

## **TABERNA CAPITAL MANAGEMENT, LLC**

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**This brochure provides information about the qualifications and business practices of Taberna Capital Management, LLC. If you have any questions about the content of this brochure, please contact us at 215-243-9000 or [alaren@raif.com](mailto:alaren@raif.com). 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 Taberna Capital Management, LLC also is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).**

## **MATERIAL CHANGES**

This brochure, dated October 16, 2014, represents an other-than-annual update to the brochure of Taberna Capital Management, LLC dated March 31, 2014. Material changes from our last annual update include an agreement in principle with the staff of the SEC to resolve a non-public SEC investigation, as further discussed in “Disciplinary Information” below.

This is only a summary of the material changes since the date of the last annual update of the brochure of Taberna Capital Management, LLC.

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Taberna Capital Management, LLC (“we” or “us” or “our” or “Taberna Capital”) is an investment adviser that is registered with the SEC under the Investment Advisers Act of 1940 (“Advisers Act”). This registration does not imply a certain level of skill or training. This brochure explains the collateral management services we provide to issuers of Collateralized Debt Obligations (collectively, the “advisory business”), and provides important information about us.

## **ADVISORY BUSINESS**

Taberna Capital was established in 2003 and serves as an investment adviser to and collateral manager for issuers of Collateralized Debt Obligations (“CDOs”). Our principal business involves providing asset management services to CDO issuers through recommendations regarding the structuring of the CDO issuer’s portfolio of collateral securities as well as ongoing reviews of the portfolio pursuant to the CDO issuer’s indenture and collateral management agreement. This section of the brochure describes our advisory business, including:

- Our ownership structure;
- The types of advisory services we provide; and
- The amount of assets that we manage.

### **A. Ownership Structure**

Taberna Capital is organized as a Delaware limited liability company. We are an indirect wholly owned subsidiary of RAIT Financial Trust (“RAIT”), which is organized as a Maryland real estate investment trust and is publicly owned and traded on the New York Stock Exchange (Ticker Symbol: RAS). Taberna Realty Finance Trust, which is organized as a Maryland real estate investment trust, owns 100% of our outstanding ownership interests.

### **B. Advisory Services**

Taberna Capital’s advisory business exclusively consists of providing collateral management services to issuers of CDOs. In general, a CDO is a debt obligation that is a structured product secured or collateralized by a portfolio of loans. A CDO’s value and payments are derived from this collateral. A CDO issuer generally issues CDOs to investors and uses the proceeds to acquire its collateral portfolio. Taberna Capital identifies and recommends loans to collateralize an issuer’s CDOs and provides an ongoing review of the CDO issuer’s collateral portfolio. The following is an explanation of the advisory services that we provide.

Taberna Capital selects all collateral to be acquired by the CDO issuer. We supervise and direct: (i) the investment of all proceeds received from the issuance of debt obligations by the CDO issuer; and (ii) the reinvestment of sale proceeds from collateral assets. Our collateral management services involve facilitating the acquisition and settlement of collateral assets. We also exercise any rights or remedies with respect to collateral assets. Collateral assets for the CDO issuers we advise may include loans of real estate investment trusts (REITs) and other similar entities, including trust preferred loans, subordinated notes, and senior notes; commercial mortgage backed securities (CMBS); real estate interests; senior loans; synthetic loans; and collateralized debt obligations issued by structured special purpose issuers (CRE CDOS).

We strive to tailor our advisory services to the individual needs of each CDO issuer. We generally permit CDO issuers to impose reasonable restrictions on investment of the collateral portfolio in certain loans or types of loans. We will consider a restriction reasonable if, in our judgment, the restriction does not impair, in any material or other significant manner, our ability to manage a CDO issuer’s collateral portfolio in accordance with the investment strategy and guidelines for that CDO issuer. We review all investment guidelines and discuss them with the relevant CDO issuer. We also provide our advisory services consistent with the description of our duties in each CDO’s offering memorandum and the reasonable investment restrictions, if any, imposed by the Trustee of a CDO or the CDO’s.

