

LORICA ASSET MANAGEMENT LLC

November 07, 2019

This brochure provides information about the qualifications and business practices of Lorica Asset Management LLC (“Lorica”). If you have any questions about the contents of this brochure, please contact Lorica at (917) 842-5629. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state securities authority. Lorica is a registered investment adviser. Registration with the SEC or any state securities authority does not imply a certain level of skill or training.

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

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Item 2. Material Changes

There are no material changes to report.

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Item 4. Advisory Business

Lorica is an investment adviser with its principal place of business in New York, New York. Lorica was organized as a limited liability company in Delaware in 2018. The principal owner of Lorica is Amna Qaiser Maluki. Other individuals hold minority stakes in Lorica.

Lorica seeks to provide investment advisory services on a discretionary basis to privately placed investment vehicles as well as separately managed accounts of private and public pension plans, investment companies registered under the investment company act, state and municipal government agencies, sovereign wealth funds and other foreign institutions, high net worth individuals, trusts, estates, corporations, endowments, foundations and other business entities (henceforth “Clients”). The firm offers its advisory services based on specific investment objectives, guidelines, risk parameters and constraints set forth in Clients’ investment management agreements.

Lorica specializes in utilizing quantitative techniques to invest globally across both public and private markets. The quantitative techniques employed by Lorica utilize proprietary computational models and statistical methods to analyze patterns within large and diverse data sets. Additionally, investment personnel at Lorica may utilize fundamental research conducted internally or by third parties to assist in the investment decision making process. The firm seeks to generate diversified, long-term risk-adjusted returns across its investment strategies.

Lorica is a newly registered investment adviser and does not have any discretionary or non-discretionary assets under management.

Item 5. Fees & Compensation

Asset-Based Compensation

Lorica receives asset-based fees (“Management Fees”) as compensation for the advisory services it provides to its Clients. The Management Fees are typically based on the Clients’ assets under management and are determined based on an annualized rate. Lorica generally bills or deducts Management Fees monthly or quarterly in arrears unless set forth in the applicable investment management agreement or governing document. The maximum annual management fee is 3%.

If a Management Fee has been paid in full in advance for a period in which the advisory agreement is terminated, the pro-rata portion of such Management Fee paid for the period after which the advisory agreement was terminated will be returned or credited to the client, subject to the terms of the applicable governing document.

Lorica may waive, reduce and/or modify the Management Fees for certain Clients. Similarly, Lorica may substitute the Management Fees in whole or in part with performance-based compensation as agreed with its Clients.

Performance-Based Compensation

Lorica may also receive performance-based compensation (“Performance Fees”) of up to 35% of the net profits, if any, in each Client’s account for each calendar or fiscal quarter or year, or at termination of the advisory agreement (for managed accounts) or withdrawal of capital (for pooled investment vehicles), as applicable. In addition, the performance-based fees may be subject to adjustment for any previously unrecovered net losses realized in prior periods, subject to certain other adjustments and provisions.

Lorica may waive, reduce and/or modify the performance-based compensation as agreed with its Clients. Lorica may also waive some or all fees for certain employees, limited partners, their family members and friends.

Other Fees and Expenses

In addition to paying investment management fees and performance-based compensation to Lorica, Clients must pay all of their own operating and investment expenses including, but not limited to, brokerage commissions and dealer collateral and other fees, payments and expenses and other costs of trading; external legal, auditing, accounting, administration, tax return preparation and other professional fees and expenses; fees and expenses of the Client’s administrator and depository, if applicable; taxes, fees and governmental charges or filing fees; fees and expenses of prime brokers, futures commission merchants, dealers, custodians, sub-custodians, transfer agents and registrars; expenses of registering or qualifying securities and other investments; litigation and other extraordinary expenses.

Item 6. Performance-Based Fees & Side-by-Side Management

As noted above, Lorica and its investment personnel provide investment management services to Clients that are charged Management Fees and/or Performance Fees. Performance Fees are based on absolute or benchmark relative returns over an agreed upon time period, and may be subject to a high-water mark, as described in Clients' investment management agreements or other governing documents. Clients should be aware that Lorica may receive a performance-based fee with regard to unrealized gains on the agreed upon calculation date, as described in the client's investment management agreement.

