

**FORM ADV – PART 2A**

**TRILYN INVESTMENT MANAGEMENT LLC**

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**May 10, 2012**

**This brochure provides information about the qualifications and business practices of TriLyn Investment Management LLC (“TriLyn”). If you have any questions about the contents of this brochure, please contact us at (646) 290-3980. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority.**

**Additional information about TriLyn is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).**

**REGISTRATION WITH THE SEC AS AN INVESTMENT ADVISER DOES NOT IMPLY THAT TRILYN OR ANY OF THE PRINCIPALS OR EMPLOYEES OF TRILYN POSSESS A PARTICULAR LEVEL OF SKILL OR TRAINING IN THE INVESTMENT ADVISORY OR ANY OTHER BUSINESS.**

### **Material Changes**

This brochure, dated as of May 10, 2012, updates the principal owners of TriLyn Investment Management LLC (“TriLyn”) from Mark Antoncic to TriLyn IM Holdings, L.P., a Delaware limited partnership, as described in “*Advisory Business*” below. This brochure also updates the amount of client assets managed by TriLyn, from zero to \$100,000,000.

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## **Advisory Business**

TriLyn is a Delaware limited liability company formed on January 23, 2012. The sole owner of TriLyn is TriLyn IM Holdings, L.P., a Delaware limited partnership. The principal owners of TriLyn IM Holdings, L.P. are Akard Street Partners, L.P., a limited partnership operated by Hunt Realty Investments (“Hunt”) and principally owned by Hunt and the Teacher Retirement System of Texas, and TriLyn-Akard Partners GP LLC, which is the general partner of TriLyn IM Holdings, L.P. and is controlled by Mark Antoncic (“Mr. Antoncic”) and John Feeney (“Mr. Feeney”). The ownership of Hunt is described in greater detail in Schedule B of the ADV Part 1A of TriLyn.

TriLyn currently provides investment advisory services to other investment advisers (as a sub-advisor), and expects to provide investment advisory services to other clients in the future, including private investment funds (such funds, “TriLyn Funds”). A related person of TriLyn may act as general partner or manager of each TriLyn Fund, and TriLyn would act as investment advisor to each TriLyn Fund. References to TriLyn in this brochure include, as the context requires, affiliates through which TriLyn will provide investment advisory services or that will act in any capacity referenced in the previous sentence.

TriLyn’s investment advisory business is principally focused on mortgage, mezzanine and other debt instruments, preferred equity and other real estate securities in the commercial and multi-family residential real estate markets in the United States. TriLyn ordinarily provides investment advisory services based on the investment objectives, risk profile, financial situation and cash flow needs of each client, as reflected by the investment management agreement that TriLyn enters into with each client, or in any other governing documents that may apply to each account (collectively, the “Governing Documents”). TriLyn may agree in the Governing Documents with each client to investment restrictions or guidelines with respect to the types or amounts of securities or other financial instruments that may be purchased or sold for the client’s account. TriLyn may pursue different investment strategies for different clients.

TriLyn currently manages the assets of its clients on a non-discretionary basis, and may in the future manage other assets on a discretionary or non-discretionary basis in accordance with the terms and conditions of each client’s Governing Documents. As of May 3, 2012, TriLyn manages \$100,000,000 of client assets.

## **Fees and Compensation**

Clients are typically charged an annual management fee equal to a percentage of net assets and a performance fee or allocation based on a share of capital gains on or net income from the assets with respect to which TriLyn provides investment advice. All fees are generally invoiced directly to the client, usually on a quarterly basis in arrears. Any performance-based allocation arrangements shall comply with Rule 205-3 under the Investment Advisers Act of 1940 (together with all rules and regulations promulgated thereunder, the “Advisers Act”) to the extent required thereunder. Any share of profits

allocated or distributed to an affiliate of a TriLyn Fund will be separate and distinct from the advisory fees charged by TriLyn to such TriLyn Fund for advisory services.

