



ROMARK
CREDIT ADVISORS LP

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Form ADV, Part 2A Disclosure Brochure

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This Brochure provides information about the qualifications and business practices of ROMARK CREDIT ADVISORS LP, an investment adviser registered with the United States Securities and Exchange Commission (the "SEC") and its relying adviser. If you have any questions about the contents of this brochure, please contact us at (212) 867-9090 or legal@romarkadvisors.com. This information has not been approved or verified by the SEC or by any state securities authority.

Additional information about ROMARK CREDIT ADVISORS LP 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.

CRD No. 298909

ITEM 2: MATERIAL CHANGES

Item 2 is not applicable as this is Romark Credit Advisors LP's first Form ADV Part 2A Brochure.

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ITEM 4: ADVISORY BUSINESS

A. BACKGROUND

ROMARK CREDIT ADVISORS LP (“RCA”) is a Delaware limited partnership that was formed in 2016 and registered with the SEC on September 28, 2018. RCA is registered with the SEC as an investment adviser pursuant to the Investment Advisers Act of 1940, as amended (the “Advisers Act”). Registration with the SEC does not imply a certain level of skill or training.

RCA is under common control with Shenkman Capital Management, Inc. (“Shenkman”), an SEC-registered global investment advisory firm founded by Mark R. Shenkman in 1985. Prior to submitting its separate registration application as an investment adviser with the SEC, RCA was a relying adviser of Shenkman. Mark R. Shenkman, through Romark Trust LLC and Romark Credit Advisors GP LLC, is the controlling owner of RCA.

Romark CLO Advisors LLC (“RCLO”) is a Delaware limited liability company that was formed in 2017. RCLO is a relying adviser of RCA. Prior to the registration of RCA, RCLO was a relying adviser of Shenkman. RCLO is under common control with RCA.

Romark CLO Ventures LLC (“RV”), a Delaware limited liability company formed in 2017, is the managing member of RCLO. RCA is the controlling owner of RV.

As used herein, the term “Romark” will include RCLO and RCA, as the case may be. The terms “Shenkman Group”, “we” “us”, and “our” shall mean Shenkman, Romark and their affiliates. An advisory client of Romark shall be referred to as a “Romark CLO” and collectively as “Romark CLOs.” References to an advisory client of the Shenkman Group shall be referred to as a “Shenkman Group Client” and collectively as “Shenkman Group Clients.”

For the avoidance of doubt, Shenkman does not provide any advisory services to Romark CLOs. While certain Shenkman shareholders, officers, and/or employees are shareholders, officers, and/or employees of RCA, and in some instances, are shareholders, officers, and/or employees of all three of Shenkman, RCA, and RCLO, such shareholders, officers, and/or employees, when acting on behalf of Romark CLOs, are doing so in their capacity as Romark shareholders, officers, and/or employees and not in their capacity as Shenkman shareholders, officers, and/or employees.

All policies and procedures described herein apply to the Shenkman Group. Any team member that may perform services for the Shenkman Group is subject to the Shenkman Group’s compliance policies and procedures. Please refer to “Item 11: Code of Ethics, Participation or Interest in Client Transactions and Personal Trading” for additional information.

B. OUR SERVICES

Romark’s primary business is to sponsor and provide investment advisory services as a collateral manager to collateralized loan obligations (“CLOs”, and each such CLO managed by Romark, a “Romark CLO”). The Romark CLOs will invest primarily in leveraged loans. Romark will also implement and manage warehouse or similar facilities established in anticipation of the launch of a Romark CLO. Romark may employ leverage through total return swap facilities, cash flow financing, or other facilities either

directly, through special purpose vehicles or in Romark CLOs. Romark in the future may manage or subadvise accounts or funds that are not CLOs. These accounts or funds may invest in instruments issued by Romark CLOs or be established for the express purpose of investing in Romark CLOs.

Romark manages each Romark CLO subject to the powers, duties, and limitations described in the collateral management agreements entered into between Romark and the Romark CLOs and the indentures governing the Romark CLOs. Potential investors in Romark CLOs should review the relevant offering document, indenture, and other constituent documents (together, the "Constituent Documents") pertaining to the particular Romark CLO for additional information.

As of June 30, 2018, Romark served as investment adviser to four (4) CLOs¹ and has regulatory assets under management of approximately \$1,627,289,355, all of which are managed on a discretionary basis.

Romark does not sponsor or participate in any wrap fee programs.

RCA has entered into an agreement (the "Intercompany Services Agreement") with Shenkman pursuant to which Shenkman provides to RCA, for a fee, among other things, credit research and analysis, shared employees and systems, and assistance and advice on certain support services, including, but not limited to, compliance, operations, finance, information technology and development, and human resources. Such credit research and analysis and support services are then provided by RCA, for a fee, to RCLO under the Staff and Services Agreement (as defined below).

To facilitate the provision of its services to each Romark CLO, RCLO and RCA have entered into an agreement (the "Staff and Services Agreement") whereby RCA provides (or arranges for the provision of) to RCLO, for a fee, certain personnel, facilities and systems that may assist RCLO with various middle and back-office services, including (without limitation): (i) administrative services under the Constituent Documents of each Romark CLO, (ii) compliance support and general risk analysis, (iii) advice relating to the appointment of valuation providers, (iv) assistance in the preparation of reports, (v) credit research, (vi) information technology infrastructure and (vii) physical facilities.

Romark has entered, and in the future may enter into, arrangements with certain investors in Romark CLOs that grant such investors special or more favorable rights that are not available to all investors. Such special or more favorable rights may include, but are not limited to: (i) different fee arrangements, which may include fee sharing arrangements; (ii) additional reporting and/or greater access to certain information; (iii) opportunities to meet or speak with Romark's investment team; and (iv) key-person, material litigation and similar notifications rights.

The descriptions set forth herein and elsewhere in this document of specific advisory services offered to Romark CLOs and investment strategies pursued and investments made on behalf of Romark CLOs, should not be understood to limit in any way Romark's investment activities. Romark may offer any advisory services, engage in any investment strategy and

¹ As of June 30, 2018, Romark acted as collateral manager to Romark CLO-II LTD. while it was still in its warehouse phase pursuant to its Credit and Security Agreement. Romark CLO-II, LTD. issued its notes and closed on August 10, 2018. Romark has deemed Romark-II CLO Ltd. as a Romark CLO for purposes of this Form ADV.

make any investment, including any not described in this Brochure, that Romark considers appropriate, subject to each Romark CLO's Constituent Documents.

Persons reviewing this Brochure should not consider it an offer to sell or any solicitation to buy securities of any CLO, investment fund or account managed by the Shenkman Group. Such an offer will only be made by means of an offering document delivered to eligible qualified investors. The Constituent Documents will detail the types of investments that may be purchased/sold. The investment strategies pursued by the Shenkman Group are speculative and entail substantial risks. Shenkman Group Clients should be prepared to bear a substantial or total loss of capital. There can be no assurance that the investment objectives of any Shenkman Group Client will be achieved.

ITEM 5. FEES AND COMPENSATION

As compensation for the performance of services under the applicable collateral management agreement of each Romark CLO, Romark is generally entitled to receive from each Romark CLO (a) a senior collateral management fee, (b) a subordinated collateral management fee, and (c) an incentive fee (subject to a hurdle rate as provided in the relevant Constituent Documents). Fees are calculated and paid by an independent trustee pursuant to the indenture governing each Romark CLO.

For specific information regarding the above referenced fees, please refer to the Constituent Documents of the specific Romark CLO.

Romark may also receive management fees payable under warehouse documents as negotiated by Romark on a deal-by-deal basis and/or structuring fees or "warehouse success fees" (collectively, "CLO Warehouse Fees"). CLO Warehouse Fees may include fees similar to the management fees and incentive fees described above, as well as certain fees negotiated in connection with a payoff of such warehouse facility. Such fees shall be described in the transaction documents for a warehouse facility.

RCA also receives a fee from RCLO under the Staff and Services Agreement. Please see "Item 4: Advisory Business" and "Item 10: Other Financial Industry Activities and Affiliations" for more details concerning the Staff and Services Agreement.

A. PAYMENT OF FEES

Payment of fees is made by an independent trustee pursuant to the indenture governing each Romark CLO.

B. OTHER FEES AND EXPENSES

Fees and expenses payable by the Romark CLOs are detailed in the Constituent Documents of the Romark CLOs

In addition to the fees noted above, Romark CLOs will generally be responsible for certain third-party costs and expenses reasonably incurred by Romark in connection with the performance of its obligations under the Constituent Documents of a Romark CLO, including, but not limited to, all third-party costs and expenses of (i) legal advisers, independent accountants, rating agencies, consultants, brokers and other professionals retained by a Romark CLO or by Romark on behalf of a Romark CLO, (ii) any and all fees, expenses and other costs relating to the acquisition and disposition (whether or not consummated), management, maintenance, custody, monitoring, pricing and administration of the underlying investments owned by a Romark CLO, including, without limitation, the reasonable expenses incurred by or on behalf of Romark relating to any pricing and research data services retained by Romark, compliance services and software, accounting, programming and data entry services, any review, waiver or amendment with respect to underlying investments and the reasonable travel and out-of-pocket expenses of Romark and its agents and the costs of setting up and maintaining computer programs to monitor the underlying investments (it being understood and agreed that except as otherwise expressly provided herein, routine diligence costs and expenses, whether incurred by Romark or third parties on its behalf, in connection with the acquisition, proposed acquisition or holding of underlying investments generally shall be considered ordinary and routine costs and expenses for which Romark shall be responsible, (iii) expenses incurred for general business

operations of Romark CLOs, including charges or expenses incurred by Romark in performing non-advisory services on behalf of a Romark CLO (in each case, in connection with the transactions contemplated hereby), (iv) any fees, expenses or other amounts payable to the rating agencies, (v) all taxes, regulatory and governmental charges (not based on the income of Romark), insurance premiums or expenses, (vi) any expenses related to compliance with regulatory requirements on behalf of a Romark CLO, and (vii) as otherwise agreed upon by a Romark CLO and Romark.

C. PREPAYMENT OF FEES

All fees paid by the Romark CLOs to Romark are paid in arrears. There is no prepayment of fees to Romark by any of the Romark CLOs.

D. SALES BASED COMPENSATION

Neither Romark nor any of its supervised persons receives any sales based compensation for the sale of securities or the sale of other investment products.

E. ALLOCATION OF INVESTMENT EXPENSES

Throughout the course of carrying out its investment advisory activities, the Shenkman Group may incur expenses that are borne or due to be borne by more than one Shenkman Group Client, or that are borne or due to be borne by the Shenkman Group, and/or one or more Shenkman Group Client(s) ("Common Expenses"). The Shenkman Group seeks to allocate Common Expenses in a fair and reasonable manner that does not unfairly disadvantage any Shenkman Group Client relative to other Shenkman Group Client(s) or relative to the Shenkman Group.

Common Expenses will generally be allocated among Shenkman Group Clients on a pro rata basis. However, the Shenkman Group may deviate from pro rata allocation with respect to expenses that the Shenkman Group determines disproportionately benefit a particular Shenkman Group Client or group of Shenkman Group Clients. The determination as to the methodology to be used in such instance may be based on relative use of the product or service, the nature or source of the expense, the relative benefits derived by the Shenkman Group Clients from the product or service, or other relevant factors. Where it is determined that an expense disproportionately benefits a particular Shenkman Group Client, the Shenkman Group may charge all or part of the expense to that Shenkman Group Client. Investors in a Shenkman Group Client should refer to the offering documents pertaining to a particular Shenkman Group Client for additional information regarding the allocation of expenses.

ITEM 6: PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

As discussed above in "Item 5: Fees and Compensation," and consistent with Rule 205-3 under the Advisers Act, Romark is entitled to receive performance-based compensation from Romark CLOs in the form of an incentive fee. Performance-based compensation may create an incentive for us to make investments that are riskier or more speculative than would be the case in the absence of such compensation. Certain Romark CLOs may have higher fees or more favorable performance-based compensation arrangements than other Romark CLOs. Romark may share a portion of its fees with one or more investors in the Romark CLOs. In addition, certain Shenkman Group Clients may have higher fees or more favorable performance-based compensation arrangements than other Shenkman Group Clients. Consequently, a potential conflict of interest exists because the Shenkman Group may have greater incentive to favor one Shenkman Group Client over another Shenkman Group Client. Please also see "Item 10: Other Financial Industry Activities and Affiliations" and "Item 12: Brokerage Practices," for more details on conflicts resulting from the management of multiple clients by the Shenkman Group.

