

Part 2A of Form ADV: Firm Brochure

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This brochure (“Brochure”) provides information about the qualifications and business practices of CNH Partners, LLC (“CNH” or the “Adviser”), an investment adviser registered with the United States Securities and Exchange Commission (the “SEC”). If you have any questions about the contents of this Brochure, please contact us at 203-742-3600 or info@agr.com. The information in this Brochure has not been approved or verified by the SEC or by any state securities authority.

Additional information about CNH is also available on the SEC’s website at www.adviserinfo.sec.gov.

Registration with the SEC or with any state securities authority does not imply a certain level of skill or training.

PURSUANT TO AN EXEMPTION FROM THE COMMODITY FUTURES TRADING COMMISSION (“CFTC”) IN CONNECTION WITH ACCOUNTS OF QUALIFIED ELIGIBLE PERSONS, THIS BROCHURE OR ACCOUNT DOCUMENT IS NOT REQUIRED TO BE, AND HAS NOT BEEN, FILED WITH THE CFTC. THE CFTC DOES NOT PASS UPON THE MERITS OF PARTICIPATING IN A TRADING PROGRAM OR UPON THE ADEQUACY OR ACCURACY OF COMMODITY TRADING ADVISOR DISCLOSURE. CONSEQUENTLY, THE CFTC HAS NOT REVIEWED OR APPROVED THIS TRADING PROGRAM OR THIS BROCHURE OR ACCOUNT DOCUMENT.

Item 2 – Material Changes

Below is the list of material changes the Adviser has made to this Brochure since its last annual update on March 30, 2016. Because this section of the Brochure addresses only those material changes that have been incorporated since its last annual update, and because other amendments were made to this Brochure that are not discussed in this summary, please read the Brochure in its entirety.

- The Adviser has updated the amount of assets under management provided in Item 4.
- The Adviser has updated Item 8 to incorporate risk factors related to portfolio turnover and computer system risks.
- The Adviser has updated Item 11 to include additional disclosures regarding the Adviser's approach to recommending investments in securities issued by clients, counterparties or related parties.
- The Adviser has updated Item 12 to include additional disclosure regarding the Adviser's approach to selecting brokers, potential conflicts from using brokers to obtain client referrals and the Adviser's approach to principal trades.
- Throughout this Brochure the Adviser has also updated the manner in which information is presented. The Adviser does not believe that these updates represent material changes to the underlying facts or policies that are being described or summarized.

Item 3 – Table of Contents

Item 2 – Material Changes	2
Item 3 – Table of Contents.....	3
Item 4 – Advisory Business	4
Item 5 – Fees and Compensation	6
Item 6 – Performance-Based Fees and Side-by-Side Management.....	9
Item 7 – Types of Clients.....	11
Item 8 – Methods of Analysis, Investment Strategies, and Risk of Loss	12
Item 9 – Disciplinary Information	26
Item 10 – Other Financial Industry Activities and Affiliations	27
Item 11 – Code of Ethics, Participation or Interests in Client Transactions and Personal Trading.....	28
Item 12 – Brokerage Practices	31
Item 13 – Review of Accounts.....	39
Item 14 – Client Referrals and Other Compensation.....	40
Item 15 – Custody	42
Item 16 – Investment Discretion.....	43
Item 17 – Voting Client Securities.....	44
Item 18 – Financial Information	45

Item 4 – Advisory Business

Founded in 2001, CNH is an investment adviser with its principal place of business in Greenwich, CT. The Adviser, a Delaware limited liability company, commenced operations as an investment adviser in May 2001 and has been registered with the SEC since November 5, 2001. CNH is a joint venture between CNH Capital Management, LLC (“CNH CM”) and AQR Capital Management, LLC (“AQR”), a registered investment adviser (SEC Number 801-55543). CNH CM is majority-owned by Mark Mitchell, Ph.D. and Todd Pulvino, Ph.D through an intermediate entity. Robert Fisk Bryant has a minority interest in CNH CM. Clifford S. Asness is the principal owner of AQR through intermediate entities.

CNH specializes in global merger arbitrage, global convertible arbitrage and other event driven strategies. CNH recommends investments which include, but are not limited to, individual securities (including global convertible debt and preferred securities), credit default swaps, spot and forward currency contracts, futures, options and other derivative securities. CNH provides investment management services through privately placed investment vehicles sponsored by CNH (“CNH Sponsored Funds”) and AQR (“AQR Sponsored Funds,” collectively with CNH Sponsored Funds, “Sponsored Funds”).

CNH provides sub-advisory services to certain investment companies registered under the Investment Company Act of 1940, as amended (the “Company Act”) – commonly known as mutual funds (each a “Mutual Fund” and collectively, “Mutual Funds”) – sponsored by AQR (the “AQR Funds”), and Mutual Funds sponsored by advisers unaffiliated with AQR (“Sub-Advised Mutual Funds”). The AQR Funds, an open-end registered investment company was organized as a Delaware statutory trust on September 4, 2008 and is composed of multiple active series (each a “Series Fund”). CNH serves as the sub-adviser to certain series (the AQR Diversified Arbitrage Fund and certain strategies of the AQR Multi-Strategy Alternative Fund) of the AQR Funds. Information concerning the AQR Diversified Arbitrage Fund and the AQR Multi-Strategy Alternative Fund, including a description of the services provided by the advisers and sub-advisers, is contained in the pertinent AQR Funds prospectus. A copy of the prospectus may be downloaded from <https://funds.aqr.com>.

CNH may also provide sub-advisory services to certain European collective investment schemes pursuant to the Undertakings for Collective Investment in Transferable Securities – commonly known as UCITS funds (“UCITS Funds”). Currently, CNH serves as the sub-advisor to the AQR Global Relative Value UCITS Fund. CNH provides investment management services to Sub-Advised Mutual Funds and UCITS Funds, collectively, “Managed Accounts” (Managed Accounts, Sponsored Funds and AQR Funds shall be collectively referred to herein as “Clients”).

CNH provides advice to Clients based on specific investment objectives and strategies. Under certain circumstances, CNH may agree to tailor advisory services to the individual

needs of a Client. For example, institutional investors may impose restrictions on their Managed Accounts, such as prohibiting certain securities or certain types of securities, or controlling sector and industry concentrations in their portfolios.

As of December 31, 2016, CNH had approximately \$3,018,000,000 in Client net assets under management (“AUM”), all of which were managed on a discretionary basis.

Item 5 – Fees and Compensation

The Adviser's compensation depends on the manner through which CNH provides its advisory services. As adviser or sub-adviser to its Clients, CNH may be compensated by various methods, including asset-based fees and performance-based fees or allocations. A performance fee (or performance allocation, as the case may be) represents an asset manager's compensation for managing an account which is based upon a percentage of the net profits of the account being managed. When calculating net profits, performance fees or allocations may be based on absolute or benchmark-relative returns and may be subject to high water marks or loss carryforwards. As more fully described below, CNH may bill or deduct fees in advance or in arrears, according to the terms of the pertinent investment management agreement. Under certain circumstances, fees are negotiable.

AQR Funds

Advisory fees for the AQR Funds range from 0.25% to 1.80% of assets under management. Additional operating expenses may apply. Detailed information concerning the AQR Funds is contained in each Series Fund's prospectus, which may be downloaded from <https://funds.aqr.com>. The AQR Funds are distributed by ALPS Distributors, Inc.

Sponsored Funds

The basic fee schedule for Sponsored Funds includes an annual fixed fee (or, in certain cases, a tiered fee schedule) ranging from 0.20% to 0.50% of assets under management (including, but not limited to, cash balances, and cash invested in money market funds, closed end funds, and ETFs), typically payable either monthly or quarterly in advance. The fee schedule may also include a performance fee or performance allocation of up to 20% of net profits. However, depending on the characteristics of the Sponsored Fund, fees may be higher or lower than the stated range. CNH receives a portion of the fees paid to AQR when acting as subadvisor to AQR Sponsored Funds. Fees paid to AQR in respect of investments made in AQR Sponsored Funds are set forth in each respective Sponsored Fund's offering documents. Additional operating expenses may apply. Investors in certain Sponsored Funds may be subject to initial "lock-up" periods or gates with respect to withdrawals/redemptions and may incur withdrawal/redemption fees, in accordance with the provisions of the applicable fund documentation. CNH and its affiliates reserve the right to enter into written agreements with investors ("Side Letters") in Sponsored Funds to waive or modify the standard fee terms of such Sponsored Fund in respect of a particular investor. Certain investors in Sponsored Funds may not be charged any management fees or performance fees, may be charged fees in arrears rather than in advance, or may have a differing fee structure because of their overall relationship with CNH or its affiliates or their investment approach. Consequently, fees charged to individual investors in a Sponsored Fund may deviate from the standard fees disclosed in a Sponsored Fund's offering documents.

For the CNH Sponsored Funds, CNH has the absolute discretion to agree with investors in the CNH Sponsored Funds (“Subscribers”), particularly with respect to those Subscribers who may be large or strategic investors, to waive or modify the application of any provision of a CNH Sponsored Fund agreement (including, but not limited to, those relating to liquidity, investment capacity, fees, and transparency) with respect to a Subscriber, in accordance with its duties under the Investment Advisers Act of 1940 (“Advisers Act”) and through Side Letters. In some instances, Side Letters may grant such Subscribers materially favorable terms relating to, among other things, liquidity, investment capacity, fees, and transparency. In addition, CNH reserves the right to waive or rebate all or a portion of its management fees and/or performance fees or allocations with respect to a Subscriber. Prospective investors and existing investors should consider these possible conflicts of interest in making their decision to invest or remain invested in a CNH Sponsored Fund, as Side Letters may result in, favoring certain investors over others and may affect an investor’s expectations as to a Subscriber’s future return and risk.

Managed Accounts

Generally, advisory fees for Managed Accounts are based upon a percentage of assets under management and vary depending upon the nature of the portfolio to be managed (*e.g.*, international equity, multi-strategy). Fees are based upon the fee methodology agreed to with each Managed Account. Managed Account advisory management fees generally range from 0.1% to 0.85% of assets under management (including, but not limited to, cash balances, and cash invested in money market funds, closed end funds, and ETFs), payable at the end of either the month or the quarter. In addition, CNH and the Managed Account may agree upon a performance fee generally ranging from 0% to 15% of all net profits. Managed Account fees are generally negotiable and may be higher or lower than the stated range. Additional operating expenses may apply.

Additional Information

The investment terms offered to different Clients pursuing similar investment objectives may differ, as may the investment terms offered to subscribers in investment vehicles pursuing similar investment objectives. For example, Managed Accounts and Sponsored Funds that are managed as dedicated funds may have information sharing terms that are more extensive and timely than other Clients and may not be subject to the same liquidity restrictions that otherwise might apply to other Clients.

