

**ITEM 1: COVER PAGE**

**FORM ADV 2A**

**DFG INVESTMENT ADVISERS, INC.**

And Vibrant Credit Partners, LLC

[www.DFGIA.com](http://www.DFGIA.com)

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New York, NY 10017

This brochure provides information about the qualifications and business practices of **DFG INVESTMENT ADVISERS, INC. and Vibrant Credit Partners, LLC** (collectively, “DFG”, the “Adviser” or the “Firm”). If you have any questions about the contents of this brochure, please contact us at (212) 488-1544. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority.

The Firm may refer to itself as a "registered investment adviser." You should be aware that registration with the SEC or a state securities authority does not imply a certain level of skill or training.

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

**ITEM 2: MATERIAL CHANGES**

The last update of this Brochure was filed by DFG with the SEC on June 5, 2018. This Brochure has since been updated to reflect DFG's new accounts as well as for changes in U.S. risk retention rules.

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#### **ITEM 4: ADVISORY BUSINESS**

##### *a) Background*

DFG Investment Advisers, Inc. is an asset management firm specialized in structured and alternative credit products. DFG was founded in 2006 and is based in New York. Since inception, DFG has been focused on structured and alternative credit markets, providing discretionary and non-discretionary portfolio management and investment advisory services to investors such as insurance companies, pension funds, banks, private investment funds, family offices, and fund-of-funds, mainly in the form of pooled investment vehicles and separate accounts (the “Separate Accounts”). In 2011, DFG expanded into the portfolio management of leveraged loans, launching its Leveraged Credit Division. Since then, DFG has issued ten collateralized loan obligation (“CLO”) vehicles, of which the first two CLOs (Vibrant CLO, Ltd. and Vibrant CLO II, Ltd.) have been successfully called, and the other eight CLOs (Vibrant CLO III, Ltd. to Vibrant CLO X, Ltd.) are in their reinvestment periods. Vibrant CLO VI, Ltd. and Vibrant CLO VII, Ltd. are risk retention compliant and managed by DFG’s relying adviser, Vibrant Credit Partners, LLC, with DFG acting as a sub-adviser. Additionally, DFG currently has a CLO warehouse open for its upcoming 11<sup>th</sup> CLO transaction, Vibrant CLO XI, Ltd. DFG also manages four open-ended investment funds (the “Funds”), including the SENTE Fund, the SENTE Strategic Fund, the Vibrant Opportunity Fund, and the Vibrant Ambar Fund, as well as five separately managed accounts (the “Separate Accounts”), which predominantly focus on capturing opportunities in the CLO debt tranche markets. DFG further provides arms-length risk advisory and consulting services focused on structured credit portfolios for certain institutional investors. Unless clearly suggested otherwise, the Funds, the CLOs and Separate Accounts are collectively referred to herein as the “Clients”.

##### *b) Advisory Services*

DFG provides investment advisory and consulting services geared towards the structured and alternative credit markets.

Additionally, DFG may be hired as a consultant to provide risk advisory solutions to meet a variety of objectives, including, but not limited to, risk monitoring and/or valuation of portfolios of complex credit assets, and consulting on deal structuring and documentation, quantitative modeling as well as for general business development consulting.

##### *c) Tailored Advice and Client-Imposed Restrictions*

DFG offers each of its Clients tailored advice to suit its investment objectives, strategies and restrictions within the expertise of DFG’s offerings. Certain DFG services focus on a narrow investment strategy while others may pursue a broader investment strategy. In general, DFG prepares offering materials with respect to each Client that contain more detailed information, including a description of the investment objective and strategy or strategies employed and related restrictions. These serve as a limitation on DFG’s management. Clients can also impose restrictions on DFG’s management through documents defining the investment program for the Client. An investment in a DFG Fund does not create a client-adviser relationship between DFG and an investor.

Clients and Investors must consider whether a particular DFG advisory relationship is appropriate to their own circumstances based on all relevant factors including, but not limited to, the Client’s own investment objectives, liquidity requirements, tax situation and risk tolerance. Prospective Clients are strongly encouraged to undertake appropriate due diligence, including, but not limited to, a review of documents relating to the proposed investment program for the Funds, Separate Account, or CLOs and to investigate additional details about DFG’s investment strategies, operations, methods of analysis, and related risks (*see also Item 8 of this Brochure*), before making an investment decision or committing to a service provided by DFG.

##### *d) Wrap Fee Disclosure*

Not applicable.

*e) Assets Under Management*

As of December 31, 2018, DFG had approximately \$5,632,506,225<sup>1</sup> in assets under management (“AUM”).

**ITEM 5: FEES AND COMPENSATION**

*a) Compensation*

**Private Fund Fees**

The Firm generally charges both a management fee and a performance-based fee to the Funds it manages. The management fees are generally a percent of assets under management per year, payable quarterly in advance. Fees are based on the market value of the securities and cash in the portfolio less the account’s liabilities (the net asset value), on the appraisal date. Performance-based fees are generally a certain percent of any increase of the net asset value above a high watermark or a percentage of excess return above a fixed hurdle rate with or without “catch-up” features. Fees may be negotiable. The Firm may rebate a portion of its management fees, e.g. to not charge Fund investors on multiple levels of investments. Each Fund’s private placement memorandum describes its fee structure in detail. Please consult governing fund documents for additional information regarding such management fees.

**CLO Fees**

As compensation for its service as the collateral manager of CLOs, the Firm (or its relying adviser, in the case of CLOs advised by Vibrant Credit Partners, LLC) generally receives a Senior Management Fee, a Subordinated Management Fee and an Incentive Management Fee (collectively, the "Collateral Management Fees"). The Senior Management Fee has a higher priority in a CLO payment waterfall whereas the Subordinated Management Fee generally ranks below principal and interest payments to senior note holders in the payment waterfall. The Firm (or its relying adviser, in the case of CLOs advised by Vibrant Credit Partners, LLC) will generally earn a Subordinated Management Fee if over-collateralization and interest coverage tests have been satisfied for all senior CLO note holders. The Senior Management Fees and Subordinated Management Fees are typically paid by the CLO or its trustee quarterly in arrears, in accordance with its governing documents. Incentive Management Fees are typically paid later in a CLO's tenor by the CLO if specific internal rates of return thresholds are achieved. Please consult a CLO's governing documents for additional information regarding such Collateral Management Fees. In the case of Vibrant Credit Partners, LLC, the relying adviser will pay sub-advisory fees to DFG. The Firm may offer fee rebates in certain circumstances.

**Separate Accounts**

The Firm generally charges its Separate Account clients a base management fee or advisory fee, and may charge a performance-based fee. The base management or advisory fees and the performance-based fee, if any, are disclosed in the respective Client’s investment management agreement and are generally structured as a fixed fee amount per year or as a percentage of assets under management for which advice and consultation is provided or a percentage of funds deployed for investments. The level of service may vary depending on individual circumstances and thus, fees may be negotiable depending on time, effort, and expertise involved. Fees are generally computed and payable quarterly in arrears or on such other basis as is mutually agreed with each Separate Account client.

From time to time, DFG may also charge performance-based advisory fees, the terms of which are negotiated between DFG and the Separate Account client. Such agreements shall comply with the provisions of rule 205-3 of the Advisers Act of 1940, as amended (“Advisers Act”).

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<sup>1</sup> Assets of Separate Accounts and Funds based on market value and unused commitments

## **Consulting Services**

DFG further provides risk advisory and consulting services to institutional investors. Fee structures for these services depend on the individual contract. In general, these fees are structured as annual fixed fees paid quarterly in arrears. Certain clients may be charged fees annually upfront. In addition, ad-hoc consultation projects may be undertaken, and fees charged depend on the level of effort involved. DFG may also charge hourly fees to certain consulting projects.

## **Termination**

A client may give notice to terminate its investment or risk advisory/consulting contract prior to its expiration date by providing written notice to DFG. Each advisory contract will specify the timing that an early termination may take effect after notice is received from the client and whether an early termination fee will be imposed. Such early termination fees, if any, may include (i) a lump sum payment, (ii) a percentage of outstanding fees, or (iii) a pre-determined amount based on the performance of DFG. All such early termination fees will be contractually agreed upon by the client and DFG when entering into the advisory relationship.

Upon termination of either an investment or risk advisory relationship or contract with any client who has paid in advance, DFG will refund to such client the pro-rata portion of any advance payment, net of any termination fee, if any, based on the number of days remaining in the billing period after the date of termination; provided that nothing to the contrary was specified in the individual client contract.

### *b) Billing*

Management fees are deducted from the accounts of fund investors by the fund's administrator. Separate Account clients as well as risk advisory and consulting clients are billed for fees incurred.