The Shenkman Group has adopted and implemented policies and procedures intended to address these potential conflicts of interest, including trade allocation and aggregation policies. The Shenkman Group's allocation policy seeks to allocate investment opportunities among Shenkman Group Clients fairly over time, and our aggregation policy generally requires that Shenkman Group Clients participate in aggregated orders on an average price basis. We have systems and controls to monitor that investments made on behalf of a Shenkman Group Client comply with the applicable investment guidelines and restrictions pertaining to such Shenkman Group Client.

A. ALLOCATION OF INVESTMENT OPPORTUNITIES

The Shenkman Group will generally allocate investment opportunities among eligible Shenkman Group Clients pro rata based on each Shenkman Group Client's total net asset value, or pursuant to alternative approved methodologies, including, without limitation, pursuant to (i) a target weighting of an account's concentration in an applicable issue, issuer, industry, credit rating, duration, maturity, cash level, or similar portfolio attribute; (ii) a rotational system; (iii) a random selection of eligible accounts; or (iv) as otherwise approved by the Compliance Department.

A Shenkman Group Client will generally be presumed to be eligible to participate in an investment opportunity executed on behalf of Shenkman Group Clients with similar investment objectives, strategies and risk profiles, provided, however, that an eligible Shenkman Group Client may be excluded from participating in an investment opportunity, or the amount of an eligible Shenkman Group Client's allocation may be limited based on, among other things, the client's investment guidelines, restrictions and specific instructions; legal, regulatory or tax restrictions; portfolio diversification/concentration considerations; and timing of cash flows, account liquidity and cash balances. Allocations may also be adjusted for rounding based on lot size and minimum increment requirements, or as otherwise approved by the Compliance Department. It is our goal to provide individualized treatment and customized solutions to each Shenkman Group Client. Due to the differences in investment objectives, strategies, guidelines and restrictions, as well as the other criteria outlined above, as well as the availability and relative value of investment opportunities, there will be differences among accounts in invested positions and investments held. There are no assurances that each Shenkman Group Client will participate in each investment opportunity for which it is eligible to purchase or sell. In all cases, we seek to resolve any conflict of interest in good faith and in accordance with our fiduciary duties.

B. ORDER AGGREGATION

The Shenkman Group maintains a general practice of aggregating Shenkman Group Client trade orders for execution in order to achieve more favorable execution prices by buying or selling investments in greater quantity. Any initial allocations made prior to an order being placed will be subject to adjustment depending upon (1) the actual amount purchased or sold (e.g., partially-filled orders); (2) lot size and minimum increment requirements; and (3) if the order is a sale transaction, the remaining position size by account. Aggregated orders are typically allocated among accounts based upon an average price, with all other transaction costs, if any, shared among the accounts on an equitable basis.

ITEM 7: TYPES OF CLIENTS

As noted above, Romark's only clients are the Romark CLOs with whom Romark has entered into collateral management agreements. Romark may also manage or subadvise accounts or funds that will invest in instruments issued by Romark CLOs. In certain instances, such accounts or funds may be established for the express purpose of investing in Romark CLOs.

The equity and the debt tranches of the Romark CLOs are generally limited to be purchased by qualified institutional buyers including, but not limited to, public and private pension funds, sovereign wealth funds, investment companies, banks, trusts, and insurance companies. Romark (and/or its affiliates) expects to maintain an investment in the Romark CLOs, but it may sell a portion or all of its investment at its own discretion to eligible qualified institutional investors in accordance with each Romark CLO's applicable Constituent Documents.

ITEM 8: METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

A. METHODS OF ANALYSIS AND INVESTMENT STRATEGY

Romark's investment strategy with regard to the Romark CLOs focuses primarily on the leveraged finance markets, including leveraged loans. The Shenkman Group performs research into each prospective investment and disposition. Such research generally includes, among other things, a review of the company's financial statements, comparisons with similar public and private companies, meetings with company management, and analyzing relevant industry data. In conducting such research, the Shenkman Group may consult the following sources of information: financial publications, inspections of corporate activities,

research materials prepared by others, corporate rating services, annual reports, prospectuses, filings with the SEC, company press releases, and any other material the Shenkman Group deems relevant. For individual loans the Shenkman Group may research, among other things, payment and loss history, contractual terms, and interest income. Participation in a Romark CLO is only suitable for investors who have knowledge and expertise in financial and business matters and are capable of evaluating the merits and risks of an investment in a Romark CLO. The investments in Romark CLOs are highly speculative and may involve the risk of total loss of an investor's investment. Investors should be aware that restrictions or guidelines may limit Romark CLOs to certain types of investments, which may not be diversified. The Romark CLOs are generally not intended to provide a complete investment program and Romark expects that the assets it manages do not represent all of the investor's assets. Investors are responsible for appropriately diversifying their assets.

B. MATERIAL RISKS OF INVESTMENT STRATEGY

Investors in Romark CLOs should understand that all investment strategies and the investments made pursuant to them involve the risk of loss, including the potential loss of the entire investment. The investment performance and success of any investment strategy or particular investment can never be predicted or guaranteed, and the value of an investment in a Romark CLO and a Romark CLO's investments will fluctuate due to market conditions and other factors. The following is a list of material risks Romark believes are associated with its investment strategies; it does not purport to be a complete enumeration or explanation of all such risks.

Business and Market Risks. Investments in CLOs may involve a high degree of business and financial risk, which could result in substantial loss. In particular, these risks could arise from changes in the financial condition or prospects of the entity in which the investment is made, changes in national or international economic and market conditions, and changes in laws, regulations, fiscal policies, or political conditions of countries in which investments are made, including the risks of war and the effects of terrorist attacks on security operations. The possibility of partial or total loss of capital will exist.

CLO Risks Generally. There are numerous risks associated with an investment in a CLO, including that interests issued by a CLO have limited liquidity and that there are restrictions on their transfer; the CLO may have limited assets to make payment on the interests issued by a CLO; certain instruments issued by a CLO are subject to greater risk of nonpayment than more senior tranches; and the holders of interests may have limited rights with respect to underlying collateral. Holders of interests issued by a CLO are also exposed to the risks of the underlying assets in which the CLO invests, which will consist primarily of leveraged loans, with a potential secondary focus on other types of leveraged credit, such as high yield debt securities. Investors should carefully review a Romark CLO's Constituent Documents for additional risk factors associated with each Romark CLO.

Diversification and Concentration. Romark may select investments for the Romark CLOs that are concentrated in a limited number or types of instruments. In addition, Romark CLOs may become significantly concentrated in investments related to a single or a limited number of issuers, industries, sectors, markets, strategies, countries or geographic regions. This limited diversification may result in the concentration of risk, which, in turn, could expose Romark CLOs to losses disproportionate to market movements in general if there are disproportionately greater adverse price movements in such investments.

Lack of Control. Romark invests in debt instruments of companies that it does not control, which may be acquired through market transactions or through purchases directly from the issuer or other holders. Such instruments will be subject to the risk that the issuer may make business, financial or management decisions with which Romark does not agree or that the majority stakeholders or the management of the issuer may take risks or otherwise act in a manner that does not serve the Romark CLO's interests. In addition, Romark CLOs may share control over certain investments with co-investors, which may make it more difficult for Romark to implement its investment approach or exit the investment when it otherwise would. The occurrence of any of the foregoing could have a material adverse effect on Romark CLOs.

Fundamental Analysis. Certain investment decisions made by Romark may be based on fundamental analysis. Data on which fundamental analysis relies may be inaccurate or may be generally available to other market participants. To the extent that any such data proves to be inaccurate or that other market participants have developed, based on such data, trading strategies similar to Romark's strategy, Romark may not be able to realize its investment goals. In addition, fundamental market information is subject to interpretation. To the extent that Romark misinterprets the meaning of certain data, Romark CLOs may incur losses.

General Global Economic and Market Conditions. The success of Romark's activities will be affected by general economic and market conditions within the U.S. and globally, such as interest rates, availability of credit, credit defaults, inflation rates, economic uncertainty, changes in laws and regulations (including laws relating to taxation), trade barriers, currency exchange

controls, and national and international political circumstances (including wars, terrorist acts or security operations). These factors may affect the level and volatility of the prices and the liquidity of investments. Volatility or illiquidity could impair profitability or result in losses. Romark may maintain substantial trading positions that can be adversely affected by the level of volatility in the financial markets.

Governmental Interventions. Extreme volatility and illiquidity in markets has in the past led to, and may in the future lead to, extensive governmental interventions in equity, credit and currency markets. Generally, such interventions are intended to reduce volatility and precipitous drops in value. In certain cases, governments have intervened on an “emergency” basis, suddenly and substantially eliminating market participants’ ability to continue to implement certain strategies or manage the risk of their outstanding positions. In addition, these interventions have typically been unclear in scope and application, resulting in uncertainty. It is impossible to predict when these interventions will take place, what the interventions will be and/or the effect of such interventions on Romark’s strategies.

Potential Interest Rate Increases. The United States is experiencing historically low interest rate levels. However, the continued strengthening of the U.S. economy and recent and potential future changes in U.S. government policy, including the deleveraging of the U.S. Federal Reserve Board’s balance sheet and recent interest rate increases, increase the risk that interest rates will continue to rise in the near future. Any future interest rate increases may result in periods of volatility and cause the value of the debt instruments to decrease, making it more challenging for Romark to implement its investment strategy.

Dealer Market Making. The value of investments will be affected by general leveraged finance market conditions, such as the volatility and liquidity of the leveraged finance market, which are affected by the ability of dealers to “make a market” in leveraged loans. In recent years, the market for leveraged loans has significantly increased while dealer inventories have significantly decreased, relative to market size. This reduction in dealer inventories may be attributable to regulatory changes, such as capital requirements, and is expected to continue. As dealers’ inventories decrease, so does their ability to make a market (and, therefore, create liquidity) in the leveraged finance market. Especially during periods of rising interest rates, this could result in greater volatility and illiquidity in the leveraged finance market, which could impair profitability or result in losses.

Prepayment Risk. The frequency at which prepayments (including voluntary prepayments by the obligors and accelerations due to defaults) occur on debt instruments will be affected by a variety of factors including the prevailing level of interest rates and spreads as well as economic, demographic, tax, social, legal and other factors. Generally, obligors tend to prepay their fixed rate obligations when prevailing interest rates fall below the coupon rates on their obligations. Similarly, floating rate issuers and borrowers tend to prepay their obligations when spreads narrow.

In general, “premium” securities (securities whose market values exceed their principal or par amounts) are adversely affected by faster than anticipated prepayments, and “discount” securities (securities whose principal or par amounts exceed their market values) are adversely affected by slower than anticipated prepayments. Since many fixed rate obligations will be discount instruments when interest rates and/or spreads are high, and will be premium instruments when interest rates and/or spreads are low, such debt instruments may be adversely affected by changes in prepayments in any interest rate environment.

The adverse effects of prepayments may impact Romark CLOs. Particular investments may experience outright losses, as in the case of an interest-only instrument in an environment of faster actual or anticipated prepayments. In addition, prepayments (at par) may limit the potential upside of many instruments to their principal or par amounts.

Committee Participation. The Shenkman Group, acting on behalf of Shenkman Group Clients (including Romark CLOs), may, from time-to-time, seek representation on formal or informal creditors’ committees, equity committees or other groups to ensure preservation or enhancement of Shenkman Group Clients’ position as a creditor or equity holder. A member of any such committee or group may owe certain obligations to all investors that the committee represents that are similarly situated. If the member of such committee or group concludes that the obligations owed to other investors as a committee or group member conflict with the duties owed to Shenkman Group Clients, general fiduciary principles may require such member to resign from that committee or group, thus denying the Shenkman Group Clients any benefits from participation on the committee or group. In addition, if the Shenkman Group or a Shenkman Group Client is represented on a committee or group, such entity may become an “insider” for purposes of federal securities laws and may, therefore, be restricted or prohibited from trading in the securities of such company, including any securities it already owns. Specifically, participation in restructuring activities frequently provides the participant with material non-public information that may restrict the Shenkman Group’s ability to trade in any of the company’s securities on Shenkman Group Client’s behalf. Determination of whether information is material and non-public and how long such information restricts trading is sometimes a matter of considerable uncertainty and judgment. Furthermore,

participation on such committees may result in Shenkman Group Clients incurring expenses, including legal fees.