Lorica's entitlement to Performance Fees for certain accounts may create incentives that favor these accounts over other accounts that have only Management Fees, with respect to the allocation of more profitable trading opportunities or investment strategies. There could also exist an incentive to trade some accounts more aggressively than others in an effort to maximize profits for those Clients in which Lorica is entitled to receive a performance-based fee. Lorica addresses these conflicts by utilizing policies designed to treat Clients in a fair and equitable manner, and to identify, resolve and mitigate conflicts of interest or potential conflicts of interest in a timely manner.

Item 7. Types of Clients

Lorica seeks to provide advisory services to a wide variety of Clients, including but not limited to pooled private investment vehicles, private and public pension plans, investment companies registered under the investment company act, state and municipal government agencies, sovereign wealth funds and other foreign institutions, high net worth individuals, trusts, estates, corporations, endowments, foundations and other business entities. Lorica generally imposes a minimum value of assets to be invested in Clients' accounts. Lorica reserves the right to waive investment account minimums for particular Clients.

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

Methods of Analysis and Investment Strategies

Lorica utilizes a wide variety of information and methods to formulate investment decisions and recommendations. Lorica's strategies primarily utilize quantitative techniques combined with fundamental analysis to establish long, short and spread positions across global public and private markets. The quantitative techniques employed by Lorica utilize proprietary computational models and statistical methods to analyze patterns within large and diverse data sets. Additionally, investment personnel at Lorica may utilize fundamental research conducted internally or by third parties in addition to their own subjective judgement based on their experience to assist in the investment decision making process.

Material Risks

Lorica seeks to generate attractive long-term risk-adjusted returns across its investment strategies. However, all of the investment methods and strategies used by Lorica involve the risk of loss, including the risk that the entire amount invested may be lost. There is no guarantee that any investment strategy, managed account or pooled investment vehicle will meet its investment objectives, or that past performance in any investment strategy, managed account or pooled investment vehicle is indicative of results that will be achieved in that or any other strategy, managed account or pooled investment vehicle managed by Lorica in the future. Some of the risks associated with Lorica's investment strategies and the underlying securities and markets in which Lorica invests, include but are not limited to, the following:

Quantitative Strategies and Model Risk. The quantitative methods utilized to implement Lorica's investment strategies are highly complex, requiring sophisticated mathematical calculations and computational programs. Despite Lorica's good faith efforts to build these models accurately, there can be no guarantee that these quantitative methods are free of errors, or accurately capture the complexity and uncertainty of the financial markets. Models which rely on historical data may also become outdated over time, without Lorica recognizing that fact ahead of time, resulting in substantial losses. It is also possible that as an increasing number of market participants rely on similar strategies and quantitative models used by Lorica, large losses may occur as a result of a broad systematic unwind of similar positions that is unrelated to market fundamentals.

Leverage. Some of the strategies employed by Lorica may employ substantial leverage through borrowed funds or the use of instruments such as derivatives that have embedded leverage. Clients may therefore incur significant expenses such as interest charges in connection with the leverage employed. The use of leverage may also substantially increase the volatility of investment returns, magnifying gains or losses during favorable or unfavorable market

environments respectively. Losses incurred in strategies that employ leverage may therefore be substantial, possibly exceeding the total value of assets in a Client's account.

Short Selling Risk. Lorica's strategies may include a significant amount of short selling. Strategies with short positions bear the risk of an increase in the price of the securities that have been sold short, resulting in large and theoretically unlimited losses. The strategies may have to liquidate short positions prematurely due to losses in order to meet margin calls. There can be no assurance that securities necessary to cover a short position will be available for purchase. In the event of a short squeeze, securities borrowed to sell short may need to be purchased at inflated prices in the open market, further exacerbating losses.

Liquidity Risk. Under certain market conditions, specifically during periods of heightened volatility, the ability to quickly sell an asset at its fair market value may be greatly reduced. Under these circumstances, Lorica's ability to effect portfolio rebalances, meet redemption requests or generally execute transactions may be adversely impacted.

Market Risk. Political, economic or social events may result in sharp fluctuations in the prices of securities. Such price fluctuations may result in significant declines in the value of an account. Strategies employed by Lorica are exposed to these external shocks and are not guaranteed to be able to anticipate their occurrence.

Frequent Trading. Lorica's investment strategies may involve frequent trading of a large number of securities which may result in significant execution costs, commissions, taxes and other charges to Clients. Such costs and charges may significantly impact the performance of Client accounts.