The clients of TriLyn (or, where TriLyn is acting as sub-adviser, the portfolios with respect to which TriLyn is providing investment advice) are generally responsible for all costs and expenses incurred in connection with the maintenance of their portfolios, and the making, holding and disposing of investments in their accounts, including: the fees, costs and expenses related to the investigation, purchase, holding and sale of investments (such as travel expenses and the costs of professional advisors retained in connection with any investment); insurance and indemnification obligations; expenses incurred in connection with litigation involving the client; interest, principal and other amounts due in respect of any credit facility; and any taxes, fees or other governmental charges levied against the client. In addition, the clients of TriLyn bear all fees and expenses in connection with prospective investments that are not consummated. The clients of TriLyn, including any TriLyn Funds, may also pay all of their operating costs, including the costs of maintenance of certain clients' status as real estate investment trusts ("REITs"), preparation of a client's financial statements and reports, and the maintenance of a client's books and records, as described in greater detail in the client's Governing Documents.

The section below titled "*Brokerage Practices*" describes the factors TriLyn considers in selecting or recommending broker-dealers and determining the reasonableness of their compensation.

#### *Transaction-Based Compensation*

Neither TriLyn nor its supervised persons receives any compensation with respect to the purchase or sale of securities or other investment products by any client. Please refer to the subsection titled "*Economic Benefits Received from Third Parties*" below for information on other types of compensation that TriLyn may receive with respect to investments by its clients (or the portfolios advised by its clients).

### **Performance-Based Fees and Side-by-Side Management**

#### *Performance-Based Fees*

A related entity of TriLyn, whether as general partner of a TriLyn Fund or otherwise, may receive certain allocations from each client that are calculated and charged based on a share of capital gains on or net income from the assets of such client. Arrangements regarding performance-based allocations received by related persons of TriLyn may create an incentive for TriLyn to select investments that may be riskier or more speculative than those that would be selected under a different fee arrangement.

#### *Side-by-Side Management*

Different client accounts of TriLyn may be subject to different performance-based compensation arrangements. If TriLyn or an affiliate is entitled to receive a higher percentage of the net profits and income of the account of one client than the percentage

that TriLyn or an affiliate receives from another client, then TriLyn may have an incentive to favor, or to allocate certain riskier or more speculative investments to, the client that is subject to the higher percentage.

TriLyn will, as a policy, allocate all investment opportunities among its clients in a manner that it considers fair and equitable to all clients, considering all factors potentially applicable to each client. Among the factors that may be considered by TriLyn in allocating trades among client accounts are: (i) the investment objectives, strategies, guidelines and restrictions of each client, (ii) the relevant allocation of investment opportunity provisions in a client's Governing Documents, (iii) the liquidity needs of each client and the investment cycle of each client; (iv) the respective holding periods for the prospective investments; (v) the nature of the investment opportunity, including the size and source of the opportunity; (vi) current and anticipated market conditions; and (vii) tax, legal and/or regulatory considerations.

### **Types of Clients**

#### *Types of Clients*

TriLyn provides advice as a sub-advisor to other investment advisers with respect to accounts and pooled investment vehicles that such advisers manage, and may in the future provide advice to one or more TriLyn Funds. The investors in TriLyn Funds and the funds for which TriLyn serves as sub-adviser may include high net worth individuals, corporations, funds of funds, financial institutions, endowments, foundations, trusts, estates, sovereign wealth funds, and public and private pension and profit sharing plans.

#### *Minimum Investment Requirements*

TriLyn and its related persons expect to provide advice only in respect of accounts owned by persons who are each an "accredited investor" as defined in Regulation D under the U.S. Securities Act of 1933, as amended (the "Securities Act") and a "qualified purchaser" as defined in Section 2(a)(51) of the Investment Company Act of 1940, as amended.

In general, the clients of TriLyn are expected to be subject to minimum investment commitments as described in such client's Governing Documents.

