

**PART 2A OF FORM ADV: FIRM BROCHURE**

**RWN MANAGEMENT, LLC**

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**This Brochure provides information about the qualifications and business practices of RWN Management, LLC (“RWN” or the “Adviser”). If you have any questions about the contents of this Brochure, please contact Mary Harada at (212) 920-3120 or by email at [compliance@rwnmgmt.com](mailto:compliance@rwnmgmt.com). The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority, and references in this Brochure to RWN as a “registered investment adviser” are not intended to imply a certain level of skill or training.**

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

## **ITEM 2 – MATERIAL CHANGES**

RWN updated this Form ADV Part 2A (the “Brochure”) as of June 30, 2015 in connection with its annual ADV amendment filing. RWN has made routine updates and certain clarifications throughout this Brochure since it previously amended its Brochure on June 30, 2014. It should be noted that none of these revisions represents a material update or change to RWN’s advisory services or business operations.

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## ITEM 4 – ADVISORY BUSINESS

RWN Management, LLC (“RWN” or the “Adviser”), a New York limited liability company, was founded in January 2010. RWN provides investment advisory services by managing and directing the investment and reinvestment of assets for RWN Investment Holdings LLC (the “Fund”), a private investment fund organized as a Delaware limited liability company which is currently its sole client. In the future RWN may advise one or more private investment funds or establish separately managed accounts for certain clients.

The managing member of the Fund is RWN MM, LLC (the “Managing Member”). Marc Rowan is the sole member of each of RWN and the Managing Member.

RWN tailors its advisory services in accordance with the investment objectives of the Fund, as further described in its offering materials. The Fund’s investment strategy focuses on preserving capital and generating inflation protected yield through both liquid and illiquid investments, as well as hedging and leveraging strategies from time to time (the “Investment Priorities”). The Fund invests in a broad range of public and private instruments and assets. A portion of the Fund’s portfolio is managed directly by RWN’s investment team and a portion of the portfolio is invested in investments managed by external managers.

RWN does not participate in wrap fee programs.

As of March 31, 2015, RWN manages \$952,096,785 of client regulatory assets on a discretionary basis. RWN does not currently manage any client assets on a non-discretionary basis.

## ITEM 5 – FEES AND COMPENSATION

RWN typically charges its clients a management fee charged on a portion of the client's assets, and a priority profits allocation to the extent that RWN's expenses exceed the management fee paid to RWN. Both types of compensation are described in more detail below, and depend on the particular class or subclass of ownership interests held by an investor in the Fund, as described in the offering materials.

The client's investors own one of four classes of ownership interests: (i) Class A Non-Segregated Interests, the holders of which, together with the holders of Class A Segregated Interests, pay to RWN out of profits a priority allocation equal to 115% of the amount by which certain of RWN's expenses exceed management fees paid to RWN, (ii) Class A Segregated Interests, the holders of which pay a portion of the priority allocation referenced in (i) above, (iii) Class B Interests, holders of which generally are not charged any management fee by RWN and (iv) Class C Interests, holders of which pay to RWN a management fee of 0.60% per annum of the net asset value of the capital account balance of investors. Class C Interests are the only class of ownership interests available to persons or entities not associated with RWN or Mr. Rowan.

The terms of such compensation are set forth in the offering materials of the Fund.

RWN, in its discretion, may enter into side letters with investors in connection with their investment into the Fund that modify the terms of such investors' investment, including the compensation payable to RWN.

RWN (or an affiliate) generally deducts fees from client assets on a monthly basis, in arrears. Members do not have the ability to choose to be billed directly for fees incurred.