Equity Securities. Lorica's investments in equity securities may fluctuate in response to issuer, political, market and economic developments, among other events ("Events"). These fluctuations can be dramatic over the investment horizon, with varying degrees of impact, depending on the nature of the equity security. Events can have a focused impact on a single issuer or a broader impact across a specific industry or region. For example, stocks in one sector may react differently from stocks in another sector (e.g. energy versus financials), while geopolitical risks such as trade wars or acts of terrorism may have an overarching impact on global equity markets.

Rights and Warrants. Lorica's investment strategies may receive rights and warrants from its underlying security holdings. Rights and warrants entitle the holder to buy equity securities at a specific price for a specific period of time. These instruments carry their own value but do not

represent ownership of the issuer, voting rights, or entitlements to distributions provided by the issuer. Due to this, rights and warrants may be considered more speculative than certain other types of instruments. The right or warrant ceases to have value if it is not exercised prior to the expiration date.

Exchange-Traded Funds (“ETFs”). Lorica may invest in ETFs. ETFs are subject to risks similar to the instruments they purchase or sell. For instance, equity-based ETFs are subject to risks similar to those of equity securities. Investments in an ETF are also subject to additional fees and expenses, which may include but are not limited to, a management fee, a distribution fee, and other fund expenses.

Foreign Instruments. Lorica’s investment strategies may invest in foreign securities. Trading in non-U.S. instruments and derivatives on non-U.S. instruments may involve risks and considerations not present in the trading of U.S. instruments and derivatives.

Foreign Exchange Risk. Since non-U.S. instruments generally are denominated, pay interest and are settled in non-U.S. currencies, their value as measured in U.S. Dollars may fluctuate with changes in the exchange rate between the U.S. Dollar and other currencies. As a result, Clients may realize net losses on foreign investments due to fluctuations in foreign exchange rates relative to the reporting currencies of the Clients’ portfolios, despite underlying gains in the value of the investments in local currency terms. Currency exchange rates can be impacted unpredictably by controls or restrictions imposed by U.S. or non-U.S. central banks or other governmental agencies. Political developments in the United States or abroad may also affect currency exchange rates. Lorica’s ability to invest in instruments denominated in non-U.S. currencies may also be adversely affected by restrictions on the conversion to or transfer of such non-U.S. currencies. Lorica may seek to hedge these risks by trading currencies, currency futures contracts, forward currency contracts, swaps, or any combination thereof, but there can be no assurance that such hedges will be effective.

Material Non-Public Information and Reporting. There may be less publicly available information on foreign economies and foreign companies than on the U.S. economy and U.S. companies. Non-U.S. companies may not be subject to accounting, auditing and financial reporting standards, practices and requirements that are comparable to those applicable to U.S. companies.

Foreign Liquidity. Non-U.S. securities markets may have substantially less trading volume than U.S. securities markets and, therefore, securities of non-U.S. companies are generally less liquid. There may be times where Lorica may be unable to trade into or out of foreign positions due to low liquidity. Additionally, there may be times where the prices of foreign securities may be more volatile than comparable U.S. securities.

Government Oversight. There may be less government supervision of exchanges, brokers, dealers and issuers in certain non-U.S. markets relative to U.S. markets. There may be unanticipated political, social or diplomatic developments that adversely affect investments in these countries.

Foreign Taxation. Some foreign securities in which Lorica invests may also be subject to taxes levied by non-U.S. governments. Such taxes potentially increase the cost of trading and may reduce the realized gain or increase the realized loss that results from the purchase or sale of such securities. Income from non-U.S. instruments may also be reduced by a withholding tax at the source. Tax conventions or agreements between certain countries and the U.S., however, may reduce or eliminate such taxes, while a portion or the entirety of such taxes may be creditable against a U.S. federal income tax liability of Clients who are U.S. taxpayers. However, there is no guarantee that such benefits which offset a portion or all of Clients' U.S. tax liabilities will exist in the future.

Foreign Exchange Contracts. Lorica may enter into foreign currency spot trades, forward contracts and/or other derivatives thereon for speculative, hedging or other investment purposes. These instruments involve a risk of loss if currency exchange rates move against Lorica's investment strategy. In addition, forward contracts and certain currency derivatives are not guaranteed by an exchange or clearinghouse. Therefore, a default by the forward contract, or derivative counterparty may result in a loss.