### **Methods of Analysis, Investment Strategies and Risk of Loss**

#### *Investment Strategy*

As noted above, TriLyn's primary investment strategy is focused on mortgage and mezzanine debt instruments, preferred equity, and other real estate related securities in the commercial and multi-family residential real estate markets in the United States. TriLyn may also originate such investments as part of the overall investment strategy. TriLyn invests in a broad range of real estate-related instruments, including mortgage loans, subordinated debt (B notes), mezzanine debt, bridge loans and other debt secured

primarily by commercial real estate, and may also invest in equity securities and other types of assets.

In implementing its investment strategy, TriLyn uses fundamental real estate analysis, generally focusing on investments secured by functional, competitive properties located in the United States. TriLyn also analyzes the borrower/operator, assessing its ability and motivation to effectively manage the corresponding real property and abide by the terms of the financing documents.

### *Methods of Analysis*

TriLyn continuously monitors the real estate market on a micro and macro level through evaluation of new transactions and their corresponding markets, discussions with an extensive network of contacts located in the United States and abroad, and general tracking and research of the capital markets, real estate markets and deal activity. Specific investments will be analyzed from a variety of perspectives, including market fundamentals, key supply/demand and pricing components that affect the assumptions in an investment's cash flow analysis, and other financial modeling techniques. TriLyn generally engages in significant operational, financial and legal due diligence and negotiation in connection with each investment that it recommends to its clients, as well as the structure of such investment.

### *Material Risks*

The task of identifying investment opportunities and managing such investments is difficult. There can be no assurance that TriLyn will be able to choose, and the clients of TriLyn will be able to make and/or realize, any particular investment, or that the TriLyn will be able to generate returns for its clients. In addition, there can be no assurance that any investor will receive any distribution from a TriLyn Fund. Clients should be aware that the investment strategy employed by TriLyn involves a risk of loss that each client should be prepared to bear. Investors in any pooled investment vehicle to which TriLyn provides investment advice, including any TriLyn Funds, are requested to refer to the Governing Documents of the applicable vehicle for complete information on investment strategies employed by such vehicle and the corresponding risks associated with such investment strategies.

The investment strategy employed by TriLyn on behalf of its clients involves significant risks. The following summary of certain risks does not purport to be complete, but includes some of the potential risks generally associated with the TriLyn investment strategy:

Difficult Credit Market Conditions. Beginning in the second half of 2007, difficulties in the mortgage and broader credit markets led to a substantial decrease in the availability of credit. Commercial banks are demanding that borrowers pay higher interest rates and agree to more onerous terms, and in other cases are refusing to provide financing. The resulting lack of available credit and/or the increased cost of credit may materially adversely affect the performance of a TriLyn client account. In addition, disruptions in

credit and equity markets may make it more difficult to exit and realize value from investments because potential buyers may not be able to finance acquisitions.

Real Estate Investment Risks. TriLyn invests in mortgage and mezzanine debt associated with real estate assets that may involve existing properties and properties with substantial development, construction, refurbishment or renovation plans. Real estate assets historically have experienced significant fluctuations and cycles in performance and the performance of such assets will depend on many factors beyond the control of TriLyn and the portfolio entities, including: (i) changes in general or local economic conditions; (ii) changes in the supply of, or the demand for, competing properties in a geographic area; (iii) lease, rental and sales rates; (iv) tenant, buyer and seller creditworthiness and financial performance; (v) real estate taxes and the cost of insurance, utilities and other operating expenses; (vi) the cost of materials and labor for capital improvement projects, delays in project construction; (vii) changes in interest rates; (viii) the promulgation and enforcement of governmental regulations relating to land-use and zoning restrictions, environmental protection and occupational safety; (ix) unavailability of mortgage funds that may render the sale of a property difficult; (x) various uninsured or uninsurable risks; and (xi) acts of God, natural disasters and terrorism. Any one or more of these factors could adversely affect the results of operations or financial condition of a portfolio entity and its ability to satisfy its obligations to a client of TriLyn.