### **C. Assets Under Management**

As of December 31, 2013, Taberna Capital had \$1.50 billion in assets under management, all of which were managed on a discretionary basis.

## **FEES AND COMPENSATION**

### **A. Collecting Our Advisory Fees**

Taberna Capital is open to discussing with any CDO issuer the manner in which they would like to be charged and pay our fees.

Our fees are negotiable and generally payable monthly in arrears. Fees are billed directly to the issuer of a CDO and are not deducted from the collateral assets managed on behalf of a CDO. Occasionally our clients seek to pay their fees via a retainer, and we may accommodate such requests in our sole discretion. In such cases, the issuer of a CDO may terminate the collateral management agreement before its termination date and receive refunds of unearned retainers or prepayments of fees based on time and expenses incurred by Taberna Capital through the termination of the collateral management agreement, or as otherwise determined and/or specified in the relevant transaction documents.

Because our fees are negotiable, the actual fee paid by any issuer with respect to a CDO or group of CDOs may be different than the fees paid by other CDOs. CDO issuers should refer to their relevant collateral management agreement with us and/or other transaction documentation, for the specific level of fees payable by the issuer. After we enter into a collateral management agreement or other agreement with the issuer of a CDO, we will only modify our fees as permitted under that agreement and applicable law.

### **B. Other Third Party Non-Advisory Fees and Expenses You May Incur**

As with other investment accounts, the CDOs to which we provide advisory services will incur fees and expenses, other than our advisory fees, when Taberna Capital manages the collateral assets. Examples of these other costs and expenses may include: custodian fees; administrative fees; sales charges; interest charges; and other investment advisory fees.

A CDO will not incur brokerage fees in connection with our collateral asset management services because all transactions will be executed through riskless principal transactions. Thus, the CDOs we manage do not incur brokerage commissions on the acquisition or disposition of their collateral assets. However, riskless principal transactions are frequently executed with a spread, or mark-up, the cost of which will be borne by the respective CDO for which the transaction was executed. In the event that we execute a transaction for CDOs with an affiliated broker dealer, Taberna Capital would pay any fees associated with such transactions such that no brokerage fees would be charged to the CDO and any placement and trading services performed by this affiliated broker would not result in any fees to the relevant CDO. Please refer to the "Brokerage Practices" section below for a more detailed discussion of Taberna Capital's brokerage practices.

### **C. Obtaining a Refund for Fees Paid in Advance**

As described in more detail above, Taberna Capital's fees may be payable monthly in arrears, or through a retainer or prepayment arrangement. If paid in advance, our fees would be refunded on a pro-rated basis in the event of the early termination of the CDO's collateral management agreement. Typically, refunds of prepaid advisory fees are pro-rated based on the number of days remaining in the applicable billing period when the CDO's collateral management agreement is terminated. However, any refunding

would take place pursuant to the relevant written agreement. Clients should refer to their agreement(s) with us and other relevant transaction documentation for a complete understanding of when and how refunds are determined. If there are any questions regarding refunds, please contact us at the telephone number provided on the cover page to this brochure.

#### **D. Sales Compensation**

Neither Taberna Capital nor any of our employees accepts compensation for the sale of securities or other investment products.

### **PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT**

Taberna Capital does not charge any performance-based fees (i.e. fees based on a share of capital gains or capital appreciation of the collateral assets). For more detailed information on how our fees are calculated, please refer to the applicable CDO's offering memorandum.

