

Assure is Shutting Down

Final day is December 30, 2022

December 30, 2022 is the last day

After December 30, 2022 there will not be any more Assure employees

- Assure is closing its doors on December 31, 2022
- No more employees
 - Emails will not be responded to
 - Phone calls will not be answered
- Assure does not have the funds to pay for the team to continue
- Assure CEO will continue to sign division documents and assist with money movement

Here are some remaining Transition options and solutions:

Assure Technology

Assure Technology will be active until January 30, 2023

- Glassboard 1
- Glassboard 2

Log into your Glassboard account and download all of the documents

Box Folders

Box Folders will remain active until November 2023

- Assure has paid for the Box folders to remain active for the next 11 months
- After November 2023 the Box folders will be turned off and all of the contents will be deleted
- These Box folders are not long term solutions. You should set up your own storage solution and move all of the contents from the Assure box folder to your new solution.
- Assure will not be adding other participants or users to the Assure Box folders
- Many clients have thought the Box folder did not contain certain documents but over 90% of the time they did and they just didn't look thoroughly enough

Dividing not required

Assure has instructed many clients that they need to “Divide” their SPV’s out of Assure’s Master LLCs.

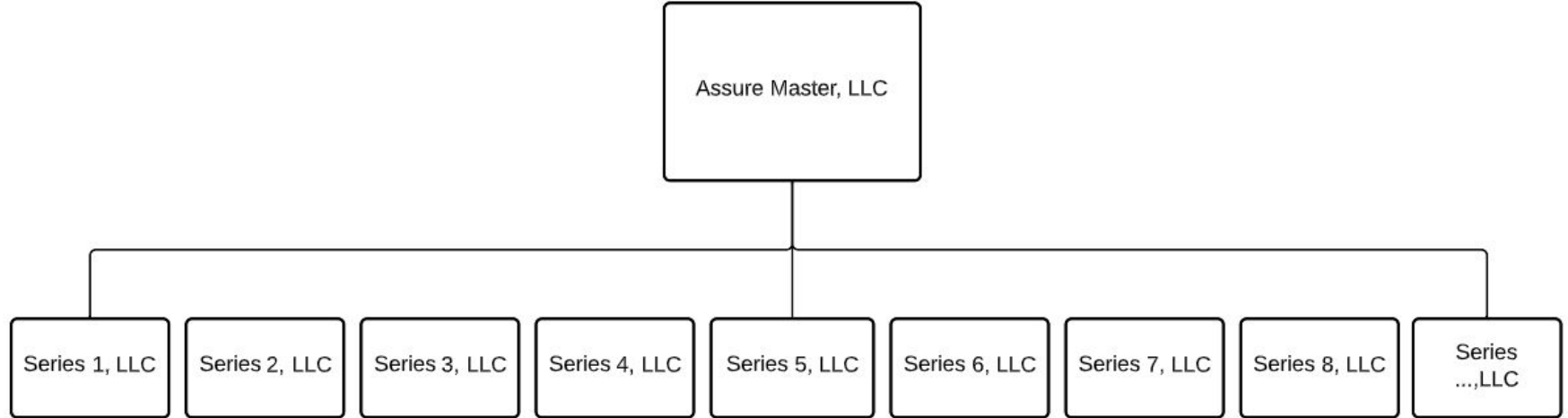
- See original Transition video for details
- Due to the difficulty many client have encountered in Dividing their SPV’s out of Assure’s Master LLC’s we have an alternative option
- Alternative Option:
 - Assure will resign as Manager
 - Client appoints a new Manager