Equitable Subordination. Under common law principles that in some cases form the basis for lender liability claims, if a lender (i) intentionally takes an action that results in the undercapitalization of a borrower or issuer to the detriment of other creditors of such borrower or issuer, (ii) engages in other inequitable conduct to the detriment of such other creditors, (iii) engages in fraud with respect to, or makes misrepresentations to, such other creditors or (iv) uses its influence as a stockholder to dominate or control a borrower or issuer to the detriment of other creditors of such borrower or issuer, a court may elect to subordinate the claim of the offending lender or bondholder to the claims of the disadvantaged creditor or creditors (a remedy called “equitable subordination”). If Romark engages in such conduct, Romark CLOs may be subject to claims from creditors of an obligor that debt held should be equitably subordinated.

Liquidity Risk. Romark invests in debt instruments that are thinly-traded or for which no market exists. The financial markets have experienced and may, in the future, experience substantial fluctuations in prices for these investments and limited liquidity for such instruments. During periods of limited liquidity and higher price volatility, Romark’s ability to acquire or dispose of investments at a price and time that we deem advantageous may be severely impaired, and may also inhibit us from taking advantage of market opportunities. Some investments may also have a limited trading market (or none) under any market conditions. Illiquid investments may trade at a discount from comparable, more liquid investments. The impact of low liquidity on the global credit markets may adversely affect our portfolio management flexibility and ultimately, our ability to achieve Romark’s performance objectives. Additionally, leveraged loans generally are subject to legal or contractual restrictions on resale, may trade infrequently, and their value may be impaired when we need to liquidate such loans. Leveraged loans generally trade only in the over-the-counter market rather than an organized exchange and may be more difficult to purchase or sell at a fair price, which could have a negative impact on performance.

Interest Rate Risk. When interest rates decline, the value of a portfolio invested in fixed-rate obligations can be expected to rise. Conversely, when interest rates rise, the value of a portfolio investment in fixed-rate obligations can be expected to decline. Although the value of investments will vary, Romark expects the investments in floating rate loans to minimize fluctuations in value as a result of changes in market interest rates. However, because floating rates on loans only reset periodically, changes in prevailing interest rates can still be expected to cause some fluctuation in value. Similarly, it is likely there will be less governmental action in the near future to maintain low interest rates. The negative impact on debt instruments from the resulting rate increases for that and other reasons could be swift and significant, which could cause a decline in value. Other economic factors (such as large downward movement in stock prices, a disparity in supply and demand of certain instruments or market conditions that reduce liquidity) can also adversely impact the markets for loans and other debt obligations. Rating downgrades of holdings or their issuers will generally reduce the value of such holdings.

Non-U.S. Issuers. Romark invests in debt instruments of companies domiciled or operating outside of the United States. Investing in instruments of non-U.S. companies involves certain considerations comprising both risks and opportunities not typically associated with investing in securities of U.S. companies, including: political and economic considerations, such as greater risks of expropriation and nationalization, confiscatory taxation, restrictions on repatriating funds, general social, political and economic instability and adverse diplomatic developments; the possibility of imposition of withholding or other taxes on the payment of dividends, interest, capital gains or other income; the small size of the financial markets in such countries and the low volume of trading, resulting in potential lack of liquidity and in price volatility and costs associated with currency conversion; high transaction costs; and certain government policies that may restrict our investment opportunities. In addition, accounting and financial reporting standards that prevail in non-U.S. countries generally are not equivalent to United States standards and, consequently, less information may be available to investors in companies located outside the United States than is available to investors in companies located in the United States. Generally, there is also less regulation of the financial markets than there is in the United States. These risks may be even greater for investments in developing or emerging market countries.

Purchasing Initial Private or Public Issuances. Romark purchases debt instruments of companies in initial private or public issuances (or shortly thereafter). Special risks associated with these instruments may include a limited amount of the offering available for trading, unseasoned trading, lack of investor knowledge of the company and limited operating history. These factors may contribute to substantial price volatility for these investments. The limited amount of the offering available for trading in these investments may make it more difficult for Romark to buy or sell significant amounts of the investment without an unfavorable impact on prevailing market prices. In addition, some companies undertaking an initial private or public issuance are involved in relatively new industries or lines of business that may not be widely understood by investors. Some of these companies may be undercapitalized or regarded as developmental stage companies, without revenues or operating income, or the

near-term prospects of achieving them.

Currency Risk. Romark invests in investments denominated in currencies other than the U.S. dollar or the base currency of the Romark CLO. Romark may or may not seek to hedge non-U.S. currency exposure by entering into currency hedging transactions. Currency exchange rates can be extremely volatile and if a currency hedge is not entered into, an investment may lose value due to fluctuations in the rate of exchange entirely apart from the quality or performance of the investment itself. A currency hedge may be entered into in an effort to protect against fluctuations in exchange rates. It is not possible, however, to hedge fully or perfectly against currency fluctuations affecting the value of an investment denominated in any particular currency and the client may still have losses as a result of the investment or hedge losing value. There can be no guarantee that instruments suitable for hedging currency or market shifts will be available at the time when Romark wishes to use them, or that hedging techniques employed by Romark will be effective. Furthermore, certain currency market risks may not be fully hedged or hedged at all. To the extent unhedged, the value of positions denominated in currencies other than the U.S. dollar will fluctuate with U.S. dollar exchange rates as well as with the price changes of the investments in the various local markets and currencies.

Small and Medium Capitalization Companies. Romark may invest in the debt instruments of companies with small-to medium-sized market capitalizations. Although we believe these investments often provide significant potential for appreciation, they also involve higher risks in some respects than do investments in larger companies, including more volatility than large-capitalization investments and a higher risk of bankruptcy or insolvency. In addition, due to thin trading in the investments of some small-capitalization companies, an investment in those companies may be illiquid.

Leverage/Margin Borrowing. If authorized, Romark may create leverage on behalf of Romark CLOs through the use of margin transactions, explicit borrowings, short sale positions, repurchase or reverse repurchase agreements, and derivative instruments. While the use of leverage can substantially improve the return on invested capital, it may also increase the adverse impact to the portfolio. Accordingly, any event that adversely affects the value of an investment, either directly or indirectly, would be magnified to the extent that leverage is employed. The cumulative effect of the use of leverage, directly or indirectly, in a market that moves adversely to the investments of the entity employing leverage would result in a loss that would be greater than if leverage were not employed.

Additionally, in an unsettled credit environment, Romark may find it difficult or impossible to obtain leverage when desired. In such event, Romark could find it difficult to implement its strategy. In addition, any leverage obtained, if terminated on short notice by the lender, could result in Romark being forced to unwind positions quickly and at prices below what Romark deems to be fair value for the positions. In addition, if securities pledged to a broker to secure a margin account decline in value, or should the broker increase its margin maintenance requirements (i.e., reduce the percentage of a position that can be financed), then the applicable account could be subject to a “margin call,” pursuant to which Romark (on behalf of the Romark CLOs) must either deposit additional funds with the broker or suffer mandatory liquidation of the pledged securities to compensate for the decline in value.

Portfolio Turnover. Romark’s investment strategies may involve frequent trading, which may result in higher transaction costs and charges and ordinary income or short term capital gain treatment as opposed to long term capital gain treatment for U.S. federal income tax purposes.

Counterparty Risk. Romark expects to cause Romark CLOs to establish relationships to obtain financing, derivative execution, derivative intermediation and prime brokerage services that permit Shenkman to trade in any variety of markets or asset classes over time. However, there can be no assurance that Romark CLOs will be able to establish or maintain such relationships. An inability to establish or maintain such relationships could limit Romark’s trading activities, create losses, preclude Romark from engaging in certain transactions or prevent Romark from trading at optimal rates and terms. Moreover, a disruption in the financing, derivative intermediation and prime brokerage services provided by any such relationships could have a significant impact on a Romark’s business due to the need for such counterparties.

Romark may effect transactions in the “over-the-counter” or “OTC” derivatives markets. The stability and liquidity of OTC derivatives transactions depends in large part on the creditworthiness of the parties to the transactions. In the OTC markets, Romark enters into contracts directly with dealer counterparties, which may expose clients to the risk that a counterparty will not settle a transaction in accordance with its terms because of a solvency or liquidity problem with the counterparty. Delays in settlement may also result from disputes over the terms of the contract (whether or not bona fide). In addition, Romark CLOs may have a concentrated risk in a particular counterparty, which may mean that if such counterparty were to

become insolvent or have a liquidity problem, losses would be greater than if Romark had caused such clients to enter into contracts with multiple counterparties. Certain OTC derivative contracts require collateral to be posted.

If there is a default by a counterparty, under most normal circumstances clients will have contractual remedies pursuant to the agreements related to the transaction. However, exercising such contractual rights may involve delays or costs which could result in the net asset value of a portfolio being less than if Romark had not caused such client to enter into the transaction. Furthermore, there is a risk that any of such counterparties could become insolvent and/or the subject of insolvency proceedings. In such case, the recovery of securities from such counterparty or the payment of claims therefor may be significantly delayed and Romark may recover substantially less than the full value of the securities entrusted to such counterparty. In addition, it is possible that legal and regulatory reforms may impact the laws that apply to insolvency proceedings and may impact whether a client may terminate its agreement with an insolvent counterparty.

Collateral that Romark causes a Romark CLO to post to its counterparties that is not segregated with a third-party custodian may not have the benefit of customer-protected “segregation” of such funds. In the event that a counterparty were to become insolvent, such a client may become subject to the risk that it may not receive the return of its collateral or that the collateral may take some time to return.

In addition, Romark may use counterparties located in jurisdictions outside the United States. Such local counterparties usually are subject to laws and regulations in non-U.S. jurisdictions that are designed to protect customers in the event of their insolvency. However, the practical effect of these laws and their application to a client’s assets are subject to substantial limitations and uncertainties. Because of the range of possible factual scenarios involving the insolvency of a counterparty and the potentially large number of entities and jurisdictions that may be involved, it is impossible to generalize about the effect of such an insolvency on a client and its assets. Investors in a Romark CLO should assume that the insolvency of any such counterparty would result in significant delays in recovering the Romark CLO’s assets from, or the payment of claims by, such counterparty and a loss to the Fund, which could be material.

Regulation in the Derivatives Industry. There are many rules related to derivatives that may negatively impact Romark CLOs, such as requirements related to recordkeeping, reporting, portfolio reconciliation, central clearing, minimum margin for uncleared OTC instruments and mandatory trading on electronic facilities, and other transaction-level obligations. Parties that act as dealers in swaps, are also subject to extensive business conduct standards, additional “know your counterparty” obligations, documentation standards and capital requirements. All of these requirements add costs to the legal, operational and compliance obligations of Romark, and increase the amount of time that Romark spends on non-investment-related activities. Requirements such as these also raise the costs of entering into derivative transactions, and these increased costs will likely be passed on to Romark CLO. These compliance obligations require employee training and use of technology, and there are operational risks borne by Romark in implementing procedures to comply with many of these additional obligations. These regulations may also result in Romark forgoing the use of certain trading counterparties (such as broker-dealers and futures commission merchants (“FCM”)) as the use of other parties may be more efficient for Romark from a regulatory perspective. However, this could limit Romark’s trading activities, create losses, preclude Romark from engaging in certain transactions or prevent Romark from trading at optimal rates and terms.

Many of these requirements were implemented pursuant to the U.S. Dodd-Frank Wall Street Reform and Consumer Protection Act (the “Dodd-Frank Act”), the EU Regulation on OTC Derivatives, Central Counterparties and Trade Repositories (known as the European Market Infrastructure Regulation or “EMIR”) and similar regulations globally. In the United States, the Dodd-Frank Act divides the regulatory responsibility for derivatives between the SEC and the CFTC, a distinction that does not exist in any other jurisdiction. The CFTC has regulatory authority over “swaps” and the SEC has regulatory authority over “security-based swaps.” EMIR is being implemented in phases through the adoption of delegated acts by the European Commission. As a result of the SEC and CFTC bifurcation and the different pace at which the SEC, the CFTC, the European Commission and other international regulators have promulgated necessary regulations, different transactions are subject to different levels of regulation. Though many rules and regulations have been finalized, there are others, particularly SEC proposals with respect to security-based swaps and EMIR, that may well be adopted in the future.

