

**Penn Mutual Asset Management, LLC**

Form ADV Wrap Fee Brochure  
Eight Tower Bridge  
161 Washington Street  
11<sup>th</sup> Floor West, Suite 1111  
Conshohocken, PA 19428  
215-956-8114  
[www.pennmutualam.com](http://www.pennmutualam.com)

**Penn Mutual Asset Management, LLC**  
**Wrap Fee Brochure**

October 25, 2024

This Wrap Fee Program Brochure provides our clients with information about the qualifications and business practices of Penn Mutual Asset Management, LLC (“Penn Mutual Asset Management”, “PMAM”, “we”, “us”, “our” or the “Firm”). If you have any questions about the contents of this Brochure, please contact us at [PMAMCompliance@pennmutualam.com](mailto:PMAMCompliance@pennmutualam.com) or 215-956-8114.

The information in this brochure has not been approved or verified by the U.S. Securities and Exchange Commission (“SEC”), any state securities authority or non-U.S. regulatory authority.

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

Penn Mutual Asset Management is an investment adviser registered with the SEC. Registration as an investment adviser does not imply any level of skill or training.

**Item 2: Material Changes**

This section identifies and discusses material changes to the Part 2A Appendix 1 of Form ADV: Wrap Fee Program Disclosure Brochure since the last annual update. The last annual update of the Form ADV Part 2A Appendix was March 31, 2024. Since the last annual update, PMAM has made the following material change to this Wrap Fee Program Brochure.

- PMAM has domesticated to the state of Delaware.

If you would like another copy of this Wrap Fee Program Brochure, you can either download it from the SEC website or we will send you a copy by contacting us at [PMAMCompliance@pennmutualam.com](mailto:PMAMCompliance@pennmutualam.com) or 215-956-8114.

**Item 3: Table of Contents**

Item 1: Cover Page

Item 2: Material Changes..... 2

Item 4: Services, Fees and Compensation ..... 4

Item 5: Account Requirements and Types of Clients..... 4

Item 6: Portfolio Manager Selection and Evaluation ..... 4

Item 7: Client Information Provided to Portfolio Managers.....9

Item 8: Client Contact with Portfolio Managers.....9

Item 9: Additional Information .....9

Item 10: Requirements for State-Registered Advisers ..... 11

#### **Item 4: Services, Fees and Compensation**

##### ***Advisory Services***

PMAM was organized in June 1989, under the name of Independence Capital Management, Inc. PMAM is organized as a limited liability company under the laws of Delaware, with its primary office located at Eight Tower Bridge, 161 Washington Street, 11<sup>th</sup> Floor West Suite 1111, Conshohocken, Pennsylvania 19428. PMAM is a wholly owned subsidiary of The Penn Mutual Life Insurance Company (“Penn Mutual”), a mutual life insurance company that has been in the insurance and investment business since the mid-1800s. As of December 31, 2023, PMAM is managing approximately \$33.6b in client assets, all of which is managed on a discretionary basis. PMAM offers a fee-based advisory wrap program (“Wrap Fee Program”) which is a customized discretionary investment advisory program for affiliated insurance company clients seeking to bundle fees for services associated with investment management, custodian fees, proxy fees, brokerage and other transaction costs (including costs related to derivative transactions). A wrap fee is not based directly on the amount of transactions in a client’s account. Accordingly even in an inactive wrap account, a client may pay more in fees than a client would have in a traditional investment brokerage account or non-wrap fee-based advisory account. The Wrap Fee Program may cost clients more or less than purchasing services separately.