### *c) Other Expenses*

Clients may be responsible for and do incur other expenses separate and apart from the Firm's investment management, performance or consulting fees. These expenses typically may include (1) legal, custodial, accounting, audit, and related costs and expenses; (2) pricing service costs incurred in valuing investments; (3) expenses incurred in obtaining credit ratings on investments; (4) out-of-pocket travel costs and related expenses incurred in connection with the management of certain investments or Fund offerings; (5) costs and expenses in connection with the acquisition of director and officer insurance; (6) costs and expenses with respect to any workout, restructuring, recapitalization, amendment, waiver or consent of or with respect to certain investments and the protection or enforcement of rights thereunder; and (7) certain other fees and expenses that may be authorized under a Fund's governing documents or investment management agreement.

### *d) Advance Billing*

DFG may charge a fund management fee in advance or in arrears for any funds it may manage, calculated and paid in general in US Dollars. With respect to managed accounts, management fees may be paid quarterly or monthly, in advance or in arrears, as agreed on with the Client. Investors in the funds who withdraw will generally not be refunded any portion of the management fee payable for that calendar quarter. For Separate Accounts that are terminated prior to the end of the period and where fees were paid in advance, the fees will be refunded only if agreed to by the parties or as specified in the respective contract.

### *e) Sales-based Compensation*

Not applicable.

Neither the Adviser nor any of its employees or affiliates accepts additional compensation for the sale of securities other than from the respective Client itself.

*f) Side Letters*

DFG has entered into side letter agreements with certain investors. Such agreements may provide such investors with additional notification and disclosure rights, alternative fee arrangements, transfer rights, and certain withdrawal or redemption rights, among others. In the future, DFG may enter into additional side letter agreements. DFG generally enters into side letters pertaining to fee arrangements only with investors who make substantial commitments of capital. Side letter provisions are typically negotiated prior to investment.

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

The Firm charges some Clients performance fees (or incentive fees), i.e. a fee based on a share of capital gains or capital appreciation of the Client's assets under management or a fee based on the realized IRR by the Clients from the funds invested by the Firm. Performance-based compensation may create an incentive for the Firm to make investments that are riskier or more speculative than would be the case in the absence of the performance-based compensation. In addition, the performance on which performance-based compensation is calculated may in certain circumstances include unrealized appreciation and depreciation of investments that may not ultimately be realized.

Performance fees are charged by the Adviser (or its affiliate) in compliance with Rule 205-3 under the Advisers Act. Management fees and performance fees may be negotiable. DFG, in its sole discretion, may waive or reduce the management fee and/or the performance fee or amend any other restrictions with regards to investors that are employees or affiliates of the Adviser, relatives of such persons, and for certain strategic investors.

DFG believes that its compensation is competitive with compensation charged by other investment advisers for comparable services.

Performance fees are only charged to "qualified clients" in accordance with Rule 205-3 under the Advisers Act. In the future, not all compensation arrangements will necessarily include a performance component, and the rate and nature of the calculation of performance compensation and bonuses may vary.

Performance fee calculations and hurdle rates may differ from Client account to Client account which may result in certain conflicts of interest, such as motivating DFG to invest Client funds in assets with heightened risk profiles that have the potential to produce relatively higher returns or causing DFG to favor certain Clients over others.

In addition, DFG may compensate or provide discretionary bonuses to portfolio managers that are based on, among other things, the performance of Client accounts they manage or are otherwise responsible for, or based on the outcome of the specific advisory/consulting project. DFG or its personnel or affiliates may have other pecuniary interests in the Funds or Separate Accounts.

**SPECIFIC CONFLICTS OF INTEREST AND DFG'S PRACTICES DESIGNED TO MITIGATE SUCH CONFLICTS OF INTEREST**

Like all investment advisers who advise multiple accounts or funds having different fee structures, DFG and its personnel face actual and potential conflicts of interest, including an incentive to favor those accounts in which DFG or its personnel have greater pecuniary interests over other accounts. Such conflicts of interest as well as DFG's practices designed to mitigate such conflicts of interest are discussed below. As a general matter, DFG addresses such conflicts by following a thorough, detailed, and consistent investment decision-making process, a firm wide compliance framework, and by regular reviews of investments by the Adviser's investment staff.

- **Allocation of Investments.** DFG and its personnel will face a conflict of interest when considering how to allocate limited investment opportunities among Client accounts having different fee structures or pecuniary



interests, including the Funds and separate accounts in which an affiliate is an investor. Through its relevant policies and procedures, DFG seeks to promote fair and equitable treatment of accounts (including the allocation of investment opportunities), over time, based on considerations that are unrelated to pecuniary interests (as discussed in Item 12).

- **Compensation of DFG and its Personnel.** The receipt of performance-based compensation and the payment of bonuses relating to performance of Client accounts may create an incentive to make riskier investments than might be made in the absence of performance-based compensation, as such compensation generally allows participation in gains in excess of exposure to losses. On the other hand, performance-based compensation encourages an alignment of long-term investment interests between the Client and DFG. Moreover, performance-based compensation may be subject to mechanisms designed to ensure that prior losses are recouped and/or a certain level of gains is achieved before any performance-based compensation accrues, such as loss carry forwards, hurdle rates, and/or high-water marks. Furthermore, as discussed in more detail in Item 13, DFG reviews Client accounts that it advises on a regular basis to monitor risk levels. In addition, engaging in high risk investment practices that causes adverse performance will have a negative impact on the receipt by DFG of performance-based compensation and may impact the receipt of discretionary bonuses paid to portfolio managers.
- **Performance-based Fees for Adviser and Valuations.** When DFG's compensation is based on the value or performance of investments, DFG may have an incentive to value a position at a price higher than it might otherwise be valued or to accelerate or defer realizations. To the extent that performance allocations may be based on increases in the net assets of a Fund or Separate Account, DFG's compensation would be based upon unrealized appreciation as well as realized appreciation. The potential for inflated valuation of positions is increased when such positions are illiquid or otherwise lack a readily ascertainable market value. DFG seeks to mitigate this conflict by valuing assets in accordance with its valuation policy, which is designed to assure that valuations are performed in a consistent and thorough manner that insulates the conflict. DFG may consider the views of outside experts, including third-party valuation firms, in determining the value of illiquid or other hard to value assets. DFG may also rely upon independent pricing sources for security holdings of Separate Accounts or Funds.
- **Cross-Transactions.** When DFG engages in cross-transactions, it may have an incentive to favor accounts in which it has a greater pecuniary interest. DFG may, from time to time, enter into cross-transactions between the various accounts it advises. DFG will conduct such transactions in accordance with policies to promote fairness to all participating accounts (e.g., by assuring that an appropriate price is assigned to the security being crossed). Where required by law or by the governing documents for a Client account, cross transactions are subject to Client consent prior to settlement and information about the transaction, including the nature of the rebalancing transaction, the price at which it will be effected and DFG's position as principal, if applicable, are provided to allow the Client to determine whether or not to consent.
- **Cross-Investments.** Under certain conditions, a DFG client account may invest in another DFG client account. For example, a DFG investment fund whose strategy is to invest in the mezzanine debt or equity of CLOs may purchase the equity of a CLO whose investments are managed by DFG. It is DFG's policy not to charge its clients fees on multiple levels. In the circumstances described above, DFG would reimburse the investment fund for fees earned by DFG while acting as collateral manager for the CLO on a pro-rata basis relative to the amount held by other equity investors in the CLO.
- **Principal Transactions.** DFG may engage in principal transactions in compliance with Rule 206(3) of the Advisers Act. For instance, if DFG determines in good faith that an investment in one of its funds constitutes a principal transaction with an affiliate of DFG, then DFG will request an independent approval for such transaction from a party that is not controlled by DFG, such as the anchor or largest investor of the fund.
- **Other Conflict Mitigation Practices.** Many of the conflicts resulting from performance-based fees and side-by-side management are mitigated by DFG's relevant policies and procedures. As a general principle, DFG requires that potential conflicts of interest be addressed by placing Client interests before personal or proprietary interests. DFG also has instituted policies to promote fair treatment of its Clients based on considerations unrelated to pecuniary interests to ensure that, wherever possible and over time, opportunities are allocated in a fair and equitable manner.

## **ITEM 7: TYPES OF CLIENTS**

DFG provides investment advice to Clients that are private funds or other institutional investors. Investors in the Funds and CLOs are generally institutional investors and high net worth individuals that qualify as “accredited investors” (as defined in Rule 501 under the Securities Act of 1933, as amended (the “Securities Act”)) and “qualified purchasers” (as defined under the Investment Company Act of 1940, as amended (the “Investment Company Act”)). The minimum initial investment in the Funds and the CLOs is typically \$200,000 – \$5,000,000, lower amounts may be subject to DFG’s discretion. DFG will determine the minimum investment for a Separate Account on a case-by-case basis.