New SPV Manager

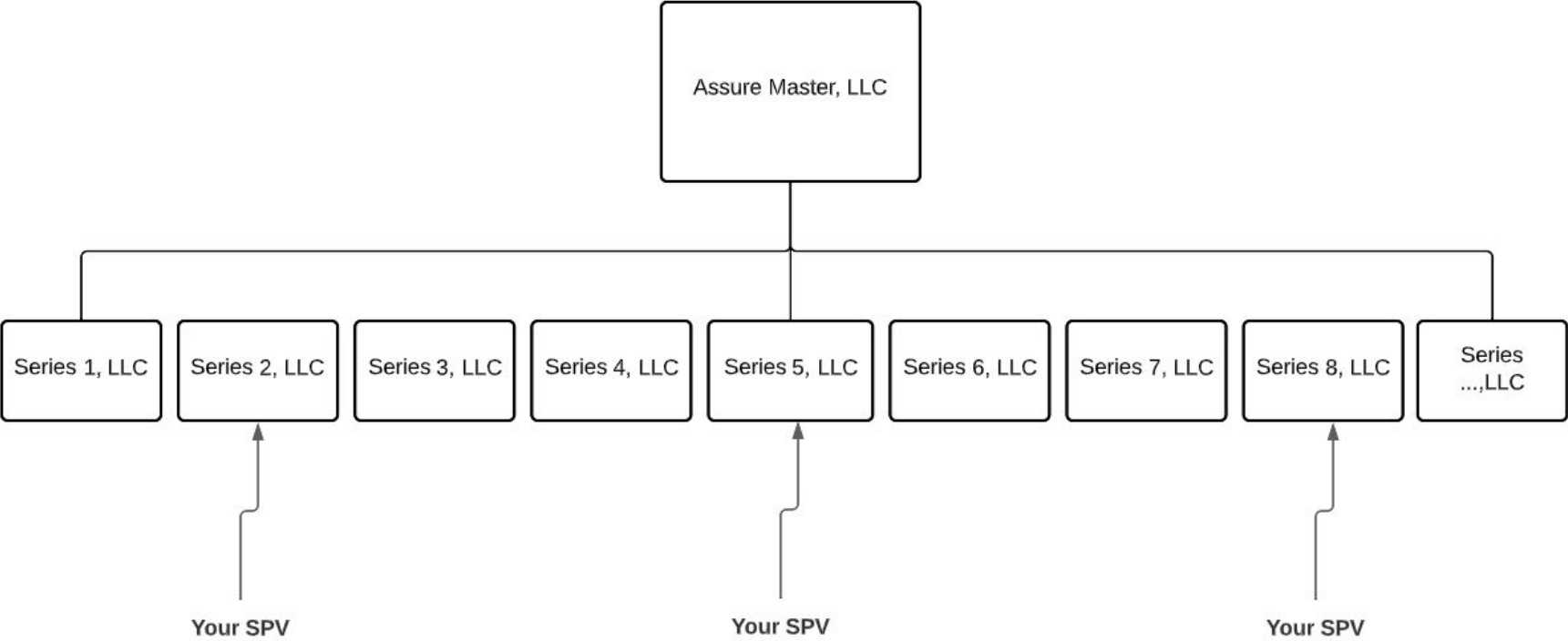
Dividing Out puts you in control of your Assure SPV. Similarly, Assure resigning as Manager and you stepping in as Manager also puts you in control of you Assure SPV.

- Assure will keep its Master LLC entities active for 7 years from the date of their formation
- Assure will resign as manager, notifying clients and investors
- Clients need to fill the now empty manager seat with someone new, which typically would be you the client and the SPV's investment advisor
- A document assigning a new manager is included at assure.co

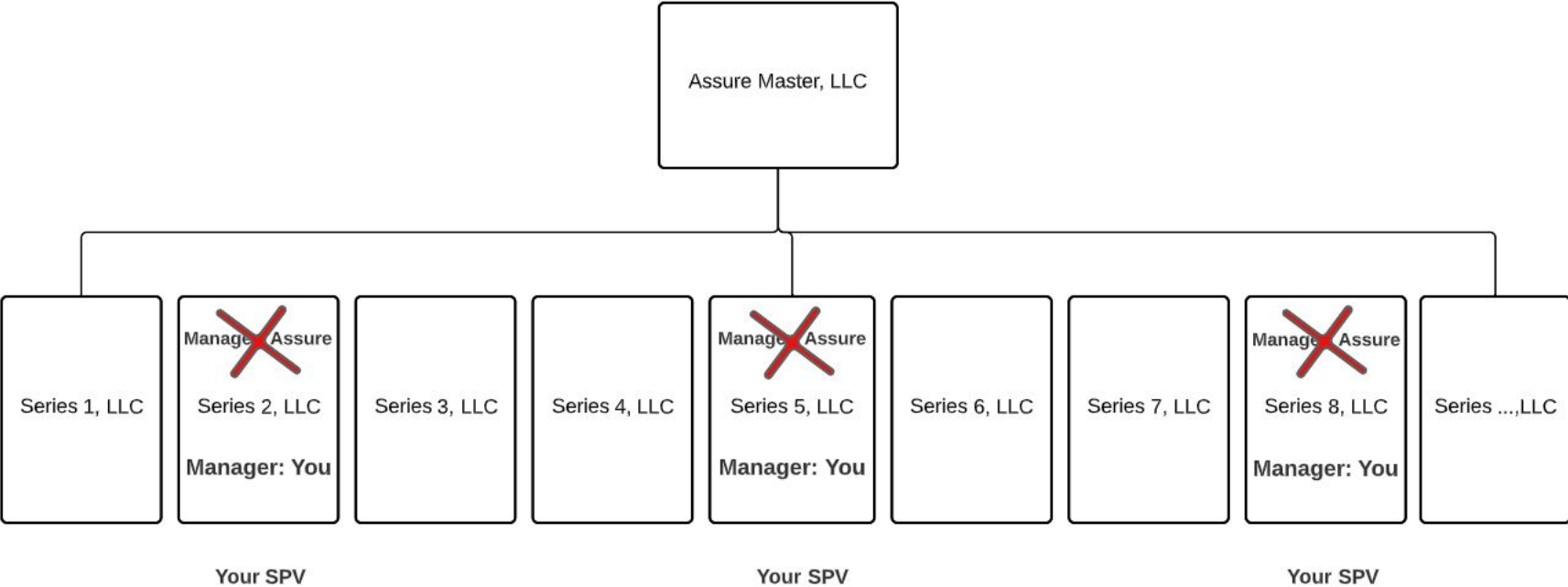
Replace Assure as Manager - You become the Manager