Creditor Risks. Many of the investments made by TriLyn will be subordinated to substantial amounts of senior indebtedness, all or a significant portion of which may be secured by the real property assets of portfolio entities. As a result, distributions in respect of claims to debt holders such as TriLyn's clients will be available only after satisfaction in full of the claims of senior creditors. Although TriLyn expects to structure its investments to include protective terms and conditions, the ability of TriLyn to influence a portfolio entity's affairs, especially during periods of financial distress or following insolvency, is likely to be substantially less than that of senior creditors. Accordingly, TriLyn may not be able to take the measures necessary to protect its investments in a timely manner or at all. Debt investments in general are also subject to other creditor risks, which may include so-called lender liability claims by the issuer of the obligations.

Contractual Risks. TriLyn's investments may be subject to early redemption features, refinancing options, prepayment options or similar provisions that, in each case, could result in a portfolio entity repaying the principal on an obligation earlier than expected. Such early repayments may have a material adverse effect on the performance of such investments and returns to investors.

Investments in Restructurings; Distressed Debt. TriLyn may make investments in instruments that involve portfolio entities that are experiencing, or are expected to experience, severe financial difficulties. These severe financial difficulties may never be overcome and may cause such portfolio entities to become subject to bankruptcy proceedings that could expose a client of TriLyn to certain additional potential liabilities that may exceed the value of original investment. Under certain circumstances, payments



to a client of TriLyn may be reclaimed if any such payment or distribution is later determined to have been a fraudulent conveyance, a preferential payment or a similar transaction under the applicable bankruptcy and insolvency laws. In addition, under certain circumstances, a lender that has inappropriately exercised control of the management and policies of a debtor may have its claims subordinated or disallowed, or may be found liable for damages suffered by parties as a result of such actions.

Nature of Leveraged Investments. TriLyn is expected to employ leverage as part of its investment strategy. The extent to which TriLyn uses leverage in the management of a client's assets may have important consequences to such client, including: (i) greater fluctuations in the value of the net assets of the client; (ii) the use of cash flow (including capital contributions) for debt service and related costs and expenses, rather than for additional investments, distributions or other purposes; (iii) to the extent that the client account has revenues that are required to meet principal payments on indebtedness, the client may be allocated income (and therefore tax liability) in excess of cash available for distribution; (iv) the use of leverage may result in unrelated business taxable income for tax-exempt clients; (v) in certain circumstances the client may be required to prematurely dispose of investments to service its debt obligations; (vi) the terms of any indebtedness may restrict the flexibility of a client; and (vii) if interest rates were to increase, the interest expense on any floating rate indebtedness would increase, perhaps significantly.

Environmental Risks. TriLyn will invest in entities engaged in the ownership (direct or indirect), operation, management or development of real properties that may contain hazardous or toxic substances, and, therefore, may be potentially liable for removal or remediation costs, as well as certain other costs, including governmental fines and liabilities for injuries to persons and property. The existence of any such material environmental liability could have a material adverse effect on the results of operations and cash flow of any such portfolio entity.

Illiquid Investments. The investments made by TriLyn will likely be illiquid because of an absence of established or liquid markets for such investments and because of legal and contractual restrictions on the resale of such investments. As a result, TriLyn may be limited in its ability to dispose of such investments and may be required to hold such investments for a prolonged time period.

Follow-On Investments. A client of TriLyn may be called upon to provide additional funding for its portfolio entities or have the opportunity to increase its investment in such portfolio entities. There can be no assurance that TriLyn will wish to make follow-on investments or that it will have sufficient funds to do so. Any decision not to make follow-on investments or an inability to make them may have a substantial negative impact on a portfolio entity in need of such an investment or may diminish the client's ability to influence the portfolio entity's future development.

### **Disciplinary Information**

TriLyn and its principals have not been the subject of any material legal or disciplinary proceeding required to be disclosed in response to this item.