Advisory fees may be negotiable for Clients or investors in certain circumstances, and CNH may enter into individual agreements with particular Clients or investors with respect to the timing of charging any management fee or performance fee or allocation. CNH may deduct the management fee and/or performance fee or allocation from a Sponsored Fund or Series Fund by instructing such fund’s administrator and/or custodian. Managed Accounts may be invoiced for advisory fees or they may self-remit payment for those fees.

As noted above, fee arrangements may provide for the payment of monthly or quarterly advisory fees in advance. Accordingly, if termination of an advisory contract by the Client occurs during a month or quarter in which a fee is charged in advance, generally, such circumstances will result in the refund of a *pro rata* portion of the fee to the investor or Client for the remaining portion of the monthly or quarterly period, as the case may be.

CNH's fees are in addition to brokerage commissions, transaction fees, service provider fees, and other related costs and expenses which will be incurred by Clients (including any fees paid to AQR). Execution of Client transactions typically requires payment of brokerage commissions by Clients. Please see Item 12 – Brokerage Practices below for a description of the factors that CNH and its affiliates consider in selecting counterparties for the execution of transactions and determining the reasonableness of their compensation. Investment activity may also involve other transaction fees and taxes payable by Clients, including but not limited to, sales charges, odd-lot differentials, transfer taxes, financial transaction taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. In addition, Clients may incur certain charges imposed by custodians, prime brokers, counterparties, banks, governmental authorities, third-party investment consultants, attorneys and other third parties, such as custodial fees, consulting fees, administrative fees, auditing fees, insurance fees, and transfer agency fees. Clients may also pay certain fees and/or expenses relating to governmental, regulatory, licensing, filing, or registration filings and their preparation, incurred in compliance with the applicable rules of any self-regulatory organization or any foreign, U.S. federal, state or local laws; to the extent permitted by applicable law, and subject to applicable client documentation, legal fees and costs arising in connection with litigation or a regulatory investigation; and extraordinary expenses or costs that the Client may incur.

When permitted by a Client's agreement, CNH may invest such Clients' assets in pooled investment vehicles sponsored by CNH or affiliated investment managers. CNH will waive or rebate to a Client its portion of any fees CNH or an affiliated investment manager would earn from the management of a Client's assets in such an investment vehicle unless otherwise disclosed. CNH may also invest a Client's assets in other funds managed by CNH or its affiliates to facilitate a fund's investment in certain trading strategies pursued by CNH. Please see Item 10 – Other Financial Industry Activities and Affiliations for more information on fees related to investments in affiliated funds.

In addition, CNH or its affiliates may agree to provide certain Subscribers enhanced disclosure with respect to specific security positions, risk information and/or portfolio characteristics of Sponsored Funds. Accordingly, not all Subscribers will have the same degree of access to the type and/or frequency of individual position listings in connection with Sponsored Funds in which they invest and transparency of portfolio characteristics may differ based on Side Letters with Subscribers.

Item 6 – Performance-Based Fees and Side-by-Side Management

Performance-Based Fees

As noted above, a performance fee (or performance allocation, as the case may be) represents an asset manager's compensation for managing an account which is based upon a percentage of the net profits of the account being managed. When calculating net profits, performance fees or allocations may be based on absolute or benchmark-relative returns and may be subject to high water marks or loss carryforwards. For some Clients, a performance fee or allocation represents all or a portion of CNH's standard fee arrangement. For other Clients, CNH is compensated solely through an asset-based fee (*i.e.*, CNH is paid a percentage of the amount of assets under management in the account). CNH or its affiliates reserve the right to negotiate the rate of any applicable performance fees or allocations or asset-based fees with individual Clients.

With respect to CNH's management of Client assets, performance fees or allocations may give rise to certain conflicts of interest. Specifically, CNH's entitlement to a performance fees or allocations in managing one or more accounts may create an incentive to take risks in managing those accounts that CNH would not otherwise take in the absence of such fee arrangements. Additionally, since performance fees or allocations reward for performance in accounts which are subject to such fees, CNH may have an incentive to favor these accounts over those that have only asset-based fees with respect to trading opportunities, trade allocation, and allocation of new investment opportunities. Generally, CNH addresses these conflicts by utilizing an investment allocation policy designed to treat all Clients fairly and equitably. Please see below and Item 12 – Brokerage Practices for more information.

Side-by-Side Management

Side-by-side management of various types of accounts raises the possibility of favorable or preferential treatment of an account or a group of accounts arising from differences in fee arrangements. As a registered investment adviser and a fiduciary, CNH exercises due care to ensure that investment opportunities are allocated equitably among all Clients, regardless of their corresponding fee structure. CNH has procedures designed and implemented in furtherance of its efforts to treat all Clients fairly and equitably over time. By utilizing these procedures, CNH believes that Clients that are subject to side-by-side management alongside other accounts are receiving fair and equitable treatment over time.

CNH's investment professionals may simultaneously manage multiple types of investment vehicles, including the AQR Funds, Sponsored Funds, and Managed Accounts, according to the same or a similar investment strategy (*i.e.*, side-by-side

management). The simultaneous management of these different investment vehicles gives rise to the types of conflicts described above, as the fees for the management of certain types of investment vehicles may be higher than for others. Nevertheless, when managing the assets of such investment vehicles, CNH has a duty to treat all all Clients fairly and equitably over time.

Although CNH has a duty to treat all Clients fairly and equitably over time, each Client will not necessarily be managed the same at all times. Specifically, there is no requirement that CNH use the same investment practices consistently or at the same time across all accounts. In general, investment decisions for each Client will be made independently from those of other Clients, and will be made based on the individual needs and objectives of each Client. In fact, different account guidelines and/or differences within particular investment strategies may lead to the use of different investment practices for accounts with a similar investment strategy. CNH will not necessarily purchase or sell the same securities at the same time, in the same direction, or in the same proportionate amounts for all eligible accounts, particularly if different accounts have different amounts of investable cash available, different liquidity requirements, different strategies, or different risk tolerances. In addition, some accounts may purchase long positions in certain securities while other accounts simultaneously sell short those same, similar or related securities. As a result, although CNH manages numerous accounts with similar or identical investment objectives, or may manage accounts with different objectives that trade in the same, similar or related securities, the portfolio decisions relating to these accounts, and the performance resulting from such decisions, may differ from account to account and, accordingly, Client to Client. Changes to, or modifications in, the investment strategies employed by the Adviser may be implemented incrementally, rather than simultaneously, across Clients pursuing similar or identical investment objectives.

Please see Item 12 – Brokerage Practices below for a more detailed discussion of CNH's trade allocation and aggregation policy and procedures.

Item 7 – Types of Clients

CNH primarily provides investment management services to institutional investors through Managed Accounts. Such investors may include, but are not limited to, banks or thrift institutions; pension and profit sharing plans; trusts, estates, and charitable organizations; investment companies; and corporations and other business entities. Additionally, CNH provides advisory and subadvisory services to Sponsored Funds and AQR Funds whose participants may include, but are not limited to, institutional investors as described above, as well as individuals and other investors.

CNH's investment minimums may vary according to investment strategy and vehicle (i.e., Managed Account versus investment in a Sponsored Fund). Generally, CNH's Managed Account minimums range from \$50 million to \$100 million depending on the investment strategy. The standard minimum investment required to invest in a Sponsored Fund is described in each Sponsored Fund's offering memorandum. In addition, CNH reserves the right to waive investment minimums for particular Clients and circumstances.

Item 8 – Methods of Analysis, Investment Strategies, and Risk of Loss

Methods of Analysis and Investment Strategies

As noted in Item 4 – Advisory Business, CNH provides investment management services specializing in arbitrage investments. CNH’s core investment strategies include convertible arbitrage and merger arbitrage; however, CNH manages other arbitrage strategies that include when-issued arbitrage, stub-trading arbitrage, dual-class arbitrage, and price-pressure arbitrage. CNH also manages a limited number of alternative investment strategies, including special purpose acquisition companies (“SPACs”), closed-end fund arbitrage, distressed securities, and private investment in public equity (“PIPEs”). Each of these strategies is summarized below.

Arbitrage investment analysis involves the use of an optimizer – or set of algorithms – designed to analyze various risk and return characteristics of an investment. Such characteristics include, but are not limited to, the probability that an investment will decline in value, and the extent of such decline, taking into account the total range of factors effecting market price; and the expected return of an investment, based upon similar investments in CNH’s proprietary databases. After an investment has been run through the optimizer, it is evaluated by the portfolio managers and, if approved, included in a portfolio.

CNH also employs fundamental securities analysis to implement its arbitrage strategies and other alternative investment strategies. Fundamental analysis is a method of evaluating an investment in which the adviser attempts to determine the intrinsic value of the investment by examining certain economic, financial, and other qualitative and quantitative factors, including both macroeconomic factors, such as the overall economy and industry conditions, as well as company-specific factors, such as management.

CNH manages the following investment strategies:

Convertible Arbitrage: CNH pursues a convertible arbitrage strategy by typically investing in convertible securities trading at discounts or shorting convertible securities selling at premiums to their fundamental values. A convertible security is a debenture or a preferred security that the holder may exchange into the common stock of a company at a pre-specified rate of conversion under certain circumstances. CNH may attempt to mitigate the various risks associated with investing in convertible securities through the implementation of certain hedges.

Closed-End Funds: Closed-end fund arbitrage is the practice of buying (selling) closed-end funds which trade at abnormally wide discounts (or premiums) relative to the underlying net asset values and unwinding the position when the discount (or premium) converges to expected levels.

Distressed Investments: Distressed investments are made in securities, equities, convertibles and straight debt of firms which are in or near financial distress and which trade at substantial discounts to fundamental values.

Diversified Opportunities: CNH pursues a diversified opportunities strategy by purchasing securities whose prices are trading at discounts to their fundamental values due to an excess supply of sellers and a limited supply of capital providers. These opportunities arise around security issues, cash and stock distributions, mergers, and other corporate events. For example, shareholders that receive equity securities in a spun-off subsidiary may sell the newly trading subsidiary shares shortly after the spin-off. If this concentrated selling exceeds available liquidity, subsidiary shares can trade at a discount to the fundamental value of the subsidiary's cash flows due to an imbalance of supply and demand (i.e., shareholders interested in selling their shares exceed available capital). CNH may implement the investment program with, but is not limited to, PIPEs (described below), global corporate securities, total return equity swaps, credit default swaps, high-yield debt portfolios, high-yield debt portfolio indices, interest rate futures, stock index futures, currency forwards, exchange traded funds, mutual funds, options, financial and commodity futures and options, and over-the-counter ("OTC") swaps on all of the above.

Dual-Class Arbitrage: CNH pursues a dual-class arbitrage strategy by taking advantage of inefficiencies in the prices at which different classes of a publicly traded company's stock are trading.