In addition to its outright investment advisory business, DFG provides risk advisory and consulting services to institutional investors. These services are focused on, but not limited to, structured credit portfolios and include, among others, risk analysis, risk monitoring and valuation services.

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

### *a) Methods of Analysis and Investment Strategies*

DFG’s team members have deep expertise in the corporate, structured and alternative credit markets, and a shared investment philosophy centered on sound fundamental analysis, active portfolio management and risk monitoring.

DFG’s structured credit investment professionals assess investment opportunities by employing a quantitative process using various proprietary and/or commercially available tools together with a qualitative assessment derived from market information. The quantitative analysis applied may include full cash flow runs using various default, prepayment and recovery assumptions, analysis of the underlying portfolio, as well as putting the investment idea into a market context. The qualitative analysis conducted by DFG may include detailed investment manager reviews, single name and industry assessments, amongst others. DFG’s CLO investment strategies seek absolute returns by exploiting relative value opportunities in tranches of CLOs across the capital structure. DFG constructs CLO portfolios designed to achieve Clients’ individual risk/return objectives and desired portfolio parameters (minimum rating, limits on currency exposure etc.). They are primarily long-only credit strategies which do not employ leverage, however, DFG may, depending on each Fund’s investment guidelines, employ hedging strategies (e.g. utilizing credit and/or interest rate derivatives) to offset adverse overall market movements or embedded risk exposures. DFG may seek to opportunistically trade assets and redeploy investment income and sales proceeds based on Client specifications.

DFG’s leveraged credit investment professionals evaluate investment opportunities by combining a bottom-up fundamental approach to specific credits with top-down understanding of the macro-economic environment and business cycles at any point in time. DFG uses proprietary modeling (including an internal rating scale) and undertakes fundamental analysis for each issuer to analyze whether or not to purchase an investment. While DFG generally invests with the intention of holding the asset longer term, DFG actively seeks to rebalance all portfolios to avoid principal losses, optimize capital allocation, maintain compliance with all portfolio parameters and internally developed target ratios (e.g., quality, diversity, spread), and achieve capital gains when possible. DFG’s leveraged credit investment strategies focus on building diversified portfolios of credit assets with the primary objective of preserving principal while creating attractive long-term returns. To achieve these targets, DFG may trade actively. When managing inherently levered vehicles such as CLOs, capital preservation is the main driver of our investment approach, which the Firm believes to be beneficial for all the investors across the capital structure in a CLO.

In addition to its internally developed proprietary systems, DFG subscribes to a wide variety of research and data services specific to structured and alternative credit markets to support its efforts.

### *b) Investing Risks*

Investing in securities and corporate loans in general involves the risk of loss that Clients should be prepared to bear. Each DFG Separate Account, CLO or Fund has risks which are specific to its particular investment strategies. For more information about the risks of each Fund, please see the offering memorandum for that particular fund.

Generally, however, investors in separate accounts, CLOs or Funds are exposed to risks including, but not limited to, the following:

**Price Volatility Risk.** The market value of the investments made by the Firm on behalf of its Clients may decline unexpectedly with changes in market rates of interest, default risk, general economic or political conditions, industry or investment specific developments, or the condition of financial markets. Different parts of the market and different types of investments can react differently to these developments. Every investment has some level of market volatility risk.

**Asset Selection Risk.** The market value of the investments made by the Firm on behalf of Clients may decline due to the Firm's error in judgment as to the true value of the investment or adverse developments the Firm fails to anticipate.

**Foreign Investment Risk.** Investments made by the Firm for Clients in assets based outside the US face the risks inherent in foreign investing. Adverse political, economic or social developments could undermine the value of the investments or prevent them from realizing their full value. Financial reporting standards for companies based in foreign markets differ from those in the US. Additionally, foreign securities markets generally are smaller and less liquid than US markets. With respect to investments in non-US dollar denominated foreign securities, changes in currency exchange rates may affect the US dollar value of foreign securities or the income or gain received on these securities. Foreign governments may restrict investment by foreigners, limit withdrawal of trading profit or currency from the country, restrict currency exchange or seize foreign investments. Investments may also be subject to foreign withholding taxes. Foreign transactions and custody of assets may involve delays in payment, delivery or recovery of money or investments.

**Credit Risk.** Investments into debt instruments made by the Firm are subject to credit risk. Credit risk refers to the likelihood that an obligor will default in the payment of principal or interest on an instrument. Financial strength and solvency of an obligor are the primary factors influencing credit risk. In addition, lack or inadequacy of collateral or credit enhancement for a debt instrument may affect its credit risk. Credit risk may change over the life of an instrument and debt instruments that are rated by rating agencies are often reviewed and may be subject to downgrade. The value of a debt instrument may decline because of concerns about an obligor's ability to make principal or interest payments.

For certain Clients the Firm actively seeks to make investments in securitized products, which may be backed by collateral comprised of debt investments consisting of both investment grade securities, rated Baa or higher by Moody's or BBB or higher by S&P, and lower-rated investments (non-investment grade), rated lower than Baa by Moody's or lower than BBB by S&P (or, if not rated, of comparable quality), including but not limited to "leveraged loans" and "high-yield" bonds. These investments are regarded as "high-yield" or "junk" and are seen as predominately speculative with respect to the obligor's continuing ability to meet principal and interest payments. Analysis of the creditworthiness of obligors/issuers/issues of lower-rated investments, loans or bonds, may be more complex than for obligors/issuers/issues of higher quality. The investments of the Firm might incur a loss due to losses of the collateral backing the investments.

**Nature of Investments — Illiquidity.** Certain investments the Firm makes for Clients, e.g. investments into securitized products and smaller corporate debt/loan issuances are generally less liquid and subject to greater liquidity risk than other obligations. This may have an adverse impact on the market value of certain investments the Firm makes on behalf of Clients, and the Firm's ability to exit them. In particular, the Firm may from time to time invest in restricted, as well as thinly traded, instruments and securities (including privately placed securities and instruments, which are assets which are subject to Rule 144A). There may be no trading market for these securities and instruments, and the Clients might only be able to liquidate these positions, if at all, at disadvantageous prices. As a result, funds may be required to hold such instruments and securities despite adverse price movements.

**Interest Rate Risk.** Rising interest rates will cause the prices of existing bonds in the market to fall. Longer maturity bonds will typically decline more than those with shorter maturities. If the Firm's Clients hold longer maturity bonds and interest rates rise unexpectedly, their price could decline. Falling interest rates will cause a Client's portfolio income to decline, as maturing bonds are reinvested at lower yields. Clients should expect their monthly income to fluctuate with changes in its portfolio and changes in the level of interest rates.

**Prepayment Risk.** Most high-yield securities, leveraged loans, and structured credit investments may be fully or partially be prepaid by the issuer prior to final maturity. Clients may experience reduced income when an issuer prepays an instrument held by the Client earlier than expected. This may happen during a period of declining interest rates.

**High Yield Security Risk.** Investments, directly or indirectly, in high yield securities can involve a substantial risk of loss. These securities, which are rated below investment grade, are considered to be speculative with respect to the issuer's ability to pay interest and principal and they are susceptible to default or decline in market value due to adverse economic and business developments.

**Non-Diversification Risk** - The concentration of investments in anyone instrument or obligor would subject an Client to a greater degree of risk with respect to defaults by such instrument or obligor, and the concentration of investments in anyone industry or country would subject a Client to a greater degree of risk with respect to economic downturns relating to such industry or country. Any concentration with respect to any particular instrument, obligor, industry or country could ultimately result in significant losses to a Client of DFG.

**Sovereign Risk** - The Clients of DFGs may invest in certain non-U.S. debt or equity instruments. Accordingly, the status, interpretation and application of the laws of a non- U.S. jurisdiction, or any changes thereto, may decrease the value of such investments. The value of these investments may also be adversely affected by the overall economy and financial market of a non-U.S. jurisdiction, as well as the actions or inactions of a governmental entity in such jurisdiction. Moreover, the conditions in one country or geographic region could adversely affect investments in a different country or geographic region, including the United States, due to increasingly interconnected global economies and financial markets.