## **Other Financial Industry Activities and Affiliations**

### *Registered Broker-Dealers*

Neither TriLyn nor any of its management persons is registered as a broker-dealer or a registered representative of a broker-dealer.

### *Registered Futures Commission Merchants, Commodity Pool Operators and Commodity Trading Advisors*

Neither TriLyn nor any of its management persons are registered as a registered futures commission merchant, commodity pool operator or commodity trading advisor.

### *Relationships with Related Persons*

As discussed in the section titled “Participation or Interest in Client Transactions; Personal Trading,” TriLyn and its related persons may be, directly or indirectly, the general partners, limited partners and/or managing members of each TriLyn Fund or other accounts to which TriLyn provides investment advice. TriLyn and its related persons may manage the accounts of multiple clients. This can create potential conflicts of interest, however TriLyn will act in a manner that it considers fair and equitable in allocating investment opportunities among and/or making recommendations to their clients. Please also refer to the description of TriLyn’s investment allocation policy described in the subsection “*Side-by-Side Management*” above.

TriLyn provides investment advisory services as a sub-adviser to other investment advisers, each of which may or may not be registered as an investment adviser with the SEC. Such sub-advisory relationships may comprise a significant proportion of TriLyn’s advisory business.

Mr. Antoncic maintains a license as a real estate broker, though he does not generally engage in the real estate brokerage business, and he controls certain entities that act as the general partner of, and the investment manager to, a closed-end private fund that is no longer making new investments. Mr. Antoncic is also a director of Carpathia Real Estate Advisors LLC (“Carpathia”), an investment adviser registered with the SEC that provides real estate-related investment consulting and reporting services to institutional investors. The operations of Carpathia and the other entities described in this paragraph are not expected to create a material conflict of interest with clients of TriLyn.

Certain indirect owners of TriLyn are sponsors of limited partnerships or investment advisers that are deemed registered with the SEC as “relying advisers” of HCI Investment Management LLC, an SEC-registered investment adviser (as described in greater detail in Item 7.A. of Form ADV Part 1A of TriLyn). Such indirect owners may be deemed to be related persons of TriLyn, but their operations are not expected to create a material conflict of interest with clients of TriLyn.

Employees of TriLyn and its affiliates may serve as directors, board observers or credit committee members for portfolio entities in which clients of TriLyn invest, or provide other services to portfolio entities, and may receive compensation in connection therewith. Employees of TriLyn and its affiliates may be given access to confidential information relating to entities in which the clients of TriLyn invest. As a result, a client of TriLyn may, under certain circumstances, be prohibited for a period of time from engaging in transactions with respect to the debt or equity securities of such a portfolio company, which prohibition may have an adverse effect on the account of such client.

#### *Selection or Recommendation of Other Advisers*

TriLyn does not recommend or select other investment advisers for its clients and receive compensation from such advisers in a manner that would create a material conflict of interest. Other than those disclosed above, TriLyn does not have other business relationships with other advisers, and none of these relationships create a material conflict of interest.

### **Code of Ethics, Participation or Interest in Client Transactions and Personal Trading**

#### *Code of Ethics*

TriLyn has adopted a code of ethics under Rule 204A-1 of the Advisers Act (“Code of Ethics”) expressing TriLyn’s commitment to ethical conduct. TriLyn’s Code of Ethics describes the fiduciary duties of TriLyn and its supervised persons and their responsibilities to TriLyn’s clients. Under TriLyn’s Code of Ethics, TriLyn has a duty of good faith to act in the best interests of each client and all TriLyn supervised persons are required to promptly report all suspected or apparent violations of the Code of Ethics to TriLyn’s Chief Compliance Officer (“CCO”). All supervised persons must acknowledge receipt of the Code of Ethics and any amendments thereto.