"Side-by-side management" refers to our simultaneous management of the portfolios of different CDOs. For example, Taberna Capital, as a collateral manager to CDO issuers, purchases collateral securities for each CDO based on our customary standards, policies and procedures, as well as each CDO's collateral management agreement, indenture, and other relevant transaction documents. There are instances where the purchase or sale of a particular collateral asset would be suitable or appropriate for more than one CDO client and Taberna Capital must determine the most equitable manner in which to allocate such investment opportunity among eligible CDOs. Additionally, we may make investment recommendations and decisions for CDOs that may be the same as or different from those made with respect to another CDO's portfolio. Such side-by-side management gives rise to a variety of potential and actual conflicts of interest for Taberna Capital, our employees and our supervised persons. Note that we manage our accounts consistent with applicable law, and we follow procedures that are reasonably designed to treat each CDO issuer fairly and to prevent any CDO or group of CDOs from being systematically favored or disadvantaged. Taberna Capital has adopted trade allocation policies which have been designed to equitably allocate investment opportunities and treat all clients of Taberna Capital and its affiliates fairly. Please see "Brokerage Practices" below for an explanation of our Trade Allocation Policies.

### **TYPES OF CLIENTS**

Taberna Capital provides advisory services exclusively to CDO issuers. Taberna Capital requires each issuer to enter into a collateral management agreement prior to providing advisory services. Taberna Capital does not require its clients to establish or maintain a minimum account balance; however, we may decline to accept a potential CDO issuer for any reason and in our sole discretion.

### **METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS**

Taberna Capital invests CDO portfolios in securities of real estate investment trusts (REITs) and other similar entities (collectively, Real Estate Entities), including trust preferred securities, subordinated notes and senior notes; commercial mortgage backed securities (CMBS); real estate interests; senior loans; synthetic securities; and collateralized debt obligations issued by structured special purpose issuers (CRE CDOS) in compliance with the guidelines and investment restrictions set forth in the CDO's collateral management agreement, indenture, and other relevant transaction documents. Our security selection process involves a credit-focused analysis of the issuing entity and the risks posed by the relevant security. Below is a brief description of the collateral assets named above, a more complete description of which may be found in the relevant CDO's offering documents and related agreements.

Trust preferred securities have characteristics that are common both to preferred stock and debt securities. Payment on trust preferred securities is based on payments the issuer receives from the real

estate entity. Preferred equity securities are generally senior with respect to the payments of dividends and other distributions, redemption rights and rights upon liquidation to such entity's common equity.

Subordinate notes will represent subordinated, unsecured debt of the issuer. Subordinated notes are subordinated to the claims of general creditors of the related subordinated note issuers, including the claims of holders of senior debt obligations of subordinated note issuers. The issuer is to repay the notes at the stated maturity.

Senior notes are senior debt obligations of Real Estate Entities. Such senior notes may have been issued for purposes of being acquired as collateral for the CDO, while others are acquired in secondary market transactions. These notes preserve their senior status relative to other obligations of the issuer.

CMBS are real estate mortgage investment conduits, and backed by obligations that are principally secured by mortgages on real property or interests therein having a multifamily or commercial use. CMBS are subject to various risks, including general economic conditions, the condition of financial markets, political events, developments or trends in any particular industry, changes in prevailing interest rates, periods of adverse performance, lack of standardized terms, shorter maturities than residential mortgage loans and payment of all or substantially all of the principal only at maturity rather than regular amortization of principal.

Real estate interests are generally subordinate interests in commercial mortgage loans. The real estate interests may include commercial mortgage loans or interests in commercial mortgage loans or mezzanine loans. Commercial mortgage loans are generally secured directly or indirectly by commercial property and may entail risks of loss, delinquency and foreclosure that are greater than similar risks associated with loans made on the security of single family residential property. Mezzanine loans represent loans secured by, among other things, one or more direct or indirect ownership interests in an entity that owns, operates or controls, directly or through subsidiaries or affiliates, one or more commercial properties.

Senior loans include the assignments of secured and unsecured term commercial loans or interests therein. These loans are not traded on organized exchange markets, and therefore the liquidity of these securities depends on other secondary markets. Interest on these loans is generally calculated by reference to the three-month LIBOR.