##### ***Fees and Compensation***

The frequency of fee payment is contractually specified in client documents. Fees for the Wrap Fee Program are negotiable. From time to time, PMAM may waive all or a portion of its fee or reimburse a client for expenses, as deemed appropriate or as negotiated with the client in writing. In valuing a client’s portfolio for fee billing purposes, PMAM generally utilizes pricing information provided by independent pricing vendors. To the extent a vendor is unable to provide pricing information for a particular security or instrument or when market quotations are not readily available, PMAM may “fair value” such security or instrument to reflect what we believe accurately reflects the value of the security or instrument. When this occurs, a potential conflict of interest may arise as we could have an incentive to value such security or instrument in an effort to generate greater fees or higher investment returns. To mitigate this potential conflict, PMAM has adopted written policies and procedures that are reasonably designed to provide assurance that such security or instrument is properly valued. Cash balances, even if managed by a client’s custodian or invested in third-party investment funds, may be considered as investment portfolio assets for purposes of determining fees payable.

#### **Item 5: Account Requirements and Types of Clients**

PMAM offers the Wrap Fee Program to affiliated insurance company clients. PMAM generally manages client investment portfolios in a manner consistent with each client’s written investment objectives, guidelines, limitations and restrictions.

#### **Item 6: Portfolio Manager Selection and Evaluation**

PMAM is the sponsor and sole portfolio manager for the Wrap Fee Program. PMAM’s Chief Investment Officer is responsible for the investment advice offered under the Wrap Fee Program.

##### ***Methods of Analysis***

PMAM may receive a wide range of research services from broker-dealers, including information on securities markets, the economy, individual companies, statistical information, accounting and tax law interpretations, technical market action, pricing and appraisal services, and credit analyses. Research services are received primarily in the form of written reports, telephone contacts, personal meetings with security analysts, corporate and industry spokespersons, economists, academicians, and government representatives, and access to various

computer-generated data. In making investment decisions, we consider each particular client investment objective. In connection with making its investment decisions PMAM utilizes research and financial services from major investment banking firms. We also have access to information supplied by Moody's Investor Services, Credit Sights, Inc., Bloomberg Financial Markets and other similar services. Relevant topics may influence or change our market outlook, such as Federal Reserve policy, the economy, interest rate behavior and forecasts, inflation, monetary growth and the overall supply of appropriate investments. The result of this analysis contributes to investment strategy, which may then be further refined in accordance with relevant policies and needs of each portfolio.

### ***Investment Strategies and Investment Philosophy***

PMAM's investment approach centers on the belief that valuation drives decisions to help generate strong performance, and related decision-making may be optimized when executed through the lens of rigorous risk management. The investment approach utilizes an extensive value-based methodology to determine attractive investment opportunities. The relative value view forms the framework used to evaluate investment opportunities and is applied across and within asset classes. This framework is also employed in risk/reward tradeoff considerations. Through a comprehensive, value-driven approach, the technical and fundamental dynamics that impact fixed-income markets can be capitalized upon and market inefficiencies can be exploited. The three components of the investment process, *Macro View*, *Asset Class Relative Value*, and *Security Selection* are viewed with a relative-value lens and continuously defined and measured by the contribution to expected return and risk. *Macro View*, a top-down macroeconomic view drives decisions relating to risk weighting, positioning from a duration and yield curve perspective, and desired strategic asset allocation. *Macro risk* variables include: Business/Credit Cycle; Commodities; Currencies; Inflation; Interest Rates; Market Volatility; and, Monetary Policy. A full assessment of the global macro economy establishes risk parameters for portfolio construction. *Asset Class Relative Value*, analysis of credit spreads, duration and liquidity helps to establish relative value opportunities across fixed-income asset classes. *Security Selection* is based upon the macro view and asset class relative value identification, a full analysis of fundamentals, technicals and valuation is conducted to determine the best total return opportunities for the portfolio. The balance of a repeatable, value-driven approach with seasoned investment judgment leads to the construction of an optimal portfolio focused on prudent diversification, downside protection and attractive risk-adjusted returns. High conviction ideas are balanced against prudent risk management and derivatives are utilized as a cost effective way to express conviction in a particular asset class or macroeconomic view.

### ***Investment Strategy - Insurance Company Portfolios***

The principal investment strategy for the management of insurance company general account assets may be described as liability-driven investing. Liability-driven investing supports the asset purchases and the construction of a general account investment portfolio that will generate investment earnings to support cash flow needs relating to operational commitments. Specific guidelines and restrictions, for each insurance company investment portfolio, are described in the client investment plan(s) delivered to us at the onset of the relationship.