Merger Arbitrage: CNH may pursue a merger arbitrage strategy for certain Clients by typically investing in shares of a "target" company in a proposed or potential merger, takeover or other reorganization between two companies. If the transaction is for the stock of the acquirer, CNH may seek to hedge the exposure to the acquirer by shorting the stock of the acquiring company in an amount determined with reference to the exchange ratio specified in the agreement between the acquirer and the target company.

PIPEs: PIPEs involve the direct purchase of a security from a publicly-traded firm in a private placement. The securities include equities, convertibles, debentures, and warrants and are generally restricted for a set period before they can be resold in the secondary markets.

Price Pressure Arbitrage: CNH pursues a "price pressure" strategy by seeking to take advantage of situations in which concentrated buying or selling of securities by a particular group of investors overwhelms the regular trading for the security and affects the price at which the security trades.

SPACs: SPACs, often called "blank check" companies, are publicly traded companies whose primary asset is a trust invested in short-term high-grade securities. The fund seeks to capture a liquidity premium when these securities, which are typically lightly traded, are selling at a discount.

Stub-Trading Arbitrage: CNH pursues a stub-trading arbitrage strategy that takes advantage of inefficiencies in the prices at which a stock of a publicly traded parent corporation and its publicly traded subsidiary are trading.

When-Issued Arbitrage: CNH pursues this strategy by taking advantage of inefficiencies in the prices at which a parent's and a subsidiary's stock is trading on a "when-issued" basis immediately prior to the spin-off of the subsidiary.

Depending on the Client agreement or Sponsored Fund documentation, CNH may implement its investment strategies primarily through the use of one or more of the following investment techniques and investment tools.

Hedging: Certain of CNH's strategies utilize a variety of financial instruments, including options, interest rate swaps, and futures and forward contracts for risk management purposes.

Leverage: Certain of CNH's strategies utilize varying amounts of leverage, which may involve the borrowing of funds from brokerage firms, banks, and other institutions in order to be able to increase the amount of capital available for securities investments. Leverage may also be embedded in financial instruments, including futures and short sales, as well as OTC derivatives like options, swaps, and forwards, which enable investors to gain exposure to assets whose value exceeds the amount of capital necessary to obtain such exposure.

Options Trading: Options are investments whose ultimate value is determined from the value of the underlying investment. CNH may direct Clients to purchase or sell exchange-traded or privately negotiated call and put options, either on a single asset or a basket of assets. CNH may also direct Clients to purchase or sell options on futures contracts and options on forward contracts

Repurchase Agreements: Certain of CNH's strategies utilize repurchase transactions. In a repurchase transaction, a Client acquires a security from an approved counterparty and simultaneously agrees to resell it to the approved counterparty, at a price exceeding the purchase price by an amount that reflects an agreed-upon interest rate effective for the period during which the repurchase agreement is in effect.

Reverse Repurchase Agreements: Certain of CNH's strategies utilize reverse repurchase transactions. In a reverse repurchase transaction, a Client sells a security to an approved counterparty and simultaneously agrees to repurchase it from the counterparty, at a price less than the sale price by an amount that reflects an agreed-upon interest rate effective for the period during which the reverse repurchase agreement is in effect.

Securities Lending: Some of CNH's Clients may lend their portfolio securities to certain types of eligible borrowers in an attempt to increase income and/or total return. Each loan will be secured continuously by collateral in the form of cash, high quality money market instruments, or securities issued by the U.S. government or its agencies or instrumentalities. Securities lending may be conducted by a securities

lending agent, who maintains a list of broker-dealers, banks, or other institutions that it has determined to be creditworthy. CNH has the ability to request that a borrower be removed from the securities lending agent's "approved list." A Client will only enter into loan arrangements with borrowers on the approved list.

Short Selling: Certain of CNH's investment strategies utilize short selling. In a short sale transaction, a Client sells a security it does not own in anticipation that the market price of that security will decline. CNH utilizes short sales as a form of hedging to offset potential declines in long positions in similar securities or to attempt to earn a profit.

There can be no assurance that the objectives associated with any strategies described above will be met. At any time, CNH may add, remove, or modify any of the strategies it employs, and this includes any of the strategies discussed above. These methods, strategies, and investments involve risk of loss to Clients and Clients must be prepared to bear the loss of their entire investment.

Investment Risks

Some of the risks associated with CNH's investment strategies, and the securities and other assets utilized to implement those strategies, include, but are not limited to, those listed below.

Arbitrage Transaction Risks: If the requisite elements of an arbitrage strategy are not properly analyzed or unexpected events or price movements intervene, losses can occur which can be magnified to the extent CNH is employing leverage. Moreover, arbitrage strategies often depend upon identifying favorable "spreads," which can also be identified, reduced, or eliminated by other market participants.

Borrowing and Embedded Leverage: Some Clients allow secured and unsecured borrowing to the maximum extent allowable under applicable credit regulations. Like other forms of leverage, the use of borrowing can enhance the risk of capital loss in the event of adverse changes in the level of market prices of the assets being financed with the borrowings. Leverage may also take the form of financial instruments, including OTC derivative instruments which are inherently leveraged, and products with embedded leverage such as futures, options, short sales, swaps, and forwards, in which an investor can lose more money than the initial cost of the investment. The use of leverage allows the Clients to increase their exposure to assets, such that total assets may be greater than capital invested. However, the use of leverage may also magnify the volatility – or the likelihood of short-term changes in value – of any portfolio. The effect of the use of leverage in a portfolio may result in losses to the portfolio that exceed losses to the portfolio if such portfolio did not utilize leverage.

Cash and Forward Trading: Cash and forward contracts for the trading of certain commodities, such as foreign currencies, may be entered into with banks and market makers. Although the banks and market makers may be subject to regulatory

oversight by the CFTC, the SEC, the Financial Industry Regulatory Authority, Inc. (“FINRA”), the National Futures Association (“NFA”), the Federal Reserve Board, the Comptroller of the Currency, foreign regulators, and other Federal and state authorities, these regulatory agencies do not typically regulate the trading of cash commodities or forward contracts. In addition, such contracts are not traded on exchanges. As a result, there is no limitation on daily price movements of cash or forward contracts, and market makers are not required to make markets in any cash commodities. Also, certain customer protections will not be available to Clients in connection with any such trading. There have been periods during which certain market makers have refused to quote prices for cash commodities or forward contracts or have quoted prices with an unusually wide spread between the price at which the market maker is prepared to buy and the price at which it is prepared to sell. If this should occur, CNH might not be able to utilize effectively its cash and forward trading programs. This could result in significant losses to a Client.

Commodities: Commodity investments are affected by business, financial market or legal uncertainties. There can be no assurance that CNH will correctly evaluate the nature and magnitude of the various factors that could affect the value of and return on its commodity investments. Prices of commodity investments may be volatile, and a variety of factors that are inherently difficult to predict, such as domestic or international economic and political developments, may significantly affect the results of a Client’s portfolio and the value of its investments. In addition, the value of the Client’s portfolio may fluctuate as the general level of interest rates fluctuates.

Commodity Futures and Options: Commodity futures markets are highly volatile and are influenced by factors such as changing supply and demand relationships, governmental programs and policies, national and international political and economic events and changes in interest rates. In addition, because of the low margin deposits normally required in commodity futures trading, a high degree of leverage may be typical of a pooled investment vehicle engaging in commodity futures trading. As a result, a relatively small price movement in a commodity futures contract may result in substantial losses to such a pooled investment vehicle. Commodity options, like commodity futures contracts, are speculative, and their use involves risk. Specific market movements of the cash commodity or futures contract underlying an option cannot be predicted and no assurance can be given that a liquid offset market will exist for any particular futures option at any particular time.

Counterparty Risk: Counterparty risk is the risk to each party of a contract that the counterparty will not live up to its contractual obligations. Clients could potentially incur a significant loss as a result of counterparty credit exposure should the counterparty fail to fulfill its obligations.

Currency Risk: Currency risk is the risk that changes in currency exchange rates will negatively affect securities denominated in, and/or receiving revenues in, foreign currencies. The liquidity and trading value of foreign currencies could be affected by global economic factors, such as inflation, interest rate levels, and trade balances among countries, as well as the actions of sovereign governments and central banks.

Adverse changes in currency exchange rates (relative to the U.S. dollar) may erode or reverse any potential gains from investments in securities denominated in a foreign currency or may widen existing losses.

Cybersecurity Risk: With the increased use of technologies such as the Internet to conduct business, the Adviser and its Clients are susceptible to operational, information security and related risks. In general, cyber incidents can result from deliberate attacks or unintentional events. Cyber attacks include, but are not limited to, gaining unauthorized access to digital systems (e.g., through “hacking” or malicious software coding) for purposes of misappropriating assets or sensitive information, corrupting data, or causing operational disruption. Cyber attacks may also be carried out in a manner that does not require gaining unauthorized access, such as causing denial-of-service attacks on websites (i.e., efforts to make network services unavailable to intended users). Cyber incidents affecting the Adviser, sub-adviser(s) and other service providers (including, but not limited to, accountants, custodians, transfer agents and financial intermediaries) have the ability to cause disruptions and impact business operations, potentially resulting in financial losses, impediments to trading, the inability of Clients and/or investors to transact business, violations of applicable privacy and other laws, regulatory fines, penalties, reputational damage, reimbursement or other compensation costs, or additional compliance costs. Similar adverse consequences could result from cyber incidents affecting issuers of securities in which a Client invests, counterparties with which a Client engages in transactions, governmental and other regulatory authorities, exchange and other financial market operators, banks, brokers, dealers, insurance companies and other financial institutions (including financial intermediaries and other service providers for Clients) and other parties. In addition, substantial costs may be incurred in order to prevent any cyber incidents in the future. While a Client’s service providers may have established business continuity plans in the event of, and risk management systems to prevent, such cyber incidents, there are inherent limitations in such plans and systems including the possibility that certain risks have not been identified. Furthermore, the Adviser cannot control the cyber security plans and systems put in place by its service providers or any other third parties whose operations may affect a Client. As a result, Clients could be negatively impacted.

Distressed Investments Risk: The Adviser may utilize investments in distressed investments, which are or have been issued by companies that are, or might be, involved in reorganizations or financial restructurings, either out of court or in bankruptcy. A Client’s investments in distressed securities typically may involve the purchase of high-yield bonds, bank debt, corporate loans or other indebtedness of such companies. These investments may present a substantial risk of default or may be in default at the time of investment. The Client may incur additional expenses to the extent it is required to seek recovery upon a default in the payment of principal or interest on its portfolio holdings. In any reorganization or liquidation proceeding relating to an investment, the Client may lose its entire investment or may be required to accept cash or securities with a value less than its original investment. Among the risks inherent in investments in a troubled issuer is that it frequently may be difficult to obtain information as to the true financial condition of the issuer. The Adviser’s

judgments about the credit quality of a financially distressed issuer and the relative value of its securities may prove to be wrong.

