
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 8-K

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(D)
OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): January 11, 2023

GSR II Meteora Acquisition Corp.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-41305
(Commission
File Number)

87-3203989
(I.R.S. Employer
Identification No.)

418 Broadway, Suite N
Albany, New York
(Address of Principal Executive Offices)

12207
(Zip Code)

(561) 532-4682
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communication pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencements communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Units, each consisting of one share of Class A common stock, one warrant and one sixteenth of one right	GSRMU	The Nasdaq Stock Market LLC
Class A common stock, par value \$0.0001 per share	GSRM	The Nasdaq Stock Market LLC
Warrants, each whole warrant exercisable for one share of Class A common stock at an exercise price of \$11.50 per share	GSRMW	The Nasdaq Stock Market LLC
Rights, each whole right entitling the holder to receive one share of Class A common stock	GSRMR	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 7.01 Regulation FD Disclosure.

On January 11, 2023, GSR II Meteora Acquisition Corp. (the “Company”) and Lux Vending, LLC dba Bitcoin Depot (“Lux Vending”) presented at the 25th Annual Needham Growth Conference, an industry event. A copy of the investor presentation that was referred to by management at the conference is attached hereto as Exhibit 99.1 and incorporated by reference herein.

The foregoing (including Exhibit 99.1) is being furnished pursuant to Item 7.01 and will not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise be subject to the liabilities of that section, nor will it be deemed to be incorporated by reference in any filing under the Securities Act of 1933, as amended (the “Securities Act”), or the Exchange Act regardless of any general incorporation language in such filings. This Current Report will not be deemed an admission of materiality of any of the information in this Item 7.01, including Exhibit 99.1.

Additional Information***Important Information About the Business Combination and Where to Find It***

In connection with the Business Combination, the Company has filed a preliminary proxy statement of the Company with the Securities and Exchange Commission (the “SEC”), copies of which will be mailed (if and when available) to all Company stockholders once definitive. The Company also plans to file other documents with the SEC regarding the Business Combination. The Company will mail copies of the definitive proxy statement and other relevant documents to its stockholders as of the record date established for voting on the Business Combination. This communication is not a substitute for the definitive proxy statement or any other document that the Company will send to its stockholders in connection with the Business Combination. **The Company’s stockholders and other interested persons are advised to read the preliminary proxy statement and any amendments thereto and, once available, the definitive proxy statement, as well as all other relevant materials filed or that will be filed with the SEC, in connection with the Company’s solicitation of proxies for its special meeting of stockholders to be held to approve, among other things, the Business Combination, because these documents will contain important information about the Company, BT Assets, Inc. (“BT Assets”) and the Business Combination.** Stockholders may also obtain a copy of the preliminary proxy statement or, when available, the definitive proxy statement, as well as other documents filed with the SEC regarding the Business Combination and other documents filed with the SEC by the Company, without charge, at the SEC’s website located at www.sec.gov or by directing a request to Cody Slach or Alex Kovtun, (949) 574-3860, GSRM@gatewayir.com.

Participants in the Solicitation

The Company, Lux Vending, BT Assets and certain of their respective directors, executive officers and other members of management and employees, under SEC rules, may be deemed to be participants in the solicitation of proxies of the Company's stockholders in connection with the Business Combination. Information regarding the persons who may, under SEC rules, be deemed participants in the solicitation of the Company's stockholders in connection with the Business Combination is set forth in the Company's preliminary proxy statement that has been filed with the SEC. Investors and security holders may obtain more detailed information regarding the names of the Company's directors and executive officers and a description of their interests in the Company in the Company's filings with the SEC, including the Company's prospectus dated February 24, 2022 relating to its initial public offering, which was filed with the SEC and is available free of charge at the SEC's web site at www.sec.gov. To the extent such holdings of the Company's securities may have changed since that time, such changes have been or will be reflected on Statements of Change in Ownership on Form 4 filed with the SEC. Additional information regarding the participants in the proxy statement and a description of their direct and indirect interests will be contained in the definitive proxy statement and other relevant materials to be filed with the SEC when they become available. Stockholders, potential investors and other interested persons should read the definitive proxy statement carefully when it becomes available before making any voting or investment decisions. Free copies of these documents may be obtained from the sources indicated above.

Forward-Looking Statements

The information included herein and in any oral statements made in connection herewith include "forward-looking statements" within the meaning of the "safe harbor" provisions of the United States Private Securities Litigation Reform Act of 1995. Forward-looking statements may be identified by the use of words such as "estimate," "plan," "project," "forecast," "intend," "will," "expect," "anticipate," "believe," "seek," "target" or other similar expressions that predict or indicate future events or trends or that are not statements of historical matters, although not all forward-looking statements contain such identifying words. These forward-looking statements include, but are not limited to, statements regarding estimates and forecasts of financial and performance metrics and expectations and timing related to potential benefits, terms and timing of the Business Combination. These statements are based on various assumptions, whether or not identified herein, and on the current expectations of BT Assets', Lux Vending's and the Company's management and are not predictions of actual performance. These forward-looking statements are provided for illustrative purposes only and are not intended to serve as, and must not be relied on by any investor as, a guarantee, an assurance, a prediction or a definitive statement of fact or probability. Actual events and circumstances are difficult or impossible to predict and will differ from assumptions. Many actual events and circumstances are beyond the control of BT Assets, Lux Vending and the Company. These forward-looking statements are subject to a number of risks and uncertainties, including changes in domestic and foreign business, market, financial, political and legal conditions; the inability of the parties to successfully or timely consummate the Business Combination, including the risk that any required regulatory approvals are not obtained, are delayed or are subject to unanticipated conditions that could adversely affect the combined company or the expected benefits of the Business Combination or that the approval of the stockholders of the Company is not obtained; failure to realize the anticipated benefits of the Business Combination; risks relating to the uncertainty of the projected financial information with respect to the combined company; future global, regional or local economic and market conditions; the development, effects and enforcement of laws and regulations; the combined company's ability to manage future growth; the combined company's ability to develop new products and services, bring them to market in a timely manner, and make enhancements to its business; the effects of competition on the combined company's future business; the amount of redemption requests made by the Company's public stockholders; the ability of the Company or the combined company to issue equity or equity-linked securities in connection with the Business Combination or in the future; the outcome of any potential litigation, government and regulatory proceedings, investigations and inquiries; and those factors described or referenced in the Company's final initial public offering prospectus dated February 24, 2022 and its most recent Quarterly Report on Form 10-Q for the quarter ended September 30, 2022, in each case, under the heading "Risk Factors," and other documents of the Company filed, or to be filed, from time to time with the SEC, including the definitive proxy statement. If any of these risks materialize or our assumptions prove incorrect, actual results could differ materially from the results implied by these forward-looking statements. There may be additional risks that none of BT Assets, Lux Vending or the Company presently knows or that BT Assets, Lux Vending and the Company currently believe are immaterial that could also cause actual results to differ from those contained in the forward-looking statements. In addition, forward-looking statements reflect BT Assets', Lux Vending's and the Company's expectations, plans or forecasts of future events and views as of the date hereof. BT Assets, Lux Vending and the Company anticipate that subsequent events and

developments will cause BT Assets', Lux Vending's and the Company's assessments to change. However, while BT Assets, Lux Vending and the Company may elect to update these forward-looking statements at some point in the future, BT Assets, Lux Vending and the Company specifically disclaim any obligation to do so except as otherwise required by applicable law. These forward-looking statements should not be relied upon as representing BT Assets', Lux Vending's and the Company's assessments as of any date subsequent to the date hereof. Accordingly, undue reliance should not be placed upon the forward-looking statements.

No Offer or Solicitation

This Current Report on Form 8-K is for informational purposes only and shall not constitute an offer to sell, nor a solicitation of an offer to buy, any securities in connection with the proposed Business Combination or otherwise, or the solicitation of a proxy, consent or authorization in any jurisdiction pursuant to the Business Combination or otherwise, nor shall there be any sale of securities in any jurisdiction in which the offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such jurisdiction or otherwise in contravention of applicable law. No offer of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act, or an exemption therefrom, and otherwise in accordance with applicable law.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description
99.1	Investor Presentation
104	Cover Page Interactive Data File (embedded with the Inline XBRL document)

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: January 11, 2023

GSR II METEORA ACQUISITION CORP.

By: /s/ Gus Garcia

Name: Gus Garcia

Title: Co-Chief Executive Officer



Investor Presentation

January 2023



GSR II METEORA
ACQUISITION CORP.