### Fund Expenses

In addition to the fees payable to RWN described above, except as otherwise constituting Management Expenses (as described below), "Fund Expenses" shall be all expenses arising in connection with the operation and administration of the Fund, including the following:

- (i) costs and expenses directly related to the execution of transactions for its account, such as brokerage commissions, dealer spreads, stock exchange fees and similar charges;
- (ii) costs and expenses directly related to custody of securities;
- (iii) costs and expenses directly related to the financing of positions, such as margin interest;
- (iv) any withholding or transfer taxes imposed on the Fund;
- (v) as more fully described in the Fund's governing documents, any legal fees and costs (including settlement costs) relating to the investment activity of the Fund;
- (vi) costs and expenses associated with organization of the Fund and its ongoing offering of interests, including any "blue sky" filing fees and expenses and other out-of-pocket expenses;
- (vii) appraisal fees for purposes of determining the Fund's net asset value;
- (viii) costs and expenses incurred in connection with the preparation, review and audit of the Fund's reports, tax returns and related disclosure schedules;
- (ix) management fees, performance fees and similar compensation due to unaffiliated advisors, sub-advisors and such other persons as RWN may determine; and
- (x) as more fully described in the Fund's governing documents, any legal fees and costs (including settlement costs) other than those described in (v) above arising in connection

with any litigation instituted against the Fund or the Managing Member in its capacity as such involving Fund activities.

Expenses in items (i), (iii), (iv), (v) and (ix) above are generally borne pro rata by investors in the Fund in accordance with their ownership percentages. All other Fund expenses in the bullet-point list above are borne by the holders of Class A Interests.

Further, Class B Interests do not bear a portion of any incentive fees paid to the portfolio manager of any Special Investment.

The Fund will incur brokerage and other transaction costs, as discussed further in the offering materials. Please also see *Brokerage Practices* below for more information.

Class A Investors should review the offering materials for a description of how management expenses are to be paid.

In addition, in connection with the Fund's investments in real estate, the Fund bears a performance allocation payable to an employee of RWN in connection with the Fund's real estate investments.

Neither RWN nor any of its supervised persons accepts compensation for the sale of securities or other investment products.

**It is critical that investors and prospective investors in the Fund refer to the Fund's offering materials and governing documents for a complete understanding of the fees and expenses associated with investment in the Fund. The information contained herein is a summary only and is qualified in its entirety by such offering materials and governing documents.**

## **ITEM 6 - PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT**

The Fund does not directly pay performance-based compensation to RWN. However, as discussed above under *Fees and Compensation*, holders of the client's Class A Segregated Interests and Class A Non-Segregated Interests collectively pay to RWN out of profits a Priority Management Allocation equal to 115% of the amount by which certain of RWN's expenses exceed the Management Fees paid to RWN by the Class C Interest holders, and such expenses of RWN may contain performance-based compensation payable to the Portfolio Manager (as defined below). In addition, as discussed above under *Advisory Business*, a portion of the client's portfolio is managed by external managers. Under the agreements that RWN negotiates with such external managers, the client may pay performance-based fees to such external managers. Such performance-based fees only relate to the portion of the client's assets managed by such external managers, and such arrangements are further described in the offering materials.

As described in more detail in *Fees and Compensation*, the Fund bears a performance allocation in connection with the Fund's real estate investments.

## **ITEM 7 – TYPES OF CLIENTS**

RWN currently has only one client (the Fund), which qualifies for exemption under Section 3(c)(1) of the U.S. Investment Company Act of 1940, as amended. Additional private investment funds may be established in the future as well as separately managed accounts for certain large or strategic investors in RWN's sole discretion and will be subject to individually negotiated terms as further described in the offering materials or investment management agreement.



## **ITEM 8 – METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS**

RWN's investment team directly manages a portfolio of certain long-term and short-term investments internally (the "Internal Portfolio"), and has also invested a portion of the client's capital in a portfolio of long-term and short-term investments managed by external managers (the "External Portfolio").

Investment Process: RWN's investment process typically begins with the formulation of a set of likely macroeconomic scenarios which serve as the basis for determining broad asset allocation and required characteristics for individual investments. The investment team then uses such parameters to search for appropriate long-term and short-term investments and, once identified, employs the perceived best possible approach to execution.

Management of the Portfolio: To identify suitable long-term and short-term investments and monitor performance over time, RWN develops and maintains a fundamental analysis of each of the investments, the level of detail of which depends on whether the investment is part of the Internal Portfolio or the External Portfolio. RWN generally prefers to manage the Fund's investments directly (i.e., without the services of external investment managers), and executes purchases and sales within the Internal Portfolio directly with a variety of counterparties, which, when credit risk is a material factor, will often be large global financial institutions.