Emerging Markets Investments: Investing in the securities or other instruments of issuers located in non-U.S. countries may involve certain risks not typically associated with investing in established economies or securities markets. Such risks may include (i) the risk of nationalization or expropriation of assets and confiscatory or other taxation; (ii) social, economic and political instability, including war; (iii) dependence on exports; (iv) less liquidity of securities markets; (v) significant currency exchange rate devaluations, fluctuations, and declines against the U.S. dollar; (vi) potentially higher rates of inflation (including hyper-inflation) and rapid fluctuations in inflation; (vii) controls on foreign investment and limitations on repatriation of invested capital and the Client's ability to exchange local currencies for U.S. dollars; (viii) a higher degree of governmental involvement in and control over the economies; (ix) government decisions to discontinue support for economic reform programs and imposition of centrally planned economies; (x) differences in auditing and financial reporting standards which may result in the unavailability of material information about economies and issuers; (xi) less extensive regulatory oversight of securities markets; (xii) longer settlement periods for securities transactions; (xiii) less stringent laws regarding the protection of investors; (xiv) certain consequences regarding the maintenance of a Client's portfolio securities and cash with sub-custodians and securities depositories in such countries; (xv) difficulty in enforcing contractual obligations; (xvi) inexperience of financial intermediaries, lack of modern technology, and the lack of a sufficient capital base to expand business operations; and (xvii) less available information than is generally the case in the United States. All of the foregoing factors lead to greater market volatility.

Equity Securities: Equity securities fluctuate in value in response to many factors, including the activities, results of operations, and financial condition of individual companies; the business market in which individual companies compete; industry market conditions; interest rates; and general economic environments. In addition, events such as domestic and international political instability, terrorism and natural disasters may be unforeseeable and contribute to market volatility in ways that may adversely affect investments made by a Client.

ERISA Considerations: Certain Client assets may, at various times, be considered "plan assets" for the purposes of Title I of the U.S. Employee Retirement Income Security Act of 1974 ("ERISA") or Section 4975 of the Internal Revenue Code of 1986, as amended. Accordingly, during such periods, the administration and operation of any such Client would, among other things, become subject to ERISA's fiduciary duty and prohibited transaction rules. In such a case, the investment strategies employed by the Adviser for the Client will be subject to investment limitations and restrictions that would not otherwise be applicable and may materially impact the Client's performance.

Fixed-Income and Debt Securities: Investment in fixed-income and debt securities, such as bonds, notes, and asset-backed securities, subject a Client to the risk that the

value of these securities overall will decline because of rising interest rates. Similarly, portfolios that hold such securities are subject to the risk that the portfolio's income will decline because of falling interest rates. Investments in these types of securities will also be subject to the credit risk created when a debt issuer fails to pay interest and principal in a timely manner, or that negative perceptions of the issuer's ability to make such payments will cause the price of that debt to decline. Investments in debt securities will also subject the investments to the risk that the securities may fluctuate more in price, and are less liquid than higher-rated securities because issuers of such lower-rated debt securities are not as strong financially, and are more likely to encounter financial difficulties and be more vulnerable to adverse changes in the economy.

Foreign Investments Risk: Foreign investments often involve special risks not present in U.S. investments that can increase the chances that an investment will lose money. For example, a Client may hold its foreign securities and cash in foreign banks and securities depositories, which may be recently organized or new to the foreign custody business and subject to only limited or no regulatory oversight. Changes in foreign currency exchange rates can affect the value of a portfolio. The economies of certain foreign markets may not compare favorably with the economy of the United States, and the governments of certain countries may prohibit or impose substantial restrictions on foreign investments in their capital markets or in certain industries. Many foreign governments do not supervise and regulate stock exchanges, brokers, and the sale of securities to the same extent as does the United States and may not have laws to protect investors that are comparable to U.S. securities laws. Settlement and clearance procedures in certain foreign markets may result in delays in payment for or delivery of securities not typically associated with settlement and clearance of U.S. investments.

Futures Contracts Risks: Futures prices are highly volatile. An extremely high degree of leverage is typical of a futures trading account; as a result, a relatively small price movement in a futures contract price may result in substantial losses to a portfolio. Like other leveraged investments, any purchase or sale of a futures contract may result in losses in excess of the amount invested. Futures exchanges and trading facilities limit fluctuations in certain futures contract prices during a single day by regulations referred to as "daily price fluctuation limits" or "daily limits." During a single trading day no trades may be executed at prices beyond the daily limit. Futures prices have occasionally moved to the daily limit for several consecutive days with little or no trading. Similar occurrences could prevent the prompt liquidation of unfavorable positions and subject a portfolio to substantial losses. The CFTC and certain futures exchanges and trading facilities have established limits referred to as "speculative position limits" on the maximum net long or net short positions that any person may hold or control in certain futures contracts. All of the futures positions held by all Client accounts owned or controlled by AQR, CNH, and their principals may be aggregated with positions of each Client portfolio for the purpose of determining compliance with position limits. Trading instructions may have to be modified and positions held by a Client may have to be liquidated in order to avoid

exceeding such limits. Such modification or liquidation, if required, could adversely affect the operations and profitability of a portfolio.

General Risks of Derivatives Use: Derivatives trading can be highly speculative. Price movements of derivative contracts are influenced by, among other things, changing supply and demand relationships, governmental agricultural and trade programs and policies, and national and international political and economic events. Foreign currency forward prices are influenced by, among other things, changes in balances of payments and trade, domestic and international rates of inflation, international trade restrictions and currency devaluations and revaluations. In addition, unless a portfolio is hedged against fluctuations in the exchange rate between the U.S. dollar and the currencies in which trading is done on some foreign exchanges, any profits that such a portfolio realizes in trading on such exchanges could be eliminated by adverse changes in the exchange rate, or such a portfolio could incur losses as a result of any such changes. Due to the low margin deposits normally required in derivatives trading, an extremely high degree of leverage is typical of a derivatives trading account. As a result, a relatively small price movement in a derivatives contract price may result in substantial losses to a portfolio. Like other leveraged investments, any purchase or sale of a derivatives contract may result in losses in excess of the amount invested. Accordingly, relatively small derivatives positions have the potential to erode significantly or erase gains and compound losses in other investments held by a portfolio.

Hedging: There can be no assurances that a particular hedge is appropriate or that certain risk is measured properly. Further, while CNH may enter into hedging transactions to seek to reduce risk, such transactions may result in poorer overall performance and increased (rather than reduced) risk for the Client portfolios than if CNH did not engage in any such hedging transactions.

Illiquid Instruments: Certain instruments, such as derivatives and other types of unregistered financial instruments, may have no readily available market or third-party pricing. Reduced liquidity may have an adverse impact on market price, and the Adviser might only be able to liquidate these positions at highly disadvantageous prices, if at all. The market prices, if any, for such illiquid financial instruments tend to change rather quickly, and the Adviser may not be able to sell them when it desires to do so or to realize what it perceives to be their fair value in the event of a sale. Even those markets which the Adviser expects to be liquid can experience periods, possibly extended periods, of illiquidity. For some investments, the Adviser may be unable to predict with confidence what the exit strategy will ultimately be for any given position or that one will definitely be available. Exit strategies, which appear to be viable when an investment is initiated, may be precluded by the time the investment is ready to be realized due to economic, legal, political, or other factors.

Interest Rate Risk: Portfolios may be subject to interest rate risk. Generally, the value of fixed income securities will change inversely with changes in interest rates. As interest rates rise, the market value of fixed income securities tends to decrease. Conversely, as interest rates fall, the market value of fixed income securities tends to

increase. This risk will be greater for long-term securities than for short-term securities. CNH may attempt to minimize the exposure of the portfolios to interest rate changes through the use of interest rate swaps, interest rate futures, and/or interest rate options. However, there can be no guarantee that CNH will be successful in fully mitigating the impact of interest rate changes on the portfolios.

Investment and Trading Risk Generally: Investments in securities and other financial instruments and products that are subject to market forces risk the permanent loss of capital as a result of adverse market developments, which can be unpredictable. To the extent that a portfolio is concentrated in any one particular strategy, the risk of any incorrect investment decision is increased. Each strategy exposes the Client's capital to the risk of an extremely rapid and severe decline in value in the event of a sudden change in the level of volatility (e.g., a market crash) that is not anticipated by CNH.

Liquidity Risk Generally: Liquidity – or the ability to quickly sell an asset at its fair market value – is important to the Adviser's investment strategies. Under certain market conditions, such as during volatile markets or when trading in a financial instrument or market is otherwise impaired, the liquidity of the Adviser's portfolio positions may be reduced. In addition, the Adviser may, from time to time, hold large positions in a particular portfolio with respect to a specific type of financial instrument, which may reduce the portfolio's liquidity. During such times, CNH may be unable to dispose of certain financial instruments, including longer-term financial instruments, which would adversely affect its ability to rebalance a portfolio or meet redemption requests. Under these circumstances the Adviser may be forced to dispose of financial instruments at reduced prices, thereby adversely affecting its performance. If there are other market participants seeking to dispose of similar financial instruments at the same time, the Adviser may be unable to sell such financial instruments or prevent losses relating to such financial instruments. Furthermore, if the Adviser incurs substantial trading losses, the need for liquidity could rise sharply while its access to liquidity could be impaired. Finally, in conjunction with a market downturn, the Adviser's counterparties could incur losses of their own, thereby weakening their financial condition and increasing the Adviser's credit risk to those counterparties.

Off-Balance Sheet Risk: In the normal course of business, CNH may invest in financial instruments with off-balance sheet risk. These instruments include futures contracts, forward contracts, swaps, and securities and options contracts sold short. An off-balance sheet risk is associated with a financial instrument if such instrument exposes the investor to an accounting and economic loss in excess of the investor's recognized asset carrying value in such financial instrument, if any, or if the ultimate liability associated with the financial instrument has the potential to exceed the amount that the investor recognizes as a liability in the investor's statement of assets and liabilities. Additionally, in the normal course of business, CNH may purchase long positions in option contracts that do not have off-balance sheet risk. The risk that these financial instruments expose the investor to is not in excess of the investor's recognized asset carrying value in the statement of assets and liabilities.

Options: There are risks associated with the sale and purchase of call options. The seller (writer) of a call option which is covered (e.g., the writer holds the underlying security) assumes the risk of a decline in the market price of the underlying security below the purchase price of the underlying security less the premium received and gives up the opportunity for gain on the underlying security above the exercise price of the option. The seller of an uncovered call option assumes the risk of a theoretically unlimited increase in the market price of the underlying security above the exercise price of the option. The buyer of a call option assumes the risk of losing its entire investment in the call option.

