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OVERVIEW



Clockwork Capital Fund LP provides investors with an opportunity to participate in a sophisticated high yield, high quality asset class with stable returns.

The fund's strategy is to make investments in prepayment advances on funded settlements. The initial focus will be on settlements typically involving plaintiffs who have reached financial settlement agreements on legal action related to labor, employment, accident, malpractice and tort.

The fund is managed by Clockwork Capital Advisors, LLC. Clockwork Capital has substantial experience and resources and has developed formal relationships with other Tier 1 third party providers to access proprietary deal flow and enhance the risk management and oversight of the program.

The fund will target investor returns of 13.8%-18% supported by contractual rights to cash flow from confidential cash settlements that are escrowed and dispersed by the plaintiff's attorney's escrow bank and monitored by Tier 1 agents and auditors, with additional oversight by an independent 3rd party auditor.

Over time, the fund will offer investors the opportunity to enhance their investment in the underlying assets through the use of leverage.

Clockwork Capital Fund, LP is managed by Clockwork Capital Advisors LLC, which is led by a team representing over 150 years of experience in investment management, risk management, fixed income, structured finance and private wealth.

Clockwork Capital Advisors is skilled at identifying unique investment asset categories and creating the institutional-grade infrastructure necessary to attract sophisticated private capital.

Clockwork Capital Advisors accomplishes this through a systematic approach to assessing, structuring, executing and overseeing the creation of effective approaches to fund management, solutions development as well as financial and risk management.

Clockwork Capital Advisors combines deep financial services expertise, a unique network of family office relationships and best of breed professional partnerships, including accounting, audit, legal, custodial and administration professionals.

THE INVESTMENT OPPORTUNITY



Hundreds of claims and lawsuits are filed annually in matters related to sexual harassment, wrongful termination and discrimination.

One of our industry partners executed on over \$750 million of these such funded settlements in 2008.

The defendants tend to be highly sensitive to publicity surrounding these claims and, as a result, private settlements are negotiated outside of the courtroom intended to maintain privacy for the parties involved.

Confidentiality is a core element of the settlements between plaintiffs and the defendants. Many defendants mandate that settlements be paid over a period of time – 10 to 24 months – so that emotions stabilize, perhaps lessening the potential for plaintiff lapses under confidentiality agreements.

Clockwork Capital has current commitment of \$75 million to \$100 million of confidential settlements per month from initial strategic originator, and has identified five other opportunities that would enhance source of return.

Average settlement initially sourced by Clockwork Capital is \$4 million.

THE INVESTMENT OPPORTUNITY



Many defendants would prefer to receive a simple cash settlement...Why?

Given the emotional trauma often associated with these proceedings and pressing financial needs, many plaintiffs desire to put this experience behind them as soon as possible.

Often, plaintiffs are economically challenged as a result of the litigation and are in need of liquidity.

Clockwork solves the need of the plaintiff by purchasing the rights to the confidential settlement cash flows, thus providing the plaintiff with immediate liquidity.

THE INVESTMENT OPPORTUNITY



Confidential settlement opportunities are introduced to Clockwork through proprietary relationships with leading firms who specialize in this area.

Clockwork purchases the rights to the settlement cash flows

Cash flows are deposited in a custodial account with a control agreement, for the benefit of the plaintiff.

Buyout price will be at a material discount from the face value of the settlement