Disclaimer

For the purposes of this notice, this "presentation" will mean and include the slides, any oral presentation of the slides by members of management of GSR II Meteora Acquisition Corp. ("GSRM") or Lux Vending, LLC d/b/a Bitcoin Depot (the "Company" or "Bitcoin Depot") or any person on their behalf, any question-and-answer session that follows that oral presentation, hard copies of this document and any materials distributed at, or in connection with, that presentation. By attending the meeting where the presentation is made, or by reading the presentation slides, you will be deemed to have (i) agreed to the following limitations and notifications and made the following undertakings and (ii) acknowledged that you understand the legal and regulatory sanctions attached to the misuse, disclosure or improper circulation of this presentation.

Confidentiality: This presentation is preliminary in nature and provided solely for informational and discussion purposes only and must not be relied upon for any other purposes. This presentation is intended solely for investors that are qualified institutional buyers (as defined in Rule 144A under the Securities Act of 1933, as amended (the "Securities Act")), institutional accredited investors (as defined under Regulation D as promulgated under the Securities Act) and eligible institutional investors outside the U.S. and has been prepared for the purposes of familiarizing such investors with the potential business combination (the "Business Combination") between GSRM and the Company and related transactions, including the proposed private offering of GSRM's or the Company's securities (the "PIPE" and together with the Business Combination, the "Proposed Transactions") and for no other purpose. The release, reproduction, publication or distribution of this presentation, in whole or in part, or the disclosure of its contents, without the prior consent of the Company and GSRM is unlawful and prohibited. Persons who possess this document should inform themselves about and observe any such restrictions. Each recipient acknowledges that it is (a) aware that the United States securities laws prohibit any person who has material, non-public information concerning a company from purchasing or selling securities of such company or from communicating such information to any other person under circumstances in which it is reasonably foreseeable that such person is likely to purchase or sell such securities, and (b) familiar with the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder (collectively, the "Exchange Act"), and that the recipient will neither use, nor cause any third party to use, this presentation or any information contained herein in contravention of the Exchange Act, including, without limitation, Rule 10b-5 thereunder. By accepting this presentation, each recipient agrees: (i) that the information included in this presentation is confidential and may constitute material non-public information, (ii) to maintain the confidentiality of all information that is contained in this presentation and not already in the public domain and (iii) to use this presentation for the sole purpose of evaluating the Company and the Proposed Transactions.

No Offer or Solicitation: This presentation and any oral statements made in connection with this presentation do not constitute an offer to sell, or the solicitation of an offer to buy, or a recommendation to purchase, any securities in any jurisdiction, or the solicitation of any proxy, consent or approval in any jurisdiction in connection with the Proposed Transactions, nor shall there be any sale, issuance or transfer of any securities in any jurisdiction where, or to any person to whom, such offer, solicitation or sale may be unlawful under the laws of such jurisdiction. This presentation does not constitute either advice or a recommendation regarding any securities. Any offer to sell securities pursuant to the PIPE will be made only pursuant to a definitive subscription or purchase agreement and will be made in reliance on an exemption from registration under the Securities Act for offers and sales of securities that do not involve a public offering. GSRM and the Company reserve the right to withdraw or amend for any reason any offering and to reject any subscription or purchase agreement for any reason. The communication of this presentation is restricted by law; in addition to any prohibitions on distribution otherwise provided for herein, this presentation is not intended for distribution to, or use by any person in, any jurisdiction where such distribution or use would be contrary to local law or regulation. The contents of this presentation have not been reviewed by any regulatory authority in any jurisdiction.

No Representations or Warranties: No representations or warranties, express or implied, are given in, or in respect of, this presentation or as to the accuracy, reasonableness or completeness of the information contained in or incorporated by reference herein. To the fullest extent permitted by law, in no circumstances will GSRM, the Company or any of their respective affiliates, directors, officers, employees, members, partners, shareholders, advisors or agents be responsible or liable for any direct, indirect or consequential loss or loss of profit arising from the use of this presentation, its contents (including the internal economic models), its omissions, reliance on the information contained within it, or on opinions communicated in relation thereto or otherwise arising in connection therewith. Certain information contained herein has been derived from sources prepared by third parties. While such information is believed to be reliable for the purposes used herein, none of the Company, GSRM or any of their respective affiliates, directors, officers, employees, members, partners, shareholders, advisors or agents has independently verified the data obtained from these sources or makes any representation or warranty with respect to the accuracy of such information. Recipients of this presentation are not to construe its contents, or any prior or subsequent communications from or with GSRM, the Company or their respective representatives as investment, legal or tax advice. In addition, this presentation does not purport to be all-inclusive or to contain all of the information that may be required to make a full analysis of the Company, GSRM or the Proposed Transactions. Recipients of this presentation should each make their own evaluation of the Company, GSRM or the Proposed Transactions and of the relevance and adequacy of the information and should make such other investigations as they deem necessary. Recipients are not entitled to rely on the accuracy or completeness of this presentation and are entitled to rely solely on only those particular representations and warranties, if any, which may be made by GSRM or the Company to a recipient of this presentation or other third party in a definitive written agreement, when, and if executed, and subject to the limitations and restrictions as may be specified therein. You should consult your own counsel and tax and financial advisors as to legal and related matters concerning the matters described herein, and, by accepting this presentation, you confirm that you are not relying upon the information contained herein to make any decision. Any representations, warranties, agreements or covenants between the recipient and any parties involved in the Proposed Transactions will be set forth in definitive agreements by and among such persons. The Company and GSRM expressly disclaim any duty to update the information contained in this presentation, whether as a result of new information, future events or otherwise.

Disclaimer

Forward-Looking Statements: This presentation includes "forward-looking statements" within the meaning of the federal securities laws, including, but not limited to, opinions and projections prepared by the Company's and GSRM's management. Forward-looking statements generally relate to future events or the Company's or GSRM's future financial or operating performance, including pro forma and estimated financial information, and other "forward-looking statements" (as such term is defined in the Private Securities Litigation Reform Act of 1995). For example, projections of future EBITDA, Adjusted EBITDA and other metrics are forward-looking statements. The recipient can identify forward-looking statements because they typically contain words such as "outlook," "believes," "expects," "will," "projected," "continue," "increase," "may," "should," "could," "seeks," "predicts," "intends," "trends," "plans," "estimates," "anticipates" or the negatives or variations of these words or other comparable words and/or similar expressions (but the absence of these words and/or similar expressions does not mean that a statement is not forward-looking). These forward-looking statements specifically include, but are not limited to, statements regarding estimates and forecasts of financial and performance metrics, projections of market opportunity and market share, potential benefits of the Proposed Transactions and the potential success of the Company's strategy and expectations related to the terms and timing of the Proposed Transactions. Forward-looking statements, opinions and projections are neither historical facts nor assurances of future performance. Instead, they are based only on the Company's and GSRM's current beliefs, expectations and assumptions regarding the future of their respective businesses and of the combined company, future plans and strategies, projections, anticipated events and trends, the economy and other future conditions. Because forward-looking statements relate to the future, they are subject to inherent uncertainties, risks and changes in circumstances that are difficult to predict and many of which are outside of the Company's or GSRM's control. These uncertainties and risks may be known or unknown. Factors that may cause actual results to differ materially from current expectations include, but are not limited to: changes in domestic and foreign business, market, financial, political and legal conditions; the inability of the parties to successfully or timely consummate the proposed business combination, including the risk that any required regulatory approvals are not obtained, are delayed or are subject to unanticipated conditions that could adversely affect the combined company or the expected benefits of the proposed business combination or that the approval of the shareholders of GSRM or Bitcoin Depot is not obtained; failure to realize the anticipated benefits of the proposed business combination; risks relating to the uncertainty of the projected financial information with respect to Bitcoin Depot; future global, regional or local economic and market conditions; the development, effects and enforcement of laws and regulations; Bitcoin Depot's ability to manage future growth; Bitcoin Depot's ability to develop new products and services, bring them to market in a timely manner, and make enhancements to its platform; the effects of competition on Bitcoin Depot's future business; the amount of redemption requests made by GSRM's public shareholders; the ability of GSRM or the combined company to issue equity or equity-linked securities in connection with the proposed business combination or in the future; the outcome of any potential litigation, government and regulatory proceedings, investigations and inquiries; and those factors described or referenced in GSRM's final initial public offering prospectus dated February 24, 2022 and its most recent Quarterly Report on Form 10-Q for the quarter ended September 30, 2022, in each case, under the heading "Risk Factors," and other documents of GSRM filed, or to be filed, from time to time with the SEC. If any of these risks materialize or the Company's or GSRM's assumptions prove incorrect, actual results could differ materially from the results implied by the forward-looking statements contained herein. In addition, forward-looking statements reflect the Company's and GSRM's expectations and views as of the date of this presentation. The Company and GSRM anticipate that subsequent events and developments will cause their respective assessments to change. However, while the Company and GSRM may elect to update these forward-looking statements in the future, each of them specifically disclaims any obligation to do so. Accordingly, you should not place undue reliance on the forward-looking statements, which speak only as of the date they are made.