There are risks associated with the sale and purchase of put options. The seller (writer) of a put option which is covered (e.g., the writer has a short position in the underlying security) assumes the risk of an increase in the market price of the underlying security above the sales price (paid to establish the short position) of the underlying security if the market price falls below the exercise price of the option. The seller of an uncovered put option assumes the risk of decline in the market price of the underlying security below the exercise price of the option. The buyer of a put option assumes the risk of losing its entire investment in the put option.

Portfolio Turnover: Active and/or frequent trading of securities and financial instruments within a portfolio may produce increased transaction costs, including brokerage commissions, fees, transaction taxes, and other transaction costs. Likewise, such active and/or frequent trading may result in short-term capital gains tax treatment.

Short Sales: A short sale involves the sale of a security that a portfolio does not own in the expectation of purchasing the same security (or a security exchangeable therefore) at a later date at a lower price. To make delivery to the buyer, the portfolio must borrow the security, and the portfolio is obligated to return the security to the lender, which is accomplished by a later purchase of the security by the portfolio. In some cases, the lender may rescind the loan of securities and cause the borrower to repurchase shares at inflated prices, resulting in a loss. When a portfolio makes a short sale in the United States, it must leave the proceeds thereof with the broker, and it must also deposit with the broker an amount of cash or marketable securities sufficient under current margin regulations to collateralize its obligation to replace the borrowed securities that have been sold. If short sales are effected on a foreign exchange, such transactions will be governed by local law. A short sale involves the risk of a theoretically unlimited increase in the market price of the security. The extent to which a portfolio will engage in short sales depends upon CNH's investment strategy and perception of market direction. In addition, global regulatory prohibitions on short sales may impair CNH's ability to implement its investment process. Bans may add additional constraints to a strategy, which may increase transaction costs as well as the time required to monitor compliance with the restrictions.

Use of Swaps and Other Derivatives: CNH may make use of swaps and other forms of derivative contracts. In general, a derivative contract (including options, as

described above) typically involves leverage, *i.e.*, it provides exposure to potential gain or loss from a change in the level of the market price of a security, currency or commodity (or a basket or index) in a notional amount that exceeds the amount of cash or assets required to establish or maintain the derivative contract. Consequently, an adverse change in the relevant price level can result in a loss of capital that is more exaggerated than would have resulted from an investment that did not involve the use of leverage inherent in the derivative contract. Depending on the strategy, many of the derivative contracts used by CNH may be privately negotiated in the OTC market. These contracts also involve exposure to credit risk, since contract performance depends in part on the financial condition of the counterparty or the counterparty's guarantor. These transactions may also involve significant transaction costs.

The following risks relate to the Adviser's quantitative and statistical methods of analysis.

Computer System Risks: Throughout its investment management process and business operations, CNH relies on a variety of computer hardware and software systems and platforms, some of which may be proprietary while others may be licensed from third parties (such systems and platforms, collectively, "Computer Systems"). Incorrect data, hardware or software malfunctions, programming inaccuracies, and similar errors may impair the performance of Computer Systems, which may negatively affect investment performance.

Operational Risk: CNH has developed systems and procedures to manage operational risk. Operational risks arising from mistakes made in the confirmation or settlement of transactions, from transactions not being properly booked or accounted for, or other similar disruption in the Adviser's operations may cause the Adviser to suffer financial loss, the disruption of its business, liability to Clients or third parties, regulatory intervention, or reputational damage. CNH relies heavily on its portfolio management, financial, accounting, and other data processing systems. The ability of its systems to accommodate an increasing volume of transactions could also constrain the Adviser's ability to properly manage a Client's portfolio.

Trading Judgment: The success of the proprietary valuation techniques and investment and trading strategies employed by CNH is subject to the judgment and skills of the portfolio managers, research teams and trading teams. Additionally, the abilities of the trading team with regard to execution and discipline are important to a Client's performance. There can be no assurance that the investment decisions or actions of the portfolio managers, researchers or trading personnel will be correct. Incorrect decisions or poor judgment may result in substantial losses to a Client.

Trading Decisions Based on Quantitative and Other Analysis: CNH's portfolio management and trading decisions are based on quantitative models, signals, and other analyses. Any factor that would lessen the prospect of major trends occurring in the future (such as increased governmental control of, or participation in, the financial markets) may reduce the prospect that a particular trading method or strategy will be profitable in the future. In the past, there have been periods without

discernible trends and, presumably, such periods will continue to occur in the future. Moreover, any factor that would make it more difficult to execute trades at desired prices in accordance with the signals of the trading method or strategy (such as a significant lessening of liquidity in a particular market) would also be detrimental to profitability. Further, many advisors' investment models and trading methods utilize similar analyses in making trading decisions. Therefore, bunching of buy and sell orders can occur, which makes it more difficult for a position to be taken or liquidated. No assurance can be given that the Adviser's strategies will be successful under all or any market conditions.

Model and Data Risk: Given the complexity of CNH's investment strategies, the Adviser relies heavily on quantitative models (both proprietary models developed by the Adviser, and those supplied by third parties) and information and data supplied by third parties ("Models and Data"). Models and Data are used to construct sets of transactions and investments, to value investments or potential investments (whether for trading purposes, or for the purpose of determining the net asset value of a Client), to provide risk management insights, and to assist in hedging the Clients' investments. When Models and Data prove to be incorrect or incomplete, any decisions made in reliance thereon expose Clients to potential risks. Similarly, any hedging based on faulty Models and Data may prove to be unsuccessful.

Some of the models used by CNH are predictive in nature. The use of predictive models has inherent risks. For example, such models may incorrectly forecast future behavior, leading to potential losses on a cash flow and/or a mark-to-market basis. In addition, in unforeseen or certain low-probability scenarios (often involving a market disruption of some kind; for instance, major earthquakes or terrorist attacks), such models may produce unexpected results, which can result in losses to a Client's portfolio. Furthermore, because predictive models are usually constructed based on historical data supplied by third parties, the success of relying on such models may depend heavily on the accuracy and reliability of the historical data. All models rely on correct market data inputs. If incorrect market data is entered into even a well-founded model, the resulting valuations may be incorrect. However, even if market data is input correctly, "model prices" will often differ substantially from market prices, especially for securities with complex characteristics, such as derivative instruments.

Obsolescence Risk: CNH's strategies are unlikely to be successful unless the assumptions underlying the models used to implement those strategies are realistic and either remain realistic and relevant in the future or are adjusted to account for changes in the overall market environment. If such assumptions are inaccurate or become inaccurate and are not promptly adjusted, it is likely that profitable trading signals will not be generated. If and to the extent that the models do not reflect certain factors, and CNH does not successfully address such omission through its testing and evaluation and modify the models accordingly, major losses may result. CNH will continue to test, evaluate, and add new models, as a result of which the existing models may be modified or discontinued from time to time. There can be no

assurance as to the effects (positive or negative) of any modification on a Client's portfolio.

Crowding/Convergence: There is significant competition among quantitatively-focused managers. To the extent that CNH's models come to resemble those employed by other managers, the risk that a market disruption that broadly affects the models of quantitatively-focused managers (including competitors of CNH) may adversely affect a Client is increased, as such a disruption could accelerate reductions in liquidity or rapid repricing due to simultaneous trading across a number of funds in the marketplace.

Risk of Programming and Modeling Errors: CNH's research and modeling process is extremely complex and involves financial, economic, econometric and statistical theories, research and modeling; the results of that process must then be translated into computer code. Although CNH seeks to hire individuals skilled in these functions and to provide appropriate levels of oversight, the complexity of the individual tasks, the difficulty of integrating such tasks, and the limited ability to perform "real world" testing of the end product raises the chances that the finished model may contain an error. One or more of such errors could adversely affect a Client's portfolio and would generally not constitute a trade error subject to reimbursement under CNH's policies.

Involuntary Disclosure: As described above under "Model and Data Risk" and "Crowding/Convergence," CNH's ability to achieve its Client's investment objective is dependent in large part on its ability to develop and protect its models and proprietary research. The proprietary research and the Models and Data are largely protected by CNH through the use of policies, procedures, agreements, and similar measures designed to create and enforce robust confidentiality, non-disclosure, and similar safeguards. However, extensive position-level public disclosure obligations (or disclosure obligations to Clients, exchanges, or regulators with insufficient privacy safeguards) and theft of white papers, technical specifications, and other data could lead to opportunities for competitors to reverse-engineer strategies, and thereby impair the relative or absolute performance of a Client's portfolio.

Proprietary Trading Methods: Because CNH's trading methods are proprietary, a Client will not be able to determine any details of such methods or whether they are being followed.

Item 9 – Disciplinary Information

CNH has nothing to disclosure under this Item 9.

Item 10 – Other Financial Industry Activities and Affiliations

CFTC Registration Status: CNH is registered with the CFTC as a commodity pool operator and commodity trading adviser and is a member of NFA.

Material Relationships or Arrangements with Industry Participants: CNH is a Delaware limited liability company whose members are AQR and CNH CM.

AQR is a SEC-registered investment adviser (SEC Number 801-55543), is registered with the CFTC as a commodity pool operator and as a commodity trading adviser, and is a member of NFA. AQR specializes in quantitative investment analysis which relies on proprietary models, utilizing a set of valuation, momentum, and other factors, to generate views on positions and applying them in a disciplined and systematic process. AQR sponsors and manages a number of private investment funds, registered investment companies, separate institutional accounts and proprietary accounts in which CNH principals may be invested, which may make certain of the same investments as Client accounts managed by CNH. CNH serves as sub-adviser to certain AQR clients. AQR does employ CNH to perform research and investment management support services. AQR, where appropriate, may invest the assets of certain of its clients in funds managed by CNH. AQR waives its portion of fees on the value of a client's investment in funds managed by CNH, but CNH CM does not waive its portion of fees. CNH utilizes the infrastructure of AQR for non-portfolio management functions.

CNH CM is not a registered investment adviser and does not have investment management agreements or discretionary authority over CNH or AQR clients.

Mark L. Mitchell, a Principal of CNH CM, is on the Board of Directors of TD Ameritrade Holding Corp., a publicly traded company. Mr. Mitchell's Board membership is independent of AQR and CNH. AQR and CNH restrict transactions with TD Ameritrade Holding Corp.

Sponsored Funds may be set up as a feeder fund ("Feeder Fund") that invests generally in one or more master funds (each a "Master Fund", and together with its Feeder Fund, a "Master-Feeder Structure"). Master Funds and Feeder Funds are organized as separate legal entities, but are both Sponsored Funds. CNH or affiliated entities may also from time-to-time act as general partner or managing member to certain Sponsored Funds formed as limited partnerships or limited liability companies. CNH or affiliated entities may act as general partner to both the Master Fund and Feeder Fund in a Master-Feeder Structure. The following CNH-affiliated entities serve as general partner or managing member to one or more CNH Sponsored Funds:

- CNH Principal Partners I, LLC
- AQR Investment Fund GP, LLC

Item 11 – Code of Ethics, Participation or Interests in Client Transactions and Personal Trading

Code of Ethics: CNH’s officers, principals, and employees (including members of their households) (collectively “Covered Persons”) must abide by CNH’s Code of Ethics (the “Code”).