**Public and Private "Side" Risk** - Loans are negotiated, structured, administered and, as the situation arises, amended on the basis of the borrower providing its lenders with confidential information about the borrower's business. At times, such information may contain material, non-public information. Under applicable law, DFG and its related persons are prohibited from improperly disclosing or using material, non-public information for their personal benefit or for the benefit of any other person. However, investors in loans may choose whether to receive borrower information that contains material, non-public information. Investors that choose to participate on the "private side" (i.e., investors that choose to obtain borrower information that contains material, non-public information) generally may not purchase or sell (but may continue to hold) the public securities of the borrower (e.g., high-yield bonds, convertibles, equities) until such time as the information in the Firm's possession is no longer deemed material, non-public information. The Firm may participate on either the "private side" or "public side" (i.e., choose to obtain borrower information that does not contain material, nonpublic information). However, if the Firm participates on the "public side" to avoid such trading restrictions, the Firm will not have access to borrower information that may be advantageous to a Fund or Account. Furthermore, other market participants could have possession of, and benefit from, such information.

**Risks particular to investing in CLO securities.** Any CLO securities may not be registered under the Securities Act and the issuer will not register under the Investment Company Act. There will be no market for CLO securities and their transfer will be restricted. Investors must be prepared to hold such securities for an indefinite period of time. Any CLO issuer will be a newly formed special purpose vehicle with limited assets. Any CLO securities will be limited recourse obligations of their issuer. CLO securities will not be guaranteed by any other person. Accordingly, investors must rely on available collections from a CLO issuer's portfolio investments and will have no other source for payment of their securities. The subordination of any class of CLO securities will affect their right to payment in relation to the more senior securities. Interruptions in payments to subordinated classes may occur. Any CLO securities issued by a CLO issuer designated as subordinated notes will be unsecured obligations of a CLO issuer. If any event of default occurs and more than one class of CLO securities is then outstanding, the controlling class (which will generally be the most senior class of securities) will be entitled to determine the exercise of remedies and could pursue remedies that are adverse to the interests of subordinate classes. However, some rights of the controlling class to cause liquidation of the issuer's assets will be limited. Following acceleration of CLO securities, payments of interest proceeds and principal proceeds from the CLO issuer's assets will generally be applied on a strict seniority basis.

The issuer of any CLO securities will be highly leveraged, which will increase risks to investors, particularly to investors in more subordinated classes of such securities. A CLO issuer's portfolio investments will possess inherent risks, including, among other things, credit, prepayment, liquidity and interest rate risk, the financial condition of the underlying obligors, general economic conditions, market price volatility, the condition of certain financial markets, political events and developments or trends in any particular industry. Most of a CLO issuer's portfolio investments will be rated below investment grade. Below investment grade investments are particularly susceptible to these risks. Insolvency, lender liability and equitable subordination considerations with respect to the CLO issuer's portfolio investments could adversely affect the issuer's rights with respect to its portfolio investments.

A CLO issuer's portfolio may be subject to concentration risk. The issuer's actual portfolio investments may differ from its expected portfolio investments. A CLO issuer's performance will depend, in part, on the portfolio manager's performance with respect to the purchase and sale of the issuer's portfolio investments. A portion of such portfolio investments may amortize or prepay. The reinvestment period may terminate early. The issuer may not be able to reinvest available funds in appropriate portfolio investments, and the longer the period before investment or reinvestment of its funds in portfolio investments, the greater the adverse impact may be on interest collections and distributions by the issuer. Illiquidity and market value volatility of the issuer's portfolio investments and its own investment restrictions may restrict its ability to dispose of investments in a timely fashion and for a fair price. CLO securities may be subject to optional or mandatory redemption under certain circumstances. In certain circumstances, a CLO issuer may amend the indenture relating to its CLO securities without the consent of the holders of its CLO securities. Reliable sources of statistics regarding prepayments, default and recovery rates and market value volatility may not exist for certain portfolio investments and existing information may not be indicative of future performance. The portfolio manager may have conflicts of interest as a result of the overall investment activities of it, its investment professionals and its affiliates. The portfolio manager's entitlement to fees may create incentives for it to make decisions that are contrary to the best interests of investors. The portfolio manager's performance history is no guarantee, and may not be indicative, of a CLO issuer's future results. Because of different portfolio restrictions, structures and market conditions, among other things, the issuer's performance may differ markedly from that of other vehicles whose portfolios are managed by the portfolio manager. No assurance can be given that any particular individual will be responsible for managing the issuer's portfolio for any length of time. The loss of key portfolio manager personnel could have a material adverse effect on the issuer.

Illustrative cash flows, yields or returns, scenario analyses, expected portfolio composition and other "forward-looking" statements are based on assumptions that are unlikely to be consistent with, and may differ materially from, actual events, and no assurance can be given as to actual results. Interest rate risk inherent in the structure, including interest rate mismatches between a CLO issuer's securities and its portfolio investments, could adversely affect the issuer's cash flows. The duration of more subordinated securities will be affected by the average life of more senior securities (which is expected to be shorter than their stated maturity).

The imposition of unanticipated withholding taxes on a CLO issuer's assets or tax on its net income (as a result of changes in law or other causes) could materially impair the issuer's ability to make payments in respect of the securities. Holders of CLO securities may be subject to withholding on payments from those CLO securities or forced transfer of those CLO securities for failure to provide the related CLO issuer with certain tax information. Ratings assigned to CLO securities only address credit risk and are not a guarantee of quality. In addition, rating agencies may change their published criteria relating to CLO securities or leveraged loans, resulting in a reduction of their ratings of the CLO securities.

The effect of recent regulatory actions in the United States and Europe is uncertain and may be materially adverse to holders of CLO securities. A CLO issuer or its portfolio manager will be required to post information provided to rating agencies to an internet site and make such site available to other rating agencies. Failure to do so could result in the withdrawal of the ratings of related CLO securities. Also, other rating agencies could assign unsolicited ratings to CLO securities, which may be lower than those assigned by the original rating agencies. No assurance can ever be given that any CLO securities will be listed on a securities exchange. No assurance can be given as to whether any rating agency requested to rate any CLO securities will issue its ratings or, if issued, what such ratings would be or how long they would remain in effect.

**Leveraged Loans and Middle Market Loans.** The Clients or investments of the Clients may invest in leveraged loans and middle-market loans which have significant liquidity and market value risks since they are not generally traded



in organized exchange markets but are traded by banks and other institutional investors engaged in loan syndications. Because loans are privately syndicated and loan agreements are privately negotiated and customized, loans are not purchased or sold as easily as publicly traded securities.

Historically the trading volume in the loan market has been small relative to the high yield debt securities market. In addition, leveraged loans have historically experienced greater default rates than has been the case for investment grade securities. There can be no assurance as to the levels of defaults and/or recoveries that may be experienced on leveraged loans, and an increase in default levels could have a material adverse effect on the Clients.

A non-investment grade loan or debt obligation or an interest in a non-investment grade loan is generally considered speculative in nature and may become a defaulted obligation for a variety of reasons. A defaulted obligation may become subject to either substantial workout negotiations or restructuring, which may entail, among other things, a substantial reduction in the interest rate, a substantial write-down of principal, and a substantial change in the terms, conditions and covenants with respect to such defaulted obligation. In addition, such negotiations or restructuring may be quite extensive and protracted over time, and therefore may result in substantial uncertainty with respect to the ultimate recovery on such defaulted obligation. The liquidity for defaulted obligations may be limited, and to the extent that defaulted obligations are sold, it is highly unlikely that the proceeds from such sale will be equal to the amount of unpaid principal and interest thereon. Furthermore, there can be no assurance that the ultimate recovery on any defaulted obligation will not be lower than the recovery rate assumed in connection with the relevant Collateralized Securities or by the Investment Manager, as applicable.

Middle market loans are subject to the same risks associated with loans in general described herein. However, middle market loans are generally made to small and mid-sized companies and are not broadly syndicated. As a result, middle market loans are significantly less liquid than larger broadly syndicated leveraged loans and the credit profile of the obligors of middle market loans may be subject to additional risk.

***Bank Loans and Participations.*** The Clients or investments of the Clients may invest in bank loans and participations. These obligations are subject to unique risks, including (a) the possible invalidation of an investment transaction as a fraudulent conveyance under relevant creditors' rights laws, (b) so-called lender liability claims by the issuer of the obligations, (c) environmental liabilities that may arise with respect to collateral securing the obligations, and (d) limitations on the ability of the lender to enforce directly its rights with respect to participations.

The Clients or investments of the Clients directly may acquire interests in loans and other debt obligations either directly (by way of assignment from a lender under the related loan agreement) or indirectly (by purchasing a participation interest from a selling institution or through the acquisition of synthetic securities). The purchaser of an assignment typically succeeds to all the rights and obligations of the assigning institution and becomes a lender under the credit agreement with respect to the loan or debt obligation; however, its rights can be more restricted than those of the assigning institution. As described in more detail below, holders of participation interests and synthetic securities are subject to additional risks not applicable to a holder of a direct interest in a loan.