The Code of Ethics contains policies and procedures with respect to personal securities transactions by employees and related accounts that are designed to prevent front-running, scalping, the misuse of inside information and other improper activities. Employees must report all personal transactions to the CCO (or a designee) on at least a quarterly basis. The CCO (or a designee) monitors all transactions by employees in order to identify any pattern of conduct that may evidence conflicts or potential conflicts with the principles and objectives of the Code of Ethics, or other inappropriate behavior.

TriLyn will provide a complete copy of its Code of Ethics to any client or prospective client upon request.

#### *Participation or Interest in Client Transactions; Personal Trading*

As general partners, limited partners or managing members of the general partners or managers of each TriLyn Fund or as holders of other interests in the accounts of its clients, TriLyn and its related persons may have indirect beneficial interests in the

securities owned by any TriLyn Funds or clients and will share in any profits and losses generated by such clients' investments. Moreover, in certain situations, related persons of TriLyn may purchase interests in the same portfolio investments held by one or more TriLyn Funds or clients. All such transactions are subject to compliance with TriLyn's Code of Ethics as described above and the governing documents of the applicable TriLyn Funds and clients.

TriLyn may cause a TriLyn Fund or other client to engage in "cross transactions" via the purchase or acquisition of a security from, or the sale or transfer of a security to, another client of TriLyn, provided that the transfer is consistent with TriLyn's fiduciary obligations to each client participating in the cross transaction. TriLyn has a potentially conflicting division of loyalties and responsibilities regarding both parties to any cross transactions. Where required by applicable law, any such transaction will be approved in advance by the client in accordance with Section 206(3) of the Advisers Act.

### **Brokerage Practices**

With respect to those limited instances in which clients of TriLyn purchase or sell or distribute publicly-traded securities through a broker-dealer, TriLyn may have discretionary authority to select the broker or dealer to be used to execute transactions in such securities on behalf of the client and negotiate the commission cost to be paid. In the event that TriLyn has such authority, TriLyn will seek best execution by considering all relevant facts and circumstances, including the price and size of the order, the trading characteristics of the securities involved, the value of research provided by each broker, the broker's execution abilities, commission rates, and financial responsibility and responsiveness. The applicability of specific criteria will vary depending upon the nature of the transaction, the market in which it is executed, and the extent to which it is possible to select from among multiple brokers or dealers.

#### *Research and Soft Dollar Benefits*

TriLyn does not generally have any soft dollar arrangements with respect to securities transactions for its clients.

Any research services and/or other products or services that are provided to TriLyn by brokers and dealers may be used for the benefit of all clients of TriLyn and do not necessarily benefit solely the client from which the commissions were generated. The receipt of research and/or other products or services is not directly connected to the recommendation of brokerage services to a TriLyn client, but does create a potential conflict of interest of which investors should be aware in assessing TriLyn's choice of broker-dealers.

#### *Brokerage for Client Referrals*

Subject to TriLyn's obligation to seek best execution of all transactions for its clients, TriLyn may consider referrals of investors in determining its selection of broker-dealers. Accordingly, TriLyn may have an incentive to select or recommend a broker-dealer

based on its interest in receiving investor referrals. Any such determinations will be made in accordance with TriLyn's fiduciary obligations to its client and TriLyn's compliance policies and procedures.

### *Trade Aggregation*

Although TriLyn does not often trade in public securities, in such circumstances TriLyn will, to the extent possible, generally place a combined order for two or more advisory clients engaged in the purchase or sale of the same security if, in its good faith determination, joint execution would be consistent with its duty to seek best execution, consistent with the terms of the participating clients' Governing Documents, and otherwise in the best interests of such clients.

### **Review of Accounts**

#### *Review of Client Accounts*

All client accounts will be reviewed by Mr. Antoncic, the Chief Investment Officer of TriLyn. TriLyn will continuously monitor portfolio investments on behalf of its clients. Investments are reviewed in the context of each client's stated investment objectives and guidelines as set forth in the Governing Documents of each client. Each of TriLyn's investments will be subject to regular monitoring. Members of the TriLyn investment committee will meet periodically to determine and review overall investment objectives, risk tolerance and other information relevant to clients of TriLyn.