Covered Persons are permitted to invest in AQR Funds, Sub-Advised Mutual Funds, and Sponsored Funds, and through their personal trading accounts, subject to certain restrictions. Covered Persons may in certain circumstances invest in the same or related securities as CNH or an affiliate invests in for Clients, including doing so before, or at about the same time as a Client transaction is effected. CNH has implemented the Personal Securities Transactions and Private Investments section of the Code in order to reduce conflicts of interest that may arise between trading for Clients and the personal trading activities of Covered Persons. Covered Persons must adhere to CNH’s anti-front running requirements. These policies, among other things, also prohibit certain personal transactions, impose restrictions on personal trades, require Covered Persons to pre-clear certain personal trades, and require Covered Persons to make certain reports regarding their personal trading and private investments.

CNH is firmly committed to making its Covered Persons (both current and prospective) aware of the requirements within CNH’s Business Conduct Manual (the “Business Conduct Manual”), which also contains the firm’s Code. All employees and prospective employees are provided with the Business Conduct Manual at the time of hire and at least annually thereafter, and each employee must certify that he or she has received a copy of the Business Conduct Manual and has read and understands its provisions. Additionally, employees of CNH are subject to periodic compliance training that addresses the requirements of the Business Conduct Manual and the other policies described in this Item.

Clients or prospective Clients may obtain a copy of the Business Conduct Manual upon request.

Client Transactions in Securities Where Adviser has a Material Financial Interest:

CNH or its related persons act as a general partner, sponsor, or investment adviser to partnerships, trusts, or other entities for which CNH solicits investments. These practices create a conflict of interest because CNH or a related person has an incentive to recommend its products to Clients based on its own financial interests, rather than solely the interests of a Client.

Investments in affiliated funds may be made through either the Master Fund and/or Feeder Fund or one or more of the Series Funds. AQR waives its portion of fees on the value of a Sponsored Fund’s investment in funds managed or sub-advised by CNH, but CNH CM, with whom AQR shares an interest in CNH, does not waive its portion of fees.

AQR may also employ CNH to perform research and investment management support services. CNH CM may be compensated directly by Sponsored Funds.

Investing in Securities Recommended to Clients: When CNH determines that it would be appropriate for one or more Sponsored Funds, the AQR Funds, or other Clients, including its own proprietary accounts, to participate in an investment opportunity, CNH will seek to execute orders for all of the participating accounts, including its own proprietary account, on an equitable basis.

Subject to applicable laws and/or Client restrictions, CNH may instruct on the purchase, sale or holding of a certain security or securities for a Client or proprietary account while also instructing other Client or proprietary accounts to enter into a different or opposite investment decision regarding the same security or securities. Hence, CNH may direct the purchase or sale of the same securities for more than one advisory Client (or proprietary account) account on the same day (including at the same time) in the same direction, the opposite direction, or a combination of the two directions. There may be potential disadvantages when more than one Client simultaneously seeks to buy or sell commonly held securities and other investment positions. Additionally, certain Clients may take an opposite investment position (*i.e.*, a long position versus a short position) in the same security held by other Clients.

CNH will allocate investment opportunities and trades fairly. “Fair” treatment does not mean identical treatment of all Clients. Rather, it means that CNH does not discriminate on an impermissible basis against one Client or group of Clients. When CNH transacts in securities or instruments for more than one Client, the investment opportunities and trades will be allocated in a manner consistent with CNH’s fiduciary duties. Please refer to Item 12 – Brokerage Practices for a description of CNH’s trade aggregation and allocation procedures.

Investing in Securities Issued by Clients, Counterparties, and Related Parties: To the extent permitted by law and account guidelines, CNH may recommend the purchase, sale or holding of securities issued by companies with which CNH has material business relationships, including companies which are Clients, prospective Clients or which are affiliated with Clients, service providers or trading counterparties. These transactions are subject to the requirements and limitations of the Code and related policies, as well as the requirements of the Advisers Act, the Company Act and/or other applicable laws.

Conflict of Interest Created by Contemporaneous Trading: Certain qualified employees have invested their own monies in Sponsored Funds managed by investment personnel of CNH and/or AQR. From time to time, CNH or a related person may buy or sell securities for Clients before, or at about the same time that CNH or a related person buys or sells the same securities for its own accounts. These Sponsored Funds may hold, purchase, sell or short the same investments in which Clients have interests. In order to minimize the conflicts stemming from situations where this type of contemporaneous trading might result in an economic benefit for CNH or its related persons to the

detriment of a Client, CNH has adopted the trade aggregation and allocation policies and procedures discussed in Item 12 – Brokerage Practices below.

Insider Trading/Material Nonpublic Information (“MNPI”): All CNH employees are subject to the Code’s Policy to Prevent Trading on Material Nonpublic Information. This section of the Code includes policies and procedures prohibiting the misuse of MNPI and is designed to prevent insider trading by an officer or employee of the Adviser. Additionally, employees are prohibited from transacting in the securities of the relevant issuer while in possession of MNPI or disclosing MNPI to any person, including, but not limited to, family members.

In accordance with these policies, to prevent trading of public securities based on MNPI, CNH and its affiliates maintain a “restricted list” that identifies any securities that cannot be purchased by Covered Persons or Clients. The issuers named on this restricted list are coded as prohibited in CNH’s trading and portfolio compliance system, thus blocking the Adviser from trading in these securities without the consent of the Adviser’s Chief Compliance Officer or his designee.

Item 12 – Brokerage Practices

CNH or an affiliate is responsible for selecting brokers to execute portfolio transactions on behalf of Clients and negotiating any commissions or spreads paid on such transactions, except with respect to Client's that have entered into directed brokerage agreements. Securities transactions normally will be purchased through brokers selected by CNH in its sole discretion without the consent of Clients. Before establishing a relationship with any counterparty, the Adviser's Global Trading Strategies group ("GTS") will evaluate the counterparty based on the selection factors including, but not limited to, those listed below. In addition, the Adviser's Counterparty Committee will review each proposed counterparty relationship. Only after due diligence is complete will the Counterparty Committee vote to approve a counterparty. The Counterparty Committee maintains a list of all counterparties approved to execute Client orders and will continue to review those counterparties on an on-going basis. The Best Execution Committee evaluates selection factors listed below on an ongoing basis.

Brokerage Relationships: CNH's relationships with counterparties, particularly those affiliated with large financial services organizations, are complex. CNH uses various counterparties to execute orders on behalf of Clients, but may also have other relationships with such firms. For example:

- CNH may invest Client assets in securities issued by counterparties or their affiliates;
- CNH may provide investment management services to certain counterparties or their affiliates;
- Certain counterparties may provide both internally-generated and third-party research to CNH;
- Certain counterparties may refer prospective clients to CNH or may invest themselves in CNH's products.

Notwithstanding such relationships or business dealings with these counterparties, CNH has a duty to Clients to seek best execution when trading with these firms and has implemented policies and procedures to monitor its efforts in this regard.

Selection Factors for Counterparties:

Best Execution: Clients often grant CNH or its affiliates the authority to select the counterparty to be used for the purchase or sale of securities and investments. Consequently, CNH has a duty to seek best execution of transactions for Clients. "Best execution" is generally understood to mean the most favorable cost or net proceeds reasonably obtainable under the circumstances.

In seeking best execution, the selection of executing brokers and their respective capabilities on behalf of Clients shall be evaluated by GTS and the Best Execution Committee. Each broker evaluation shall be conducted by GTS and discussed, reviewed and documented by the Best Execution Committee in consideration of the factors including, but not limited to, those described below. The determining factor is not necessarily the lowest possible commission cost, but whether the transaction represents the best qualitative execution overall. The Best Execution Committee has determined that the following factors, to the extent applicable, should be considered in determining whether a broker provides best execution:

Execution Capability: The following factors are considered when assessing a broker's execution capability: quality of overall execution services provided by the broker; promptness of execution; ability to access various market centers; the broker's facilities; the size and volume of the broker's order flow; any expertise the broker may have in executing trades for the particular type of security; execution and operational capabilities of the broker (including relative execution capability based on the size of the order, the trading characteristics of the security involved, the likelihood that the broker will know where other buyers or sellers can be found and the cost and difficulty associated with achieving such access); and technology developments and market changes, including the ability of the broker to use ECNs to gain liquidity, price improvement, lower commission rates and anonymity.

Broker Quality: The following factors are considered for broker quality: Creditworthiness and financial condition of the broker; Ability or willingness to maintain and commit adequate capital when necessary to complete trades; Promptness and accuracy of oral, hard copy or electronic reports of execution; History of low trade errors and the ability and willingness to correct broker errors; Promptness and accuracy of confirmation statements; and Reliability, reputation and integrity of the broker.

When selecting brokers to execute Client trades, employees may not consider factors that are based on a personal benefit or conflicts of interest (e.g., directing execution as a means of compensating others for personal favors). In addition, employees are required to disclose to AQR's Compliance Department any related person of the employee who is employed by or affiliated with a bank, broker-dealer, futures broker or commodities broker, which may present a potential conflict of interest.

Commission Rates: Recognizing the value of these factors, CNH may select counterparties that charge a commission in excess of that which another counterparty might have charged for effecting the same transaction. CNH is not obligated to choose the counterparty offering the lowest available commission rate if, in CNH's reasonable judgment, the total cost or proceeds from the transaction may be less favorable than what may be obtained elsewhere or if a higher commission is justified by the service and/or research provided by another counterparty.

Consequently, CNH is authorized to pay higher prices for the purchase of securities from, or accept lower prices for the sale of securities to, brokerage firms that provide it with investment and research information or to pay higher commissions to such firms if CNH determines such prices or commissions are reasonable in relation to the overall services provided. CNH is not required to weigh any of these factors equally. Information so received is in addition to and not in lieu of services required to be performed by CNH, and CNH's fee is not reduced as a consequence of the receipt of such supplemental research information. Research services provided by counterparties used by a particular Client may be utilized by CNH or its affiliates in connection with its investment services for other accounts, and, likewise, research services provided by counterparties used for transactions of other accounts may be utilized by CNH in performing its services for the Client. Since commission rates in the United States are negotiable, selecting brokers on the basis of considerations which are not limited to applicable commission rates may at times result in higher transaction costs than would otherwise be obtainable.