Use of Projections: This presentation contains financial forecasts with respect to the Company's projected financial results. Such projected financial information constitutes forward-looking information, is included for illustrative purposes only and should not be relied upon as necessarily being indicative of future results. The assumptions and estimates underlying such projected financial information are inherently uncertain and are subject to a wide variety of significant business, economic, competitive and other risks and uncertainties that could cause actual results to differ materially from those contained in the prospective financial information. Actual results may differ materially from the results contemplated by the projected financial information contained in this presentation, and the inclusion of such information in this presentation should not be regarded as a representation by any person that the results reflected in such projections will be achieved. The independent auditors of the Company and GSRM have not audited, reviewed, compiled or performed any procedures with respect to the projections for the purpose of their inclusion in this presentation, and accordingly, they have expressed no opinion and have not provided any other form of assurance with respect thereto for the purpose of this presentation.

Financial Information; Non-GAAP Measures: Certain of the financial information and data contained in this presentation have not been subject to a completed audit and do not conform to Regulation S-X promulgated under the Securities Act. Accordingly, such information and data may not be included in, may be adjusted in or may be presented differently in, any proxy statement, registration statement or prospectus that may be filed with the Securities and Exchange Commission (the "SEC"). This presentation includes certain financial measures not presented in accordance with generally accepted accounting principles ("GAAP") including, but not limited to, EBITDA, Adjusted EBITDA, Adjusted Gross Profit and certain ratios and other metrics derived therefrom. The Company defines (i) EBITDA as earnings before interest expense, taxes, depreciation and amortization and (ii) Adjusted EBITDA as EBITDA further adjusted by the removal of certain non-recurring costs and assumed public company costs. The Company defines Adjusted Gross Profit as revenue less cost of revenue (excluding depreciation and amortization). These non-GAAP financial measures are not measures of financial performance in accordance with GAAP and may exclude items that are significant in understanding and assessing the Company's financial results. Such measures may not be indicative of the Company's historical operating results nor are such measures meant to be predictive of future results. Therefore, these measures should not be considered in isolation or as an alternative to net income, cash flows from operations or other measures of profitability, liquidity or performance under GAAP. You should be aware that the Company's presentation of these measures may not be comparable to similarly-titled measures used by other companies. As such, undue reliance should not be placed on these non-GAAP financial measures.

Disclaimer

The Company believes these non-GAAP measures of financial results provide useful information to management and investors regarding certain financial and business trends relating to the Company's financial condition and results of operations. The Company believes that the use of these non-GAAP financial measures provides an additional tool for investors to use in evaluating ongoing operating results and trends in and in comparing the Company's financial measures with other similar companies, many of which present similar non-GAAP financial measures to investors. These non-GAAP financial measures are subject to inherent limitations as they reflect the exercise of judgments by management about which expense and income are excluded or included in determining these non-GAAP financial measures. Please refer to footnotes where presented on each page of this presentation and/or to the appendix found at the end of this presentation for more details regarding the calculations of such measures and/or for a reconciliation of these measures to what the Company believes are the most directly comparable measures evaluated in accordance with GAAP.

This presentation also includes certain projections of non-GAAP financial measures. Due to the high variability and difficulty in making accurate forecasts and projections of some of the information excluded from these projected measures, together with some of the excluded information not being ascertainable or accessible, the Company is unable to quantify certain amounts that would be required to be included in the most directly comparable GAAP financial measures without unreasonable effort. Consequently, no disclosure of estimated comparable GAAP measures is included and no reconciliation of the forward-looking non-GAAP financial measures is included.

Industry and Market Data: In this presentation, the Company relies on and refers to certain information and statistics obtained from third-party sources which it believes to be reliable. Neither the Company nor GSRM has independently verified the accuracy or completeness of any such third-party information.

Trademarks and Trade Names: The Company and GSRM own or have rights to various trademarks, service marks and trade names that they use in connection with the operation of their respective businesses. This presentation also contains trademarks, service marks and trade names of third parties, which are the property of their respective owners. The use or display of third parties' trademarks, service marks, trade names or products in this presentation is not intended to, and does not imply, a relationship with the Company or GSRM, or an endorsement or sponsorship by or of the Company or GSRM. Solely for convenience, the trademarks, service marks and trade names referred to in this presentation may appear without the ®, ™ or SM symbols, but such references are not intended to indicate, in any way, that the Company or GSRM will not assert, to the fullest extent under applicable law, their rights or the right of the applicable licensor to these trademarks, service marks and trade names.

Additional Information About the Proposed Business Combination and Where to Find It: The proposed business combination will be submitted to shareholders of GSRM for their consideration. Copies of the proxy statement (a preliminary filing of which has been made with the SEC) will be mailed (if and when available) to all GSRM shareholders once definitive. GSRM also plans to file other documents with the SEC regarding the proposed business combination. GSRM will mail copies of the definitive proxy statement and other relevant documents to its shareholders as of the record date established for voting on the proposed business combination. GSRM's shareholders and other interested persons are advised to read the preliminary proxy statement and any amendments thereto and, once available, the definitive proxy statement, as well as all other relevant materials filed or that will be filed with the SEC, in connection with GSRM's solicitation of proxies for its special meeting of shareholders to be held to approve, among other things, the proposed business combination, because these documents will contain important information about GSRM, Bitcoin Depot and the proposed business combination. Shareholders may also obtain a copy of the preliminary proxy statement and, once available, the definitive proxy statement, as well as other documents filed with the SEC regarding the proposed business combination and other documents filed with the SEC by GSRM, without charge, at the SEC's website located at www.sec.gov or by directing a request to Cody Slach or Alex Kovtun, (949) 574-3860, GSRM@gatewayir.com.

Participants in the Solicitation: GSRM, Bitcoin Depot and certain of their respective directors, executive officers and other members of management and employees may, under SEC rules, be deemed to be participants in the solicitations of proxies from GSRM's shareholders in connection with the proposed business combination. Information regarding the persons who may, under SEC rules, be deemed participants in the solicitation GSRM's shareholders in connection with the Proposed Transactions is set forth in the preliminary proxy statement that has been filed with the SEC. You can find more information about GSRM's directors and executive officers in GSRM's final initial public offering prospectus dated February 24, 2022 and filed with the SEC on February 28, 2022. Additional information regarding the participants in the proxy solicitation and a description of their direct and indirect interests will be included in the definitive proxy statement and other relevant materials to be filed with the SEC when they become available. Shareholders, potential investors and other interested persons should read the proxy statement carefully when it becomes available before making any voting or investment decisions. You may obtain free copies of these documents from the sources indicated above.

GSRM Team Overview



Gus Garcia
Co-CEO & Director



Lewis Silberman
Co-CEO & Director



Anantha Ramamurti
President & Director



Joseph Tonnos
CFO



Yuya Orime
Senior Vice President



- GSR II Meteora Acquisition Corp (“GSRM”) completed its IPO in March 2022 with \$321 million cash-in-trust
- Highly experienced sponsor team with extensive SPAC transaction credentials
- Members of GSRM team have advised on 22 SPAC mergers that have closed within the last 2 years alone, and have served as officers of 4 SPACs



What Bitcoin Depot IS and IS NOT

Bitcoin Depot IS...



An Easy Way to Convert Cash to Bitcoin



A Federally-Licensed Money Services Business / State-Licensed Money Transmitter ⁽¹⁾



Proactively Employing Robust Compliance, AML, and KYC Protocols



A Company with a History of Profitability, with Multiple Growth Opportunities

Bitcoin Depot IS NOT...



A Vendor of Security Tokens (only sells BTC)



A Crypto Wallet Provider or Custodian



Historically Correlated to Bitcoin Prices



A Crypto Exchange, Miner, or Lender

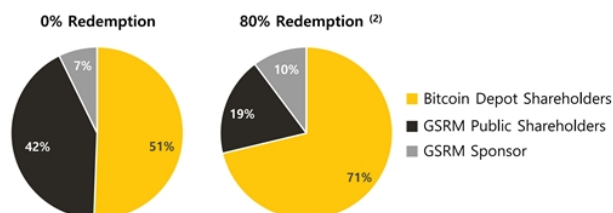
(1) Bitcoin Depot operates in states where it has obtained the requisite licenses to the extent that the laws and regulations of such states clearly indicate that a license is required or where state regulators have advised it that it needs a license to operate.