### ***Side-by-Side Management and Conflicts***

Side-by-side management of investment portfolios with different fee arrangements could incentivize PMAM to favor accounts that pay higher fees, or to choose investments that are riskier or more speculative than might otherwise have been chosen for those portfolios. To mitigate these conflicts of interest, we have adopted policies and procedures designed to provide assurance that investment professionals make decisions based on the best interests of clients, without consideration of PMAM's economic or pecuniary interests. Please see Item 9, Additional Information, Code of Ethics, Participation or Interest in Client Transactions and Personal Trading.

### ***Brokers and Execution Quality***

PMAM views best execution as referring to the best net results from a trade, taking into account all circumstances relevant at the time the trade is placed. With respect to determining the broker or dealer to be used and the commission rates to be paid in connection with purchasing and selling securities for clients, we seek to obtain the best price and the most favorable execution of its orders, taking into consideration the experience and skill of the broker-dealer and the broker-dealer financial responsibility and administrative efficiency. We also consider such factors as the price of the security, the rate of the commission, the size and difficulty of the order, the reliability, integrity, financial condition, general execution and operational capabilities of the broker-dealer and competing broker-dealers and the brokerage and research services they provide. We utilize different methods to gain competitive bond quotes depending on the liquidity and price transparency of the security. In an effort to oversee brokerage activity for best execution, we evaluate each trade for best execution. On a periodic basis, PMAM reviews and discusses various reports detailing portfolio transactions, broker commission expenditures, service levels, and portfolio performance for each client portfolio. PMAM has established an Investment Management Committee which is responsible for, among other, the approval of brokers and counterparties with whom we trade. When there is interest in trading with a new broker or firm, a member of the Investment Management Committee will recommend the approval of a broker, based on review of various available data including, but not limited to, annual reports, market intelligence, expertise, stock price movements, experience, credit worthiness and arbitration awards, disciplinary, financial, and/or regulatory events.

### ***Soft dollars***

PMAM does not engage in soft dollar arrangements.

### ***Brokerage Arrangements***

PMAM does not engage in directed brokerage.

### ***Affiliate Brokerage Transactions***

PMAM does not engage in the use of affiliated brokers.

### ***Allocation and Aggregation of Securities***

PMAM has established a policy designed to provide assurance that investment opportunities are allocated equitably among different clients. Because PMAM has discretionary authority to purchase and sell securities for each client portfolio in accordance with client investment objectives, policies and limitations and may manage portfolios for multiple client accounts with similar investment objectives and, as such, we will generally average the price of the transactions and allocate the average among its clients participating in the transaction. At times, however, investment opportunities may be allocated differently among accounts due to the particular characteristics of an account, such as size of the account, cash position, tax status, risk tolerance and investment restrictions or for other reasons. Notwithstanding, no one portfolio will be treated more or less advantageously than the other portfolios involved.

### ***Material Risks***

Specific material risks associated with investment strategies employed by Penn Mutual Asset Management are discussed with each client and are disclosed as appropriate. The material risks to client portfolios may include:

- **Corporate Debt Securities Risk:** Corporate debt securities are subject to the risk of the issuer's

inability to meet principal and interest payments on the obligation and may also be subject to price volatility due to such factors as interest rate sensitivity, market perception of the creditworthiness of the issuer and general market liquidity