In purchasing participations, the holder will usually have a contractual relationship only with the selling institution, and not the borrower. In the case of a participation interest, the holder will generally have the right to receive payments of principal, interest and any fees to which it is entitled only from the institution selling the participation and only upon receipt by such selling institution of such payments from the borrower. By holding a participation interest in a loan, the holder generally will have neither the right directly to enforce compliance by the borrower with the terms of the loan agreement, nor any rights of set-off against the borrower, nor have the right to object to certain changes to the underlying loan agreement agreed to by the selling institution. The holder may not directly benefit from the collateral supporting the related loan and may be subject to any rights of set-off the borrower has against the selling institution. In addition, in the event of the insolvency of the selling institution, under U.S. Federal and state laws, the holder, by owning a participation interest, may be treated as a general unsecured 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 loan, and may not benefit from any set-off between the selling institution and the borrower. Consequently, the holder may be subject to the credit risk of the borrower as well as the selling institution, which will remain the legal owner of record of the applicable loan. In addition, the holder may purchase a participation interest from a selling institution that does not itself retain any beneficial interest in any portion of the applicable loan and, therefore, may have limited interest in monitoring the terms of the loan agreement and the continuing creditworthiness of the borrower. The holder of a participation interest in a loan it will not have the right to vote under the applicable loan agreement with respect to every matter that arises thereunder, and it is expected that each selling institution will reserve the right to administer the loan sold by it as it sees fit and, subject to the terms of the participation agreement, to amend the documentation evidencing such loan in all respects. Selling institutions voting in connection with such

matters may have interests different from those of the participation holder and may fail to consider the interests of the participation holder in connection with their votes. Assignments are arranged through private negotiations between assignees and assignors, and in certain cases the rights and obligations acquired by the purchaser of an assignment may differ from, and be more limited than, those held by the assigning selling institution. The purchaser of an assignment will have the same voting rights as other lenders under the applicable loan agreement, including the right to vote to waive enforcement of breaches of covenants or to enforce compliance by the borrower with the terms of the loan agreement, and the right to set-off claims against the borrower and to have recourse to collateral supporting the loan. Assignments and participations are sold without recourse to the assignor or selling institution, as applicable, and the assignor or selling institution, as applicable, will generally make minimal or no representations or warranties about the underlying loan, the borrowers, the documentation of the loans or any collateral securing the loans. In addition, the purchaser of an assignment or the holder of a participation will be bound by provisions of the underlying loan agreements, if any, that require the preservation of the confidentiality of information provided by the borrower.

***Second Lien Loans, Senior Unsecured Loans, Senior Unsecured Notes and Subordinated Unsecured Bonds.*** The Clients or investments of the Clients may invest in second lien loans, senior unsecured loans, senior unsecured notes and/or subordinated unsecured bonds. Second lien loans are subject to the same risks associated with leveraged loans in general described above. However, a second lien loan is subordinate in right of collateral and/or payment to one or more senior secured loans of the related borrower and therefore is subject to additional risk that the cash flow of the related borrower and the property securing the second lien loan may be insufficient to make the scheduled payments to the lender of record after giving effect to any senior secured loans of the related obligor. The subordination of second lien loans is also expected to cause second lien loans to be more risky and more illiquid investments than senior secured loans. Senior unsecured loans are subject to the same risks associated with leveraged loans in general described herein and senior unsecured notes are subject to the same risks associated with high yield debt obligations in general described herein. However, senior unsecured loans and senior unsecured notes are not secured obligations of the related obligor and do not have the benefit of a pledge of specified property. The absence of a security interest may make senior unsecured loans and senior unsecured notes more risky and more illiquid investments than senior secured loans or senior secured notes. Subordinated unsecured bonds are subject to the same risks associated with high yield debt securities in general described herein. However, a subordinated unsecured bond is subordinate in right of payment to one or more other obligations of the related obligor and therefore is subject to additional risk that the cash flow of the related obligor may be insufficient to make the scheduled payments on the subordinated unsecured bond after giving effect to any senior obligations of the obligor. The subordination of subordinated unsecured bonds also typically causes subordinated unsecured bonds to be more risky and more illiquid investments than senior obligations.

**Equity Securities Generally.** The Clients may invest in equity and equity-related securities of U.S. and non-U.S. companies. The value of equity securities of public companies and equity derivatives generally varies with the performance of the issuer and movements in the equity markets. As a result, the Clients may suffer losses if it will invest in equity instruments of issuers whose performance diverges from the Firm's expectations or if equity markets generally move in a single direction and the Clients has not hedged against such a general move.

**Preferred Stock.** Investments in preferred stock involve risks related to priority in the event of bankruptcy, insolvency or liquidation of the issuing company and how dividends are declared. Preferred stock ranks junior to debt securities in an issuer's capital structure and, accordingly, is subordinate to all debt in bankruptcy. Preferred stock generally has a preference as to dividends. Such dividends are generally paid in cash (or additional shares of preferred stock) at a defined rate, but unlike interest payments on debt securities, preferred stock dividends are payable only if declared by the issuer's board of directors. Dividends on preferred stock may be cumulative, meaning that, in the event the issuer fails to make one or more dividend payments on the preferred stock, no dividends may be paid on the issuer's common stock until all unpaid preferred stock dividends have been paid. Preferred stock may also be subject to optional or mandatory redemption provisions.

**Derivative Instruments Generally.** Certain swaps, options and other derivative instruments may be subject to various types of risks, including market risk, liquidity risk, the risk of non-performance by the counterparty, including risks relating to the financial soundness and creditworthiness of the counterparty, legal risk and operations risk. Derivatives traded over-the-counter may not have an authoritative source of valuation and the models used to value such derivatives is subject to change. Special risks may apply in the future that cannot be determined at this

time with respect to certain other derivative instruments that are not presently contemplated for use or that are currently not available. The regulatory and tax environment for derivative instruments in which the Clients may participate is evolving, and changes in the regulation or taxation of such securities may have a material adverse effect on the Clients.

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

*Put Options.* There are risks associated with the sale and purchase of put options. The seller (writer) of a put option which is covered (e.g., the writer has a short position in the underlying security) assumes the risk of an increase in the market price of the underlying security above the sale price of the short position of the underlying security offset by the premium if the option expires out of the money, and thus the gain in the premium, and the option seller gives up the opportunity for gain on the underlying security below the exercise price of the option. The seller of an uncovered put option assumes the risk of a decline in the market price of the underlying security to zero. The buyer of a put option assumes the risk of losing the premium if the option expires out of the money.

*Index or Index Options.* The value of an index or index option fluctuates with changes in the market values of the securities included in the index. Because the value of an index or index option depends upon movements in the level of the index rather than the price of a particular security, whether the Clients will realize appreciation or depreciation from the purchase or writing of options on indices depends upon movements in the level of instrument prices in the security market generally or, in the case of certain indices, in an industry or market segment, rather than movements in the price of particular securities.

*High Volatility.* The prices of derivative instruments, including currencies, futures and option prices, can be highly volatile. Price movements of derivative contracts in which the Clients portfolio's assets may be invested are influenced by, among other things, interest rates, changing supply and demand relationships, trade, fiscal, monetary and exchange control programs and policies of governments, and national and international political and economic events and policies. In addition, governments from time to time intervene, directly and by regulation, in certain markets, particularly those in currencies, financial instruments, futures and options. Such intervention often is intended directly to influence prices and may, together with other factors, cause all of such markets to move rapidly in the same direction because of, among other things, interest rate fluctuations. The Client's portfolio is also subject to the risk of the failure of any exchanges on which its positions trade or of their clearinghouses.

***Regulation in the Derivatives Industry.*** The Dodd-Frank Act has had a significant impact on the derivatives industry. The Dodd-Frank Act divides the regulatory responsibility for derivatives in the United States 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". As a result of this bifurcation and the different pace at which the agencies have promulgated necessary regulations, different transactions are subject to different levels of regulation in the United States. Though many rules and regulations have been finalized, there are others that are still in the proposal stage and more that will be introduced. In addition, there has been and will be extensive rulemaking related to derivative products by non-U.S. regulatory authorities. Differences between regulatory regimes may make it more difficult or costly for dealers, prime brokers, futures commission merchants ("FCMs"), custodians, exchanges, clearinghouses and other entities, such as the Clients, to comply with and follow various regulatory regimes. There are significant legal, operational, technological and trading implications that result from the Dodd-Frank Act and related rules and regulations that may make it difficult or impossible for the Client to enter into otherwise beneficial transactions.