The following describes derivatives regulations that may have the most significant impact on Romark CLOs:

Swap Agreements. Romark may engage in swap transactions. Most swap agreements calculate the obligations of the parties to the agreement on a “net” basis. Consequently, a Romark CLO’s obligations (or rights) under a swap agreement will generally be equal only to the net amount to be paid or received under the agreement based on the

relative values of the positions held by each party to the agreement (the “net amount”). Whether Romark’s use of swap agreements is successful in furthering its investment objective will depend on our ability to correctly predict whether certain types of investments are likely to produce greater returns than other investments. The Romark CLO will bear the risk of loss of the amount expected to be received under a swap agreement in the event of the default or bankruptcy of a swap counterparty.

Reporting. Most swap transactions have become subject to anonymous “real-time reporting,” meaning that information relating to transactions entered into by Romark will become visible to the market in ways that may harm Romark’s ability to enter into additional transactions at comparable prices or could enable competitors to “front-run” or replicate Romark’s strategies.

Central Clearing. In order to mitigate counterparty risk and systemic risk in general, various U.S. and international regulatory initiatives are underway to require certain derivatives to be cleared through central clearinghouses. In the United States, clearing requirements have been implemented as part of the Dodd-Frank Act. The CFTC imposed its first clearing mandate on December 13, 2012 affecting certain interest rate and credit default swaps. It is expected that the CFTC and the SEC will introduce clearing requirements for additional classes of derivatives in the future. EMIR also requires OTC derivatives contracts meeting specific criteria to be cleared through central counterparties.

Although such clearing requirements may be beneficial for a Romark CLO in many respects (for instance, they may reduce the counterparty risk to the dealers to which the Romark CLO would be exposed under non-cleared derivatives), the Romark CLO could be exposed to new risks, such as the risk that an increasing percentage of derivatives will be required to be standardized and/or cleared through central clearinghouses, and as a result the Romark CLO may not be able to hedge its risks or express an investment view as well as it would using customizable derivatives available in the over-the-counter markets. Romark may have to split Romark CLOs’ derivatives portfolios between centrally cleared and over-the-counter derivatives, which may result in operational inefficiencies and an inability to offset risk between centrally cleared and over-the-counter positions, and which could lead to increased costs.

Another risk is that a Romark CLO may be subject to more onerous and more frequent (daily or even intraday) margin calls from both Romark’s FCM and the clearinghouse. Virtually all margin models utilized by the clearinghouses are dynamic, meaning that unlike traditional bilateral swap contracts, where the amount of initial margin posted on the contract is typically static throughout the life of the contract, the amount of the initial margin that is required to be posted in respect of a cleared contract will fluctuate, sometimes significantly, throughout the life of the contract. The dynamic nature of the margin models utilized by the clearinghouses and the fact that the margin models might be changed at any time may subject Romark CLOs to an unexpected increase in collateral obligations by clearinghouses during a volatile market environment, which could have a detrimental effect. Clearinghouses also limit the collateral that they will accept to cash, U.S. Treasury bonds and, in some cases, other highly rated sovereign and private debt instruments, which may require Romark CLOs to borrow eligible securities from a dealer to meet margin calls and raise the costs of cleared trades to such Romark CLOs. In addition, clearinghouses may not allow Romark to portfolio-margin Romark CLOs’ positions, which may increase the applicable costs.

Although standardized clearing for derivatives is intended to reduce risk (for instance, it may reduce the counterparty risk with respect to the dealers to which a Romark CLO would be exposed under OTC derivatives), it does not eliminate risk. Derivatives clearing may also lead to concentration of counterparty risk, namely in the clearinghouse and Romark’s FCM, subjecting Romark CLOs to the risk that the assets of the FCM are insufficient to satisfy all of the FCM’s payment obligations, leading to a payment default. The failure of a clearinghouse or FCM could have a significant impact on the financial system. Even if a clearinghouse does not fail, large losses could force significant capital calls on FCMs during a financial crisis, which could lead FCMs to default and thus worsen the crisis.

Swap Execution Facilities. In addition to the central clearing requirement, certain swap transactions are now required to trade on regulated electronic platforms such as swap execution facilities (“SEFs”), which will require Romark CLOs to subject themselves to regulation by these venues and subject Romark CLOs to the jurisdiction of the CFTC.

The EU regulatory framework governing derivatives is set not only by EMIR but also a legislative package known as a recast of the Markets in Financial Instruments Directive (“MIFID II”). Among other things, MIFID II will require transactions in derivatives to be executed on regulated trading venues. MIFID II has not yet been implemented into the local law of EU member states and as such it is currently difficult to assess a full impact of such regulatory reforms.

Similarly, the SEC has yet to finalize rules related to security-based swap execution facilities.

It is not clear whether these trading venues will benefit or impede liquidity, or how they will fare in times of market stress. Trading on these trading venues may increase the pricing discrepancy between assets and their hedges as products may not be able to be executed simultaneously, therefore increasing basis risk. It may also become relatively expensive for Romark CLOs to obtain tailored swap products to hedge particular risks in its portfolio due to higher collateral requirements on bilateral transactions as a result of the new regulations.

Margin Requirements for Non-Cleared Swaps. New rules issued by U.S., EU and other regulators globally (the “Margin Rules”) impose various margin requirements on all swaps that are not centrally cleared, including the establishment of minimum amounts of initial margin that must be posted, and, in some cases, the mandatory segregation of initial margin with a third-party custodian. Although the Margin Rules are intended to increase the stability of the derivatives market, the overall amount of margin that will be required to be posted to swap counterparties may increase by a material amount, and as a result Romark may not be able to deploy its clients’ capital as effectively. Additionally, to the extent that any Romark CLOs are required to segregate initial margin with a third party custodian, additional costs will be incurred by such Romark CLOs.

Competition; Availability of Investments. Certain markets in which Romark invests are extremely competitive for attractive investment opportunities. As a result, there can be no assurance that Romark will be able to identify or successfully pursue attractive investment opportunities in such environments.

Volatility Risk. Romark’s investment program may involve the purchase and sale of relatively volatile investments in volatile markets. Fluctuations or prolonged changes in the volatility of such securities and/or markets can adversely affect the value of investments.

Credit Ratings. In general, the credit rating assigned by a nationally recognized rating agency to a security represents such rating agency’s opinion of the safety of the principal and interest payments of the rated instrument based on available information. Such ratings are relative and subjective; they are not absolute standards of quality and do not evaluate the market value risk of such securities. Such ratings also do not reflect macroeconomic or systemic risk, including the risk of increased illiquidity in the credit markets. Further, credit ratings may change over time due to various factors, including changes in the creditworthiness of the issuer and/or changes in the rating agency’s analytics and processes. It is possible that a rating agency might not change its rating of a particular issue on a timely basis to reflect subsequent events and, as a result, outstanding ratings may not reflect the issuer’s current credit standing. Romark CLOs may incur losses if Romark makes investments based on credit ratings that subsequently change in a way not favorable to such Romark CLOs’ investment objectives. In addition, Romark will make investment decisions irrespective of credit ratings or may disagree with published credit ratings and such determinations may cause losses if the Shenkman Group’s credit determinations are contrary to or inconsistent with those published ratings (e.g., Romark may avoid issues whose published ratings are higher than Romark believes is appropriate and/or Romark may invest in issues whose published credit ratings are lower than Romark believes is appropriate).

Warehouse Agreements. Romark expects to cause Romark CLOs to enter into warehouse agreements (“Warehouse Agreements”) with certain collateral managers, including Romark or affiliates of Romark. Pursuant to such Warehouse Agreements, Romark CLOs may provide financing, either directly or indirectly, for the purchase of assets, or may own certain assets (“Warehouse Securities”) in anticipation of such assets constituting the collateral of a CLO or other structured transaction. Upon the closing of a structured transaction to which the Warehouse Agreement relates, the Romark CLOs may or may not purchase securities issued in such structured transactions. Romark CLOs may not achieve their investment objective in financing the warehouse if the Warehouse Securities are not purchased in a structured transaction or where a structured transaction fails to close. A collateral manager will purchase Warehouse Securities from the warehouse for a structured transaction only to the extent that the collateral manager determines that such purchases are consistent with the investment guidelines of the structured transaction, the restrictions contained in the collateral management agreement and applicable law. If Warehouse Securities are not purchased for a structured transaction, depending on the terms of the Warehouse Agreement, Warehouse Securities may be liquidated, which may result in a profit or a loss to a Romark CLO, or a Romark CLO may take possession of the Warehouse Securities. In either case, the Romark CLO will bear the risk that the value of such Warehouse Securities may be below their purchase price. If a structured transaction fails to close, in addition to the foregoing risks, a Romark CLO may not be paid for financing the warehouse facility.

C. RISKS ASSOCIATED WITH PARTICULAR TYPES OF INVESTMENTS

High Yield Debt Instruments and High Yield Bank Loans. Romark primarily invests in debt instruments, including leveraged loans that are rated below investment-grade by one or more nationally recognized statistical rating organizations or are unrated but considered to be of comparable credit quality to obligations rated below investment-grade (“High Yield Instruments”). High Yield Instruments have greater credit and liquidity risk than more highly rated debt obligations and are generally unsecured and may be subordinate to other obligations of the issuer. The lower rating of High Yield Instruments reflects a greater possibility that adverse changes in the financial condition of the issuer or in general economic conditions (including, for example, a substantial period of rising interest rates or declining earnings) or both may impair the ability of the issuer to make payments of principal and interest.

Many issuers of High Yield Instruments are highly leveraged, and their relatively high debt-to-equity ratios create increased risks that their operations might not generate sufficient cash flow to service their debt obligations. Overall declines in the below investment-grade leveraged loan and other markets may adversely affect such issuers by inhibiting their ability to refinance their debt at maturity. Further, bankruptcy and similar laws applicable to issuers of the High Yield Instruments may limit the amount of any recovery in respect of the High Yield Instruments if the issuer is insolvent, and may also adversely affect the timing of any such recovery to which Romark CLOs may be entitled. High Yield Instruments have historically experienced greater default rates than has been the case for investment-grade securities.

Debt Instruments. Debt Instruments of all types of issuers may have speculative characteristics, regardless of whether they are rated. The issuers of such instruments (including sovereign issuers) may face significant ongoing uncertainties and exposure to adverse conditions that may undermine the issuer’s ability to make timely payment of interest and principal in accordance with the terms of the obligations.

Corporate Debt. Bonds, notes and debentures issued by corporations may pay fixed, variable or floating rates of interest, and may include zero-coupon obligations. Corporate debt instruments may be subject to credit ratings downgrades. Other instruments may have the lowest quality ratings or may be unrated. In addition, Romark may cause Romark CLOs to pay interest in kind in connection with its investments in corporate debt and related financial instruments (e.g., the principal owed in connection with a debt investment may be increased by the amount of interest due on such debt investment). Such investments may experience greater market value volatility than debt obligations that provide for regular payments of interest in cash and, in the event of a default, may result in substantial losses.

Mezzanine Debt. Mezzanine debt is typically junior to the obligations of a company to senior creditors, trade creditors and employees. The ability of Romark to influence a company’s affairs, especially during periods of financial distress or following an insolvency, will be substantially less than that of senior creditors. Mezzanine debt instruments are often issued in connection with leveraged acquisitions or recapitalizations in which the issuers incur a substantially higher amount of indebtedness than the level at which they had previously operated. Default rates for mezzanine debt instruments have historically been higher than for more senior instruments. In the event of the insolvency of a portfolio company or similar event, the debt investment therein will be subject to fraudulent conveyance, subordination and preference laws.

Zero-Coupon and Deferred Interest Bonds. Zero-coupon bonds and deferred interest bonds are debt obligations issued at a significant discount from face value. The original discount approximates the total amount of interest the bonds will accrue and compound over the period until maturity or the first interest accrual date at a rate of interest reflecting the market rate of the security at the time of issuance. While zero-coupon bonds do not require the periodic payment of interest, deferred interest bonds generally provide for a period of delay before the regular payment of interest begins. Such investments experience greater volatility in market value due to changes in interest rates than debt obligations that provide for regular payments of interest.