Synthetic securities can be credit default swap transactions, credit-linked notes, or other similar security. The returns of these securities are linked to the performance of an underlying obligation, but provide for a different maturity, payment date, or interest rate (among other qualities). Synthetic securities can be linked to CMBS securities and securities issued by certain Real Estate Entities.

CRE CDOs are debt obligations of a CDO issuer which are collateralized by CMBS, commercial real estate loans, real estate related securities and various synthetic securities, some of which are described above.

Fixed income securities carry certain risks, such as liquidity risk, default risk, credit risk, call risk, interest rate risk and prepayment risk. Brief descriptions of these risks can be found below. Additional information regarding these risks, as well as more detailed descriptions of the types of securities and investments in which a CDO to which we provide advisory services may invest, can be found in the relevant CDO's offering circular which is made available to each CDO investor upon request.

Liquidity risk represents the risk that trading opportunities are more limited for fixed-income securities that have received credit-ratings below investment-grade or that are not widely held.

Default risk because some, if not all, of the CDO's underlying investments have credit profiles below investment grade. Accordingly, such investments may experience higher default rates than comparable securities with higher credit ratings.



Credit risk is the possibility that an issuer will default on a security by failing to pay interest or principal when due. As noted above, non-investment grade securities generally have a higher default risk than investment-grade securities. If an issuer defaults, the CDO will lose money. Many fixed-income securities generally compensate for greater credit risk by paying a higher interest rate. The difference between the yield of a security and the yield of a U.S. Treasury security or other appropriate benchmark with a comparable maturity (the spread) measures the additional interest paid for the risk.

Call risk consists of the possibility that an issuer may redeem a fixed-income security before maturity (a call) at a price below (or above) its current market price. An increase in the likelihood of a call may reduce the security's price. If a security held by the CDO is called, we may have to reinvest the proceeds in other fixed-income securities with lower interest rates, higher credit risks or other less favorable characteristics.

Prices of fixed-income securities rise and fall in response to changes in the interest rate paid by similar securities. Generally, when interest rates rise, prices of fixed-income securities fall. However, market factors, such as the demand for particular fixed-income securities, may cause the price of certain fixed-income securities to fall while the prices of other securities rise or remain unchanged.

Investment in certain fixed income securities, such as mortgage-backed securities, may present prepayment risks. Unlike traditional fixed-income securities, which pay a fixed rate of interest until maturity (when the entire principal amount is due), payments on mortgage-backed securities include both interest and a partial payment of principal. Partial payment of principal may be comprised of scheduled principal payments as well as unscheduled payments from the voluntary prepayment, refinancing, or foreclosure of the underlying loans. These unscheduled prepayments of principal create risks that can adversely affect a CDO holding mortgage-backed securities.

Investing in securities involves risk of loss that the issuer of the CDO should be prepared to bear. Taberna Capital does not guarantee or represent that our investment program or advice will be successful or enhance returns. Our past results are not necessarily indicative of our future performance and our investment results may vary over time. We cannot assure issuers of CDOs that our investments of the CDO's portfolio will be profitable, and in fact, a CDO issuer could incur substantial losses.

## **DISCIPLINARY INFORMATION**

We are required to disclose all material facts regarding any legal or disciplinary events that would be material to the evaluation of Taberna Capital or the integrity of our management. On March 13, 2012, the staff of the SEC notified Taberna Capital of the commencement of a non-public investigation of Taberna Capital focused on Taberna Capital's receipt of approximately \$15 million of restructuring fees from issuers of securities collateralizing CDO issuer clients of Taberna Capital in connection with certain exchange transactions involving these securities and CDO issuer clients. Taberna Capital participated in these exchange transactions between March 2, 2009 and November 28, 2012 and has not subsequently participated in any exchange transactions in which it has collected a fee.