Transaction Overview

Key Transaction Terms

- Transaction will result in approximately \$170 million of cash (assuming 0% redemption) added to Bitcoin Depot's balance sheet to go toward funding its business plan.
- Earn-out of 15 million shares outstanding at close issued to existing Bitcoin Depot shareholders vested equally at pro forma share prices of \$12, \$14, and \$16.
- The stock consideration to be issued to the existing Bitcoin Depot shareholders shall be a separate class that will have ten votes per share.
- \$15mm minimum for secondary and potentially higher depending on various waterfalls relating to paydown of debt and retention of cash by Bitcoin Depot

Illustrative Post-Transaction Ownership ⁽¹⁾



(1) Excluding earn-out of the existing Bitcoin Depot shareholders and deferred founder shares. GSRM Public Shareholders include GSRM rights and potential additional issuances to equity holders. Does not reflect the impact from potential dilution from GSRM public warrants and Sponsor warrants.

(2) Redemption scenarios are illustrative and subject to minimum cash and other closing conditions.

(3) Pro Forma valuation at \$10.15 per share.

(4) Estimated balance as of FY2022.

(5) Fees and expenses are preliminary and subject to confirmation. (Applied a mid-point of estimated range of \$19 to \$28) Estimated figures include outstanding debt that need to be paid off in connection with the consummation of this transaction and BitAccess Contribution amount. For larger redemption scenario, a portion of the fees will be paid in GSRM common stock rather than in cash.

Illustrative Pro Forma Valuation ⁽³⁾	Redemption Scenarios	
	0%	80% ⁽²⁾
Redemption Price	\$10.15	\$10.15
Pro Forma Shares Outstanding (mm)	87.2	61.9
Pro Forma Equity Value	\$885	\$628
(+) Existing Net Debt ⁽⁴⁾	40	40
(-) New Cash to Balance Sheet	(169)	(17)
Pro Forma Enterprise Value	\$756	\$652

Illustrative Sources and Uses

Sources	0%	80%
GSRM Cash in Trust	\$321	\$64
Bitcoin Depot Equity Rollover	448	448
Total Sources	\$769	\$512

Uses	0%	80%
Bitcoin Depot Equity Rollover	\$448	\$448
Cash to Equityholders	128	27
Cash to Balance Sheet	169	17
Fees & Expenses ⁽⁵⁾	24	20
Total Uses	\$769	\$512

Key Business Updates Since Transaction Announcement

Business Performance

- ④ Record Q3'22 revenues and adjusted EBITDA
 - ④ Q3'22 revenue was **\$175mm**
 - ④ Our LTM transaction volume **increased by 37%** ⁽¹⁾ despite a 55% drop in trading price of BTC in the same period
 - ④ Our EBITDA margin for 9 months ended September 30, 2022 remained strong at **56%** ⁽²⁾

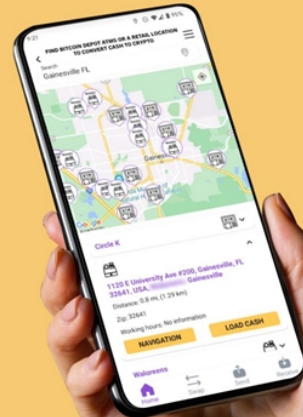
Key Hires

- ④ Appointed a **new CFO**, Glen Leibowitz, who recently served as a CFO of Acreage Holdings and served various roles at Apollo Global Management

(1) As of September 30, 2022.

(2) As % of Adj. Gross Profit. Adjusted EBITDA is a non-GAAP measure. Please see appendix.

Company Overview



Mission —————

BRINGING BITCOIN to the MASSES

—————



Entrepreneurial and Visionary Management Team



Brandon Mintz
Founder & Chief Executive Officer



Scott Buchanan
Chief Operating Officer



Glen Leibowitz
Chief Financial Officer



Sarah Wessel
VP of Sales



Jason Sacco
VP of Operations



Mark Smalley
Chief Compliance Officer



Bill Knoll
Head of Product



Bitcoin Depot at a Glance

Leading BTM ⁽¹⁾ operator providing a simple and convenient process to convert cash into cryptocurrency



Total Transacted Volume ⁽²⁾



Total Transactions Completed ⁽²⁾



Monthly Active Users ⁽³⁾



Installed Kiosks in North America

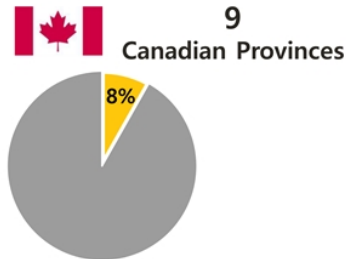
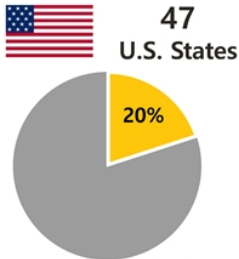


Same-Kiosk Sales ⁽⁴⁾

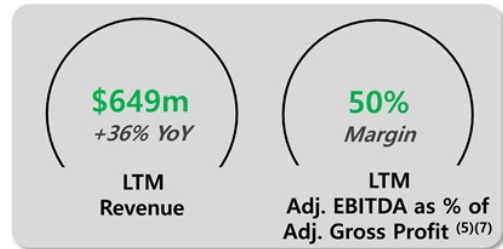


LTM Adjusted EBITDA ⁽⁵⁾

Significant BTM Operator by Market Share ⁽⁶⁾



Profitable Growth



Note: Metrics are as of September 30, 2022, unless noted otherwise.

(1) Bitcoin ATM.

(2) Since inception of Bitcoin Depot in 2016.

(3) Total number of users that transacted in September 2022.

(4) Same-Kiosk Sales represent year-over-year growth rate of transacted volume from kiosks deployed over 12 months.

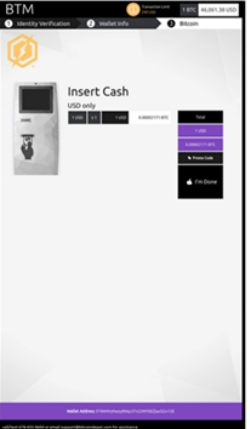
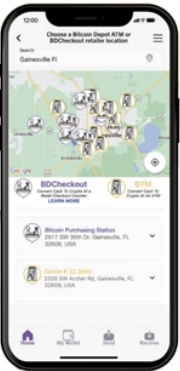
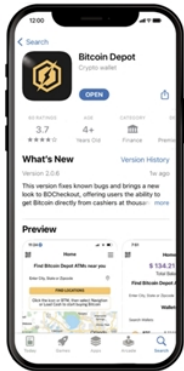
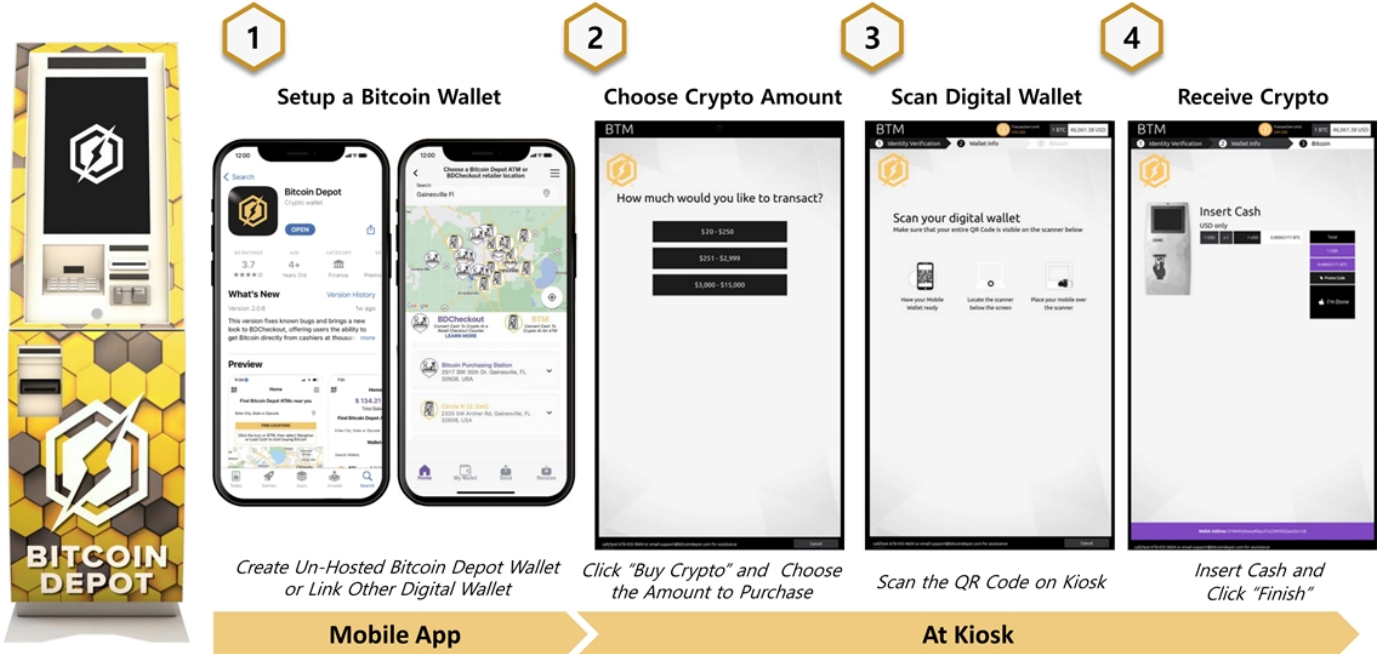
(5) As of September 30, 2022. Adjusted EBITDA is a non-GAAP measure. Please see appendix.