Stressed Debt. Stressed issuers are issuers that are not yet deemed distressed or bankrupt and whose debt instruments are trading at a discount to par, but not yet at distressed levels. An example would be an issuer that is in technical default of its credit agreement, or undergoing strategic or operational changes, which results in market pricing uncertainty. The market prices of stressed and distressed instruments are highly volatile, and the spread between the bid and the ask prices of such instruments is often unusually wide.

Distressed Investments. Romark may invest in, or assets may become, “distressed investments” (i.e., private claims and obligations of entities experiencing significant financial difficulties, such as loan participations and assignments, trade claims and similar instruments), which may expose a Romark CLO to significant risks. Among the risks inherent from

being invested in entities experiencing significant financial or business difficulties is that it is frequently difficult to obtain information as to the true condition of such issuers. Distressed investments also may be adversely affected by state and federal laws relating to, among other things, fraudulent conveyances, voidable preferences, lender liability and the bankruptcy court's discretionary power to disallow, subordinate or disenfranchise particular claims. The market prices of such instruments are also subject to abrupt and erratic market movements and above average price volatility, and the spread between the bid and asked prices of such instruments may be greater than normally expected. Furthermore, the market for distressed securities and instruments is generally thinner and less active than other markets, which can adversely affect the prices at which distressed securities can be sold.

When investing (or being invested) in distressed securities, litigation is sometimes required. Such litigation can be time-consuming and expensive, and can frequently lead to unpredicted delays or losses. In addition, funding a plan of reorganization involves additional risks, including risks associated with equity ownership in the reorganized entity. Moreover, investments in distressed situations may, at times, be exposed to collection risk (especially if sovereign or municipal debt is involved).

In liquidation (both in and out of bankruptcy) and other forms of corporate reorganization, there exists the risk that the reorganization either will be unsuccessful (due to, for example, failure to obtain requisite approvals), will be delayed (for example, until various liabilities, actual or contingent, have been satisfied) or will result in a distribution of cash or a new security the value of which will be less than the purchase price of the instrument with respect to which such distribution was made.

Bankruptcy Claims. Bankruptcy claims, which are amounts owed to creditors of companies that are debtors in pending bankruptcy cases, typically are illiquid and generally do not pay interest. The markets in U.S. bankruptcy claims are generally not regulated by U.S. federal securities laws or the SEC. Because bankruptcy claims are frequently unsecured, holders of such claims may have a lower priority in terms of payment than certain other creditors in a bankruptcy proceeding. In addition, the debt of companies in financial reorganization may be adversely affected by an erosion of the issuer's fundamental value. Accordingly, there can be no guarantee that the debtor will ever be able to satisfy the obligation on a bankruptcy claim.

Many of the events within a bankruptcy case are adversarial and often beyond the control of the creditors. Although creditors generally are afforded an opportunity to appear and be heard, there can be no assurance that a bankruptcy court would not approve actions that may be contrary to the interests of creditors. Furthermore, there are instances where creditors lose their priority or are recharacterized as equityholders if, for example, they have exercised excessive control over management or engaged in misconduct that harms other creditors. In those cases where a client, by virtue of such action, is found to exercise "domination and control" of a debtor, the client may lose its priority if the debtor can demonstrate that its business was adversely impacted or other creditors and equity holders were harmed by the creditor.

Generally, the duration of a bankruptcy case can only be roughly estimated. The reorganization of a company usually involves the development and negotiation of a plan of reorganization, plan approval by creditors and confirmation by the bankruptcy court. This process can involve substantial legal, professional and administrative costs to the company and creditors; it is subject to unpredictable and lengthy delays; and during the process the company's competitive position may erode, key management may depart and the company may not be able to invest adequately. In some cases, the company may not be able to reorganize and may be required to liquidate assets.

U.S. bankruptcy law permits the classification of "substantially similar" claims in determining the classification of claims in a reorganization for the purpose of voting on a plan of reorganization. Because the standard for classification is vague, there exists a significant risk that a creditor's influence with respect to a class of securities can be lost by the inflation of the number and the amount of claims in, or other gerrymandering of, the class. In addition, certain administrative costs and claims that have priority by law over the claims of certain creditors (for example, claims for taxes) may be quite high.

Reorganizations can be contentious and adversarial, and it is by no means unusual for participants to use the threat of, as well as actual, litigation as a negotiating technique. The expense of defending against claims by third parties and paying any amounts pursuant to settlements or judgments would generally be borne by Shenkman Group Clients with a position in the relevant company.

Illiquid Investments. High Yield Instruments may be more likely to have little or no liquidity compared to other types of assets. High Yield Instruments may be illiquid because, for example, they are subject to legal or other restrictions on transfer or there is no liquid market for such securities. Valuation of such securities may be difficult or uncertain because there may be

limited information available about the issuers of such securities. The market prices, if any, for such securities tend to be volatile and may not be readily ascertainable and Romark 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. The sale of restricted and illiquid securities often requires more time and results in higher brokerage charges or dealer discounts and other selling expenses than does the sale of securities eligible for trading on national securities exchanges or in the over-the-counter markets. Romark may not be able to readily dispose of such illiquid investments and, in some cases, may be contractually prohibited from disposing of such investments for a specified period of time. As a result, Romark CLOs may be required to hold such securities despite adverse price movements. Even those markets which Romark expects to be liquid can experience periods, possibly extended periods, of illiquidity. Occasions have arisen in the past where previously liquid investments have rapidly become illiquid.

Non-Performing Debt. Certain debt instruments may be non-performing or in default. Furthermore, the obligor or relevant guarantor may also be in bankruptcy or liquidation. There can be no assurance as to the amount and timing of payments, if any, with respect to such loans. By their nature, these investments will involve a high degree of risk. Such non-performing loans (“NPLs”) may require substantial workout negotiations or restructuring that may entail, among other things, a substantial reduction in the interest rate, a substantial write-down of the principal of the loan and/or the deferral of payments. Commercial and industrial loans in workout and/or restructuring modes and the bankruptcy or insolvency laws of non-U.S. jurisdictions are subject to additional potential liabilities, which may exceed the value of the original investment. For example, borrowers often resist foreclosure on collateral by asserting numerous claims, counterclaims and defenses against the holder of loans, including lender liability claims and defenses, in an effort to delay or prevent foreclosure. Even assuming that the collateral securing each loan provides adequate security for the loans, substantial delays could be encountered in connection with the liquidation of NPLs. In the event of a default by a borrower, these restrictions as well as the ability of the borrower to file for bankruptcy protection, among other things, may impede the ability to foreclose on or sell the collateral or to obtain net liquidation proceeds sufficient to repay all amounts due on the related loan. In addition, under certain circumstances, lenders who have inappropriately exercised control of the management and policies of a debtor may have their claims subordinated or disallowed or may be found liable for damages suffered by parties as a result of such actions.

Loan Investments. Romark’s success in the area of loan investing will depend, in part, on its ability to obtain loans on advantageous terms. In purchasing loans, Romark competes with a broad spectrum of investors and institutions. Increased competition for, or a diminution in the available supply of, qualifying loans could result in lower yields on such loans, which could reduce returns to investors. The following is a non-exhaustive description of the types of loans that Romark may invest in:

Leveraged Loans. “Leveraged loans” are loans made to companies with a below investment-grade rating from any nationally recognized rating agency. Such loans may be performing poorly when Romark acquires them. There is no assurance that we will correctly evaluate the value of the assets collateralizing such loans or the prospects for distribution on or repayment of such loans. A Romark CLO may lose its entire investment or may be required to accept cash, property or securities with a value less than the original investment and/or may be required to accept payment over an extended period of time.

Hung Loans. The term “hung loan” commonly refers to a loan that has been made (or has been committed to be made), and the lender is not able to syndicate the loan on the originally anticipated terms. Hung loans are illiquid and lack readily ascertainable market values; there is no assurance that the price to be paid for hung loans will reflect a discounted price that should allow Romark to achieve a positive return for a Romark CLO on such loans or avoid losses. Since the price of the loans to be purchased is expected to continue to be significantly impacted by the specific circumstances relating to such loan (e.g., in the case of a loan relating to a leveraged buyout (“LBO”), the financial condition of the target), global and macro-economic conditions (e.g., monetary policy, changes to currency exchange rates, governmental intervention or changes to existing laws, international geo-political events, etc.) as well as other systemic factors, it is possible that loans purchased will suffer significant impairments in value as a result of events not predicted by Romark. Romark may also face difficulties in disposing of or leveraging such loans, or in doing so without incurring losses. The markets in which hung loans are purchased and sold have been volatile and are likely to continue to be volatile in the future.

Bank Loans. Bank loans are subject to unique risks, including: (i) the possible invalidation of an investment transaction as a fraudulent conveyance under relevant creditors’ rights laws; (ii) so-called lender-liability claims by the issuer of the obligations; (iii) environmental liabilities that may arise with respect to collateral securing the obligations; and (iv) limitations on the ability of Romark to directly enforce a Romark CLO’s rights with respect to participations.

Successful claims by third parties arising from these and other risks will be borne by the Romark CLO.

As secondary market trading volumes increase, new loans are frequently adopting standardized documentation to facilitate loan trading, which may improve market liquidity. There can be no assurance, however, that future levels of supply and demand in loan trading will provide an adequate degree of liquidity or that the current level of liquidity will continue. Because of the provision to holders of such loans of confidential information relating to the borrower, the unique and customized nature of the loan agreement, and the private syndication of the loan, loans are not as easily purchased or sold as a publicly traded security, and historically the trading volume in the loan market has been small relative to the high-yield debt market.

Second Lien Loans. Romark invests in loans that are secured by a second lien on assets. Second lien loans have been a developed market for a relatively short period of time, and there is limited historical data on the performance of second lien loans in adverse economic circumstances. In addition, second lien loan products are subject to intercreditor arrangements with the holders of first lien indebtedness, pursuant to which the second lien holders have waived many of the rights of a secured creditor, and some rights of unsecured creditors, including rights in bankruptcy that can materially affect recoveries. While there is broad market acceptance of some second lien intercreditor terms, no clear market standard has developed for certain other material intercreditor terms for second lien loan products. This variation in key intercreditor terms may result in dissimilar recoveries across otherwise similarly situated second lien loans in insolvency or distressed situations. While uncertainty of recovery in an insolvency or distressed situation is inherent in all debt instruments, second lien loan products carry more risks than certain other debt products. Beginning in August 2007, the market for many loan products, including second lien loans, contracted significantly which made virtually all leveraged loan products, particularly second lien loan products, less liquid or illiquid. Many participants ceased underwriting and purchasing certain second lien loan products. There can be no assurance that the market for second lien loans will not contract further.

Bridge Loans. It is a common practice for financial institutions to commit to providing bridge loans to facilitate acquisitions, including LBOs, where they serve as advisers to the purchaser. Bridge loans are frequently made because, for timing or market reasons, longer-term financing is not available at the time the funds are needed, which is often at the time of the closing of an acquisition. In the past, these commitments were not frequently drawn upon due to the availability of other sources of financing; however, due to market conditions affecting the availability of these other sources of financing (principally high-yield bond transactions), bridge loan commitments have been and may be drawn upon more regularly. Since these commitments were not regularly drawn upon in the past, there is little history for investors to rely upon in evaluating investments in bridge loans. Bridge loans often have shorter maturities. Borrower and lenders typically agree to shorter maturities based on the anticipation that the bridge loans will be replaced with other forms of financing within such shorter time period. However, the source and timing of such replacement financing may be uncertain and can be affected by, among other things, market conditions and the financial condition of the borrower at the maturity date of the bridge. If the borrower is unable to obtain replacement financing and repay the bridge loan at maturity, the terms of the bridge loan may provide for the bridge loan to be converted to a longer term loan. If bridge loans are not repaid (or cannot be disposed of on favorable terms) on the dates projected by us, there may be an adverse effect upon the ability of Romark to manage the assets in accordance with its models and projections or an adverse effect upon performance and ability to make distributions.