Non-Deliverable FX Forwards. Lorica may trade non-deliverable FX forwards ("NDFs") for some foreign currency trades. NDFs are subject to the risks associated with standard foreign exchange transactions. In addition, they are subject to the risk that an event would force the parties related to the transaction to find an alternative basis for determining settlement amounts such as, among other things, a general or specific default, inconvertibility, or non-transferability. If such an event has occurred or is continuing, the settlement amount to be delivered may be adjusted by the clearing broker or its counterparty, acting in a reasonable manner. Such adjustments will result in changes to the prices at which such transactions were executed and could be material. The fixation of a trade at a settlement price, the determination of whether such a disruption has occurred and the settlement amount associated therewith are beyond the control of Lorica.

General Risks of Derivatives. Trading in derivatives is highly speculative and typically involves securities that utilize a high degree of leverage. Losses that result from the use of leverage may therefore exceed the total value of assets in a Clients' account.

Futures. Trading in futures involves significant risks. A high degree of leverage is typical of a futures trading account. Losses in a futures account may exceed the initial margin and any maintenance margin required to establish a futures position. In such a scenario, Clients would be

required to provide additional funds to cover losses in their futures account. Futures exchanges and market regulators may also establish price fluctuation limits in certain futures contracts. These daily limits may adversely impact liquidity and result in an inability to trade the futures over the desired timeframe, subjecting the portfolio to substantial losses.

Options. There are risks associated with the sale or purchase of options. A call option gives the holder the right but not the obligation to buy the underlying security. A put option gives the holder the right but not the obligation to sell the underlying security. The loss on an uncovered short call option is theoretically unlimited while the maximum gain is capped at the premium received for selling the call option. The seller of a put option faces losses when the price of the underlying security drops below the strike price of the sold put, while the maximum gain is capped at the premium received for selling the put. Buyers of options may experience a rapid decline in the value of the options given a change in the price of the underlying security. Options markets may also become illiquid during periods of high volatility.

Cybersecurity Risk. Cyberattacks which include the use of malware and other malicious software may seek to gain unauthorized access to Lorica's confidential data, including Clients' information, or to generally disrupt the firm's ability to process or transmit electronic data. While Lorica and its service providers have systems, controls and procedures to prevent cyberattacks, such measures cannot guarantee the absolute security of proprietary and confidential data processed or stored by Lorica. New techniques that attack and disable electronic networks may be difficult to detect for long periods of time. Unauthorized access to Lorica's or its Clients' confidential data can impede trading, cause financial loss to Client accounts, cause reputational damage and result in regulatory sanctions and fines for Lorica.

Dependence on Technology. Lorica's investment process, including data collection, research, trade processing and risk management, is highly automated and computerized. Such automation and computerization rely on an extensive amount of both proprietary software and third-party hardware and software. Because of the quantity and nature of the software utilized, software errors may occur, and certain of these errors may impact the investment strategies. Additionally, with respect to third party hardware and software, such errors are often entirely outside of the control of Lorica. Lorica seeks to reduce the incidence of such errors through a certain degree of internal testing and seeks to reduce the impact of such errors through the use of certain independent safeguards in the overall portfolio management system. Despite such testing, monitoring and independent safeguards, these software errors may occur and may be extremely hard to detect.

Item 9. Disciplinary Information

Neither Lorica nor its management or principals have any legal or disciplinary events to disclose that are covered by this item or are material to an investor's or prospective investor's evaluation of Lorica's advisory business or integrity of its management.

Item 10. Other Financial Industry Activities & Affiliations

The management and principals of Lorica do not have any other relationships or arrangements that are material to Lorica's investment business or Clients.

Item 11. Code of Ethics, Participation or Interest in Client Transactions & Personal Trading

Lorica has adopted a Code of Ethics in compliance with Rule 204A-1 under the Investment Advisers Act of 1940 that establishes standards of conduct for its Supervised Persons (e.g., partners, officers, directors or employees of Lorica). The Code of Ethics requires that all supervised persons put the interests of the Clients before their own interests, act honestly and fairly in their dealings with Clients, maintain the confidentiality of all Client information including personal information, security recommendations, transactions and holdings, and to provide accurate disclosures in reports to regulators, auditors and other relevant government entities. All of Lorica's personnel are also required to comply with applicable federal securities laws.

Lorica has also adopted trading policies to reduce conflicts of interest between employees' personal trading and trading related to Client accounts, including but not limited to requiring preclearance and minimum holding periods for personal trades by Supervised Persons. Lorica will provide a copy of its Code of Ethics to any Client or prospective Client upon request.