#### *Reports to Clients*

The reports provided to each client by TriLyn will usually be set forth in the Governing Documents between TriLyn and such client. The general partners of each TriLyn Fund will generally distribute quarterly and annual written reports to their respective investors. Annual reports will usually contain certain descriptive investment information relating to investments and the audited financial statements of the TriLyn Fund as of the end of such fiscal year. The quarterly reports will generally contain unaudited financial statements for the fiscal quarter and certain descriptive investment information.

### **Client Referrals and Other Compensation**

#### *Economic Benefits Received from Third Parties*

As is discussed in "*Fees and Compensation*" above, TriLyn and its affiliates or employees may receive directors', commitment, origination, monitoring, advisory, success, break-up and/or similar fees or other remuneration from portfolio entities in which one or more clients of TriLyn may invest or propose to invest. The potential for TriLyn and its related persons to receive such economic benefits creates a conflict of interest as TriLyn and its related persons may have an economic incentive to invest in portfolio investments that provide such benefits. To mitigate such potential conflicts of interest, TriLyn may offset a portion of such benefits, net of related expenses, against advisory fees payable by the applicable client or otherwise remit such benefits to the

client or to its underlying investors in accordance with such client's Governing Documents. Investors are requested to refer to the Governing Documents of each client, including each TriLyn Fund, for complete information on the additional compensation received by TriLyn or its affiliates or supervised persons in connection with a particular client's investments and the amount of the applicable advisory fee offset.

#### *Third Party Compensation for Client Referrals*

TriLyn and related persons of TriLyn may enter into compensation arrangements with unaffiliated placement agents or third parties for introducing investors to a TriLyn Fund. Any sales charge associated therewith will ultimately be payable by TriLyn and/or its related persons, either directly or through an offset of the advisory or management fee payable by the relevant TriLyn Fund to TriLyn. An investor will not be charged any additional amount or bear any additional charges as a result of an introduction through a placement agent or other unaffiliated third party. Any such compensation arrangements will be disclosed to clients of TriLyn in accordance with, and otherwise comply with, Rule 206(4)-3 under the Advisers Act. Moreover, as described above, TriLyn may consider referrals of investors to TriLyn Funds in determining its selection of broker-dealers for securities transactions.

#### **Custody**

TriLyn does not currently have custody of any client funds or securities.

#### **Investment Discretion**

Subject to the investment objectives, policies and restrictions of each client as set forth in the Governing Documents of such client account, TriLyn may have discretionary authority to determine the type, amount and price of securities and investments to be bought and sold on behalf of certain clients, including the selection of, and commissions paid to, broker-dealers. TriLyn will generally enter into a written management agreement with each client granting such authority. TriLyn also manages certain accounts on a non-discretionary basis.

#### **Voting Client Securities**

The nature of the instruments with respect to which TriLyn expects to provide investment advice is such that TriLyn is not expected to typically exercise voting rights in respect of such instruments. In the event that an opportunity to vote such instruments does arise, TriLyn has adopted policies and procedures regarding the voting of proxies as required under Rule 206(4)-6 under the Advisers Act. These policies and procedures are designed to ensure that proxies received with respect to securities in client accounts for which TriLyn exercises voting discretion are voted in the best interests of such clients and that TriLyn maintains records of its proxy voting in compliance with the Advisers Act.

Unless otherwise instructed by a client, TriLyn will vote client proxies consistent with guidelines that TriLyn has adopted and that TriLyn believes reflect the best interests of its

clients, after taking into consideration all relevant facts and circumstances at the time of the vote.

TriLyn will provide to any client or prospective client at no cost a copy of its voting policies and procedures and information regarding how such client's proxies have been voted in the past.

### **Financial Information**

TriLyn has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.