Debtor-in-Possession (“DIP”) Loans. Loans to companies that have filed for protection under Chapter 11 of the U.S. Bankruptcy Code, as amended, are most often asset-based, revolving working-capital facilities put into place at the outset of a Chapter 11 case to provide the debtor with both immediate cash and the ongoing working capital that will be required during the reorganization process. While such loans are generally less risky than many other types of loans as a result of their seniority in the debtor’s capital structure and because their terms have been approved by a U.S. federal bankruptcy court order, it is possible that the debtor’s reorganization efforts may fail and the proceeds of the ensuing liquidation of the DIP lender’s collateral might be insufficient to repay in full the DIP loan.

Fraud Associated with Loans. Of paramount concern in loan investments is the possibility of material misrepresentation or omission on the part of the borrower or loan seller. Such inaccuracy or incompleteness may adversely affect the valuation of the collateral underlying the loans or may adversely affect the ability of Romark to perfect or effectuate a lien on the collateral securing the loan. Romark will rely upon the accuracy and completeness of representations made by borrowers to the extent reasonable, but cannot guarantee such accuracy or completeness. Under certain circumstances, payments from a borrower to a lender may be reclaimed if any such payment or distribution is later determined to have been a fraudulent conveyance or a

preferential payment.

Loan Assignments and Participations. Romark invests in secured and unsecured corporate loans acquired primarily through assignment. When Romark buys a loan through an assignment, the Romark CLO becomes a direct lender to the issuer of such loan, is granted rights under the loan agreement, and assumes only the credit risk associated with the issuer. Loan participations, on the other hand, represent only a right to participate in the repayment of the loan by the corporate borrower. In purchasing participations, Romark CLOs will have a contractual relationship only with the selling institution, and not the borrower. This means that the Romark CLO assumes the credit risk of both the borrower and the selling institution. Additionally, Romark CLOs generally will have no right to directly enforce compliance by the borrower with the terms of the loan agreement, nor any rights of set-off against the borrower, nor will it have the right to object to certain changes to the loan agreement agreed to by the selling institution.

In addition, in the event of the insolvency of the selling institution, under the laws of the United States and the states thereof, a Romark CLO may be treated as a general creditor of such selling institution, and may not have any exclusive or senior claim with respect to the selling institution's interest in, or the collateral with respect to, the secured loan. Consequently, Romark CLOs may be subject to the credit risk of the selling institution as well as of the borrower. Moreover, Romark CLOs may not directly benefit from the collateral, if any, supporting the related loan and may not be subject to any rights of set-off the borrower has against the selling institution. Certain loans (whether acquired by an assignment or loan participation) may also be governed by the laws of a jurisdiction other than a United States jurisdiction, which may present additional risks as regards the characterization under such laws of such assignment or participation in the event of the insolvency of the selling institution or the borrower.

Investments in Private Loans. Romark invests in private loans of U.S. and non-U.S. companies on an unlimited basis. Because these private loans trade through the over-the-counter market, it may take longer to liquidate these positions than would be the case for instruments that trade on a public exchange or it may not be possible to liquidate these positions. Although these investments may be resold in privately negotiated transactions, the prices realized on these sales could be less than those originally paid. Further, companies whose instruments are not registered with the SEC may not be subject to public disclosure and other investor protection requirements applicable to public companies (i.e., companies whose securities are registered with the SEC for public distribution).

Derivative Instruments. Romark may invest in derivative instruments. Generally, derivatives can be characterized as financial instruments the performance of which is derived in part from the performance of an underlying asset or assets. Derivatives, which include swaps, options, futures contracts, options on futures and forward contracts, may be used for a variety of reasons, including the enhancement of return, hedging certain market risks, providing leverage, or as a substitute for purchasing or selling particular securities outright. Derivatives can be volatile and involve various types and degrees of risk, depending upon the characteristics of the particular derivative and the portfolio as a whole. Other risks presented by derivative instruments include imperfect correlation between the value of such instruments and the underlying assets, the possible default of the other party, or "counterparty," to a derivative transaction, and the illiquidity of derivative instruments themselves. As a consequence, the use of derivative instruments may result in greater losses than would be the case if they were not used, may require Romark to sell or purchase portfolio securities at inopportune times or for prices other than current market values, may limit the amount of appreciation Romark CLOs can realize on an investment, or may cause Romark to hold a security that it might otherwise sell. Additionally, amounts paid by Romark CLOs as premiums and cash or other assets held in margin accounts with respect to derivative instruments are not otherwise available to the Romark CLO for investment purposes.

Total Return Swaps. Total return swaps may be used by Romark to gain exposure to a reference asset (e.g., a loan or bond) without actually having to own it. Total return swaps create the potential for Romark CLOs to utilize leverage as they can provide Romark CLOs with large exposure to a reference asset with a minimal cash outlay. Upon entering into total return swaps, Romark CLOs will be obligated to make certain periodic payments in exchange for the total return on a referenced asset, including coupons, interest and the gain or loss on such asset over the term of the swap. Romark CLOs may be required to maintain collateral with the total return swap counterparty. If the Romark CLO fails to fulfill its payment obligations or fails to post any required collateral under a total return swap, the total return swap counterparty may declare an event of default and, as a result, the Romark CLO may be required to pay breakage fees, suffer the loss of the amounts paid to the counterparty and forego the receipts from the counterparty of further total return swap payments.

ITEM 9: DISCIPLINARY INFORMATION

There are no disciplinary events to disclose.

ITEM 10: OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

A. MATERIAL RELATIONSHIPS OR ARRANGEMENTS WITH INDUSTRY PARTICIPANTS

RCLO is a relying adviser of RCA.

RCA owns a majority interest in RV, and RV, in turn, directly wholly owns RCLO. RCLO's primary business is to sponsor and provide portfolio management services to CLOs. RCA owns a controlling interest in RV, and RV is the managing member of RCLO. RCA, RCLO, and RV are under common control with Shenkman.

Through its affiliation with Shenkman, Romark also has affiliated relationships with other Shenkman affiliates.

Shenkman is the parent company of Shenkman Capital Management Ltd ("Shenkman UK"), a private limited company incorporated in England and Wales that is authorized and regulated by the U.K. Financial Conduct Authority ("FCA"). Shenkman UK provides trade execution, research and other services to Shenkman within the scope of its FCA permissions.

Shenkman is the parent company of Shenkman Investments, LLC and an affiliate of Shenkman Capital Management, L.L.C. and Shenkman Winchester GP LLC, three Delaware limited liability companies, each of which serves as the general partner, managing member, or an equivalent role to certain Shenkman Group Clients.

RCA has entered into the Intercompany Services Agreement with Shenkman pursuant to which Shenkman provides to RCA, for a fee, among other things, credit research and analysis, shared employees and systems, and assistance and advice on certain support services, including, but not limited to, compliance, operations, finance, information technology and development, and human resources. Such credit research and analysis and support services are then provided by RCA, for a fee, to RCLO under the Staff and Services Agreement. RCLO and RCA have entered into the Staff and Services Agreement whereby RCA provides (or arranges for the provision of) to RCLO, for a fee, certain personnel, facilities and systems that may assist RCLO with various middle and back-office services, including (without limitation): (i) administrative services under the Constituent Documents of each Romark CLO, (ii) compliance support and general risk analysis, (iii) advice relating to the appointment of valuation providers, (iv) assistance in the preparation of reports, (v) credit research, (vi) information technology infrastructure and (vii) physical facilities.

Certain RCA shareholders, officers, and/or employees are shareholders and/or employees of Shenkman, while remaining as shareholders, officers, and/or employees of RCA and thus will act as dual shareholders, officers and/or employees of RCA and Shenkman, and in some instances, are shareholders, officers, and/or employees of all three of Shenkman, RCA, and RCLO.

Investors in Romark CLOs should consider the risks involved in the reliance by RCA on services provided by Shenkman pursuant to the Intercompany Agreement and by RCLO or services provided by RCA under the Staff and Services Agreement. If either Shenkman or RCA were to cease providing such services, investors in Romark CLOs may be harmed. In addition, there can be no assurances that either RCA or RCLO would be able to find a substitute service provider with the same experience or on the same terms.

B. MATERIAL CONFLICTS OF INTEREST RELATING TO OTHER INVESTMENT ADVISERS

As described herein, the Shenkman Group and its partners, officers, employees, affiliates, and agents are subject to certain potential or actual conflicts of interest in connection with the activities of, and investments by, the Shenkman Group.

As an investment adviser registered with the SEC, Romark intends to act in good faith in a manner consistent with its duties under applicable law. However, Romark is subject to various conflicts of interest including those arising from its relationships with other members of the Shenkman Group, which currently and in the future will serve as investment adviser to investment funds and separately managed accounts or similar vehicles. The Shenkman Group actively engages, and in the future will engage, in a broad spectrum of activities, including direct investment activities and investment advisory activities, and have extensive investment activities that are independent from, and may from time to time conflict or compete with, Romark and Romark CLOs' investment

activities. These circumstances could give rise to numerous situations where interests may conflict, including, as further noted herein, the investment by different Shenkman Group Clients in the same investment or in different levels of the capital structure of the same issuer, or other dealings involving different Shenkman Group Clients. In addition to what is already described herein, the particular circumstances described below further illustrate some of the conflicts of interest that may arise. However, there can be no assurance that these or other conflicts of interest with the potential for adverse effects on Shenkman Group Clients will not arise.

Conflicts of interest may also arise as to the allocation of investment opportunities among Shenkman Group Clients. The Shenkman Group maintains policies and procedures reasonably designed to ensure that all Shenkman Group Clients are treated fairly over time. See “Item 6: Performance-Based Fees and Side-By-Side Management and “Item 11: Code of Ethics, Participation or Interest in Client Transactions and Personal Trading” for additional information.

C. BROKER-DEALER REGISTRATION STATUS

Neither Romark nor any of its management persons are registered, or have an application pending to register, as a broker-dealer or a registered representative of a broker-dealer.

D. FUTURES COMMISSION MERCHANT, COMMODITY POOL OPERATOR OR COMMODITY TRADING ADVISOR REGISTRATION STATUS

Neither Romark nor any of its management persons are registered, or have an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading advisor, or an associated of the person foregoing entities.

ITEM 11: CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

A. CODE OF ETHICS AND PERSONAL TRADING

As part of an overall internal compliance program, the Shenkman Group has adopted a Code of Ethics (the “Code of Ethics”) that imposes standards of business conduct, including standards and procedures for the detection and prevention of inappropriate personal securities transactions by our team members, and addresses other situations involving potential conflicts of interest. The Code of Ethics is intended to ensure that the personal securities transactions of persons subject to it are conducted in accordance with the following principles: (i) the duty at all times to place the interests of Shenkman Group Clients first; (ii) the requirement that all personal securities transactions be conducted consistent with the Code of Ethics and in such a manner as to avoid any actual or potential conflict of interest or any abuse of an individual’s responsibility and position of trust; (iii) the fundamental standard that our team members not take inappropriate advantage of their positions; and (iv) the duty at all times to comply with applicable state and federal securities laws. The Shenkman Group’s Code of Ethics requires team members to obtain pre-approval for personal securities transactions, except with respect to transactions involving municipal bonds, mutual funds for which the Shenkman Group does not serve as investment adviser or sub-adviser, closed-end funds, exchange traded funds, or exchange traded notes. The Shenkman Group permits its team members to engage in personal securities trading, but does not allow them to purchase high yield or “cross over” (i.e., rated investment grade by one rating agency and below investment grade by another rating agency) bonds or loans or to purchase any securities of an issuer that is on a Shenkman Group list of approved issuers (the “Approved List”) or an issuer whose securities or loans are otherwise owned by one or more Shenkman Group Clients. If granted, an approval is generally valid until the close of business on the next business day after such approval is granted. The Code of Ethics also includes a prohibition on insider trading and (with certain limited exceptions) requires reporting of personal securities accounts, transactions and/or holdings to the Shenkman Compliance Department.

Additionally, the Code of Ethics sets out general standards of conduct and ethics to which all of our team members must adhere. The Shenkman Group’s Compliance Department conducts annual compliance “teach-ins” for all employees. The Code of Ethics is reviewed at these teach-ins, and team members are reminded of their duty to treat all of our clients fairly at all times. All Shenkman Group team members are also required to read the Code of Ethics each year and sign an Acknowledgement of Compliance.