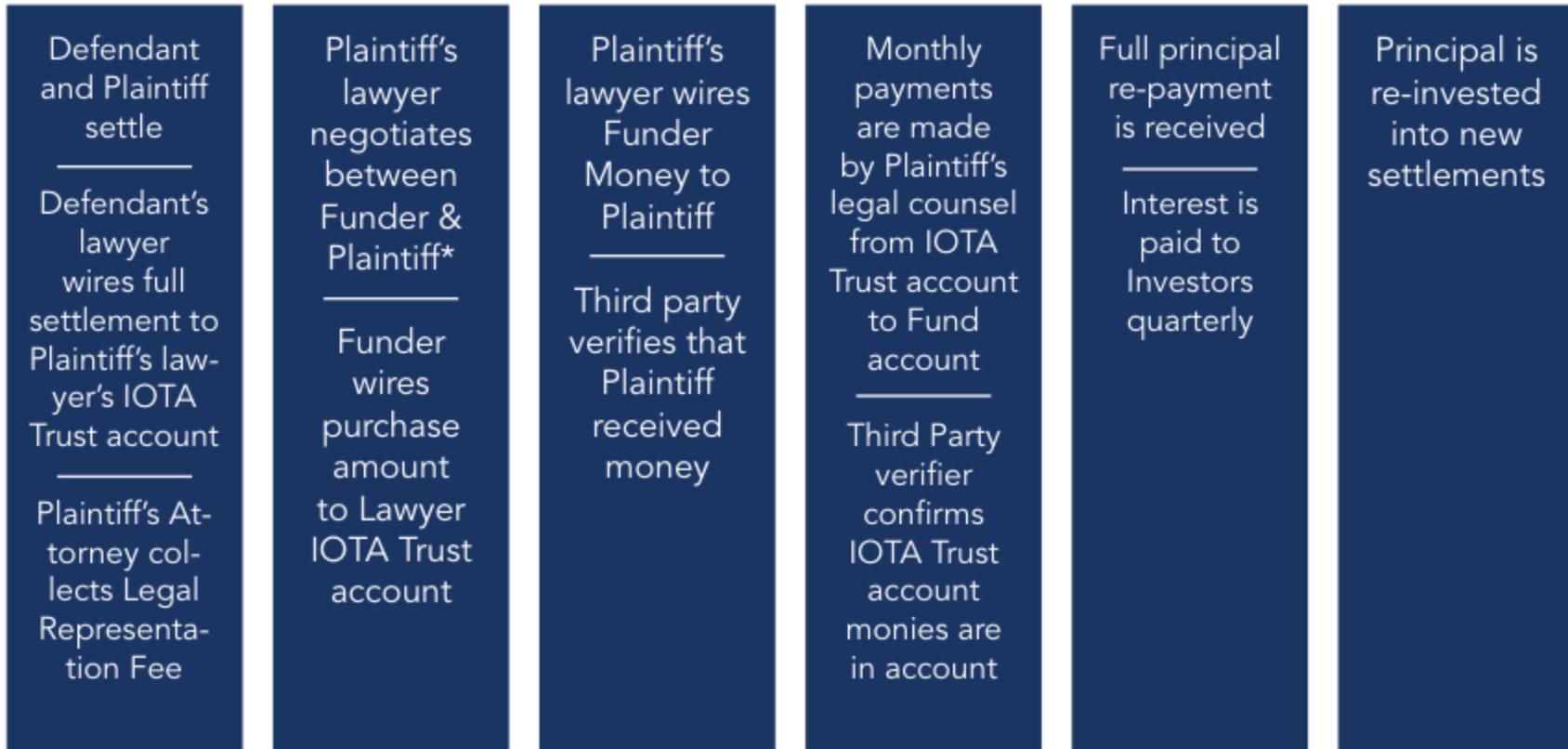
Plaintiff and Clockwork enter into another confidentiality agreement further protecting parties from a breach of confidentiality.

Clockwork collects the settlement cash flows from the IOTA trust account (or similar trust structure) and distributes income to investors and re-investing when appropriate.