Item 12. Brokerage Practices

Lorica maintains a selection of diversified trading counterparties that it utilizes to execute transactions on behalf of its Clients. Lorica is generally authorized to select the counterparties used to execute Client transactions and to negotiate commissions and other execution costs incurred for such transactions, except in situations where Clients may enter into directed brokerage arrangements.

In seeking best execution for Clients, Lorica is not required to solicit competitive bids for orders and does not have an obligation to seek the lowest available commission cost. Lorica may take several factors into account when selecting an executing counterparty, including but not limited to:

- Responsiveness and speed of execution
- Financial strength, stability and reputation
- Price of the security
- Size and complexity of the order

There may be situations where Clients may direct Lorica to execute transactions for their accounts with a specific executing counterparty. In this instance, the client may pay higher commissions and receive less favorable prices because the counterparty may not be responsive, or have the ability to efficiently execute large and/or complex orders. Lorica will also not be able to aggregate orders for Clients who direct brokerage to specific trading counterparties with those of other Clients that are invested in the same strategy, which may result in less favorable execution.

Lorica does not have any formal ‘soft dollar’ arrangements in place, although Lorica may receive research and other services from its executing counterparties and other third parties in recognition of the commissions or other compensation received by such executing counterparties. Such research and other services which may include information on economic or political developments, financial trends and data, analysis of individual securities, industries, sectors or countries, and brokerage services related to execution and clearing, is deemed to fall within the safe harbor provisions described in Section 28(e) of the Securities Exchange Act of 1934. Research or other services received in this manner may be used to benefit some or all Clients of Lorica. The receipt of research, brokerage and other services from executing counterparties may create an incentive to recommend such counterparties over others who may provide better execution. The level and amount of commissions paid to executing counterparties is reviewed by Lorica on an ongoing basis.

In general, Lorica may seek to aggregate orders for Client accounts where investment decisions are made contemporaneously in order to receive more efficient execution, better pricing or to ensure equitable treatment for such accounts. Any benefit that arises from the aggregation of orders is allocated pro rata across each participating Client account.

Item 13. Review of Accounts

Lorica's Chief Executive Officer (or her delegate) periodically reviews the positions and performance of Client accounts to ensure compliance with the accounts' investment guidelines. Clients also receive written reports at least quarterly that highlight a summary of their investment performance, risk and positions. Portfolio managers at Lorica utilize proprietary systems and software to regularly monitor the risk, performance and holdings of Client portfolios on a daily basis.

Item 14. Client Referrals & Other Compensation

Lorica does not currently compensate any person for Client referrals. Lorica also does not receive compensation from individuals, firms or other third parties who are not Clients for providing investment advice or other advisory services.

Item 15. Custody

All Client accounts at Lorica are held at an unaffiliated, independent third party “qualified custodian” (as defined in Rule 206(4)-2 under the Investment Advisors Act of 1940). However, Lorica may have access to the cash and securities in these accounts. Qualified custodians will typically provide statements to account holders at least quarterly. Clients should carefully review the qualified custodian statement upon receipt to ensure that it accurately reflects all holdings and activity over the reporting period. Any discrepancies to reports issued by Lorica should be immediately reported to Lorica and the qualified custodian.

Item 16. Investment Discretion

Lorica provides investment advisory services on a discretionary basis to its Clients, provided that the firm complies with restrictions set forth in the investment management agreement and other governing documents. Unless otherwise instructed by a Client, Lorica has the authority to 1) determine which securities to buy and sell, 2) determine the quantity of securities to buy and sell and 3) to perform other day-to-day investment functions on behalf of Clients.

Item 17. Voting Client Securities

Lorica employs a quantitative investment process to manage diversified portfolios. Therefore, Lorica does not expect to hold significant voting power with respect to any particular security. Lorica's quantitative investment process may also result in high turnover. This may limit Lorica's ability to vote proxies since securities held in Client portfolios on a particular record date may no longer be held on the day of a proxy vote. Therefore, it is generally Lorica's policy not to vote proxies.

Notwithstanding the foregoing, Lorica may vote proxies with the approval of the Chief Compliance Officer so that such proxies are voted in accordance with Lorica's determination of the best interests of the Clients.

Clients can obtain a copy of Lorica's proxy voting policies and procedures by request.

Item 18. Financial Information

This Item is not applicable.