The SEC staff issued administrative subpoenas seeking testimony and information from Taberna Capital in connection with this matter, and it is cooperating fully in providing such information. On September 16, 2014, an agreement in principle with SEC staff was reached to resolve this investigation which remains subject to final documentation and approval by the SEC. The settlement will be entered into by Taberna Capital without admitting or denying the allegations and will resolve all violations alleged by the SEC against Taberna Capital. Under the terms of the agreement in principle, among other things, Taberna Capital will pay \$21.5 million. We cannot assure you that the settlement with the SEC will be finalized and/or approved or that any final settlement will not have different or additional material terms.

RAIT has announced that it will undertake to exit the Taberna business, including Taberna Capital's collateral management for its current CDO issuer clients. We cannot assure you that RAIT will be able to commit to or complete exiting the Taberna business or what the impact on Taberna Capital of any such exit would be. Any such exit may include, without limitation, any or all of the following: the assignment or

delegation of Taberna Capital's rights and obligations under the collateral management agreements to which it is party, Taberna Capital's resignation as collateral manager and/or the termination of Taberna Capital's advisory business.

## **OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS**

This section of our brochure describes the activities and relationships that Taberna Capital and our management engage in or have with other financial industry participants. Taberna Capital provides advisory services and collateral management as described above in "Advisory Business."

### **A. Affiliated Broker-Dealers and Investment Advisers**

Taberna Capital is not affiliated with any registered broker-dealers or registered investment advisors.

### **B. Other Relationships**

Taberna Capital, and our affiliates, may have economic interests (including equity ownership interests) in the issuers of the CDOs to which we provide advisory services. Such ownership interests may put our interest at odds with the interests of the CDO investors, and could incentivize us to take actions that could negatively impact CDO investors including approving, or causing the CDO issuer to approve, making more speculative investments in collateral assets than the CDO issuer would otherwise make in the absence of such economic interest.

We, and our affiliates also may have equity and other investments in, and may be lenders to, and may have other ongoing relationships with, the obligors of the collateral assets in which a CDO invests, or the underlying commercial mortgage loans of a CDO's portfolio. In addition, Taberna Capital and/or our affiliates may invest in securities (or make loans) that are senior to, or have interests different from or adverse to, the CDO's collateral assets. In particular, we may purchase collateral assets for a CDO with respect to which one or more of our affiliates hold equity ownership interests. Additionally, we and/or our affiliates may have economic interests in or other relationships with, obligors (or their service managers) of collateral assets that are different than those of the CDO's issuer. In particular, we and/or our affiliates, may make or hold an investment in an issuer's securities that may be *pari passu*, senior or junior in ranking to an investment in such issuer's securities made or held by the CDO or in which partners, security holders, officers, directors, agents or employees of such persons serve on boards of directors or otherwise have ongoing relationships. Each of such ownership interests and other relationships, including the possible ownership by Taberna Capital and/or our affiliates of securities of different ranking and with different rights than those held in the CDO portfolio, may result in securities laws restrictions on transactions in such securities by the CDO issuer and otherwise create conflicts of interest for the CDO issuer. In such instances, Taberna Capital and/or our affiliates may in their discretion make investment decisions that may be the same as or different from those made with respect to the CDO's portfolio.

Generally neither the relevant indenture nor collateral management agreement prevent us, or our affiliates, from rendering services of any kind (and receiving fees for such services) to the obligor of any CDO collateral asset, the Trustee of the CDO, the CDO's investors, or any other entity. Our affiliates may serve as collateral manager, general partner, or portfolio manager of other investment vehicles which issue securities and are organized to invest in assets which may include or are similar to a CDO's collateral assets. Our affiliates may, from time to time, seek to purchase and/or dispose of any security for any investment entity for which it serves in one of the foregoing capacities while simultaneously consulting with us in connection with any possible disposition of a CDO's collateral assets. In connection with such sales, we may allocate the relevant sales of collateral assets among such other entities while consulting with the CDO's issuer regarding the disposition of collateral assets in its discretion.