However, when external allocation is, in RWN's determination, more appropriate, RWN may invest a portion of the Fund's capital indirectly, by employing the services of one or more external investment managers. In such cases, RWN will typically prioritize managed accounts and tailored investment strategies over commingled, multi-strategy vehicles, and the External Portfolio may at times be invested through pooled investment vehicles and in areas of overlap with the Internal Portfolio. External managers are chosen both for their track record with respect to managing assets of a type and in a style consistent with the Fund's Investment Priorities, as well as for their organizational structure and stability. RWN performs extensive initial and ongoing due diligence on external managers (including historical performance, style drift, reference checks, background checks, operational issues, competitor analysis, and legal document review) and maintains a relationship with each external manager by engaging in periodic dialogue with the relevant members of the external manager(s). The specific terms and conditions of any relationships between RWN and the external manager(s) will be governed by negotiated investment management, partnership and other agreements.

For managed accounts, RWN grants the external manager(s) investment discretion for so long as the investments remain consistent with the parameters described above, and where possible requires full position-level transparency. For investments in commingled funds with lock-up provisions, RWN identifies those fund managers whose strategy fits within the Investment Priorities. Where possible, RWN may attempt to gain deeper insight into a fund's ongoing management through an advisory board or advisory board observer position. From time to time, RWN may also invest a portion of the Fund's capital in co-investment opportunities introduced by these managers, which would serve to increase the Fund's exposure to a specific fund investment.

In working with external managers, there is a risk in relying on the judgment and abilities of such managers. Although external managers are required to adhere to the offering documents or other operative agreements for the respective funds, RWN cannot control the investments made by an external manager. RWN's sole remedy in the event of a deviation by an external manager from its offering documents (for example, "style drift") is to cause the client to withdraw capital from such management, subject to any applicable withdrawal restrictions.

Special Investments: From time to time, certain investments or investment programs with internal or external managers may be designated by RWN as “Special Investments.” The expenses incurred in connection with such Special Investments and the incentive income paid to such managers may be specially allocated to one or more classes of interests of the Fund.

Investment Monitoring: RWN monitors all investments in the Internal Portfolio and, to the extent possible, the External Portfolio, on a daily basis. Once an investment is made, RWN monitors not only events specific to an investment, but also macroeconomic and political events that may directly or indirectly impact that investment. In monitoring its investments, RWN both (i) examines whether an investment’s risk-return profile remains consistent with the original investment thesis and (ii) evaluates whether the original investment thesis is still relevant.

Risk Management and Asset Protection Tools: In addition to monitoring specific investments, RWN utilizes risk management tools, including but not limited to, scenario analysis and exposure analysis, in order to evaluate whether the Fund remains in compliance with the Investment Priorities. Generally, such tools help the team understand the risks embedded in the Fund and enable RWN to better select and size appropriate hedges. Overall, the judgment and experience of RWN and its investment team plays a significant role in controlling the Fund’s risk profile, especially in terms of setting the appropriate level of diversification and maintaining appropriate discipline in purchasing and selling investments.

Further, RWN employs other tools with features designed to help protect the Fund’s assets, including the use of an external administrator for account reconciliations and performance reporting, attempting whenever possible to build a variety of protections into the Fund’s ISDA agreements (such as non-rehypothecation, segregation of collateral provisions and bilateral payment mechanisms), and choosing derivatives counterparties carefully, typically focusing on those that RWN believes are large, systemically important institutions. A majority of the Fund’s assets are also generally held in custody accounts, with prime brokerage accounts being used only when the investment strategy requires it or another compelling reason is present. Finally, RWN attempts to minimize the Fund’s cash holdings in order to reduce the commingling risk and instead prefers investing into cash equivalents such as high quality money market funds and treasury bills.

Investing in the Fund involves significant risks. Clients should be prepared to risk the loss of some or all of an investment.