RETURN GENERATION PROCESS



CASH FLOW PROCESS



***Plaintiff's lawyer will not get compensated for negotiating with the fund**

THE INVESTMENT PROCESS



PRE INVESTMENT



Sourcing team has deep experience in the asset class

Identify opportunities through vast, on-the-ground network

Multiple contacts in settlement and claim industry to source and vet deals



Initial screening

Quantitative screen

-prior and existing records
-return and risk assessment

Qualitative screen
-reference checks and use of informal network



Investment Committee Review

Contract Analyses

Contract construction draft

Escrow verification

INVESTMENT



Individual structured settlements selected

Create diversified portfolio of structured settlements

POST INVESTMENT



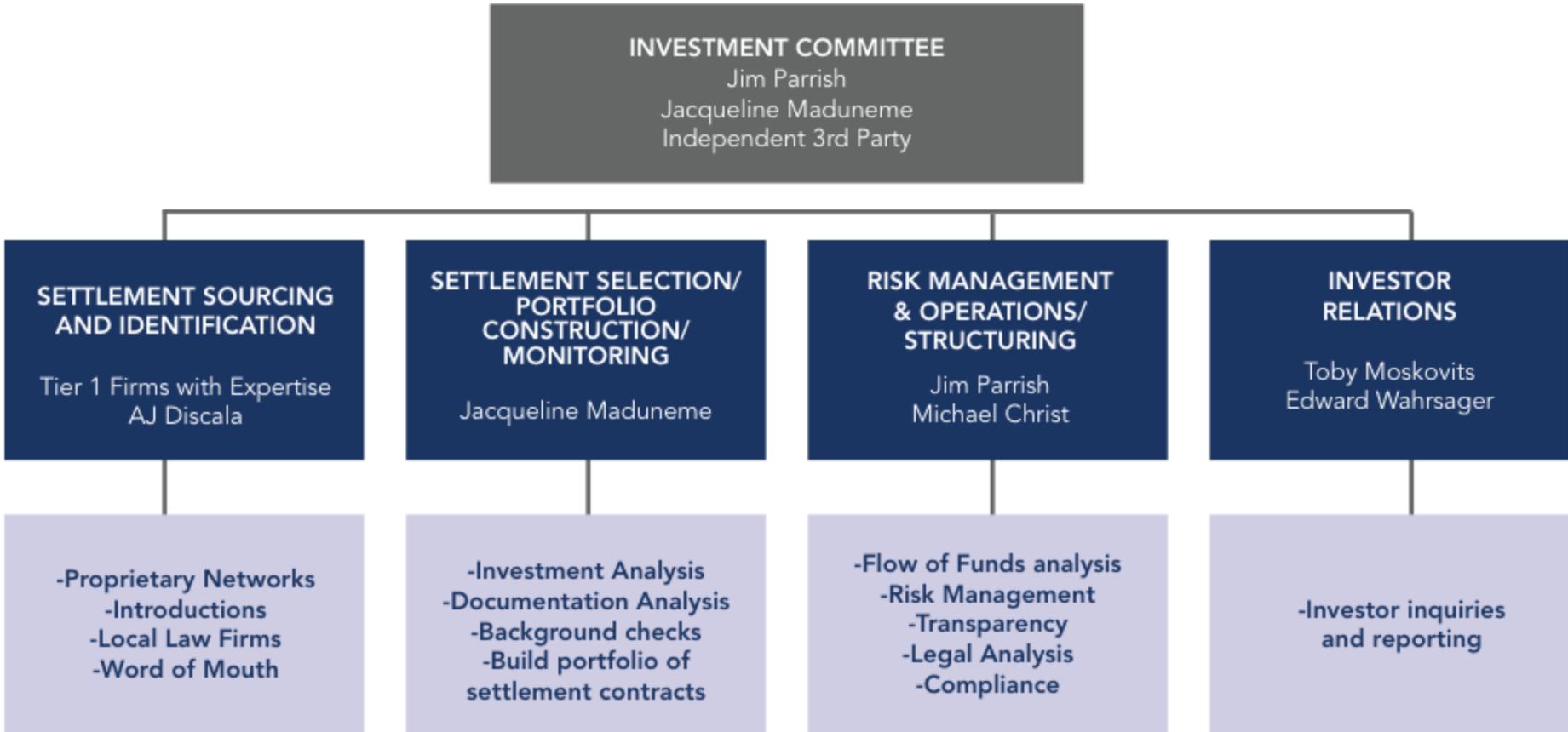
Full Transparency

Bank oversight

Return analysis and reporting

Cash flow analysis

ORGANIZATIONAL STRUCTURE



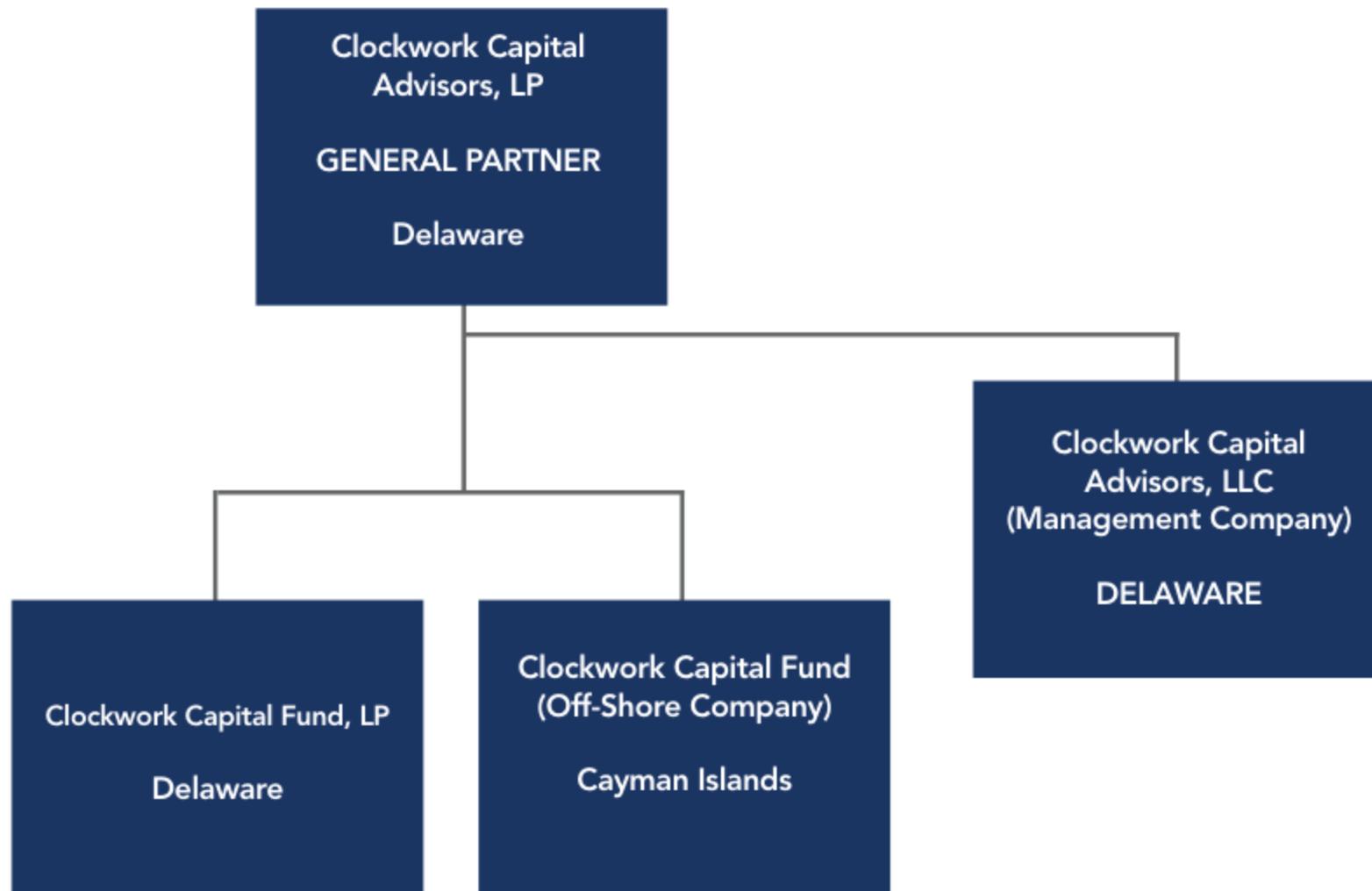
Legend:

Committee

Functions

Tasks

FUND/GENERAL PARTNER STRUCTURE



COMPETITION



There is little public information available to quantify the size or key players in the confidential settlements market. For example, in the sexual harassment and discrimination space, thousands of settlements have been reached but information about these settlements is difficult to access given the highly confidential nature of the settlements.

Clockwork believes the market is predominantly comprised of small-medium sized operators.