Taberna Capital and our affiliates may have our partners, security holders, officers, directors and agents or employees serve on boards of directors or have other ongoing relationships with issuers of securities in which a CDO invests. Taberna Capital and our affiliates may, in our discretion, make investment decisions that may be the same as or different from those made with respect to the relevant CDO's

investments. For example, we may make investments on behalf of a CDO in securities or other assets that we have declined to invest in for our own account or the accounts of other CDOs. As disclosed in the relevant collateral management agreement, in making such investments, we, nor any of our affiliates, have any duty to act in a way that is favorable to the CDO issuer or the CDO's investors. We also do not have any duty to offer any investment to the CDO issuer or to inform the CDO issuer of any investment opportunity before offering such investment to, or making any investment on behalf of us, our affiliates, or other accounts or CDOs managed by us or our affiliates. The collateral management agreement does not prevent us or any of our affiliates from rendering services of any kind to the issuers in whose obligations or securities the CDO may invest.

Taberna Capital and/or our affiliates may engage in principal transactions with the issuer of the CDO provided we obtain prior consent of an advisory committee which may contain one or more members with which we are affiliated, and at least one member independent from us. The affirmative consent of the independent member will be required in order to engage in such direct trades.

Under a collateral management agreement, we may have the right to effect client cross-transactions between the CDO issuer and another account advised by us or our affiliate. For further information, please see additional disclosures provided in "Disciplinary Information" above.

### **CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING**

Taberna Capital has established a Code of Ethics. The primary duty and responsibility of Taberna Capital and its employees is to CDO issuers and their best interests. We are dedicated to building and maintaining a reputation synonymous with the highest standards of integrity, conduct and professional execution in pursuit of these goals. Any conduct which could compromise these objectives or has an appearance of impropriety will be considered a severe transgression of an employee's duties and obligations to Taberna Capital. In order to prevent actual or any appearance of trading on inside information, all employees of Taberna Capital interested in trading securities for their own accounts (including accounts of their family members and affiliates) must also adhere to strict guidelines. Trading by employees is monitored on an ongoing basis and our Code of Ethics and related compliance procedures are designed to reasonably prevent conflicts of interest between our employees and our clients. Taberna Capital will provide a copy of our Code of Ethics to any client or prospective client upon request.

Although the Code of Ethics permits investment personnel to trade in securities, including those that could be recommended as collateral assets, it does contain significant safeguards designed to protect CDO issuers from abuses in this area such as requirements to obtain prior approval, for any personal transaction (including in a limited or non-public offering) in a security on the restricted list maintained by the CCO, of the Chief Compliance Officer ("CCO") or, in his or her absence, a designee of the CCO. Taberna Capital and our affiliates may recommend securities in which we or a related party invest or have a material financial interest. Additionally, we may recommend securities to CDO issuers at or about the same time that we or a related party buy or sell the same securities for ourselves or for another client. These and related conflicts of interests are discussed above in "Other Financial Industry Activities and Affiliations – Other Relationships."

Among other policies, the Code of Ethics and related policies and procedures contain restrictions on insider trading, misuse of client information, serving on boards of directors of publicly traded companies by investment personnel, and receiving/giving gifts and entertainment.

## **BROKERAGE PRACTICES**

### **A. Research and Other Soft Dollar Benefits**

Taberna Capital does not receive research or other products or services other than execution from a broker-dealer or third party in connection with securities transactions for the collateral assets.

### **B. Brokerage for Client Referrals and Directed Brokerage**

Taberna Capital does not direct securities transactions to any broker-dealer in exchange for client referrals.

### **C. Trade Aggregation or Allocation Policy**

Taberna Capital, as a collateral manager to CDO issuers, purchases collateral for each CDO based on the applicable collateral management agreement and indenture, as well as any stated objectives, guidelines, credit quality and compliance criteria established for each CDO. Sales of collateral would in most cases be undertaken because of an adverse change in credit risk or to ensure satisfaction of indenture compliance criteria including overall rating and diversification standards which may differ among CDOs. In addition, at the current time, none of Taberna Capital's CDO issuer clients can purchase new collateral, other than in connection with exchanges defined in such client's offering memorandum. For these reasons Taberna Capital does not generally engage in aggregated purchase or sale orders of securities for CDOs with a view toward allocating any such aggregated purchase or sale order among CDOs.