CNH may also engage in agency transactions in OTC equity and debt securities. In these situations, the Client may pay an agency commission in addition to the mark-up or markdown assessed by the market maker.

Additional Factor: Finally, whether the broker gives Clients access to initial public offerings, secondary equity offerings or debt offerings may also be considered so long as it does not interfere with the Advisor's fiduciary duty to its Clients and its intention to maximize the value of Client portfolios under the particular circumstances at the time.

When selecting brokers to execute Client trades using the additional factor set forth above, the Adviser has established policies and procedures to ensure employees are sensitive to the actual or potential conflicts of interest the additional factor may pose, and where necessary, also ensure that the conflicts are addressed by disclosure, Client consent or any other appropriate action.

Review of Counterparty Execution: CNH has implemented internal controls and procedures to address the conflicts of interest associated with its brokerage practices. To determine that it is receiving best execution for its transactions over time, CNH will obtain information as to the general level of commission rates being charged by the brokerage community, from time to time, and will periodically evaluate the overall reasonableness of brokerage commissions paid on Client transactions by reference to such data. To the extent CNH has been paying higher commission rates for its transactions, CNH will determine if the quality of execution and the services provided by the counterparty justify these higher commissions.

The Best Execution Committee monitors best execution. The Best Execution Committee reviews commission rates by broker, country, and investment type per Client as part of its overall responsibility. When employing direct market access trading methods, counterparty effectiveness is based primarily on cost, connectivity, and operational

performance. Moreover, the Counterparty Committee reviews credit quality and operational viability of the Adviser's clearing and execution counterparties.

Directed Brokerage: CNH generally does not recommend, request, or require that Clients direct CNH to execute transactions through a specified counterparty. However, from time to time a Client may direct CNH to use a particular counterparty for all or a percentage of trades (a "directed brokerage arrangement"). The Client should consider the costs and disadvantages that may occur if a directed brokerage arrangement is employed, such as higher commissions, less than favorable execution, and/or exclusion from trade opportunities. It is CNH's practice not to negotiate commission rates with directed counterparties unless expressly requested by the Client.

Clients with directed brokerage arrangements thus should consider the following: they may pay higher commissions on some transactions than might be attained by CNH or receive less favorable execution on some transactions, or both; they may not be able to participate in the allocation of initial public offerings; CNH may not begin to execute transactions with directed counterparties until non-directed brokerage orders are completed; and they may not generate returns equal to those Clients that do not have directed brokerage arrangements. Further, Clients who designate the use of particular counterparties should understand that they may lose the possible advantage which non-designating Clients derive from aggregation of orders for several Clients as a single transaction for the purchase or sale of a particular security. Accordingly, a Client with a directed brokerage arrangement should determine whether or not the specified counterparty could provide adequate price and execution for its transactions.

Prime Brokerage: Many Clients have one or more prime brokers through which the Client's trade clearance and financing is coordinated. Prime brokers may also provide CNH with research, reporting, and analysis tools as part of their services.

Step-Outs: CNH may use "step-out trades" when CNH determines that it may facilitate better execution for certain Client trades. Step-out trades are transactions which are placed at one counterparty and then "given up" or "stepped out" by that counterparty to another counterparty. Step-out trades may benefit the Client by finding a natural buyer or seller of a particular security so that CNH can trade a larger block of shares more efficiently. Unless directed otherwise by the Client, CNH may use step-out trades for any Clients.

Soft Dollar Arrangements: The term "soft dollars" refers generally to the practice by investment advisers of paying for research and brokerage services using brokerage commissions generated by the execution of trades for their clients' accounts. Under no circumstances shall any CNH employee enter into any oral or written agreement providing for the specific allocation of brokerage or other execution activity in exchange for soft dollar benefits without prior approval from the Best Execution Committee.

Section 28(e) of the Securities Exchange Act of 1934 ("Section 28(e)") requires that a person exercising discretion with respect to an account must make a good-faith

determination that the rate paid for brokerage services is reasonable in relation to the value of the research services provided, viewed either in terms of the particular transaction or in terms of overall responsibility with respect to accounts for which the money manager exercises investment discretion. If such determination is made, it is considered compliant for the money manager to “pay up” for research services.

Although CNH does not anticipate using soft dollars, if CNH decides to do so in the future, CNH would utilize only those services that would be within the safe harbor afforded by Section 28(e), such that credits generated by CNH’s Clients would only be used to obtain investment research and brokerage services that provide lawful and appropriate assistance to CNH in the performance of its investment decision-making responsibilities.

Although CNH does communicate trades to brokers through broker-provided interfaces, it currently does not have soft dollar arrangements. However, CNH may receive proprietary research and brokerage services, within the meaning of Section 28(e), from certain counterparties that execute trades for Clients. Proprietary research generally includes access to company executives, conferences, analysis, forecasts, and in-house research. This type of research does not have an identifiable value and is provided based on CNH’s total client trading activity or by simply opening an account. CNH does not view such services and research as soft dollar arrangements.

Receipt of such services and research may create an incentive for CNH to select or recommend counterparties based on CNH’s interest in receiving the research or other products or services, may result in the selection of counterparties on the basis of considerations that are not limited to the lowest commission rates, and may result in higher transaction costs than would otherwise be obtainable by CNH on behalf of its Clients. However, as discussed above, CNH has a duty to seek overall best execution of transactions for Clients and has instituted internal controls and procedures designed to ensure that CNH is receiving best execution for Client transactions over time, taking into account all pertinent factors.

Brokerage for Client Referrals: Neither CNH nor any related person receives referrals from any broker-dealer or third party to manage any investment fund or managed account. However, certain broker-dealers may host conferences and events for prospective investors. On occasion, representatives of CNH may speak at these “capital introduction” events and meet with prospective investors. Neither CNH nor Clients compensate the brokers for organizing such events or for any investments ultimately made by prospective investors attending such events, nor do they anticipate doing so in the future. Clients may accept subscriptions from investors who also provide services to Clients, including brokers and their affiliates. Relationships such as these could be viewed as creating a conflict of interest that potentially could affect CNH’s ability to seek best execution. While CNH’s relationship with broker-dealers may influence it in deciding whether to use such brokers in connection with brokerage, financing and other activities of Clients, CNH will not commit with any broker to allocate a particular amount of brokerage to that broker. In addition, CNH conducts best execution reviews on a

regular basis in an effort to mitigate potential conflicts of interest with brokerage relationships, and to provide reasonable assurance that CNH obtains best execution for all Clients.

Trade Aggregation and Allocation: As discussed in Item 6 – Performance-Based Fees and Side-By-Side Management above, side-by-side management of various types of portfolios raises the possibility of favorable or preferential treatment of a portfolio or a group of portfolios arising from differences in fee arrangements. As a registered investment adviser and a fiduciary, CNH exercises due care to ensure that investment opportunities are allocated equitably among all Clients, regardless of their corresponding fee-structure. Towards this end, CNH has implemented specific controls built on two general principles: fair allocation of a trade opportunity and fair allocation of price. Depending upon the particular instrument, the trade opportunities for which a Client will participate are determined by CNH’s quantitative investment models, as they prescribe the specific appetites based on pre-determined parameters and measures for individual securities based on the particular Client’s investment objectives with its specified account restrictions. Upon completion of this process, a set of transactions are identified that are either traded in aggregate with other accounts with similar objectives or are traded individually.

If CNH has determined to invest at the same time for more than one of the accounts, CNH may (but is not obligated to) aggregate or “bunch” orders to obtain best execution, negotiate more favorable commission rates, or allocate equitably among Clients differences in prices and commissions or other transaction costs that might have been obtained had such orders been placed independently. Under this aggregation procedure, transactions will generally be averaged as to price and allocated among Clients *pro rata*, based on original allocation to the purchase and sale orders placed for each Client on any given day. To the extent that CNH determines to aggregate Client orders for the purchase or sale of investments, including investments in which CNH’s principal(s) and/or associated person(s) may invest, CNH shall do so in a fair and equitable manner. CNH shall not receive any additional compensation or remuneration as a result of the aggregation. In the event that CNH determines not to aggregate Client orders, Clients may be subject to different prices and commissions or other transaction costs compared to what they would have obtained had such orders been placed on an aggregate basis.

If an aggregate order on behalf of more than one account cannot be fully executed under prevailing market conditions, CNH may allocate the securities traded among the different accounts on the basis in which it considers equitable. In these circumstances, each account would generally pay, in connection with the purchase (sale) of securities by more than one account, the average price per unit acquired (sold), which may be higher (lower) than if it had acted alone, and it may otherwise not be able to execute an investment decision as effectively as it could have if it had acted alone.

In the event that CNH determines that a *pro rata* allocation for partially executed aggregate orders is not appropriate under the particular circumstances, the allocation will be made based upon other relevant factors, which may include: (i) when only a small

percentage of the order is executed, shares may be allocated to the account with the smallest order or the smallest position or to an account that is out of line with respect to security or sector weightings relative to other portfolios, with similar mandates; (ii) an allocation may be given to an account when the account has limitations in its investment guidelines which prohibit it from purchasing other securities that are expected to produce similar investment results and can be purchased by other accounts; (iii) if an account reaches an investment guideline limit and cannot participate in an allocation, shares may be reallocated to other accounts (this may be due to unforeseen changes in an account's assets after an order is placed); (iv) with respect to sale allocations, allocations may be given to accounts low in cash; (v) in cases when a *pro rata* allocation of a potential execution would result in a *de minimis* allocation in one or more accounts, CNH may exclude the account(s) from the allocation and the transactions may be executed on a *pro rata* basis among the remaining accounts; or (vi) in cases where a small proportion of an order is executed in all accounts, shares may be allocated to one or more accounts on a random basis.

The Compliance Department of the Adviser's affiliate, AQR, monitors the allocation of investment opportunities by utilizing reports, produced daily or on an as-needed basis. CNH believes that these activities, along with other, provide an environment that fosters the fair and equitable treatment of Clients.

Cross Trades: Cross trades occur when CNH arranges for the purchase and sale of a security between certain types of Clients at a CNH specified price. Under certain conditions, CNH may enter into cross trades provided they are executed in compliance with the Advisers Act and, if pertinent, the Company Act.

Principal Trades: To the extent that CNH engages in a principal transaction covered by Section 206(3) of the Advisers Act due to the ownership interest in a Client by CNH, its affiliates or its personnel, CNH will comply with the requirements of Section 206(3) of the Advisers Act, including that CNH will notify the applicable Client (or an independent representative of the Client) in writing of the transaction and obtain the Client's consent (or the consent of an independent representative of the Client). Section 206(3) of the Advisers Act only applies with respect to principal transactions involving the purchase or sale of securities (and not, for the avoidance of doubt, commodities, currencies or many of the other financial instruments in which a Client may trade).