Firms known to participate in the personal injury, workers compensation and liability space include Oasis Legal Finance, Magnolia Legal, Lawcash, Peachtree Pre-Settlement funding, and J.G. Wentworth

RISK MANAGEMENT



The fund will incur no indebtedness or leverage in relation to the purchase of settlements or for general business purposes. However, Clockwork may develop a leveraged vehicle for investors at a later date based on client demand.

Limited Partners shall have transparency into the Funds activities.

Limited Partners shall have on-line access to banking records for the fund's deposit account and all system records related to the purchased settlements. Limited Partners will also be able to verify purchase settlement trust accounts and deposits thereto by Defendants through an independent 3rd party.

The fund management team includes professionals with a long history of developing and implementing risk management systems in complex asset management environments.

SUMMARY OF INVESTMENT TERMS



FUND NAME:	CLOCKWORK CAPITAL FUND, LP
Description	The Fund provides investors with an opportunity to participate in a high yield, high quality investment strategy with stable returns. The strategy makes investments in confidential settlements and other private contracts typically backed by over-collateralized assets
Target Size	US \$1.5 billion
Min Investment	US \$1million
Liquidity	Limited Partners are committed to a minimum “lock-up” of 12 months from the first capital contribution. Thereafter, 90 days following presentation of notice to withdraw, subject to a 10% holdback until annual audit concluded.
Fees	Management fees: 1.5% Incentive fees: 15%
Expenses	Legal and accounting expenses capped at 35bps
Investment Manager	Clockwork Capital Advisors LLC
Counsel for Fund	Schulte Roth & Zabel, LLP/Wachtell, Lipton, Rosen & Katz / Cravath, Swain & Moore, LLP/ White and Case, LLP
Auditor	Deloitte & Touche, LLP
Accounting	Eisner, LLP

AJ DISCALA

Mr. Discala is a Partner of Clockwork Capital. Advisors, LLC. Prior to forming Clockwork, Mr. Discala was President and Founder of the CalibraX, LLC, a boutique merchant bank providing a broad range of professional advisory services to clients seeking liquidity or growth capital. Prior to CalibraX, Mr. Discala was an investor and merchant banker in New York, Chicago and Los Angeles for more than 15 years, with a particular emphasis in sourcing opportunistic ventures. Mr. Discala began his career in finance with TJM institutional Services as an institutional bond broker in Chicago.

During his career, Mr. Discala served as Managing Partner and Co-Founder of Calico Capital Group, LLC, a New York and Los Angeles based merchant banking and financial consulting firm focusing on the unique needs of emerging growth companies and identifying opportunities in the small cap and middle market sectors. With a hands on and comprehensive approach to advising clients on both the sell-side and buy-side, Mr. Discala has executed over 80 transactions ranging in size from \$2 million to more than \$200million. In 2008, Mr. Discala advised on over \$350 million in secured debt, equity and mezzanine financing transactions across a broad spectrum of industries.

In his personal time Mr. Discala is an active contributor to many charitable organizations and serves on the Board of Directors of "Do Something", a site dedicated for teenagers who want to make a difference. Mr. Discala was also the principal architect of uBid's Celebrity Auction for Hurricane Katrina Relief. Mr. Discala attended Northeastern University. He resides in both Juno Beach, Florida and New York City.

JIM PARRISH

Mr. Parrish is a Partner of Clockwork Capital Advisors, LLC. Mr. Parrish has more than 20 years of experience in financial services and risk management. Most recently he was a partner with a boutique merchant bank where he was involved in numerous debt and private equity transactions. He also served as co-portfolio manager of an early stage private equity firm that is invested in health care, financial, energy, software, technology and food companies.

Mr. Parrish's extensive background in finance and investment analysis began at Salomon Brothers, then he spent 14 years with Moody's Investors Service where he was an analyst and senior executive managing operations with over \$80 million in revenues. At Moody's he led hundreds of committees that assigned ratings on over one trillion dollars of debt securities issued by corporations, financial institutions and structured finance entities. Mr. Parrish also led the firm's global risk management business.

Mr. Parrish earned his BA in English at Shepherd College and an MBA in Finance from The George Washington University. He also holds certificates in French from the University of Bourgogne and in Mergers & Acquisitions from UCLA.