(6) Source: Coinatmradar.com as of January 1, 2023. <https://coinatmradar.com/charts/top-operators/united-states/> and <https://coinatmradar.com/charts/top-operators/canada/>

(7) Adjusted Gross Profit is a non-GAAP measure. Please see appendix.



Get Bitcoin in a Minute™



Create Un-Hosted Bitcoin Depot Wallet or Link Other Digital Wallet

Click "Buy Crypto" and Choose the Amount to Purchase

Scan the QR Code on Kiosk

Insert Cash and Click "Finish"

Why Our Users Love Us



Convenient Locations



Simple & Quick Account Set Up



Bitcoin Available in Minutes



Responsive Customer Support



Transact Without a Bank Account



Intuitive Mobile App

Key Use Cases for Bitcoin Depot ⁽¹⁾



Domestic Money Transfer ⁽²⁾



International Remittance ⁽²⁾



Investment / Store Value



Online Purchases

⁽¹⁾ Based on our user survey data as of December 15, 2022.

⁽²⁾ Subject to licensing in certain jurisdictions, as applicable.

⁽³⁾ Representative user experience.

Bitcoin Depot vs. Online Crypto Exchanges ⁽³⁾

	 BITCOIN DEPOT	Online Exchanges
Account Setup Time	1 Minute	3+ Days
Time to Receive First Crypto Purchase	< 1 Hour	3+ Days
Accessible Without a Bank Account	✓	X
Accepts Cash	✓	X
Customer Support via Phone / Texts	✓	X

Why Our Partners Love Us

Benefits to Retailers



Increased Average Customer Spend



Predictable Monthly Rent



Small Kiosk Footprint (2' x 2' ft)



Hands-off: Bitcoin Depot Manages Entire Process



Minimal Out-of-Pocket Cost ⁽¹⁾



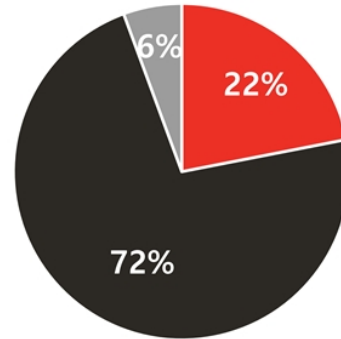
Increased Retail Store Foot Traffic

⁽¹⁾ Kiosk uses standard outlet in store; cost to power is de minimis.
⁽²⁾ Excludes transaction volume from inactive kiosks.



Retailer Distribution Overview

Transaction Volume Breakdown (CY2021: \$528M) ⁽²⁾



■ CIRCLE K ■ Independent Retailers ■ Other Retail Chains

Setting the Bar with our Compliance Practices and Standards

Best-in-Class Compliance is a Core Value for Bitcoin Depot

13

Compliance Personnel

~100

Years of Combined
Compliance Experience



Bitcoin Depot's compliance team takes a proactive approach to industry requirements, monitoring and reporting suspicious activities and working closely with law enforcement as required



Bitcoin Depot has established robust multi-layer compliance procedures, including KYC (Know-Your-Customer) and AML (Anti-Money Laundering) programs

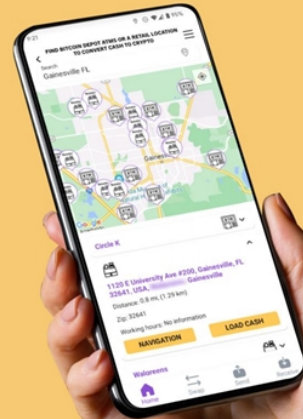


Bitcoin Depot has robust transaction monitoring systems to analyze transactions in real-time, taking advantage of the rich transaction data from its own network and on the blockchain

Bitcoin Depot Compliance Infrastructure

People: Experienced Compliance Team	Technology: Multi-Layer Compliance Procedures	Communication: Proactive Dialogue with Regulatory Agencies
<ul style="list-style-type: none">Bitcoin Depot's compliance team has experience in AML, KYC, BSA (Bank Secrecy Act), and OFAC (Office of Foreign Assets Control) complianceBitcoin Depot utilizes Blockchain analysis and works with various third parties for transaction monitoring and case management	<ul style="list-style-type: none">Accounts are verified at the time of creation with ongoing transaction monitoring and screening against sanctions listsTransaction review includes ID, wallet check, OFAC screening, FinCEN reporting, and screening/reporting via third-party compliance software	<ul style="list-style-type: none">Bitcoin Depot coordinates closely with financial regulators, screening for blacklisted individuals and walletsBitcoin Depot regularly files Currency Transaction Reports and Suspicious Activity Reports

Investment Highlights

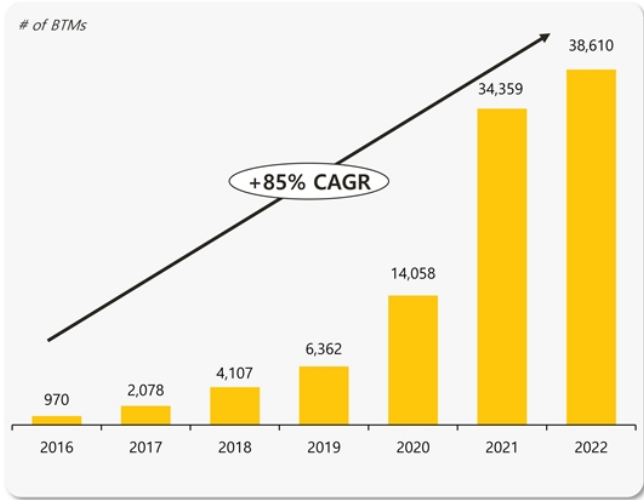


Investment Highlights

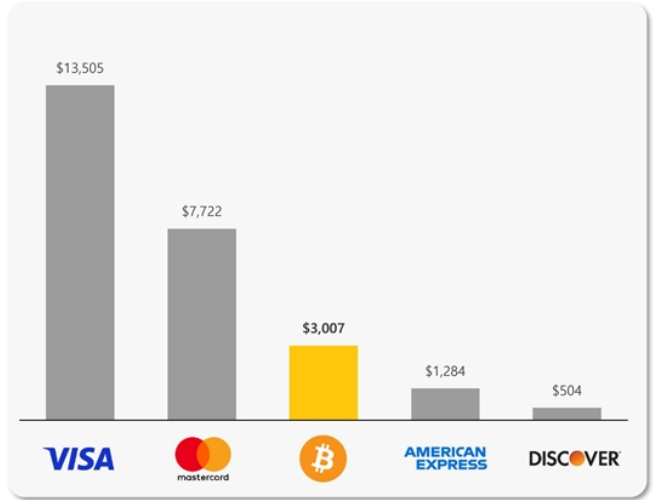
- 1** Beneficiary of Megatrend: Broadening Adoption of Cryptocurrencies
- 2** Network of Approx. 7,000 Kiosks for Converting Cash to Digital Currency, with Convenient, High-Performing Locations
- 3** Attractive Combination of Historical Growth and Current Profitability with Demonstrated Track Record of Success
- 4** Transaction Volumes Are Not Historically Correlated to the Price and Volatility of Bitcoin
- 5** Primed for Unique Growth Opportunities Through Strong Partnerships, Consolidation of Highly-Fragmented Market and International Expansion

Digital Asset Market Tailwinds

Growth of Global Bitcoin ATM Market ⁽¹⁾



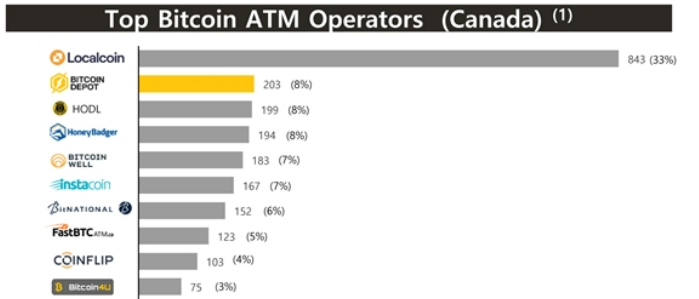
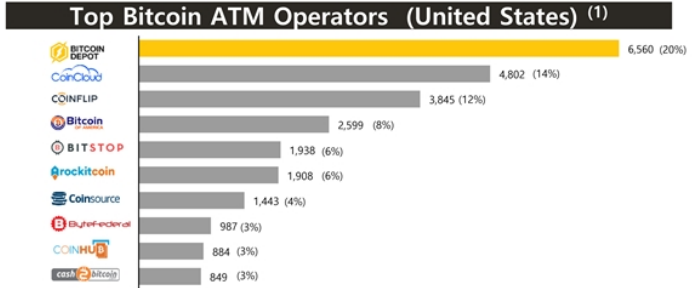
Annual Transaction Volume (\$bn) by Payment Network (2021) ⁽²⁾



(1) Source: Coinatmradar.com as of January 1, 2023. <https://coinatmradar.com/charts/growth/>
 (2) Source: Glassnode and corporate filings.