Opposing Orders in the Same Security ("Netting Trades"): Netting trades occur when CNH submits simultaneous buy and sell orders for two or more Clients to a counterparty for execution. The counterparty executes the portion that cannot be offset amongst the buy and sell orders and assigns the buy and sell orders the same execution price for the entire transaction. CNH believes such netting trades reduce the market impact of the trades and therefore provide best execution for the Clients.

Incident Handling Policy: CNH classifies trade errors pursuant to its own standardized error correction policies and procedures as those orders executed by GTS without instructions or not in accordance with CNH portfolio management team's instructions

that may affect a Client's account. Discernible net realized losses incurred by a Client due to such a trade error or due to CNH's breach of a Client guideline or a regulatory requirement (subject to the applicable terms of the investment management agreement) are generally reimbursable by CNH. However, process enhancements, errors or other incidents that occur in connection with CNH's use of models and/or data sources in the investment management process and may impact a Client's portfolio are deemed "process incidents" and are not considered trade errors subject to reimbursement under CNH's policies. Errors caused by brokers or other third parties are not covered by this particular policy.

While CNH will attempt to correct the error promptly, correction of trade errors may be delayed in certain cases where investigation of the error is necessary or where consultation with a particular Client is sought. CNH will not use another Client's account to correct a trade error, nor will commission or "soft dollars" be used to correct Adviser trade errors.

CNH may agree to comply with a specific Client's policies regarding the handling of errors that may be different from the policies set forth above.

Item 13 – Review of Accounts

CNH's portfolio managers, along with the client administration analysts, and the Compliance Department of its affiliate, AQR, frequently communicate with the trading and portfolio management staff to review the status of, and to provide instructions or guidance concerning, pending transactions for, and overall performance of, each Client's account. The level of review and guidance provided by CNH's portfolio management personnel varies based upon facts and circumstances specific to individual Clients. Generally, a review of a Client's account includes specific securities held, adherence to investment guidelines, and account performance.

Although CNH reviews each Client's account on a regular basis, there are facts and circumstances which may prompt *ad hoc* reviews. Significant market events affecting the prices of one or more securities held by a Client, changes in investment objectives or guidelines of a particular Client, or specific arrangements with particular Clients or investors may trigger more frequent reviews of a particular Client's account.

In addition, various investment committees of the Adviser are responsible for monitoring investment strategies employed by the respective portfolios. These committees generally have an overall responsibility for monitoring the portfolios' investments and the efficacy of those investments.

Subscribers in Sponsored Funds are generally furnished (i) as soon as practicable after the end of each fiscal year, written annual reports of the relevant Sponsored Fund(s) that include audited financial statements prepared in accordance with U.S. generally accepted accounting principles or other acceptable accounting principles; and (ii) on a basis no less frequently than quarterly, written unaudited reports on the operations of the relevant Sponsored Fund(s) which may include a statement of the net asset value of the Subscriber's interest in such Sponsored Fund(s). Subscribers in Sponsored Funds receive reports from CNH pursuant to the terms of each Sponsored Funds' offering memoranda or investor Side Letter.

Item 14 – Client Referrals and Other Compensation

Relationships with Consultants

Many of CNH's Clients and prospective Clients retain investment consultants to advise them on the selection and review of investment managers. CNH may have certain Clients that were introduced to CNH through consultants. These consultants or their affiliates may, in the ordinary course of their investment consulting business, recommend CNH's investment advisory services or otherwise place CNH into searches or other selection processes for a particular client.

CNH has extensive dealings with investment consultants, both in the consultants' role as adviser for their clients and through independent business relationships. Specifically, CNH provides consultants with information on portfolios it manages for its mutual clients, pursuant to its Clients' directions. CNH also provides information on its investment styles and performance to consultants, who use that information in connection with searches they conduct for their clients. CNH may also respond to "Requests for Proposals" from prospective clients in connection with those searches.

- CNH may invite consultants to events or other entertainment hosted by CNH.
- CNH may pay registration or other fees for the opportunity to participate, along with other investment managers, in consultant-sponsored industry forums or conferences. These conferences or forums may provide CNH with the opportunity to discuss a variety of business topics with consultants, Clients, and prospective Clients.
- In some cases, CNH may serve as investment adviser for the proprietary accounts of consultants or their affiliates or as adviser or sub-adviser for funds offered by consultants and/or their affiliates.

In general, CNH relies on each consultant to make appropriate disclosure to its clients of any conflict that the consultant may believe to exist due to its relationship with CNH.

Relationships with Brokers

As discussed in Item 12 – Brokerage Practices, CNH currently does not have any soft dollar arrangements. However, CNH may receive research and brokerage services from certain counterparties that execute trades for Clients and may take receipt of such services into account when selecting counterparties. CNH has a duty to seek overall best execution of transactions for Clients and has instituted internal controls and procedures designed to ensure that CNH is receiving best execution for Client transactions over time, taking into account all pertinent factors. Please see Item 12 – Brokerage Practices, above, for further information on CNH's soft dollar practices.

Other Relationships

CNH may compensate third parties for investor referrals from CNH's own resources in amounts based upon a portion of the asset-based or performance fees or allocations earned or assets under management with respect to investors introduced by the third party. The fact that CNH may share with third parties a portion of the compensation CNH receives for CNH's investment advisory services will not result in any Client being charged investment advisory fees at a rate in excess of the rate or level of advisory fee customarily charged by CNH to its investment advisory Clients for similar services to comparable accounts, nor will CNH charge any Client any other amount for the purpose of offsetting its cost of obtaining an account through a third party referral.

Item 15 – Custody

CNH does not have physical custody of any Client assets.

Investment advisers with custody of client funds or securities are required to comply with the requirements of Rule 206(4)-2 of the Advisers Act. CNH is deemed to have custody of the assets of Sponsored Funds by virtue of CNH's or its affiliates' control over such funds' assets or role as general partner and/or managing member of such funds. CNH does not have actual physical custody of any investor funds or securities invested in such funds; rather, all such assets are held in the name of each of the applicable funds by an independent qualified custodian. Each applicable fund is audited annually by an independent public accountant, and investors receive annual financial statements within 120 days following such fund's fiscal year end, as required by applicable law¹.

Investors who have not received such audited financial statements in a timely manner should contact CNH immediately.

CNH does not have custody of the assets of the Managed Accounts. Managed Accounts must make their own arrangements for custody of securities. Such custodians may be broker-dealers, prime brokers, banks, trust companies, or other qualified institutions. The qualified custodian will typically provide the Managed Account with at least quarterly account statements relating to the assets held within the account advised by CNH. Each Managed Account should carefully review the qualified custodian's statement upon receipt to determine that it completely and accurately states all holdings in the account and all account activity over the relevant period. Any discrepancies identified by a Managed Account should be immediately reported to CNH and the qualified custodian.

Managed Accounts that have not received account statements from their qualified custodian in a timely manner should contact CNH immediately.

In addition to the account statements provided by qualified custodians to CNH's Managed Accounts, CNH also provides account statements to Managed Accounts on a periodic basis, as agreed upon between the Managed Accounts and the Adviser. These statements are intended to complement, not replace, the statements provided by the Managed Account's qualified custodian. As such, CNH encourages Managed Accounts to compare the statements provided to them by CNH against those provided to them by their qualified custodians who hold the assets of their accounts and to report any questions, concerns, or discrepancies to both the Adviser and the qualified custodian promptly. CNH's statements may vary from custodial statements based on accounting procedures, reporting dates, and/or valuation methodologies of certain securities. However, please note that custodian statements reflect the official books and records for the Managed Accounts.

¹ Sponsored Funds that rely on CFTC Rule 4.7 provide their investors with annual reports within 90 days of the Sponsored Fund's fiscal year end.

Item 16 – Investment Discretion

CNH generally provides investment advisory services on a discretionary basis to Clients.

Prior to assuming discretion in managing a Client's assets, the Adviser enters into a written investment management agreement or other agreement that sets forth the scope of the Adviser's discretion.

The agreement gives the Adviser the authority to determine the timing and amount of securities and other instruments to be purchased and sold for the Client account (subject to restrictions on CNH's activities set forth in the applicable agreement and any written investment guidelines). Because of the differences in Client investment objectives and strategies, risk tolerances, tax status, liquidity considerations, and other criteria, there may be differences among Clients in invested positions and amounts held. Please see Item 12 – Brokerage Practices

From time to time and unless otherwise agreed to with a Client, CNH may receive notices regarding class action lawsuits involving securities that are or were held by Clients. For Sponsored Funds and AQR Funds, CNH will attempt to participate in such class action lawsuits where it believes, in its sole discretion, that such participation may result in a material benefit to the applicable Client, taking into consideration such factors as the anticipated costs and benefits.

Item 17 – Voting Client Securities

CNH's authority to vote proxies for its Clients is established by its investment advisory agreements or comparable documents. CNH has established proxy voting policies and procedures, and AQR's Compliance Department oversees the proxy voting process. The proxy voting procedures are designed to ensure that proxies are voted in the Clients' best interest. CNH will generally vote proxies according to the proxy voting guidelines developed by Institutional Shareholder Services Inc. Governance Services ("ISS") and adopted by CNH. ISS is an unaffiliated third party corporate governance research service that provides in-depth analyses of shareholder meeting agendas, vote recommendations, recordkeeping, and vote disclosure services. In addition, CNH's proxy voting policy includes guidelines for the Chief Compliance Officer to follow if a material conflict of interest arises between CNH and/or its employees and its Clients, to ensure any material conflict is resolved in the best interest of its Clients.

In certain circumstances, Clients are permitted to direct their votes in a particular solicitation. A Client that wishes to direct its vote in a particular solicitation shall give reasonable prior written notice to CNH indicating such intention and provide written instructions directing CNH or ISS to vote in regard to the particular solicitation. Where such prior written notice is received, ISS will vote proxies in accordance with such written instructions received from the Client.

Upon request, CNH will provide a Client with a copy of its proxy voting policies and procedures and information on how the Client's proxies were voted.

CNH has the responsibility to process proxies and maintain proxy records pursuant to SEC rules and regulations. Therefore, CNH will attempt to process every vote it receives for all domestic and foreign proxies. However, there may be situations in which CNH cannot or chooses not to vote proxies. Examples may include:

- If the cost of voting a proxy outweighs the benefit of voting, CNH may refrain from processing that vote;
- CNH may not be given enough time to process the vote. For example, ISS, through no fault of its own, may receive a meeting notice from the company too late or may be unable to obtain a timely translation of the agenda;
- If CNH has outstanding sell orders or intends to sell the applicable security prior to the voting date, the proxies for those meetings may not be voted in order to facilitate the sale of those securities. Although CNH may hold shares on a company's record date, should it sell them prior to the company's meeting date, CNH ultimately may decide not to vote those shares;

Item 18 – Financial Information

This Item is not applicable.