Material risks in pursuing the strategies outlined above also include the following, along with additional risks discussed in the offering materials:

- While leveraging capital will increase the investment opportunities available to the client, it will also increase the risk of loss on such investments.
- Changes in market rates of interest, general economic conditions, economic conditions in particular industries, the condition of financial markets and the financial condition of the issuers of investments can materially and adversely impact the reliability of any projections provided to the client.
- Some client investments may lack an established liquid secondary market or be subject to certain transfer restrictions that may contribute to illiquidity.
- If RWN disposes of a particular investment on behalf of the client, it may not be able to dispose of such investment at the prevailing market price.

- To the extent that the client holds only a few investments, or the investments are concentrated in any one position, industry or region, a loss in any one investment, position, industry or region could materially reduce the client's capital.
- Future legal, regulatory, or governmental action and developments in the financial markets and the broader U.S. economy could have an adverse effect on the client's business, operations and performance.
- The client may make investments outside of the United States, its territories, and possessions, which may be subject to certain additional risks due to, among other things, potentially unsettled points of applicable governing law, fluctuating currency exchange rates, capital repatriation regulations, complex U.S. and non-U.S. tax rules to cross-border investments, possible imposition of non-U.S. taxes on the Fund and/or the investors with respect to the Fund's income, and possible non-U.S. tax return filing requirements for the Fund and/or the investors.

**It is critical that investors and prospective investors in the Fund refer to the Fund's offering materials and governing documents for a complete understanding of the material risks involved with investment in the Fund and in relation to the types of investments that RWN makes on behalf of the Fund. The information contained herein is a summary only and is qualified in its entirety by such offering materials and governing documents.**

## **ITEM 9 – DISCIPLINARY INFORMATION**

Neither RWN nor any of its management persons has any investment-related criminal or material civil actions in a domestic, foreign or military court to report.

Neither RWN nor any of its management persons has any material administrative proceeding before the Securities and Exchange Commission, any other federal regulatory agency, any state regulatory agency, any foreign financial regulatory authority or any self-regulatory organization to report.

## ITEM 10 – OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

Neither RWN nor any of its management persons is registered as a broker-dealer, futures commission merchant, commodity pool operator, commodity trading advisor or associated person of any of the foregoing. Marc Rowan is the sole equity owner of RWN and its Managing Member. Mr. Rowan also is a Senior Managing Director of Apollo Global Management, LLC, (“Apollo”) and certain of its affiliated investment management entities. In addition, Mr. Rowan has ownership interests in Apollo and Apollo’s registered investment advisers as well as its affiliated broker dealer. For more information, please see the Form ADV/ FINRA Broker Report (as applicable) for the following entities: Apollo Capital Management, L.P. SEC File No. 801-67592, CRD No. 143161; Apollo Commodities Management, L.P. SEC File No. 801-69653, CRD No. 147994; Apollo Credit Management, LLC SEC File No. 801-72098, CRD No. 156115; Apollo Global Real Estate Management, L.P. SEC File No. 801-70669, CRD No. 151243; Apollo Investment Management, L.P. SEC File No. 801-62840, CRD No. 130610; Apollo Management, L.P. SEC File No. 801-67593, CRD No. 143158; and Apollo Global Securities, LLC SEC File No. 8-68542, CRD No. 153502.

In his positions, Mr. Rowan could have input into the investment advice given to clients of Apollo and to clients of RWN. Mr. Rowan has sought to address the conflict associated with his role at Apollo by delegating the day-to-day management and investment authority of the client’s assets to RWN and ultimately to the Chief Executive Officer and Chief Investment Officer of RWN (the “CEO/CIO”). RWN has adopted additional procedures restricting Mr. Rowan’s participation in the management of RWN and its sole client as further discussed in the offering materials of the Fund. RWN may cause its client to invest in funds managed by Apollo, in which case the client will pay its pro rata share of all fees and expenses charged by such Apollo fund; however, no such investment may be made without Apollo’s prior approval.