Bitcoin Depot has Leading BTM Market Share in North America

- Bitcoin Depot currently operates approximately 7,000 kiosks in 47 U.S. states and 9 Canadian provinces
 - Our kiosks and BDCheckout access points are located in zip codes addressing over 53% of US population
 - Pending license application in New York State, which represents a large market opportunity (less than 300 BTMs statewide as of January 1, 2023) ⁽¹⁾
 - We believe the state's population could potentially support 2,500-3,000 BTMs over time ⁽²⁾



⁽¹⁾ Source: Coinatrradar.com as of January 1, 2023. The source only accounts for cash-to-Bitcoin ATMs; therefore, excluding LibertyX and Coinme from the chart. <https://coinatrradar.com/country/226/bitcoin-atm-united-states/>, <https://coinatrradar.com/charts/top-operators/united-states/> and <https://coinatrradar.com/charts/top-operators/canada/>

⁽²⁾ Internal analysis; based on similar population size in state of Florida.



Robust Retail Partnerships Pave Our Path for Further Growth

Bitcoin Depot is Circle K's Exclusive BTM Provider



- Over 1,900 kiosks deployed across U.S. and Canada as of September 2022
- Circle K has over 9,000 stores in North America, with over 4,800 stores in Europe and other International markets

"Our partnership with Bitcoin Depot further builds on our commitment, giving our brand an important, early presence in the fast-growing cryptocurrency marketplace as a convenient destination where customers can buy Bitcoin."

Denny Tewell, Senior Vice President Global Merchandise and Procurement

We Partner with Major Retailers ⁽¹⁾



Largest Privately Owned U.S. Gas Station Chain



Fortune 500 Specialty Retailer



Major Convenience Store Chains



Fortune 500 U.S. Gas Station Chain

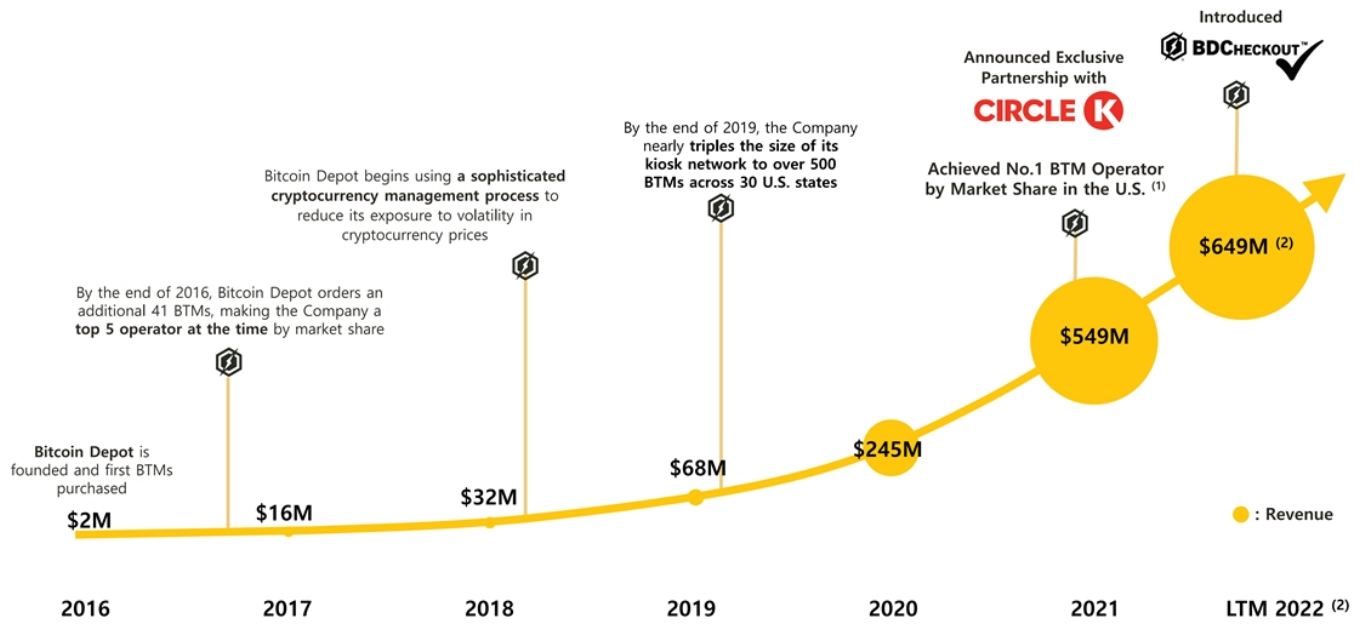


Leading Retail Outlets

(1) Via a partnership with payment processing provider. Select partners represented.



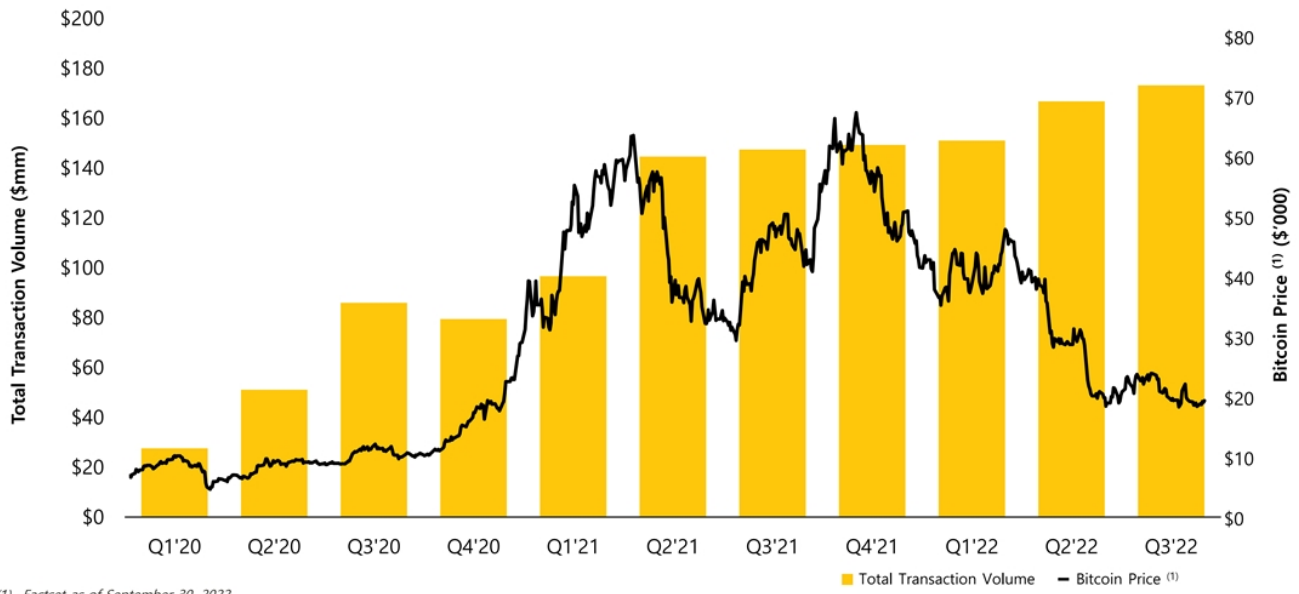
Demonstrated Track Record of Success



(1) Source: Coinatmradar.com as of January 1, 2023. <https://coinatmradar.com/charts/top-operators/united-states/>
 (2) As of September 30, 2022.



