HISTORICAL FUND PROSPECTUS

# Kopeck Holdings Private Equity Fund

## Prospectus

January 4, 2016

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This archival copy should not be treated as a current investment offering or as an assessment of the Fund.

# Fund Overview

## Investment Objective

The investment objective of Kopeck Holdings Private Equity Fund (Limited Partnership) (the "Fund") is to seek long-term capital appreciation. Through the Fund, investors will gain exposure to private equity investments, including secondary and primary investments in private equity and other private asset funds and, to a limited degree, in direct investments in operating companies.

The Securities and Exchange Commission has not approved or disapproved this Limited Partnership or passed upon the adequacy of this Prospectus. Any representation to the contrary is a criminal offense.

The Fund should be considered a speculative investment and entails substantial risks, and a prospective investor should invest in the Fund only if the investor can sustain a complete loss of its investment.

## Principal Investment Strategies of the Fund

Private equity is an asset class typically consisting of equity securities and debt in operating companies that are not publicly traded on a stock exchange. Private equity consists of investors and funds that typically make investments directly into private companies or conduct buyouts of public companies that typically result in a delisting of public equity. Limited Liability Investment Partnerships are typically structured as seven year partnerships, where capital is called and investments are made in years zero to one and sold in years five to seven.

Types of private equity investments that the Fund may make include:

**Secondary Investments.** Secondary investments, or "secondaries," refer to investments in existing Investment Funds that are typically acquired in privately negotiated transactions.

**Primary Investments.** Primary investments, or "primaries," refer to investments in newly established businesses, typically sponsored by Asset Managers. Primary investments are made during a private equity partnerships' initial fundraising period in the form of capital commitments, which are then called down by the Asset Managers and utilized to finance its investments during a predefined period.

**Direct Investments.** Direct investments refers to an investment in an operating company by the partnership, as opposed to an investment in an Investment Fund that, in turn, invests in operating companies. The partnership may make a direct investment in an operating company on its own, or as a co-investor alongside other investors.

**Investment Opportunities.** In pursuing the Fund's investment objective, the Asset Manager will seek to invest in Investment Funds and direct investments representing a broad spectrum of private equity investment opportunities, including buyout, growth capital, special situations, credit, venture capital, private infrastructure, real estate, real assets, and/or other private assets. Control investments in established, cash flow positive companies are usually classified as buyouts. Growth capital typically involves minority investments in established companies with strong growth characteristics and does not typically utilize much, if any, leverage. Companies that receive growth capital investments typically are profitable businesses that need capital for organic and acquisition growth strategies and shareholder liquidity. A special situations investment may include a loan to a borrower, together with equity in the form of warrants, common stock, preferred stock or

some other form of equity investment. In addition, special situations investments may include other forms of investment not described herein, such as distressed debt and turnaround investments. Credit investments may include investments in senior secured bank loans through structured vehicles and other investment products, as well as debt investments that provide a middle level of financing below the senior debt level and above the equity level. Venture capital investments generally focus on emerging companies, often in the technology and healthcare industries. Venture capital funds typically finance companies along the full path of development or focus on certain sub-stages (usually classified as seed, early, and late stage) in partnership with other investors. Private infrastructure may include companies and Investment Funds that focus on utilities infrastructure (e.g., conventional and renewable power and transmission, electricity, gas and water networks) and/or transportation infrastructure (e.g., airports, ports, railways, and roads). Real estate investments may include single-unit and multiunit property real estate opportunities in the United States and abroad, and operating companies with significant real estate portfolios. Investments in real assets may provide exposure to real estate, commodities, natural resources (such as agriculture and timber), infrastructure, and precious metals. Other private investments may include opportunities in other assets.

## Principal Risks of Investing

Investing in a Limited Partnership and private equity investment involves a high degree of risk. Both private equity investments and Limited Partnerships will not be listed on any national or other securities exchange.

## Investment Manager

The Fund's managing partner and or director is Kopeck Holdings, LLC.

## Portfolio Managers

Adam Exas
Tristan Steele
Sheldon Kennedy

## Fees and Expenses of the Fund

The Fund pays the Advisor a quarterly fee of 0.75% or 3% annually of the Fund's quarter-end net asset value (the "Management Fee"). The Management Fee is paid out of the Fund's net assets and is computed based on the value of the net assets of the Fund as of the close of business on the last business day of each quarter. The Management fee does not include any operating costs associated with the daily operations of the Fund. The operational expenses will be deducted from the Fund on a monthly basis. The first year fees will be drafted from the initial investment, including any expenses. In years two through the close of the Limited Partnership, all fees and expenses will be drafted on a quarterly basis, prior to any distribution to shareholders and or equity stake holders.

## Purchase and Sale Of Fund Shares

The objective of this Limited Partnership is to raise and invest $1 Million. Shares and/or percentage ownership of Kopeck Holdings Private Equity Fund One will be distributed at the closing of the funding period. At which time each equity holder will be distributed shares and/or percentage ownership of the Limited Partnership based on their actual dollar investment against the total amount raised.

The minimum initial investment in the Fund by an investor is $5,000. Additional investments in the Fund must be in increments of $2,500.

### Dividends and Distributions

Distributions will be paid quarterly in amounts representing substantially all of the net investment income and net capital gains, if any, earned each quarter less any and all management fees. The Fund is not a suitable investment for any investor who requires regular dividend income.

## Prospective Investments

Below are some prospective investments the Fund is currently reviewing. Tentatively, the fund will comprise of:

Companies that will pay distributions starting zero to one year: 33% - 50% allocation

Companies that will pay distributions after year one: 25 - 33% allocation

Companies considered startup status: 25 - 33% allocation

#### Moving Company

2015 Revenue - $1,030,500 YTD
Three to four locations, expanding throughout the southeast
**$500,000 investment for 25% equity**

#### Real Estate

Two to three properties valued at $100,000 - $150,000
Rehab and rent/sell
**$250,000 investment for 80-100% equity**

#### Software/Tech Company

App-based ticket payment platform, startup expected to hit market January 2016
Contracts include cities and universities
**$100,000 investment for 25% equity**

#### Medical Device Company

Medical device for open heart surgery
Startup in the prototyping phase with patents pending
**$100,000 investment for 60% equity**

#### Landscape and lawn care service

Servicing the Savannah area
**$180,000 convertible note at 12% convertible to 80-100% equity**

#### Distribution Company

Augusta, GA
**$100,000 convertible note at 12% convertible to 80-100% equity**

#### Robotics Company

Startup with patents pending on robotic arm to eliminate the use of manpower on facilities with height access issues
**$100,000 convertible note at 15% interest potential conversion to 20% equity**