Although Mr. Rowan has daily access to information on most portfolio positions held by the Fund and most completed transactions, he has no authority to buy or sell, or to direct the CEO/CIO to buy or sell, any particular investments on behalf of the Fund. Mr. Rowan consults with the CEO/CIO and may make recommendations regarding the Fund’s overall investment strategy (such as general asset allocation and overall risk exposure), the selection of external managers, and certain illiquid investments, including the purchase and sale of specific illiquid investments prior to such purchases and sales being made. The CEO/CIO does not discuss with or notify Mr. Rowan, and Mr. Rowan does not provide recommendations, with respect to the purchase and sale of specific liquid investments prior to such investments being made. In addition, the Fund may seek clearance from the compliance department of Apollo prior to certain investments being made. If the CEO/CIO consults with Mr. Rowan regarding an investment opportunity, Mr. Rowan does not provide any advice in his capacity as a Senior Managing Director of Apollo. The Fund will have no access to non-public information regarding any Apollo investment fund or any Apollo investments, except to the extent the Fund receives such information in its capacity as an investor.

RWN is the sole managing member of RWN Real Estate Partners LLC, a Delaware limited liability company that provides real estate management advisory services in connection with the Fund’s real estate investments. The client pays fees and compensation to RWN as described above under *Fees and Compensation*, but does not pay any management fee to RWN Real Estate Partners LLC with regard to the client’s real estate investments. In connection with real estate investments, the Fund bears a performance fee payable to an employee of RWN as described in *Fees and Compensation* above.

RWN MM, LLC, the managing member of the Fund, is treated as a “relying adviser” in Part 1 of RWN’s Form ADV. RWN MM, LLC is under common control with RWN. All personnel acting on behalf of the relying adviser in connection with the performance of investment advisory services are individuals who are considered by the filing adviser to be persons associated with the filing adviser and whose activities are subject to the supervision and control of the filing adviser. As long as the filing adviser is registered under the Advisers Act, the relying adviser will conduct its investment advisory activities as if it were itself so registered.

## **ITEM 11 – CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING**

RWN's Code of Ethics (the "Code") is designed to meet the requirements of Rule 204A-1 of the Investment Advisers Act of 1940 ("Advisers Act"). The Code applies to RWN's access persons (which term includes, but is not limited to, all employees of RWN) and sets forth a standard of business conduct that takes into account RWN's status as a fiduciary and requires access persons to place the interests of the client above their own interests. Among other things, the Code (i) requires that all access persons comply with federal securities laws, (ii) requires that all access persons submit to RWN reports containing their personal securities holdings and transactions in reportable securities, and that RWN review such reports, (iii) requires all access persons to obtain pre-approval of certain types of investments, and (iv) contains policies and procedures designed to prevent the misuse of material, non-public information and confidential client information. All access persons of RWN are required to certify their compliance with the Code. All access persons are provided with a copy of the Code and are required to acknowledge receipt of the Code on at least an annual basis.

The Code also sets forth certain reporting and pre-clearance requirements with respect to personal trading by access persons.

Existing or prospective clients or investors in the Fund may obtain a copy of RWN's Code of Ethics by contacting the Chief Compliance Officer, Mary Harada at (212) 920-3120 or by email at [compliance@rwnmgmt.com](mailto:compliance@rwnmgmt.com).

RWN, its employees or their related persons may also invest directly in the Fund, but will typically not be subject to the management fees described above in respect of their investments. Because RWN's principals and employees have financial ownership interests in the Fund, RWN could have incentive to make different investment decisions than if such parties did not have such financial ownership interests. Please see *Other Financial Industry Activities And Affiliations* for additional information.

RWN and its affiliates may give advice and recommend the purchase or sale of securities and other financial instruments, or buy or sell such securities, and instruments for their own account or that of other clients, which advice or instruments may differ from advice given to, or instruments recommended or bought or sold for, the Fund, even though their investment objectives may be the same or similar.

In order to address these potential conflicts and in recognition of RWN's fiduciary obligations to the Fund and RWN's desire to maintain its high ethical standards, RWN has adopted a Code of Ethics containing provisions designed to: (i) prevent improper personal trading by RWN's access persons; (ii) prevent improper use of material, non-public information about securities recommendations made by RWN or securities holdings of the client; (iii) identify conflicts of interest; and (iv) provide a means to resolve any actual or potential conflict in favor of the client.