Existing and prospective investors in Romark CLOs may obtain a copy of the Code of Ethics by sending a written request via e-mail to legal@romarkadvisors.com or by calling (212) 867-9090.

In certain limited circumstances, the Chief Compliance Officer or designee may grant exceptions to its policies and procedures (including the Code of Ethics) when he believes, based on the particular facts and circumstances, that doing so would not harm a Shenkman Group Client or otherwise interfere with the Shenkman Group's fiduciary duties.

B. PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS

As discussed above in "Item 5: Fees and Compensation" and "Item 6: Performance-Based Fees and Side-by-Side Management" and "Item 10: Other Financial Industry Activities and Affiliations," Shenkman (or a related person) acts as general partner or investment adviser to Shenkman Group Clients for which we receive asset-based management fees and/or performance-based compensation. The Shenkman Group (or its affiliates and related persons) also invest in one or more Shenkman Group Clients, which creates a potential conflict of interest because we have an incentive to recommend transactions to Shenkman Group Clients based on our own financial interests over others.

C. INVESTING IN THE SAME SECURITIES AS CLIENTS

The Shenkman Group and its team members may invest in instruments of the same issuers (or related securities, e.g., equities, warrants, options or futures) that we recommend to Shenkman Group Clients. This presents a conflict where, because of the information we have, the Shenkman Group and its team members are in a position to trade in a manner that could adversely affect Shenkman Group Clients (e.g., place affiliated or team member trades in securities of an issuer before or after Shenkman Group Client trades are executed in instruments of the same issuer in order to benefit from any price movements due to the Shenkman Group Client trades). In addition to affecting our objectivity, Shenkman Group Clients may also be harmed by adversely affecting the price at which the Shenkman Group Client trades are executed. In an effort to minimize this conflict, as set forth above, we generally prohibit our team members from purchasing high yield or "cross over" (i.e., rated investment grade by one rating agency and below investment grade by another rating agency) bonds or loans or to invest in any securities of an issuer that is on the Approved List or an issuer whose securities or loans are otherwise owned by a Shenkman Group Client. The Shenkman Group requires team members to pre-clear their personal securities transactions with the Compliance Department. In addition, the Code of Ethics prohibits trading in any securities on the Shenkman Group's "Restricted List" (i.e., a list of issuers concerning which we may be in possession of material non-public information). The Code of Ethics also requires reporting of personal securities accounts, transactions and/or holdings to the Compliance Department.

D. NON-EXCLUSIVE SERVICES

It should be noted that the Shenkman Group's services to each Shenkman Group Client are not exclusive. Our team members and affiliates may effect transactions for their own accounts and for the accounts of other Shenkman Group Clients that may differ materially from the advice given, or the time or nature of action taken, with respect to a particular Shenkman Group Client account. Also, it may not always be possible for the same investment positions to be taken or liquidated at the same time or at the same price. The Shenkman Group also acts as investment adviser to Shenkman Group Clients that have, or may in the future have securities and instruments outstanding. Such companies may be investors in investment vehicles of the Shenkman Group and the Shenkman Group may purchase, on behalf of Shenkman Group Client, instruments issued by such companies. However, the Shenkman Group is not obligated to purchase or sell or recommend for purchase or sale for any Shenkman Group Client any security or other asset that we and our team members and affiliates may purchase or sell for their own accounts or for the account of any Shenkman Group Client.

Additionally, the Shenkman Group and its affiliates may make investments for certain Shenkman Group Clients that they conclude are inappropriate for other Shenkman Group Clients. For instance, one Shenkman Group Client may take short positions in the equity securities of certain issuers, while at the same time other securities and/or leveraged loans of that issuer are acquired or held long by other Shenkman Group Clients. Conversely, the Shenkman Group may take long positions in the securities of certain issuers for a Shenkman Group Client, while at the same time other securities and/or leveraged loans of that issuer are held short in or have been sold out of another Shenkman Group Client.

Moreover, the Shenkman Group invests in all segments of the capital structure of high yield issuers on behalf of Shenkman Group Clients and is not precluded from investing in instruments of a company held in another Shenkman Group Client, even if such positions may be adverse. One or more Shenkman Group Clients may hold different investments of the same issuer that have different priorities. For example, certain Shenkman Group Clients may hold senior or subordinated rights relative to other

Shenkman Group Clients, or vice versa. This may present a conflict of interest because any action that the Shenkman Group were to take on behalf of the issuer's senior instrument, for instance, could have an adverse effect on the issuer's junior instrument, and vice versa, particularly in distressed or default situations. To the extent the Shenkman Group or any of its team members were to serve on a formal or informal creditor or similar committee on behalf of a client, such conflicts of interest may be exacerbated. The Shenkman Group has adopted procedures and controls reasonably designed to identify and address such a conflict.

E. RECEIPT OF MATERIAL NON-PUBLIC INFORMATION

In certain circumstances, the Shenkman Group may also possess certain confidential or material, non-public information that, if disclosed, might be material to a decision to buy, sell or hold a security. In these instances, we are prohibited from communicating such information or using it for a Shenkman Group Client's benefit and we add the issuer's name to the Restricted List. The Shenkman Group and its team members are prohibited from transacting in instruments of issuers on the Restricted List, whether for a Shenkman Group Client or personal trading accounts. In these circumstances, the Shenkman Group has no responsibility or liability to Shenkman Group Clients for not disclosing such information to Shenkman Group Clients (or the fact that we possess such information), or not using such information for the Shenkman Group Clients' benefit, as a result of following our policies and procedures or applicable law.

F. CONFLICTS OF INTEREST CREATED BY CONTEMPORANEOUS TRADING

The Shenkman Group engages in transactions and investment strategies for certain Shenkman Group Clients that differ from the transactions and strategies executed on behalf of other Shenkman Group Clients. Accordingly, the Shenkman Group can invest in certain securities or loan instruments of a particular issuer for one Shenkman Group Client, but invest in a different part of the same issuer's capital structure (or in different classes of debt) for another Shenkman Group Client. To this end, the Shenkman Group has and may continue to purchase on behalf of Shenkman Group Clients different classes of debt of the same issuer and debt and equity of the same issuer for different Shenkman Group Clients. These and other investments can be deemed to create conflicts of interest, particularly because the Shenkman Group can take certain actions for some Shenkman Group Clients that can have an adverse effect on other Shenkman Group Clients (for example, in connection with restructuring and reorganization situations). In such cases, the Shenkman Group will seek to act in a manner it reasonably believes to be equitable or fair or in a manner that does not have a materially adverse impact on a Shenkman Group Client under the circumstances. Further, if the Shenkman Group becomes a member of creditors' committee due to its holdings in a particular issuer, it may be restricted from trading on behalf of other Shenkman Group Clients who hold other instruments of the same issuer. Shenkman Group Clients should be aware that conflicts will not necessarily be resolved in favor of their interests, and the Shenkman Group will attempt to resolve such matters fairly. In this regard, the Shenkman Group has adopted policies and procedures intended to prevent and mitigate such potential conflicts of interest. This includes, but is not limited to, the review of transactions by the Compliance Department. Please also see "Item 6: Performance-Based Fees and Side-by-Side Management" above.

G. DIFFERING TERMS OF INVESTMENT PRODUCTS

Shenkman Group Clients should be aware that the Shenkman Group offers many of its investment strategies through a variety of investment products, including, without limitation, separately managed accounts, private funds (single investor or commingled), CLOs, mutual funds and UCITS. Given the different structures of these products, certain Shenkman Group Clients may be subject to terms and conditions that are materially different or more advantageous than available under different products. For example, mutual funds offer investors the ability to redeem from the fund daily, while private funds generally offer less frequent liquidity. Similarly a Shenkman Group Client with a separately managed account may have more transparency regarding the positions held in its account than would be available to an investor in a private fund, including investors in a Romark CLO.

H. ALLOCATION OF TIME AND RESOURCES

Certain RCA shareholders, officers, and/or employees are shareholders and/or employees of Shenkman, while remaining as shareholders, officers, and/or employees of RCA and thus will act as dual shareholders, officers and/or employees of RCA and Shenkman, and in some instances, are shareholders, officers, and/or employees of all three of Shenkman, RCA, and RCLO. As such, there is a potential conflict of interest as certain Romark shareholders, officers, and/or employees will allocate time and resources to Shenkman that could instead be allocated to Romark.

ITEM 12: BROKERAGE PRACTICES

A. FACTORS FOR SELECTING BROKER-DEALERS FOR CLIENT TRANSACTIONS

1. Broker Selection; Research and Soft Dollars

The Shenkman Group maintains an “Approved Broker List” and, as a general matter, only trades with brokers on the Approved Broker List. The Shenkman Group’s policies and procedures regarding brokerage allocation and execution are reasonably designed to achieve best execution under the circumstances. In seeking best execution, the Shenkman Group typically considers the full range of each broker’s services, including, but not limited to, the efficiency of execution, ability to handle large and/or complex orders, competitive rates, price, capital commitment to a particular issue, research capabilities, generation of investment ideas, market knowledge, settlement capabilities, confidentiality, financial responsibility and responsiveness. Nonetheless, acquiring certain issues of high yield securities and leveraged loans may require that the Shenkman Group use the particular broker (sometimes only one) that is willing to commit capital to a given issue. In selecting brokers to execute transactions and determining the reasonableness of their compensation, the Shenkman Group is not required to solicit competitive bids and does not have an obligation to seek the lowest available commission cost or price.

The Shenkman Group’s Best Execution Committee is responsible for reviewing the quality and value of the services provided by broker-dealers used and for monitoring any commission levels paid to these broker-dealers. The Best Execution Committee will periodically monitor trading to ensure that best execution has been achieved in accordance with its policies and procedures

The Shenkman Group does not have any formal “soft dollar” arrangements nor does it anticipate entering into any formal “soft dollar” arrangements. Nevertheless, to the extent the Shenkman Group does receive any “soft dollar” benefits (e.g., research or execution services), it will only do so to the extent that they fall within the safe harbor provided by Section 28(e) of the Securities Exchange Act of 1934, as amended. Notwithstanding the foregoing, the Shenkman Group may receive, without cost and unrelated to the execution of securities transactions, a broad range of research services from brokers, including information on the economy, industries, securities and individual companies, statistical information, market data, pricing and appraisal services, credit analysis, risk measurement analysis, performance analysis and other information that may affect the economy and/or security prices. Subject to our best execution policy described above, the Shenkman Group may from time-to-time allocate securities or loan transactions to these brokerage firms. The research, information and services furnished by these brokers are useful in varying degrees and may be used in servicing Shenkman Group Clients. Some of these services may be used by the Shenkman Group in connection with accounts that paid no commissions to the broker providing such services. No formula has been established for the allocation of business to such brokers. The Shenkman Group may also pay brokers and their affiliates for certain specialized data and services, such as benchmark information, that are also unrelated to the execution of securities transactions.

As previously noted, Shenkman UK is authorized and regulated by the FCA. Shenkman UK provides trade execution, research and other services to the Shenkman Group within the scope of its FCA permissions. Pursuant to the Markets in Financial Instruments Directive II (MiFID II), research provided by broker-dealers is generally required to be charged separately from other execution services. As a result, Shenkman UK may no longer accept the provision of research for free (unless such research is deemed to be an acceptable minor non-monetary benefit) or as part of bundled services. Shenkman UK has decided to bear the expense of research it purchases from its own resources.

2. Brokerage for Client Referrals

From time-to-time, the Shenkman Group may have formal or informal arrangements in place with brokers and/or affiliates of brokers who may market each of their products or otherwise make each of their products available to their respective clients. In certain circumstances, either of us or our clients may compensate these brokers or their affiliates in connection with these arrangements (including, for example, a placement agent fee paid by a Shenkman Group Client). The Shenkman Group may execute securities transactions through brokers who, or who have affiliates who, market Shenkman Group Client products or otherwise make such products available to clients. This practice creates a potential conflict of interest because the Shenkman Group may have an incentive to select or recommend a broker based on either of our interests in receiving client referrals. Moreover, the allocation of transactions to brokers who (or that have affiliates who) market Shenkman Group products or otherwise make our products available to their clients is subject at all times to our obligation to obtain best execution under

the circumstances.