**Credit Derivatives.** The Clients may invest in credit default swaps. Under these instruments, the Clients will usually have a contractual relationship only with the counterparty of such credit default swaps and not the issuer of the obligation (the "Reference Obligation") subject to the credit default swap (the "Reference Obligor"). The Clients will have no direct right or recourse against the Reference Obligor with respect to the terms of the Reference Obligation nor any rights of set-off against the Reference Obligor, nor any voting or other rights of ownership with respect to the Reference Obligation. The Clients will not directly benefit from the collateral supporting the Reference Obligation and will not have the benefit of the remedies that would normally be available to a holder of such Reference Obligation. In addition, in the event of the insolvency of the credit default swap counterparty, the Clients will be treated as a general creditor of such counterparty and will not have any claim with respect to the Reference Obligation. Consequently, the Clients, and indirectly the investors in the Clients, will be subject to the credit risk of the counterparty, as well as that of the Reference Obligor. As a result, concentrations of credit default swaps in any one counterparty expose directly or indirectly the Clients and indirectly the investors in the clients, to risk with respect to defaults by such counterparty. Further, in the event the Clients will be selling credit protection, the Clients will also be subject to the credit risk of the Reference Obligor or other applicable underlying reference metric.

**Interest Rate Derivatives.** The Clients may invest in interest rate derivatives. A substantial portion of a Client's assets may be invested in derivative financial instruments. In addition, clients may from time to time utilize both exchange-traded and over-the-counter futures, options and contracts for differences, for hedging purposes, as well as other derivatives. Such derivative instruments are highly volatile, involve certain special risks and expose investors to a high risk of loss. The low initial margin deposits normally required to establish a position in such instruments permit a high degree of leverage. As a result, a relatively small movement in the price of a contract may result in a profit or a loss which is high in proportion to the amounts Clients actually have placed as initial margin and may result in unquantifiable further losses exceeding any margin deposited. Further, when used for hedging purposes there may be an imperfect correlation between these instruments and the investments or market sectors being hedged.

**Over-the-Counter Derivatives.** The trading of over-the-counter derivatives may subject clients to a variety of risks, including: (a) counterparty risk, (b) basis risk, (c) interest rate risk, (d) settlement risk, (e) legal risk, and (f) operational risk. Counterparty risk is the risk that one of the client's counterparties might default on its obligation to pay or perform generally on its obligations. Basis risk is the risk that the normal relationship between two prices might move in opposite directions. Interest rate risk is the general risk associated with movements in interest rates. Settlement risk is the risk that a settlement in a transfer system does not take place as expected. Legal risk is the risk that a transaction proves unenforceable in law or because it has been inadequately documented. Operational risk is the risk of unexpected losses arising from deficiencies in a firm's management information, support and control systems and procedures. Transactions in over-the-counter derivatives may involve other risks as well, as there is no exchange market on which to close out an open position. It may be impossible to liquidate an existing position, to assess the value of a position or to assess the exposure to risk.

**U.S. Risk Retention.** Under the Dodd-Frank Act, the final risk retention rule became effective for CLOs on December 24, 2016 (the "U.S. Risk Retention Rule"). The U.S. Risk Retention Rule generally mandates that the "sponsor" of asset-backed securities to retain not less than 5% of the credit risk for CLOs issued after December 2016. Securities issued by a CLO are included in the definition of an asset-backed security.

Failure to comply with the U.S. Risk Retention Rule by the collateral manager of a CLO, like DFG, could constitute a violation of the U.S. Securities Exchange Act of 1934, as amended (the "Exchange Act").

However, the U.S. Court of Appeals for the D.C. Circuit (the "DC Circuit Court") held that the U.S. Risk Retention Requirements do not apply to collateral managers of open-market CLOs (the "Risk Retention Decision") and on April 5, 2018, the U.S. District Court for the District of Columbia (the "DC District Court") issued an order implementing this decision and vacating the U.S. Risk Retention Requirements with respect to portfolio managers of open-market CLOs, such as DFG. The deadline for the regulators to appeal the Risk Retention Decision to the U.S. Supreme Court expired on May 10, 2018. As a result, since this day, for open-market CLOs, such as the Vibrant CLOs managed by DFG or its affiliates, collateral managers are no longer required to acquire and retain an economic interest in the credit risk of the securitized assets.

In 2017, DFG established a corporate structure to comply with the U.S. and E.U. Risk Retention Rules for newly-issued CLOs. Given that the U.S. Risk Retention Requirements were vacated in 2018, however, the firm is only required to utilize this corporate structure to create and manage CLOs that are structured to be E.U. Risk Retention compliant. In particular, through this structure, Vibrant Credit Partners, LLC (the designated "Retention Holder" for E.U. Risk Retention Requirements), a relying adviser of DFG, retains or will retain a net economic interest the relevant CLOs as required by the E.U. rules. These provisions related to the European Union's securitization risk retention rules are outlined in more detail in the respective CLO offering circulars.

Although DFG has established a corporate structure to comply with the risk retention rules for the relevant CLOs and regions of distribution, no assurance can be given as to whether the relevant risk retention rules will have any future material adverse effect on the business, financial condition or prospects of certain DFG Clients or DFG. Nor any assurance can be given whether the such risk retention rules will have any future material adverse effect on the market value or liquidity of CLO securities held by the Clients generally.

Vibrant CLO VI, Vibrant CLO VII, and Vibrant CLO VIII were structured to comply with U.S Risk Retention Rules applicable at pricing of each CLO.

***European Union Risk Retention.*** Neither DFG nor its relying adviser are directly subject to the European Union risk retention requirements ("EU Rules"). However, European Union financial institutions such as banks and insurance companies which are potential purchasers of the notes issued by the CLOs managed by DFG or its relying adviser are subject to the EU Rules and may only purchase notes of such CLOs that are compliant with the EU Rules.

Certain CLOs managed by DFGs relying adviser are intended to comply with the EU Rules. As of 3/28/2019, these are Vibrant CLO VI and Vibrant CLO VII and DFG may decide to issue new CLOs in compliance with the EU Rules going forward. Accordingly, DFG's relying adviser, as manager of such CLOs, must comply with the EU Rules for such CLOs. For each CLO that DFG intends to be compliant with the EU Rules, the DFG relying adviser acting as manager must (i) purchase and retain at least 5% of the credit risk of the CLO and (ii) act as an "originator", selling to the CLO on the closing date loans it originates or acquires from third parties in an aggregate par amount equal to at least 5% of the CLO's initial portfolio aggregate par-amount.

Even if the U.S Risk Retention Regulations are no longer in effect DFG's relying adviser (i) will be required to retain its risk retention interest in these CLOs to the extent required by the EU Rules and (ii) may in the future act as a portfolio manager for other CLOs that may be required to comply with the EU Rules.

***Volcker Rule.*** Section 619 of Dodd-Frank added a provision commonly referred to (together with the final regulations with respect thereto adopted on December 10, 2013) as the "Volcker Rule" to federal banking laws to generally prohibit various "banking entities" from engaging in proprietary trading or acquiring or retaining an ownership interest in a "covered fund" (defined in final regulations to include, generally, any entity, such as the Firm's Clients, relying on Section 3(c)(1) or Section 3(c)(7) of the Investment Company Act to be exempt from registration under the Investment Company Act), subject to certain exemptions. The Volcker Rule went into effect on July 21, 2017. In November 2014, five of the Firm's CLOs issued prior to the adoption of the Volcker Rule amended their Indentures to bring them into compliance with the Volcker Rule by virtue of the "loan securitization" exemption to the Rule by forgoing the right to buy non-qualifying assets such as bonds and pre-funded letters of credit. All of the Firm's managed CLOs that closed after the Volcker Rule adoption either restrict or entirely prohibit the purchase of bonds making them Volcker Rule compliant. If, notwithstanding such intent and action, a CLO is determined to be such a "covered fund", this would have a negative effect on the ability or desire of certain investors subject to the Volcker Rule such as banks to invest in or to continue to hold securities issued by the CLO.

***Business and Regulatory Risks of Investment Funds.*** The legal, tax and regulatory environment worldwide for private investment funds (such as the Funds managed by the Firm) and their managers is evolving, and changes in the regulation of private investment funds, their managers, and their trading and investing activities may have a material adverse effect on the ability of the Firm's Funds to pursue its investment program and the value of investments held by the Funds. There has been an increase in scrutiny of the alternative investment industry by governmental agencies and self-regulatory organizations. New laws and regulations or actions taken by regulators that restrict the ability of the Funds to pursue its investment program or employ brokers and other counterparties could have a material adverse

effect on the Funds. Increased regulation and regulatory oversight of private investment funds and their managers may impose administrative burdens on the Firm, including, without limitation, responding to examinations and other regulatory inquiries and implementing policies and procedures. Such administrative burdens may divert the Firm's time, attention and resources from portfolio management activities. Such regulatory inquiries are generally confidential in nature, may involve a review of an individual's or a firm's activities or may involve studies of the industry or industry practices, as well as the practices of a particular institution.