MICHAEL CHRIST

Mr. Christ is a Senior Managing Director of Guggenheim Partners. He currently serves as CIO for Asset Consulting Group, a Guggenheim subsidiary, and previously served as Chief Investment Officer of Guggenheim Wealth Management, and is responsible for both the quantitative and qualitative sides of portfolio strategy, asset allocation, insurance modeling, tax optimization and risk analysis.

Mr. Christ has performed extensive research in alternative investments and has broad experience in modeling, designing and implementing traditional, and non-tradition portfolios. Prior to working with Guggenheim, Mr. Christ worked with Asset Consulting Group, beginning in 1991 as an employee and then as an owner and partner. Asset Consulting Group has over 75 clients with over \$40 billion in assets under advisory. In 2001, ACG merged into Guggenheim Capital.

As CIO, Mr. Christ oversees all research efforts and coordinates all research related activities. Mr. Christ is a member of the Investment Committee, which establishes the framework for the firm's investment philosophy and oversees the internal processes used to ultimately make investment recommendations.

Mr. Christ received degrees in Engineering Management and Applied Mathematics from Southern Methodist University and is a member of the St. Louis Society of Financial Analysts and is a holder of the Chartered Financial Analyst designation.

JACQUELINE MADUNEME

Ms. Maduneme has over 15 years of experience in international and domestic tax law, investment management and risk management. She was former Head of Client Risk Management at Citigroup Capital Markets and Alternative Investments businesses, where she was responsible for the development of client risk management infrastructure, risk monitoring and reporting, and tracking legal and regulatory developments.

Prior to joining Citigroup, Ms. Maduneme was associated with the law firm of Cadwalader, Wickersham & Taft and PricewaterhouseCoopers, where she spent 9 years as a tax attorney specialized in domestic and international mergers and acquisitions, and tax planning and structuring for multinational clients. Her diversified professional career also includes serving as the Head of Internal Audit with the Teachers' Retirement System of Louisiana, where she was responsible for enterprise-wide risk management, including investment risk management.

Ms. Maduneme received a B.A. in Accounting from Southern University, a J.D. from Loyola University School of Law, and an LL.M. in International Tax from New York University School of Law. She is also a Chartered Financial Analyst, a Certified Public Accountant, and a Chartered Alternative Investments Analyst, and is licensed to practice law in the State of New York.

TOBY MOSKOVITS

Ms. Moskovits has spent over 10 years advising companies across a range of industries and stages. She is the Senior Managing Partner of Heritage Equity Partners, and has served as Managing Director of private equity and venture capital investment activity at Cammeby's Capital Group, a private family-owned firm, where she invested in companies across a diverse range of industries.

In addition to traditional private equity investments, Ms. Moskovits developed a merchant banking practice, generating proprietary deal flow via a network of virtual "entrepreneurs in residence" across a range of industries. She is also the founder of Gotham Angels, a New York based Angel Investment group focused on providing angel investors with opportunities to invest in mature growth and middle market private equity.

From 1998-2002, Ms. Moskovits lived in Israel during which time she worked at Israel Seed Partners, a \$250 million fund based in Jerusalem, in addition to holding roles in a number of technology companies. During her tenure at Israel Seed Partners, the fund invested in Cyota (sold to RSA) and Dealtime (IPO: Shopping.com, subsequently sold to Ebay). Ms. Moskovits holds seats on the board of directors of Melior Discovery, Blink Twice and Vumber. She earned her B.Sc. from Touro College and an MBA from Bar Ilan University, both awarded summa cum laude.

EDWARD WAHRSAGER

Mr. Wahrsager has over 15 years of experience in the investment banking and private equity industries, with a long history working with family offices spanning the globe. He has led the sourcing, structuring, financing and management of portfolios of private and public companies in a range of industries for these families, working on these family led transactions throughout the entire evolution of the deal. Areas of focus include financial services, insurance, media and telecom. Over the course the past fifteen years Mr. Wahrsager has established a world-class network of international high-net worth investors.

Mr. Wahrsager is also a founder of Gotham Angels, a New York based Angel Investment group focused on providing angel investors with opportunities to invest in mature growth and middle market private equity. He received his MBA from NYU Stern School of Business in 1997.