In the event there were instances where the purchase or sale of a particular item of collateral would be suitable or appropriate for more than one CDO, Taberna Capital would determine the most equitable manner in which to allocate such investment opportunity among eligible CDOs. In summary, that policy specifies that each investment opportunity identified by Taberna Capital will be evaluated and approved through processes managed by Taberna Capital's management investment committee ("MIC"). The MIC will analyze how to allocate the investment opportunity, using a screening process to determine potential suitability based upon objective and subjective criteria contained in each CDOs offering memorandum. That screening criteria may include availability of capital, transaction size, investment process (timeframes), leverage, geographic location, property type, physical characteristics, return hurdles, and various other portfolio considerations. Subjective criteria may include risk profile, return targets and the suitability of a transaction to portfolio diversification objectives. When only one CDO or other potential investor advised by an affiliated adviser meets the criteria, the investment opportunity will be allocated to that CDO/investor. When two or more CDOs/potential investors meet the criteria, the MIC will offer the investment opportunity to the relevant entity that has had the longest period of time elapse since it was last offered an investment opportunity by the MIC. In periods when one or more CDO clients are seeking new investments, the MIC will maintain a rotation list, listing each entity in the order of the length of time since an investment opportunity was allocated to such entity, documenting the criteria for each investment opportunity analyzed, when and to which entity each investment opportunity was offered and whether such offer was accepted or rejected. In those periods, priority positions on the list will be continuously updated so that the CDO/entity with the longest elapsed time period since being allocated an investment opportunity among those entities meeting the criteria holds the highest priority position.

Taberna Capital periodically reviews the aggregate allocation of the CDOs transactions among broker/dealers and the aggregate amount of commissions paid. Upon request, we will provide the aggregate allocation information relating to such CDO's transactions. Compliance personnel review the trade allocation policies periodically when trading activity occurs regularly with senior trading and investment management personnel. We will furnish a copy of the trade allocation policies upon request.

## **REVIEW OF ACCOUNTS**

### **A. Account Reviews**

We review the collateral securities held by the CDOs on an ongoing basis, but at least quarterly. The Executive Vice President-Portfolio & Risk Management of Taberna Capital, and/or personnel reporting to such officer, participates in each of these reviews. The parameters and instructions for such reviews are generally determined in accordance with the CDO's indenture and collateral management agreement. We review the CDO portfolio's performance to determine whether such securities continue to perform in accordance with their terms.

### **B. Reports to Clients**

Pursuant to the terms of the relevant collateral management agreement, we will monitor a CDO's collateral assets on behalf of the issuer, and on an ongoing basis, will provide to the CDO issuer, trustee, or collateral administrator all information and data which is generated by or timely received by us and which is either required under the indenture to be delivered to the issuer, trustee or collateral administrator or is otherwise requested by such parties in order to prepare reports or other necessary certificates and documents. Our reporting obligations are generally set forth in the collateral management agreement with each CDO issuer.

In addition to the above reports, Taberna Capital generally will provide our clients with reasonable, periodic access to our investment personnel through conference calls or other reasonably agreed upon means to discuss their accounts or Taberna Capital's services and any questions regarding their accounts or our services.

## **CLIENT REFERRALS AND OTHER COMPENSATION**

Taberna Capital and its employees may not enter into any arrangements involving the payment of referral fees to any individual or entity without the express written authorization of the Chief Compliance Officer or his or her designee.