**Cybersecurity Risk.** As part of its business, the Adviser processes, stores and transmits large amounts of electronic information, including information relating to the transactions of the Clients and personally identifiable information of the investors. Similarly, service providers of the Adviser and Clients, especially the Fund's administrators and CLO trustees, may process, store and transmit such information. DFG has procedures and systems in place that it believes are reasonably designed to protect such information and prevent data loss and security breaches. However, such measures cannot provide absolute security. The techniques used to obtain unauthorized access to data, disable or degrade service, or sabotage systems change frequently and may be difficult to detect for long periods of time. Hardware or software acquired from third parties may contain defects in design or manufacture or other problems that could unexpectedly compromise information security. Network connected services provided by third parties to the Adviser may be susceptible to compromise, leading to a breach of the Adviser's network. The Adviser's systems or facilities may be susceptible to employee error or malfeasance, government surveillance, or other security threats. On-line services provided by the DFG to the investors may also be susceptible to compromise. Breach of the DFG's information systems may cause information relating to the transactions of the Clients and personally identifiable information of DFG's investors to be lost or improperly accessed, used or disclosed.

The service providers of DFG and its Clients are subject to the same electronic information security threats as DFG. If a service provider fails to adopt or adhere to adequate data security policies, or in the event of a breach of its networks, information relating to the transactions of the Clients and personally identifiable information of the investors may be lost or improperly accessed, used or disclosed. The loss or improper access, use or disclosure of DFG's or the Client's proprietary information may cause DFG, the Client or the investors of the Client, to suffer, among other things, financial loss, the disruption of its business, liability to third parties, regulatory intervention or reputational damage. Any of the foregoing events could have a material adverse effect on DFG, its Client, and Client's investors.

**Nature of Investments — Other Risks.** Investments in securitized products, structured or alternative credit products (including, but not limited to leveraged loans and high-yield debt investments) may be subject to a variety of risks not generally associated with other debt obligations, including but not limited to structural risk, lender liability and certain other risks.

The foregoing is a summary of the more detailed disclosure of risk factors to be found in the private placement offering circular of each DFG managed CLO or Fund, which should be read in its entirety prior to making an investment decision.

## **ITEM 9: DISCIPLINARY INFORMATION**

The Adviser and its supervised persons have not been involved in any legal or disciplinary events that are material to an investor's or potential investor's evaluation of our advisory business or the integrity of the Adviser's management.

## **ITEM 10: OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS**

DFG and its affiliates engage in a broad spectrum of activities, including: investment advisory, risk advisory, risk monitoring and consulting services as well as valuation or other services. In the ordinary course of their businesses, DFG and its affiliates engage in activities where their interests or the interests of their investors may conflict with the interests of the Clients. DFG may consult or advise one Client on certain securities and may invest for another Client in similar or the same securities.

The members, officers, and employees of DFG and its affiliates may sit on the advisory or company boards for unaffiliated institutions. Members or officers of DFG and its affiliates may be employed by other investment advisers or financial institutions, and/or may manage other investment funds.

Future investment activities by DFG, including the establishment of additional investment funds, may give rise to additional conflicts of interest.

*a) Registered Broker-Dealer or Registered Representative*

As of the date of this ADV, DFG does not have any employees who are registered representatives of a US broker dealer.

*b) FCM, CPO, CTA or Associated Person*

DFG is registered as a commodity pool operator (“CPO”) with the National Futures Association. In conjunction with DFG’s CPO registration, certain individuals affiliated with DFG are registered as associated persons and principals.

*c) Material Business Relationships with Certain Related Persons*

DFG serves as the investment manager to the Clients. Certain affiliates of DFG serve as the General Partners of the Funds.

The General Partners, DFG and their affiliates may have conflicts of interest in allocating their time, services and functions among the Clients and other business ventures. In an effort to minimize potential conflicts of interest, DFG has adopted a Code of Ethics that requires DFG’s employees to act in the best interests of the Clients at all times. For more information see Item 11, Code of Ethics, below.

*d) Recommendation and Selection of Other Investment Advisers*

Not applicable.

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

*a) Code of Ethics*

Securities industry regulations require that advisory firms provide their Clients and investors with a general description of the advisory firm's Code of Ethics. DFG has adopted a Code of Ethics (the “Code”) in compliance with 204A-1. It describes the Firm's controls over personal trading that sets forth the governing ethical standards and principles of the Adviser. It also describes DFG's policies regarding the protection of confidential information, including the review of the personal securities accounts of certain personnel of DFG for evidence of manipulative trading, trading ahead of Clients, insider trading, trading restrictions, training of personnel and record-keeping. Investors or prospective investors may obtain a copy of the Code by contacting DFG by e-mail at [info@dfgia.com](mailto:info@dfgia.com).

*b) Participation or Interests in Client Transactions*

DFG, its affiliates and employees may have relationships with a number of issuers of and investors in securities in which the Clients may invest. These relationships may be taken into consideration in the management of the Clients and may affect certain investments or tactics employed by the Clients.

DFG or its affiliates has and may in the future organize funds, fund like products or accounts, which may be managed by DFG or an affiliate and which may have investment objectives substantially similar to those of other Clients. DFG, its affiliates and the portfolio managers may manage other funds and accounts that may purchase or sell the same securities as its current Clients and may seek investment opportunities that may be of interest to other Clients. In managing such funds and accounts, conflicts of interest may arise. DFG’s investment allocations are designed to provide a fair allocation of purchases and sales of securities among the various accounts managed by the DFG, while

preserving incentives for the portfolio managers to find new investment opportunities, and to ensure compliance with appropriate regulatory requirements. DFG will, to the best of its ability, conduct itself in a manner it considers to be the most fair and consistent with its fiduciary obligations to all of its Clients.

It should also be noted that DFG and its affiliates may give advice and recommend the purchase or sale of securities and other financial instruments or related securities, or buy or sell such securities, and instruments for that of other Clients, which advice or instruments may differ from advice given to, or instruments recommended or bought or sold for, the Clients, even though their investment objectives may be similar.

DFG, its affiliates and employees may provide investment advisory and other services (e.g. consulting services) to other Clients, including Clients that may invest in the securities in which the Clients may invest or are invested in, and in providing such services, may use information that is used in managing the Clients' portfolio.

DFG and its affiliates may buy and sell, for their own accounts securities or instruments which DFG may also recommend to Clients. For instance, DFG or its affiliates may invest its own funds in CLO securities to comply with U.S. or EU Risk Retention Rules, if applicable, and may recommend the same CLO securities to its Clients. Additionally, officers and employees of the Firm may buy and sell for their own accounts securities and other financial instruments or related securities, in each case of the same or a similar type to those bought or sold on behalf of the Clients, or may personally invest in one or more Funds.

To mitigate any risks or potential conflicts, the Firm's Code requires each officer and employee of the Firm with access to client investments or portfolio information (each an "Access Person") to report quarterly theirs and their immediate family member's securities transactions and their securities holdings annually. In addition, each Access Person must pre-clear certain personal transactions with the Chief Compliance Officer (the "CCO").

Furthermore, DFG may engage in principal transactions in compliance with Rule 206(3) of the Advisers Act. A potential conflict of interest could arise in that DFG or the related person could benefit from such a purchase or sale of the applicable security by a DFG fund. However, DFG has policies and procedures designed to identify and manage conflicts of interest to the extent they arise in connection with such transactions. For instance, if DFG determines in good faith that an investment in one of its funds constitutes a principal transaction with an affiliate of DFG, then DFG will request an independent approval for such transaction from a party that is not controlled by DFG, such as the anchor or largest investor of the fund.

The Firm's CCO monitors the trading activity of the Firm's personnel in order to prevent violations of the Code.

*c) Investment by Employees in Securities Recommended to Clients*

DFG's employees are specifically prohibited from using their knowledge about pending transactions or investments currently being considered for personal profit, including by purchasing or selling such securities directly or indirectly. All Access Persons (as defined in the Code) must submit quarterly transactions reports detailing personal securities transactions. Such reports will be reviewed by the CCO or the CCO's designee to ensure compliance with DFG's Code. Additionally, Access Persons need to pre-clear certain types of personal transactions with the CCO.

*d) Investment by Employees in Securities at or about the Same Time Recommended to Clients*

*See Part 11 C. above.*

*e) Personal Trading*

DFG has adopted a Code governing personal trading by its personnel. To mitigate any risks or potential conflicts, the Firm's Code requires each officer and employee of the Firm with access to client investments or portfolio information (each an "Access Person") to report quarterly theirs and their immediate family member's securities transactions and their securities holdings annually. In addition, each Access Person must pre-clear certain personal transactions with the Chief Compliance Officer.