Replace Assure as Manager - You become the Manager



Replace Assure as Manager - You become the Manager



Assure Will Resign

Assure will resign! You don't need to do anything

- You need to Divide OR
- You need to replace Assure as the Manager

Replacing Assure as Manager requires you to fill out one document

Replacing Assure as Manager is quicker and easier than Division but Division is still a great option

Replace Assure as Manager - You become the Manager

AMENDMENT TO LIMITED LIABILITY COMPANY AGREEMENT

of

[FOR SERIES] Name of Your Series SPV, a series of **Name of the LLC**,
a Delaware limited liability company (the “Fund”)

[FOR MULTIPLE SERIES] The series listed on Appendix A (each a “Fund”), each a series of
Name of the LLC

[FOR LLC ENTITIES] Name of the LLC,
a Delaware limited liability company (the “Fund”)

Whereas, on or about December 20, 2022, Assure Fund Management II, LLC tendered its (or its affiliates’) resignation as Manager of the Fund and, if applicable offered to transfers its (or its affiliates) interest as the sole member of the Fund to the Organizer; and

Whereas, the Organizer of the Fund wishes to appoint a new Manager and, if applicable, accept the transfer of the interest as the sole member of the Fund;

The Limited Liability Company Agreement of the Fund is amended as of **DATE** as follows:

1. To appoint **Name of Your New Manager** as the Manager and, if applicable, sole member of the Fund; and
2. To change all references to Assure Fund Management II, LLC (and its affiliates’) to **Name of Your New Manager**.

Name of Your New Manager

Accepts its appointment as Manager and, if applicable, accept the transfer of the interest as sole member of the Fund.

By: _____
Name:
Title:

Replace Assure as Manager - You become the Manager

AMENDMENT TO LIMITED LIABILITY COMPANY AGREEMENT

of

[FOR SERIES] Name of Your Series SPV, a series of Name of the LLC,
a Delaware limited liability company (the “Fund”)

~~**[FOR MULTIPLE SERIES]** The series listed on Appendix A (each a “Fund”), each a series of
Name of the LLC~~

~~**[FOR LLC ENTITIES] Name of the LLC,**
a Delaware limited liability company (the “Fund”)~~

Whereas, on or about December 20, 2022, Assure Fund Management II, LLC tendered its (or its affiliates’) resignation as Manager of the Fund and, if applicable offered to transfers its (or its affiliates) interest as the sole member of the Fund to the Organizer; and

Whereas, the Organizer of the Fund wishes to appoint a new Manager and, if applicable, accept the transfer of the interest as the sole member of the Fund;

The Limited Liability Company Agreement of the Fund is amended as of **DATE** as follows:

1. To appoint **Name of Your New Manager** as the Manager and, if applicable, sole member of the Fund; and
2. To change all references to Assure Fund Management II, LLC (and its affiliates’) to **Name of Your New Manager**.