Payment-of referral fees to persons who solicit advisory clients is permitted only in accordance with Rule 206(4)-3 ("Cash Solicitation Rule"). The solicitor cannot be a person subject to orders, convictions or findings of conduct in violation of certain stipulated securities laws, sometimes referred to as the "bad boy" conduct rules. Taberna Capital and the solicitor must enter into a written agreement. No further requirements apply to solicit for impersonal advisory services. A solicitor who is a partner, employee, etc. of the adviser (or an affiliate) must disclose such status to clients at the time of the solicitation or referral.

Taberna Capital currently has no arrangements under which third parties may be compensated, directly or indirectly, for referring clients to Taberna Capital. Taberna Capital's employees may be compensated for referring clients. Any such referral arrangements will be described in Taberna Capital's disclosure documents.

## **CUSTODY**

Taberna Capital does not have "Custody" of client assets for purposes of Rule 206(4)-2 of the Advisers Act.

## **INVESTMENT DISCRETION**

As described above in "Advisory Business" Taberna Capital has discretionary authority with respect to its collateral management services provided to CDOs on behalf of their issuers. Before assuming this authority, CDO issuers must grant this discretionary authority to Taberna Capital in writing via a contract,

power of attorney and/or through an appointment to provide collateral management services to a CDO. Generally this is achieved through the collateral management agreement. In all cases Taberna Capital works to tailor our services to the individual needs of each CDO issuer and therefore such discretion is to be exercised in a manner consistent with the relevant CDO.

While some restrictions and objectives are described in the CDO's indenture and collateral management agreement, CDO issuers must deliver any additional investment guidelines and restrictions to Taberna Capital in writing, and we will adhere to such guidelines and restrictions when making investment decisions. Such guidelines may include reasonable restrictions on investment in certain securities or types of securities. We will consider a restriction reasonable if, in our judgment, the restriction does not impair, in any material or other significant manner, our ability to manage the collateral assets in accordance with the investment strategy and guidelines for that CDO. Taberna Capital's investment discretion is exercised in a manner consistent with the stated investment objectives, policies, guidelines and restrictions/limitations for a particular CDO. Examples of restrictions or limitations include prohibitions on investing in securities issued by companies affiliated with the CDO issuer; prohibitions on investing in securities of Taberna Capital or our affiliates; and prohibitions against engaging in certain investment-related techniques such as soft dollars.

### **VOTING CLIENT SECURITIES**

Taberna Capital generally does not invest in voting equity securities on behalf of clients. Taberna Capital may have the authority to exercise voting rights and act on corporate actions in connection with securities owned by the Fund(s) it manages. Taberna Capital shall exercise such authority in the best interest of the relevant Fund and consistent with any other policy details disclosed in such Fund's Offering Documents or Taberna Capital's collateral management agreement with the relevant Fund. Where the offering documents and agreement are silent regarding proxy voting, Taberna Capital will adopt a policy for that Fund when and if it is deemed necessary or advisable and such policy will be communicated to such Fund. If a vote or corporate action presents a conflict of interest for Taberna Capital, Taberna Capital will follow any conflict resolution procedures set forth in the relevant Offering Documents in deciding whether and how to vote and, if consistent with such procedures, make its recommendation to the MIC and will vote or act accordingly, unless directed otherwise by the MIC.

The CCO is responsible for ensuring that all decisions with regard to voting of securities held by CDOs are made in accordance with these policies and procedures.

The CCO will maintain a written record of the actual votes cast or withheld the manner in which conflicts of interest, if any, have been resolved and all persons responsible for the voting determination. The CCO will periodically review these securities voting policies and procedures after any year in which a vote has been cast and determine whether amendments are necessary, additional conflicts of interest should be addressed and whether further disclosure to clients should be made.

We will furnish a copy of our Proxy Voting Policy and any related procedures to each client upon request. Upon request, we will also disclose to a client the proxy voting history for their account.

### **FINANCIAL INFORMATION**

Taberna Capital is required in this section to provide you with certain disclosures about our financial condition. We have no financial commitment that impairs our ability to meet contractual commitments to clients, and have not been the subject of bankruptcy proceedings.