3. Directed Brokerage

From time-to-time, certain Shenkman Group Clients may instruct the Shenkman Group to participate in directed brokerage arrangements for their accounts. A Shenkman Group Client should be aware that direction by a Shenkman Group Client to use a particular broker (or a prohibition from trading with certain brokers) to effect transactions could result in certain costs or disadvantages to Shenkman Group Clients. Such costs may include higher brokerage commissions (because it may not be possible to aggregate orders to reduce transaction costs) and less favorable execution of transactions. By permitting Shenkman Group Clients to direct the Shenkman Group to execute their trades through a specified broker (or a prohibition from trading with certain brokers), the Shenkman Group may not make any attempt to negotiate prices or commissions on behalf of Shenkman Group Clients and, as a result, in some transactions Shenkman Group Clients may pay materially disparate spreads or commissions than they otherwise would.

B. CROSS TRADES

The Shenkman Group may also execute cross trades (i.e., the simultaneous purchase and sale of an investment from one Shenkman Group Client to another Shenkman Group Client. Cross trades may be executed for different Shenkman Group Clients on the same or a different day on which we trade in the same investment for other Shenkman Group Clients. The Shenkman Group usually executes cross trades directly among eligible Shenkman Group Clients but in certain cases may use a broker to effect the trade. The Shenkman Group believes cross trades benefit Shenkman Group Clients on both sides of the trade by minimizing the spread, mark-up or commissions that would be paid to a broker. In these instances, the purchase price generally reflects the mean of the bid and ask prices as quoted to us by a third-party pricing service or third party brokers. If a broker is needed for the trade, the security is sold to a broker selected by the Shenkman Group and then sold by that broker to the other Shenkman Group Client(s) at the mean of the bid and ask prices plus a fee not greater than one quarter of a point (i.e., \$0.25 per \$100 principal amount). These “broker” cross trades may still benefit Shenkman Group Clients on both sides of the trade because the “selling Shenkman Group Client” sells the security for more than the bid price (i.e., the price it would have received in the open market) and the “buying Shenkman Group Client” purchases the security at less than the ask price (i.e., the price it would have paid in the open market). In all instances, the Shenkman Group acts in a manner consistent with its fiduciary duties. The Shenkman Group does not receive any fees in connection with cross trades. Shenkman Group Clients investors should be aware that if a Mutual Fund participates in the cross trade, the transaction must be executed in accordance with the requirements of Rule 17a-7 under the Investment Company Act of 1940, and if a UCITS fund participates in the cross trade, it must be executed in accordance with that fund’s policy and procedures. In addition, cross trades generally will not be conducted with an ERISA account (including a Shenkman Group Client that has substantial benefit plan investors and is subject to ERISA), accounts of public retirement plans, or any accounts requesting to be treated as an ERISA account; provided, however, that the Compliance Department may permit any such cross trade between Shenkman Group Clients if it is executed in compliance with all applicable laws and regulations (e.g., Advisers Act, Investment Company Act, ERISA) and is in the best interest of all participating Shenkman Group Clients or is otherwise approved by the applicable Shenkman Group Client.

C. TRADE ERRORS

To the extent that a Trade Error² occurs, the Compliance Department will work together with the appropriate departments or employees to determine the best course of action to resolve the Trade Error. When a Trade Error is made on behalf of a Shenkman Group Client, the Shenkman Group has discretion to resolve each Trade Error in any manner it considers appropriate and will seek to resolve the trade error in a manner that is consistent with its fiduciary duties. The Shenkman Group is responsible for its own Trade Errors and will reimburse an affected Shenkman Group Client for losses suffered due to Trade Errors. The Shenkman Group is not, however, responsible for losses associated with errors of other third parties, including third party brokers and custodians. If an error results in a gain to a Shenkman Group Client, the gain will remain in the affected Shenkman Group Client's account.

ITEM 13: REVIEW OF ACCOUNTS

A. REGULAR REVIEW

Portfolio Managers communicate throughout the day with members of the Shenkman Group's trading and research team to review the status of Shenkman Group Client investments and to provide instructions and guidance concerning pending transactions for applicable Shenkman Group Client. A review of each Shenkman Group Client account is conducted by the Shenkman Group Portfolio Manager on a periodic basis, under the supervision of the Shenkman Group's Co-Chief Investment Officers (Mark R. Shenkman and Justin W. Slatky). Additionally, the Compliance Department reviews Shenkman Group Client portfolios for compliance with each Shenkman Group Client's investment guidelines and restrictions.

B. AD HOC REVIEW

Changes in outlook for the economy, the market, and other factors may trigger a review of a Romark CLO's account in addition to the regular account reviews discussed above.

C. CLIENT REPORTING

Investors in Romark CLOs typically receive reports from the Trustee for the Romark CLO as to the Romark CLO's compliance with the underlying indenture requirements and the general performance of the vehicle. Although all investors generally receive similar information, to the extent an investor receives information that is not otherwise provided in a Romark CLO's regular reports to investors, such information may provide such investor with greater insight into the CLO's activities. This may enhance such investor's ability to make investment decisions with respect to the Romark CLO.

As previously noted, Romark has entered, and in the future may enter into, arrangements with certain investors in Romark CLOs that grant such investors special or more favorable rights that are not available to all investors. Such special or more favorable rights may include, but are not limited to: (i) additional reporting and/or greater information; (ii) opportunities to meet or speak with Romark's investment team; and (iii) key-person and similar notifications rights.

² "Trade Error" means any trade error involving any transaction in any account directly or indirectly held by the client account or any derivatives contract or other similar agreement of the client account, including: (i) the placement of orders (either purchases or sales) in excess of the amount of an investment the Shenkman Group intended to trade; (ii) the sale of an investment when it should have been purchased; (iii) the purchase of an investment when it should have been sold and (iv) the purchase or sale of the wrong investment.

ITEM 14: CLIENT REFERRALS AND OTHER COMPENSATION

The Shenkman Group does not receive economic benefits from non-clients in exchange for providing investment advice and other advisory services.

ITEM 15: CUSTODY

Romark and its affiliates do not hold Romark CLO funds or securities or have the authority to obtain possession of them for purposes other than authorized trading.

ITEM 16: INVESTMENT DISCRETION

As stated in Item 4 above, Romark manages all Romark CLO assets on a discretionary basis pursuant to the authority granted in a collateral management agreement entered into with the Romark CLO and the indenture governing a Romark CLO.

ITEM 17: VOTING CLIENT SECURITIES

A. ROMARK'S PROXY VOTING AUTHORITY

The collateral management agreements entered into between Romark and Romark CLOs and the indentures governing the Romark CLOs typically grant Romark authority to vote proxies on behalf of our Romark CLOs.

The Shenkman Group maintains a Proxy Voting Policy and Procedures in accordance with Rule 206(4)-6 of the Advisers Act. The Shenkman Group seeks to vote proxies in their best interests and in accordance with these Proxy Voting Policy and Procedures.

In the case of bonds, loans or other instruments, we also take action pertaining to amendment and consent requests (e.g., a request to amend a bond's indenture) as well as bankruptcy and reorganization proposals, as applicable (e.g., a proposal to restructure a debt security where the underlying issuer is in bankruptcy). The Shenkman Group will take action that it deems appropriate and in the best interests of Shenkman Group Clients with respect to such corporate actions. From time to time, the Shenkman Group may also submit proof of claims in connection with class action lawsuits.

From time to time, a conflict of interest may arise due to the size and nature of the Shenkman Group's operations and the fact that they invest in various securities or issues of the same company with different priorities and interests. If a material conflict of interest arises, the Conflicts Committee will determine whether voting in accordance with its policies and procedures is in the best interests of the Shenkman Group Clients involved. Under no circumstances will the Shenkman Group place its own interests ahead of the interests of the Shenkman Group Clients in voting proxies or place the interests of one Shenkman Group Client over another Shenkman Group Client.

If the Shenkman Group determines that the proxy voting policies do not adequately address a material conflict of interest related to a proxy, the Shenkman Group will provide the affected Shenkman Group Client with copies of all proxy solicitation materials received by the Shenkman Group with respect to that proxy, notify the Shenkman Group Client of the actual or potential conflict of interest, and of the Shenkman Group's intended response to the proxy request (which response will be in accordance with the policies set forth in this statement), and request that the Shenkman Group Client consent to the Shenkman Group's intended response. If the Shenkman Group Client consents to the Shenkman Group's intended response or fails to respond to the notice within a reasonable period of time specified in the notice, the Shenkman Group will vote the proxy as described in the notice. If the Shenkman Group Client objects to the Shenkman Group's intended response, the Shenkman Group will vote the proxy as directed by the Shenkman Group Client.

Each client may obtain a copy of the Proxy Voting Policy and Procedures and a record of how it voted its proxies by contacting us via email at legal@romarkadvisors.com or by calling (212) 867-9090.

ITEM 18: FINANCIAL INFORMATION

Romark has never filed for bankruptcy and we have no financial commitments that are likely to impair our ability to meet our contractual commitments to the Romark CLOs.

NOTICE OF PRIVACY POLICY

As a valued client of ROMARK CREDIT ADVISORS, LP and as required by federal law and regulations, we are providing this notice to you so that you know what kind of information we collect about you and the circumstances in which that information may be disclosed to third parties. We are committed to handling information regarding our clients, investors, and former clients and investors in a responsible manner. Accordingly, we do not disclose non-public personal information about our clients, investors, and former clients and investors to third parties other than as described below.

We collect information about you (such as your name, address, social security number or tax identification number, assets, investment experience, transaction history, wire transfer instructions and income or revenue) from our discussions with you, from documents that you may deliver to us and in the course of providing services to you. We may use this information to provide services to you, to open an account for you, to process a transaction for your account, to respond to court orders or legal and regulatory investigations or otherwise in furtherance of our business. In order to best serve you and effect transactions for your account, we may provide your personal information to our affiliates and to firms that assist us in serving you and have a need for such information, such as a broker or fund administrator. We may also disclose such information to service providers and financial institutions with which we have joint marketing arrangements (i.e., a formal agreement between nonaffiliated financial companies that together market financial products or services to you, such as placement agents). We require each third party service provider and financial institution with which we have joint marketing arrangements to protect the confidentiality of your information and to use the information only for the purposes for which we disclose the information to them. We do not otherwise provide information about you to outside firms, organizations or individuals except to our attorneys, accountants and auditors and as permitted by law. These sharing practices are consistent with Federal privacy and related laws, and in general, our use of your personal information for these purposes under such laws may not be limited. We note that the federal privacy laws only give you the right to limit the certain types of information sharing that we generally do not engage in (e.g., sharing with our affiliates certain information relating to your transaction history or creditworthiness for their use in marketing to you, or sharing any personal information with non-affiliates for them to market to you).

Our team members are also required to protect the confidentiality of your non-public personal information and to comply with our established policies. They may access your personal information only when there is an appropriate reason to do so, such as to administer our services. We maintain physical, electronic and procedural safeguards that comply with federal standards to guard your personal information.

This privacy notice relates to the policy and practices of ROMARK CREDIT ADVISORS, LP, Romark CLO Ventures LLC, Romark CLO Advisors LLC, Shenkman Capital Management, Inc., Shenkman Capital Management, Ltd, Shenkman Capital Management, L.L.C., Shenkman Investments, LLC, and Shenkman Winchester GP LLC, and each of the private investment funds advised by them, including (without limitation) Primus High Yield Bond Fund, L.P., Primus High Yield Bond Fund Ltd., Gamma Convertible Fund, L.P., Credos Floating Rate Fund, L.P., Credos Floating Rate Fund, Ltd., Brevis High Income Fund, L.P., Four Points Multi-Strategy Fund, L.P., Four Points Multi-Strategy Fund, Inc., Flag Point Convertible Fund, L.P., Shenkman Energy Opportunity Fund, L.P., Shenkman Energy Opportunity Fund Ltd., Shenkman Structured Credit Fund, L.P., Shenkman Opportunistic Credit Fund LP, Shenkman Opportunistic Credit Fund (Cayman) Ltd., Westbrook CLO, Ltd., Slater Mill Loan Fund, L.P., Brookside Mill CLO Ltd, Sudbury Mill CLO Ltd, Romark WM-R Ltd., Adams Mill CLO Ltd., Jackson Mill CLO Ltd., and Jefferson Mill CLO Ltd.

If you have any questions about this Privacy Notice, please call us at (212) 867-9090 or e-mail us at legal@romarkadvisors.com