See *Other Financial Industry Activities And Affiliations* above regarding Mr. Rowan's role within RWN and certain policies and procedures for managing potential conflicts of interest arising from Mr. Rowan's association with Apollo.

Subject to the conditions discussed above in *Other Financial Industry Activities and Affiliations*, RWN has caused the client to invest in vehicles managed by Apollo. The client will not have access to non-public information regarding any Apollo investment fund or any Apollo investments except to the extent the client receives such information in its capacity as an investor.

## ITEM 12 – BROKERAGE PRACTICES

The Fund does not expect a significant portion of assets to be held with prime brokers, although certain securities and/or cash and cash equivalents may be held in prime brokerage accounts. Currently, the investments held in the Fund's portfolio are comprised of non-marketable securities or private investments, without the assistance of a broker-dealer and without the payment of brokerage commissions or dealer mark-ups. Other classes of assets may require payments to broker-dealers other than securities broker-dealers. However, as explained above in *Methods of Analysis, Investment Strategies and Risk of Loss*, from time to time RWN invests a portion of client assets with external investment managers – typically through managed accounts and commingled investment funds established by such external managers. Such managed accounts or commingled investment funds may make investments in marketable securities through a prime broker. In these instances, although the Fund bears its portion of brokerage costs incurred by such commingled fund, the relevant external manager has discretion over the selection of brokers to be utilized by the commingled fund it operates.

For instances in which the Fund may invest directly in marketable securities that necessitate the use of prime brokers, RWN will seek to obtain the best execution for the Fund, taking into account the following factors: (i) the ability to effect prompt and reliable executions at favorable prices (including the applicable dealer spread or commission, if any); (ii) the operational efficiency with which transactions are effected, taking into account the size of order and difficulty of execution; (iii) the financial strength, integrity and stability of the broker; (iv) the broker firm's risk in positioning a block of securities; (v) the quality, comprehensiveness and frequency of available research services considered to be of value; and (vi) the competitiveness of commission rates in comparison with other brokers (if any) satisfying RWN's other selection criteria. RWN is not required to weigh any of these factors equally.

In selecting or recommending broker-dealers, RWN will not consider whether or any related person receives client referrals from a broker-dealer or third party.

RWN does not have directed brokerage arrangements.

RWN does not currently receive "soft dollar" benefits. To the extent that the Fund invests in marketable securities and is required to utilize the services of one or more brokers, RWN may use "soft dollars" generated by the Fund to pay for investment research and brokerage services. RWN's policy is to limit the use of soft dollar credits to obtain products and services that fall within the safe harbor afforded by Section 28(e) of the Securities Exchange Act of 1934, as amended. RWN will notify investors in the Fund of any changes to such policy. If RWN were to use soft dollars to obtain research or other products or services, it would receive a benefit because RWN would not have to produce or pay for the research, products or service, and these benefits could provide an incentive for RWN to select a broker-dealer based on its interest in receiving such products or services, rather than on the Fund's interest in receiving best execution.

RWN currently has a single client so does not have the opportunity to aggregate the purchase and sale of securities for various client accounts. If RWN determines that it would be appropriate to aggregate orders for clients, RWN will seek to execute orders for all of the participating clients on an equitable basis, taking into consideration such factors as net assets of such clients, concentration of holdings, investment objectives and guidelines, target leverage levels and position sizes, and cash availability. If RWN has determined to trade in the same direction in the same security at the same time for clients, RWN is authorized to combine the orders and if all such orders are not filled at the same price, the Fund's order may be filled at an average price, which normally will be the same average price at which contemporaneously entered proprietary orders are filled on that day. Similarly, if an order on behalf of more than one client cannot be fully executed under prevailing market conditions, RWN will allocate the



trades among the different clients on a basis that it considers equitable. Situations may occur where the client could be disadvantaged because of the various other activities conducted by RWN.