## **ITEM 12: BROKERAGE PRACTICES**

### *a) Selecting or Recommending Broker-Dealers*

Consistent with its duty to obtain “best execution” for its Clients, DFG exercises this discretion by seeking the best trade execution, information, research and other services available. DFG does not have an obligation to obtain the lowest priced execution regardless of qualitative considerations in selecting brokers or dealers to execute transactions, but will generally seek the most favorable total transaction costs under the circumstances. DFG does not solicit competitive bids on each transaction to seek the lowest available commission costs, especially given the markets it predominantly transacts in, but rather may take into account the full range and quality of services that benefit Advisory Clients when selecting a broker.

In selecting brokers and negotiating commission rates, DFG may take into account the financial stability and reputation of brokerage firms and the brokerage and research services provided by such brokers, although the Clients on whose behalf trades are entered may not necessarily, in any particular instance, be the direct or indirect beneficiary of the research or other services provided in return. Finally, DFG notes that because commission rates are generally negotiable, selecting brokers on the basis of considerations which are not limited to applicable commission rates may result in higher transaction costs than would otherwise be obtainable.

### *b) Soft-Dollar Arrangements*

It is not the practice of DFG to exclusively negotiate “execution only” commission rates, thus the Clients may be deemed to be paying for research and other services provided by the broker which are included in the commission rate.

Section 28(e) of the Securities Exchange Act of 1934, as amended, is a “safe harbor” that permits an investment manager to use commissions or “soft dollars” to obtain research and brokerage services that provide lawful and appropriate assistance in the investment decision-making process. DFG will limit the use of “soft dollars” to obtain research and brokerage services to services which constitute research and brokerage within the meaning of Section 28(e).

Research services within Section 28(e) may include, but are not limited to, research reports (including market research); due diligence provided by third-party research providers and/or broker-dealers which DFG may or may not execute trades through; certain financial newsletters and trade journals; software providing analysis of securities portfolios; corporate governance research and rating services; attendance at certain seminars and conferences; discussions with research analysts; meetings with corporate executives; consultants’ advice on portfolio strategy; data services (including services providing market data, company financial data and economic data); advice from brokers on order execution; and certain proxy services. Brokerage services within Section 28(e) may include, but are not limited to, services related to the execution, clearing and settlement of securities transactions and functions incidental thereto (i.e., connectivity services between an investment manager and a broker-dealer and other relevant parties such as custodians); trading software operated by a broker-dealer to route orders; software that provides trade analytics and trading strategies; software used to transmit orders; clearance and settlement in connection with a trade; electronic communication of allocation instructions; routing settlement instructions; post trade matching of trade information; and services that may be required by the SEC or a self-regulatory organization such as comparison services, electronic confirms or trade affirmations.

Brokers may sometimes suggest a level of business they would like to receive in return for the various products and services they provide. Actual brokerage business received by any broker may be less than the suggested allocations or may exceed the suggestions because total brokerage is allocated on the basis of all the considerations described above. A broker will not be excluded from receiving business simply because it has not been identified as providing research services.

In some instances, DFG may receive a product or service that may be used only partially for functions within Section 28(e). In such instances, DFG will make a good faith effort to determine the relative proportion of the product or service used to assist DFG in carrying out its investment decision-making responsibilities and the relative proportion used for administrative or other purposes outside Section 28(e). The proportion of the product or service attributable to assisting DFG in carrying out its investment decision-making responsibilities will be paid through brokerage commissions generated by client transactions and the proportion attributable to administrative or other purposes outside Section 28(e) will be paid for by DFG from its (or their) own resources.

DFG has the right, at its discretion, to change the brokerage arrangements described above without further notice to investors.

As of the date of this ADV, DFG has not entered into any soft dollar arrangements with brokers.

*c) Brokerage for Client Referrals*

DFG does not consider, in selecting or recommending a broker dealer, whether DFG or a related person receives investor referrals from that broker-dealer.

*d) Directed Brokerage*

The Firm does not accept Clients who require DFG to execute transactions through a specified broker-dealer. Clients may recommend that DFG uses their preferred broker-dealer(s). The Firm may use such broker-dealer(s) subject to its determination that said broker-dealer provides best execution of the Client transactions.

*e) Aggregation (Bunching) of Trades*

It is DFG's policy, when purchasing securities for more than one of its Advisory Clients (i.e., bunching orders), to purchase the quantity of such securities necessary to supply all such Advisory Clients and to then average the aggregate costs over all securities purchased. Related benefits to such Advisory Clients also will be averaged over the securities purchased.

### **ITEM 13: REVIEW OF ACCOUNTS**

*a) Periodic Account Review*

The Chief Investment Officer, Chief Compliance Officer and other members of the investment team are ultimately responsible for overseeing the investment advice provided to Clients. It should be noted that DFG may delegate certain portfolio management and responsibilities to designated DFG employees.

The portfolio manager responsible for each Client ensures that account activity is reviewed on a regular basis and that account guidelines and certain account restrictions are being followed. The portfolio managers may designate other DFG employees to review accounts.

In addition, the CCO will periodically review the trade policies and procedures to ensure that it represents DFG's current practices and (to the best of its reasonable knowledge and belief) is in conformity with applicable law and regulations. DFG has written trade allocation procedures in place which were designed to seek to ensure that all investors and Clients are treated fairly.

*b) Reporting*

Generally, investors will receive monthly reports for their accounts. Depending on the contractual details of the engagement, DFG may provide performance reports, holding reports and/or market commentary on a regular basis.

Investors in DFG's CLO products will in general receive a monthly trustee report as well as quarterly note payment reports provided by the trustees of the CLOs managed by DFG.

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

DFG may compensate third parties for investor referrals (each a "Solicitor"). Before making payments for any referral, the Adviser requires each Solicitor to enter into a written referral agreement. DFG may pay the Solicitor a portion of its own fee received from investors introduced by that third-party marketer or salesperson for the length of the term of the investor's account with DFG. Typically, this fee is representative of a percentage of assets under management and as a percentage of any other fees earned by DFG calculated by an agreed-upon formula, but may also be structured differently if so negotiated between the Solicitor and DFG upon entering the referral agreement. In addition, DFG may pay a monthly or quarterly or initial retainer to the Solicitor for its efforts to find investors for DFG's strategies. The Adviser may also pay certain expenses incurred by the solicitor for services performed on behalf of the Adviser.

The Solicitor is required to present to any prospective investor (other than potential hedge fund or private investment fund investors) a document including: the name of the Solicitor; the name of the investment advisor he represents (i.e. DFG); the nature of the relationship, including disclosure of any affiliation between the Solicitor and DFG; a statement that the solicitor will be compensated by DFG, including the terms of that compensation arrangement; and the amount, if any, of the cost of obtaining the account that the investor will be charged in addition to the DFG advisory fee, including the differential, if any, among investors with respect to the amount of advisory fees if such differential is attributable to the existence of any arrangement pursuant to which DFG has agreed to compensate the solicitor.

All arrangements will comply with the conditions and requirements of Rule 206(4)-3 under the Advisers Act.

#### **ITEM 15: CUSTODY**

For purposes of Rule 206(4)-2 under the Advisers Act, DFG is deemed to have custody over the Funds' assets. In accordance with the Custody Rule, a qualified custodian will not be required to deliver quarterly account statements to the Funds or their respective investors as long as (i) the Funds are audited by an independent public accountant that is registered with, and subject to inspection by, the Public Company Accounting Oversight Board, (ii) the Funds' audited financial statements are prepared in accordance with U.S. generally accepted accounting principles, and (iii) DFG delivers such annual audited financial statements to investors within 120 days after the end of each Fund's fiscal year.

#### **ITEM 16: INVESTMENT DISCRETION**

DFG generally manages Client assets on a discretionary basis with the authority to determine what investments are made for each Client, as well as when and how they are made. For certain Clients, their assets may be invested in one or more strategies based on prior discussion with the Client, but Clients also may impose reasonable restrictions, limitations or other requirements with respect to their individual accounts as outlined in the respective investment guidelines of the Client's account.

#### **ITEM 17: VOTING CLIENT SECURITIES**

The Firm specializes in fixed income securities and does not generally receive proxies for securities held in client accounts. DFG may be asked to vote its Client account positions in other corporate actions, including loan amendments or debt restructurings. If the firm does vote these positions, it will use its judgement to vote the position in the best interest of the Client account. The Firm will maintain a record of all of votes on behalf of Client positions.



**ITEM 18: FINANCIAL INFORMATION OF THE ADVISER**

DFG has no financial commitment that is likely to impair the Firm's ability to meet contractual and fiduciary commitments to Clients and has not been the subject of a bankruptcy proceeding.