggregation and Allocation

Currently, the portfolio managers for each strategy and their team of analysts (“Portfolio Teams”) separately manage and execute trades for their respective strategies. Since Portfolio Teams are siloed (and 1623 Capital does not have a centralized trading desk), we generally do not aggregate transactions across strategies. On the other hand, Portfolio Teams will generally aggregate multiple purchase or sale orders into block transactions for Funds within a strategy in accordance with 1623

Capital's policies and procedures ("Allocation Policy"), subject to the overall obligation to achieve best price and execution for all clients.

With respect to the allocation of investment opportunities, when a Portfolio Team encounters investment opportunities that are appropriate for more than one Fund within a strategy, or when an aggregated order is only partially filled, we will allocate the investment opportunity or apportion of the partially filled order on a basis that is fair and equitable over time and in a manner consistent with 1623 Capital's Allocation Policy. In determining how an investment opportunity is allocated, each Portfolio Team will take into account the following considerations, to the extent relevant:

- The size, nature and type of investment or sale opportunity;
- The investment guidelines and restrictions of the Fund;
- Regulatory and contractual requirements;
- Pre-determined tactical plan of a Fund or Funds and corresponding capital commitments;
- The cash position of the Fund;
- Liquidity needs/constraints of the Fund;
- Asset/liability management;
- Minimum trade denominations;
- Restrictions under ERISA or other applicable regulations;
- Tax issues;
- The size of the Fund;
- The Fund's risk profiles; and
- Such other factors as the Portfolio Team deems relevant.

Item 13: Review of Accounts

A. Periodic Review of the Client Accounts (i.e., review of the Fund's portfolio)

The Portfolio Teams of 1623 Capital are responsible for reviewing Fund investment portfolios on a daily basis relating to, among other factors, position sizes, exposure levels, margin requirements, and investment strategy compliance.

B. Additional Review of Accounts

See Item 13.A. above.

C. Frequency of Client Reports

We provide Fund investors with audited annual financial statements, periodic reports and other communications, and all tax information relating to their investments in a Fund necessary for U.S. federal income tax purposes. Monthly account statements are available to investors through a Fund administrator.

Item 14: Client Referrals and Other Compensation

A. Non-Client Economic Benefits Related to Investment Advisory Service

1623 Capital does not receive any economic benefit, including sales awards or prizes, from any third party for providing advisory services to the Fund.

B. Client Referrals

1623 Capital has not entered into agreements with current Clients or third parties (collectively “Promoters”) to recommend, refer, or solicit (collectively “solicitation”) prospective clients who may need or find value in the investment services provided by 1623 Capital for compensation. However, when such arrangements are made, 1623 Capital, to the extent required by the Advisers Act, will comply with solicitation requirements under Rule 206(4)-1 and all compensation for such solicitation will be paid in accordance with applicable law. Prospective clients will be advised of such compensation at the time of solicitation as well as the Promoter’s relationship to 1623 Capital and any material conflicts of interest resulting from our relationship with the Promoter or the terms of the compensation agreement. Clients are not charged any fees, nor do they incur any additional costs for being referred to 1623 Capital.

However, we may enter into such agreements in the future and all solicitation arrangements that we may enter into will be designed to be in compliance with Rule 206(4)-1 under the Advisers Act and any similar state regulations, if applicable.

As described in Item 5.C. above, 1623 Capital pays TMFI, an affiliate, for providing marketing and placement agent services to the Funds. TMFI personnel, acting in their capacity as registered representatives of TMFI, do not make any recommendations with respect to the merits of investing in a Fund. However, as described in Item 11.B. above, certain associated persons of 1623 Capital are registered representatives of TMFI. These persons may receive compensation for sourcing investors for the Funds, which generally involves receiving a portion of 1623 Capital’s management fee attributable to those Fund investors.

On the other hand, investment adviser representatives at MFWM (who are dually-registered as registered representatives of TMFI, and are collectively referred to as “MFWM Reps”) can direct their clients and prospective clients to Funds sponsored and managed by 1623 Capital. In addition, MFWM Reps can provide investment advice with respect to Funds (and alternative investment vehicles generally) solely in their fiduciary capacity as MFWM Reps.

Neither MFWM nor any MFWM Reps receive compensation for directing clients or prospective clients to our Funds. However, the purchase and holding of affiliated products or services by MFWM clients or prospective clients would enhance the profitability of affiliated businesses, which would indirectly benefit MFWM. This conflict of interest is exacerbated with respect to our Funds that have a performance fee.

Item 15: Custody

1623 Capital is deemed, under Rule 206(4)-2 of the Advisers Act, to have custody of funds and securities held by the Funds. All funds and securities of a Fund are held by qualified custodians. As noted in Item 13 above, Fund investors receive annual financial statements audited by an independent public accounting firm. Fund investors are urged to carefully review these statements and to contact 1623 Capital if they have any questions or do not timely receive the financial statements.

Item 16: Investment Discretion

Pursuant to each Fund's Governing Documents, and subject to the investment objectives, restrictions and strategy of the Fund and applicable law, 1623 Capital has full discretion in managing the investments of the Funds. Generally, and subject to any specific provisions of a Fund's Governing Documents or other exceptions described in this Brochure, no limitations can be placed on our discretionary authority by Fund investors.

Item 17: Voting Client Securities

1623 Capital has the authority to vote securities held by each Fund. In doing so, we follow a proxy voting policy to ensure that proxies we vote, on behalf of the Funds, are voted to further the best interest of each Fund. The policy establishes a mechanism to identify and address any material conflicts of interests that arise between 1623 Capital and a Fund with respect to a proxy voting decision. Further, the policy establishes how Fund investors may obtain information on how the proxies have been voted.

Generally, in the absence of an identified material conflict of interest, we determine how to vote after studying the proxy materials and any other materials that may be necessary or beneficial to voting. We then vote proxies in a manner that we believe reasonably furthers the best interests of each Fund and its investors and is consistent with the investment philosophy as set forth in the Governing Documents.

If a proxy vote creates a material conflict between the interests of 1623 Capital and a Fund, we will resolve the conflict before voting the proxies. In doing so we will take steps reasonably designed to ensure that a decision to vote the proxy was based on our determination of the Fund's best interest.

Furthermore, we maintain records of (i) all proxy votes that are made on behalf of a Fund; (ii) all written requests from each of the Fund's underlying investors regarding voting history; and (iii) all responses (written and oral) to investors' requests. Such records are available to each Fund investor upon request.

Item 18: Financial Information

A. Prepayment of Fees

Neither the Management Fee nor the Incentive Allocation are charged in advance.

B. Financial Condition

1623 Capital does not believe it has any financial condition that is reasonably likely to impair its ability to meet its contractual commitments to its clients. However, we may at times rely on various support services provided by TMF Holdings, TMF or our other affiliates, including accounting, information technology, human resources, marketing, and placement agency services.

C. No Bankruptcy Petitions

1623 Capital has not been the subject of a bankruptcy petition at any time during the past ten years.