Transaction Volumes Decoupled from Bitcoin Prices

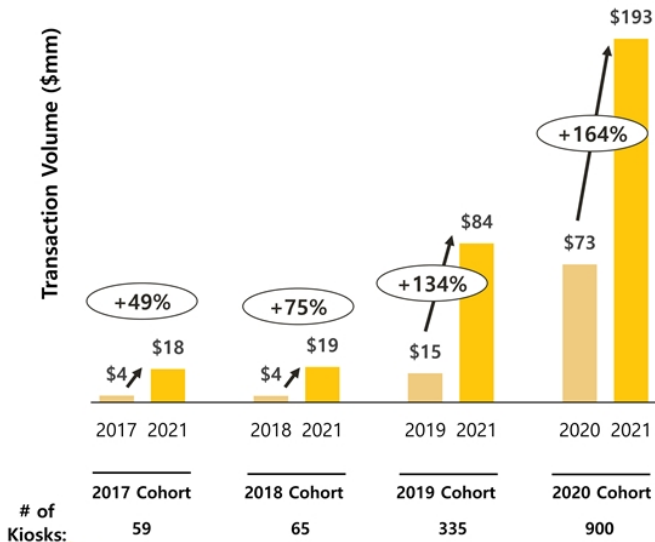


(1) Factset as of September 30, 2022.

Transaction Volume by Kiosk Cohort

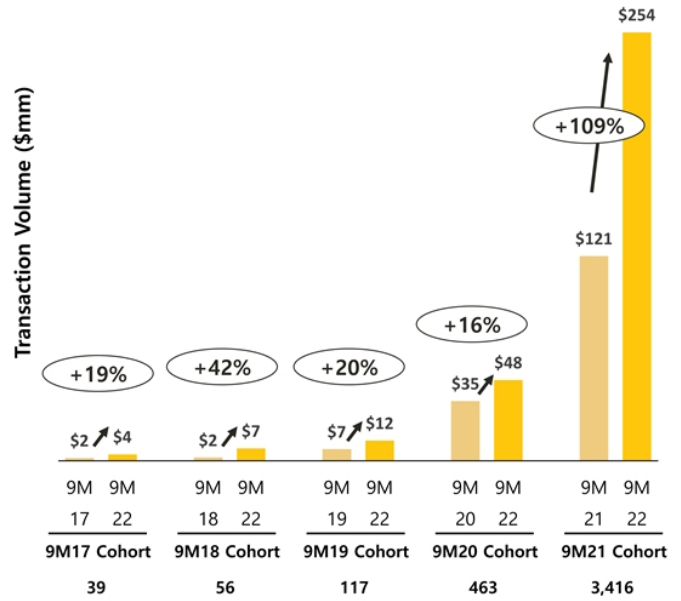
Annual Cohort

■ Initial Year Transaction Volume ■ 2021 Transaction Volume ○ CAGR ⁽¹⁾



9 Months Ended September 30th Cohort

■ Initial Year 9M Transaction Volume ■ 9M 2022 Transaction Volume ○ CAGR ⁽¹⁾

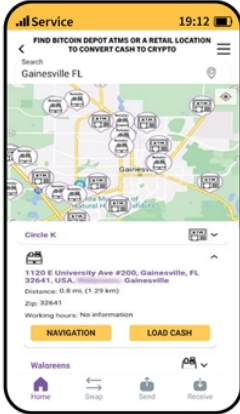


BITCOIN DEPOT ⁽¹⁾ Calculated since the initial deployment years for respective cohort groups.

BDCHECKOUT™ Cryptocurrencies "At The Register"

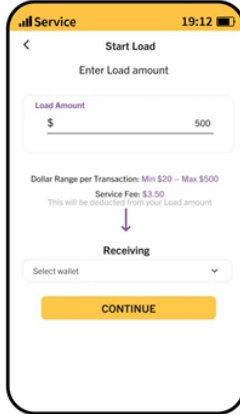
- ① We signed an agreement with an industry leading global payments technology company, allowing customers to purchase crypto at over 8,000 retail locations across 22 states and Puerto Rico ⁽¹⁾
- ② Agreements with retailers that have over 18,000 locations ⁽¹⁾
- ③ Through this relationship, we can scale our customer reach with **limited capital expenditure**

Find a Location



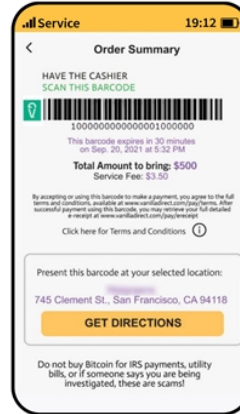
Find a potential location

Select an Amount



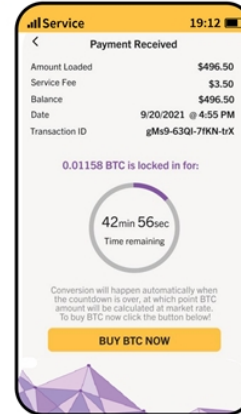
Select an amount to purchase, transaction limits are displayed here

Pay at Register



Bring barcode to scan at retailer's register

Complete Transaction



Once purchased, customers can send and exchange crypto immediately



(1) As of September 30, 2022.

Multiple Future Growth Opportunities



*Credit/Debit
Transactions
on BTMs*



*International
Expansion*



*Industry
Consolidation*



*Additional Consumer-
Facing Financial
Services*



*Buy/Sell Cryptos
on Traditional
Cash ATMs*



*B2B Software
and Data Solutions*

Note: Majority of these initiatives are not included in the projections.

Financial Summary

(\$mm)	Annual		9M Ended Sep. 30th		Quarterly					
					CY2021 A			CY2022 A		
	CY2020 A	CY2021 A	CY2021 A	CY2022 A	Q1	Q2	Q3	Q1	Q2	Q3
Revenue	\$245	\$549	\$397	\$497	\$101	\$147	\$149	\$155	\$167	\$175
<i>YoY Growth</i>	262%	124%	141%	25%	265%	187%	73%	53%	14%	18%
Adjusted Gross Profit ⁽¹⁾	\$31	\$56	\$42	\$53	\$11	\$13	\$18	\$12	\$20	\$21
<i>% of Revenue</i>	13%	10%	10%	11%	11%	9%	12%	8%	12%	12%
Adjusted EBITDA ⁽²⁾	\$21	\$30	\$25	\$30	\$7	\$7	\$11	\$6	\$12	\$12
<i>% of Adjusted Gross Profit</i>	68%	53%	61%	56%	64%	54%	64%	50%	60%	55%

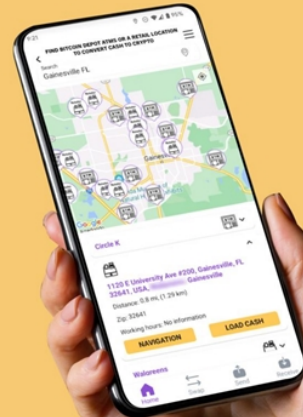
Note: Majority of revenue is represented by total transacted volume at kiosks.

(1) Adjusted Gross Profit is a non-GAAP measure. Please see appendix.

(2) Adjusted EBITDA is a non-GAAP measure. Please see appendix.



Transaction Overview

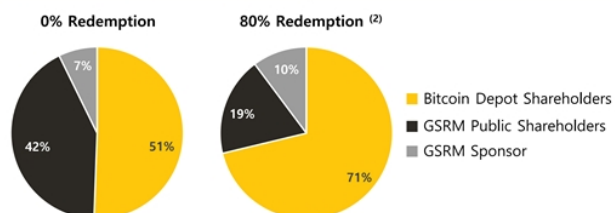


Transaction Overview

Key Transaction Terms

- Transaction will result in approximately \$170 million of cash (assuming 0% redemption) added to Bitcoin Depot's balance sheet to go towards funding its business plan.
- Earn-out of 15 million shares** outstanding at close issued to existing Bitcoin Depot shareholders vested equally at pro forma share prices of \$12, \$14, and \$16 per share.
- The stock consideration to be issued to the existing Bitcoin Depot shareholders shall be a separate class that will have ten votes per share.
- \$15mm minimum for secondary and potentially higher depending on various waterfalls relating to paydown of debt and retention of cash by Bitcoin Depot

Illustrative Post-Transaction Ownership ⁽¹⁾



⁽¹⁾ Excluding earn-out of the existing Bitcoin Depot shareholders and deferred founder shares. GSRM Public Shareholders include GSRM rights and potential additional issuances to equity holders. Does not reflect the impact from potential dilution from GSRM public warrants and Sponsor warrants.

⁽²⁾ Redemption scenarios are illustrative and subject to minimum cash and other closing conditions.

⁽³⁾ Pro Forma valuation at \$10.15 per share.

⁽⁴⁾ Estimated balance as of FY2022.

⁽⁵⁾ Fees and expenses are preliminary and subject to confirmation. (Applied a mid-point of estimated range of \$19 to \$28) Estimated figures include outstanding debt that need to be paid off in connection with the consummation of this transaction and BitAccess Contribution amount. For larger redemption scenario, a portion of the fees will be paid in GSRM common stock rather than in cash.