Name of Your New Manager

Accepts its appointment as Manager and, if applicable, accept the transfer of the interest as sole member of the Fund.

By: _____
Name:
Title:

Replace Assure as Manager - You become the Manager

AMENDMENT TO LIMITED LIABILITY COMPANY AGREEMENT

of

[FOR SERIES] Name of Your Series SPV, a series of Name of the LLC,
a Delaware limited liability company (the “Fund”)

[FOR MULTIPLE SERIES] The series listed on Appendix A (each a “Fund”), each a series of
Name of the LLC

[FOR LLC ENTITIES] Name of the LLC,
a Delaware limited liability company (the “Fund”)

Whereas, on or about December 20, 2022, Assure Fund Management II, LLC tendered its (or its affiliates’) resignation as Manager of the Fund and, if applicable offered to transfers its (or its affiliates) interest as the sole member of the Fund to the Organizer; and

Whereas, the Organizer of the Fund wishes to appoint a new Manager and, if applicable, accept the transfer of the interest as the sole member of the Fund;

The Limited Liability Company Agreement of the Fund is amended as of **DATE** as follows:

1. To appoint **Name of Your New Manager** as the Manager and, if applicable, sole member of the Fund; and
2. To change all references to Assure Fund Management II, LLC (and its affiliates’) to **Name of Your New Manager**.

Name of Your New Manager

Accepts its appointment as ~~Manager~~ and, if applicable, accept the transfer of the interest as sole member of the Fund.

By: _____
Name:
Title:

Replace Assure as Manager - You become the Manager

AMENDMENT TO LIMITED LIABILITY COMPANY AGREEMENT

of

Deal X, a Series of Zip Ventures Master, LLC,
a Delaware limited liability company (the “**Fund**”)

Whereas, on or about December 20, 2022, Assure Fund Management II, LLC tendered its (or its affiliates’) resignation as Manager of the Fund and, if applicable offered to transfers its (or its affiliates) interest as the sole member of the Fund to the Organizer; and

Whereas, the Organizer of the Fund wishes to appoint a new Manager and, if applicable, accept the transfer of the interest as the sole member of the Fund;

The Limited Liability Company Agreement of the Fund is amended as of December 29, 2022 as follows:

1. To appoint Zip Ventures, LLC as the Manager and, if applicable, sole member of the Fund; and
2. To change all references to Assure Fund Management II, LLC (and its affiliates’) to Zip Ventures, LLC.

Zip Ventures, LLC

Accepts its appointment as Manager and, if applicable, accept the transfer of the interest as sole member of the Fund.

By: _____

Name: John Smith

Title: Manager

Divide out OR New Manager

Two options to gain control of your SPV

- Divide out: great option and recommended. Find details at [Assure.co](https://www.assure.co)
- Replace Assure as Manager: Assure will be resigning. The manager seat for your SPV will be empty. You should replace Assure as manager.

Getting control of your SPV allows you to:

- Open an bank account for the SPV
- Open a brokerage account for the SPV
- Sign other documents on behalf of the SPV

Assistance after December 30, 2022

Starting on January 5, 2023 former Assure employees can be hired for \$100+ per hour to assist with transition requests

- Most Assure employee have new jobs so response times may be slow and after business hours
- Visit SPVs.co to submit an request
- Assure's systems will remain active for at least the month of January 2023

Other SPV Firms

There are several SPV Firms available

- Former Assure employees work at many of these firms
- Former Assure employees can assist you if you hire one of these firms

Bank Accounts / Money Movement

If Assure has funds for your entity or fund in an Assure controlled bank account:

- Send Assure the details of your new bank account so we can send you the funds
- Assure has moved the funds for thousands of accounts but we still have a few hundred left
- Starting in January Assure will sweep the funds from accounts with less than \$1000
- Starting in January Assure will be reimbursing Assure for bank fees Assure has been paying on your behalf

Final Comments

- Tax documents: 1065s and K1s have been shared in the past. Assure is not providing additional copies.
- Unsigned documents can be signed by you. Get control of your SPV and then sign the documents.
- Ask your portfolio company for copies of documents if needed.
- Ask your investors for copies of documents if needed.

Thank you for the adventure.

Update your contact information

Update the EMAIL and MAILING address with your portfolio companies.

- Most investments have an Assure email and mailing address on file. You need to reach out to your investments and update the email and mailing address on file so all future communications are directed to you and not Assure.