## ITEM 13 – REVIEW OF ACCOUNTS

RWN's CEO/CIO reviews the client's portfolio daily. As noted in *Methods of Analysis, Investment Strategies and Risk of Loss* above, once an investment is made, RWN monitors not only events specific to an investment, but also macroeconomic and political events that may directly or indirectly impact that investment. An important element of the monitoring process is not only gauging whether an investment's risk-return profile remains consistent with the original investment thesis but also evaluating whether the original investment thesis is still relevant. In addition, RWN uses risk management tools, including but not limited to, scenario analysis and exposure analysis, in order to evaluate whether the client remains in compliance with the investment objectives established for the client. Lastly, the Chief Compliance Officer will periodically review the trade policies and procedures to ensure that it represents RWN's current practices and (to the best of her reasonable knowledge and belief) is in conformity with applicable law and regulations.

Generally, the client will receive written unaudited monthly performance reports as well as written annual audited financial statements.

## **ITEM 14 – CLIENT REFERRALS AND OTHER COMPENSATION**

RWN does not receive any economic benefit for providing investment advisory services from anyone other than its client.

RWN does not currently compensate any person for client referrals.

## **ITEM 15 – CUSTODY**

RWN (or an affiliate of RWN) is deemed to have custody of the Fund's assets and as such, will maintain the applicable assets of the Fund in accounts with a "qualified custodian" pursuant to Rule 206(4)-2 under the Advisers Act and notify the client in writing of the qualified custodian's name, address and the manner in which the assets are maintained promptly when the account is opened and following any changes to this information. The qualified custodians presently utilized by RWN (as of the date of this ADV) are disclosed in RWN's Form ADV Part 1.

To ensure compliance with Rule 206(4)-2 under the Advisers Act, RWN is required to reasonably believe that investors in the Fund will be provided with audited financial statements for the Fund prepared by an independent accounting firm that is registered with and subject to review by the Public Company Accounting Oversight Board, in accordance with U.S. Generally Accepted Accounting Principles, within 120 days of the end of the client's fiscal year (i.e., generally by April 30). RWN or the Fund's administrator provides audited financial statements on an annual basis to each of the investors in the Fund.

## **ITEM 16 – INVESTMENT DISCRETION**

RWN has discretionary authority to manage securities accounts on behalf of the client and is authorized to make transaction recommendations for the client. As explained above, the client's investment strategy is set forth in detail in the offering materials. Investors in the client do not have the ability to impose limitations on RWN's discretionary authority except as negotiated into the client vehicle's constituent documents. Investors in the client vehicle must execute a subscription agreement in which they make various representations, including representations regarding their suitability to invest in a high-risk investment pool. In addition, under the client vehicle's operating agreement, each underlying investor agrees to appoint the Managing Member as his or her attorney-in-fact with respect to transactions involving the client.

## **ITEM 17 – VOTING CLIENT SECURITIES**

RWN has adopted proxy voting and procedures that are designed to ensure that in cases where RWN votes proxies with respect to its clients' securities, such proxies are voted in the clients' best interests. The procedures also require that RWN identify and address conflicts of interest between RWN, its related persons and its clients. If a material conflict of interest is identified, RWN will determine whether voting in accordance with the guidelines set forth in the procedures is in the best interests of its clients or whether taking some other action may be more appropriate. In particular, it should also be noted that RWN has the discretion to refrain from voting proxies when it is in the best interests of the Fund.

As applicable, the Chief Compliance Officer, or her designee, will ensure delivery of the proxy, in accordance with instructions related to such proxy, in a timely and appropriate manner. RWN keeps a record of its proxy voting policies and procedures, proxy statements received, votes cast, all communications received and internal documents created that were material to voting decisions and each client request for proxy voting records and RWN's response for the previous five years.

In addition, please note that RWN has delegated certain of its proxy-voting responsibilities to third-parties who assist it in managing the process of meeting notifications, voting, tracking, mailing, reporting, and record maintenance.

If you have any questions about RWN's proxy policy, its proxy record-keeping procedures or if you would like any detailed information about how proxies are actually voted, please contact Mary Harada at (212) 920-3120 or by email at [compliance@rwnmgmt.com](mailto:compliance@rwnmgmt.com).

## **ITEM 18 – FINANCIAL INFORMATION**

RWN has no financial condition that is likely to impair its ability to meet its contractual commitments to its client, and it has not been the subject of a bankruptcy proceeding.