Illustrative Pro Forma Valuation ⁽³⁾	Redemption Scenarios	
	0%	80% ⁽²⁾
Redemption Price	\$10.15	\$10.15
Pro Forma Shares Outstanding (mm)	87.2	61.9
Pro Forma Equity Value	\$885	\$628
(+) Existing Net Debt ⁽⁴⁾	40	40
(-) New Cash to Balance Sheet	(169)	(17)
Pro Forma Enterprise Value	\$756	\$652

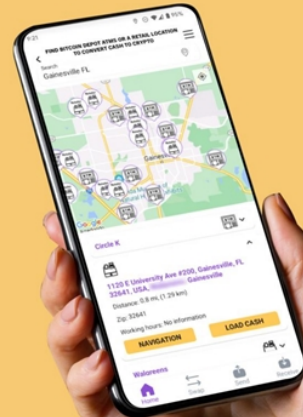
Illustrative Sources and Uses

Sources		
GSRM Cash in Trust	\$321	\$64
Bitcoin Depot Equity Rollover	448	448
Total Sources	\$769	\$512
Uses		
Bitcoin Depot Equity Rollover	\$448	\$448
Cash to Equityholders	128	27
Cash to Balance Sheet	169	17
Fees & Expenses ⁽⁵⁾	24	20
Total Uses	\$769	\$512

Key Business Takeaways

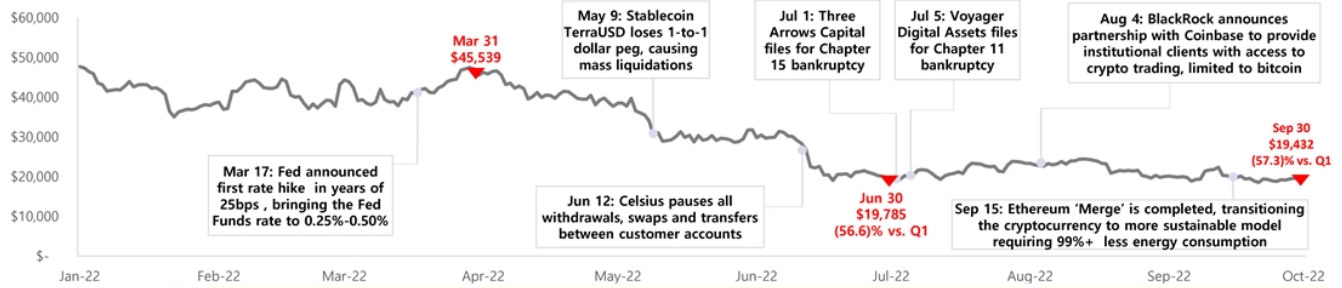
-  **Mainstreaming of Cryptocurrency and Digital Assets**
-  **#1 Bitcoin ATM Operator in North America with Approximately 7,000 Kiosks**
-  **Key Retail Relationships, Highlighted by Circle K**
-  **Multiple Service Offerings and Geographic Expansion Opportunities Driving Growth**
-  **Meaningful Revenue Scale and Currently Profitable**

Appendix



Bitcoin Depot: Q1 – Q3 2022 Relative Performance Update

Annotated Bitcoin Price Chart



	Q1: \$41,299	Q2: \$32,500	Q3: \$21,252
Avg. Price			
% of all-time high ⁽¹⁾	60.0%	47.2%	30.9%

Q1 – Q3 2022 Revenue Trends

Company	Q1 2022 (\$M)	Q2 2022 (%Change vs. Q1)	Q3 2022 (%Change vs. Q1)
BITCOIN DEPOT	\$155	7.7%	13.0%
coinbase	1,166	(30.7)%	(49.4)%
I O T	80	(8.6)%	(42.0)%
HIVE	53	(16.9)%	(44.3)%
MARATHON [®] DIGITAL HOLDINGS	52	(51.8)%	(75.5)%



BITCOIN DEPOT

Source: FactSet, Company Info.
(1) All-time high price of \$68,789.63 on Nov 10, 2021.

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Detailed Comparable Companies Statistics

(\$ in millions, except per share date)

Company Name	Market Cap ⁽¹⁾	Enterprise Value ⁽²⁾	Valuation Metrics				Operating Metrics								
			EV /EBITDA		Revenue		Gross Profit		EBITDA		Revenue Growth		EBITDA Margin		
			2022	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022	2023	
Digital Financial Services															
PayPal	\$81,193	\$81,303	11.9x	10.5x	\$27,524	\$30,053	\$13,663	\$14,641	\$6,836	\$7,732	8.5%	9.2%	24.8%	25.7%	
Block (Square)	37,583	37,000	39.9x	28.5x	17,462	20,100	5,909	7,193	928	1,296	(1.1)%	15.1%	15.7%	18.0%	
Global Payments	26,856	38,739	10.0x	9.3x	8,072	8,524	5,491	5,690	3,893	4,160	4.3%	5.6%	48.2%	48.8%	
Jack Henry	12,807	13,071	20.6x	18.7x	2,020	2,170	844	913	636	698	14.9%	7.5%	31.5%	32.2%	
Coinbase	8,032	6,319	NM	NM	3,179	3,367	2,718	2,897	(413)	(27)	(59.4)%	5.9%	(13.0)%	(0.8)%	
MoneyGram	1,051	1,756	8.6x	7.7x	1,306	1,365	618	641	205	227	1.8%	4.5%	15.7%	16.6%	
			Mean	18.2x	15.0x	\$9,927	\$10,930	\$4,874	\$5,329	\$2,014	\$2,348	(5.2)%	8.0%	20.5%	23.4%
			Median	11.9x	10.5x	\$5,626	\$5,946	\$4,104	\$4,294	\$782	\$997	3.0%	6.7%	20.3%	21.9%

Bitcoin Depot \$628 \$652

Source: Factset as of December 30, 2022.

Note: Block's EBITDA margin is presented as a percentage of Gross Profit. (Block's Bitcoin Sales are reported on gross transaction basis while other companies' Revenue figures are reported on net fee basis). Bitcoin Depot's Market Cap and Enterprise Value assume 80% redemption scenario.

(1) Market Capitalization calculated based on fully diluted shares outstanding.

(2) Enterprise Value calculated as Equity Value plus Net Debt (Total Debt less Cash & Cash Equivalents) and Non-Controlling Interest.



Reconciliation of Non-GAAP Financials

(\$mm)	Actual			
	CY2020	CY2021	9M 2021	9M 2022
Revenue	\$ 245	\$ 549	\$ 397	\$ 497
Cost of Revenue (excluding Depreciation & Amortization) ⁽¹⁾	(214)	(493)	(355)	(444)
Adjusted Gross Profit	\$ 31	\$ 56	\$ 42	\$ 53

(\$mm)	Actual			
	CY2020	CY2021	9M 2021	9M 2022
Net Income	\$ 14	\$ 6	\$ 10	\$ 4
Interest Expense	1	8	5	9
Income Tax Expense (Benefit)	-	(0)	(0)	(1)
Depreciation & Amortization	2	13	8	14
Non-Recurring Expenses ⁽²⁾	0	3	2	3
Special Bonus	3	-	-	-
Adjusted EBITDA	\$ 21	\$ 30	\$ 25	\$ 30

Note: Non-GAAP financials are unaudited figures.

(1) Cost of Revenue (excluding Depreciation & Amortization) consists primarily of direct costs related to selling digital assets and operating Bitcoin Depot's network of kiosks, excluding depreciation and amortization.

(2) Non-recurring expenses include, but are not limited to, those relating to legal and accounting services and recruiting fees.

Historical Balance Sheet Summary

(\$mm)	Actual		
	CY2020	CY2021	9M 2022
Cash and Cash Equivalents	\$ 41	\$ 38	\$ 38
Other Current Assets	1	9	3
Total Property & Equipment, net	11	46	33
Other Non-Current Assets	0	16	15
Total Assets	\$ 53	\$ 108	\$ 90
Notes Payable, Current Portion	\$ 1	\$ 3	\$ 5
Operating Lease Liabilities, Current	-	-	0
Current Installments of Obligations Under Finance Leases in 2022 and Capital Leases in 2021 and 2020	3	17	15
Other Current Liabilities	4	17	18
Notes Payable, Net of Current Portion	22	34	33
Operating Lease Liabilities, Net of Current Portion	-	-	0
Obligations Under Finance Leases in 2022 and Capital Leases in 2021 and 2020, Excluding Current Installment	4	15	5
Other Long-Term Liabilities	0	3	0
Total Member's Equity	19	19	13
Total Liabilities and Member's Equity	\$ 53	\$ 108	\$ 90