- **Counterparty Risk:** The possibility that a party to a transaction may fail to meet its obligations thereby causing a monetary loss or the benefit of the transaction preventing additional transactions in other securities to implement investment strategies.
- **Credit Risk:** The possibility that an issuer of a debt security, or counterparty to a derivatives contract, defaults on its payment obligations. While PMAM tries to minimize this risk by investing in high-quality securities, the credit quality of such securities may change rapidly in certain market environments and in response to certain market events, such as a decline in the credit quality of an issuer.
- **Derivatives Risk:** The use of derivative instruments such as futures, forwards, options and swaps is subject to: (i) market risk, (ii) leverage risk, (iii) correlation risk, and (iv) valuation risk as described as follows: (i) Market risk is the risk that the market value of an investment may move up and down, sometimes rapidly and unpredictably. (ii) Leverage risk is the risk that the use of leverage can amplify the effects of market volatility on the underlying security's share price and may also cause liquidations of portfolio positions when it would not be advantageous to do so in order to satisfy its obligations. The use of forwards and swap agreements is also subject to credit risk and valuation risk. (iii) Correlation risk is the risk that changes in the value of the derivative may not correlate perfectly with the underlying asset, rate or index; and, (iv) Valuation risk is the risk that the derivative may be difficult to value and/or valued incorrectly. The use of derivative instruments involves risks different from, or possibly greater than, the risks associated with investing directly in securities and other traditional investments and could cause the account to lose more than the principal amount invested.
- **Equity Securities Risk:** In general, prices of equity securities are more volatile than those of fixed-income securities. The prices of equity securities fluctuate, and sometimes widely fluctuate, in response to activities specific to the issuer of the security as well as factors unrelated to the fundamental condition of the issuer, including general market, economic and political conditions.
- **Fixed-Income Securities Risk.** The possibility that the market value of a fixed-income security may decline due to general market conditions that are not specifically related to a particular company, such as real or perceived adverse economic conditions, changes in the outlook for corporate earnings, changes in interest or currency rates or adverse investor sentiment generally. Fixed-income securities markets may, in response to governmental intervention, economic or market developments (including potentially a reduction in the number of broker-dealers willing to engage in market-making activity), or other factors, experience periods of increased, and sometimes unpredictable, volatility and reduced liquidity. During those periods, PMAM may have to sell securities at inopportune times and at unfavorable prices. Fixed-income securities also may be difficult to value during such periods.
- **Futures Contracts Risk:** The use of futures is subject to: (i) leverage risk; (ii) correlation or tracking risk; and (iii) liquidity risk. Because futures require only a small initial investment in the form of a deposit or margin, they involve a high degree of leverage. Accordingly, the fluctuation of the value of futures in relation to the underlying assets upon which they are based is magnified. Thus, investment portfolios that utilize futures contracts may experience losses that exceed losses experienced by portfolios that do not use futures contracts and which may be

unlimited, depending on the structure of the contract. There may be imperfect correlation, or even no correlation, between price movements of a futures contract and price movements of investments for which futures are used as a substitute, or which futures are intended to hedge.

- **High-Yield Bond Risk:** Investing in fixed-income securities rated below investment grade (high-yield or junk bonds) involves additional risks, including greater sensitivity to price volatility, interest rate changes, valuation difficulties, and a potential lack of a liquid secondary or public market for the securities. High-yield bonds are considered speculative with respect to their issuers' ability to make timely payments or otherwise honor their obligations.
- **Interest Rate Risk:** The prices of fixed-income investments in a portfolio may fall when interest rates rise. Interest rate changes have a greater effect on the price of fixed-income securities with longer maturities.
- **Liquidity Risk:** Certain investments may become illiquid under adverse or volatile market or economic conditions, making those investments difficult to sell at an advantageous price, particularly in times of market turmoil. Illiquid securities may be more difficult to value.
- **Mortgage and Asset-Backed Securities Risk:** Investments in mortgage and asset-backed securities may decline in value and become less liquid when defaults on the underlying mortgages or assets occur and may exhibit additional volatility in periods of rising interest rates. Rising interest rates tend to extend the duration of these securities, making them more sensitive to changes in interest rates than instruments with fixed payment schedules. When interest rates decline or are low, the prepayment of mortgages or assets underlying such securities may reduce the portfolio returns.
- **Portfolio Turnover Risk:** The portfolio may buy and sell portfolio securities frequently, which may result in increased transaction costs and lower portfolio performance.
- **Prepayment and Extension Risk:** The principal on fixed income securities may be paid off earlier or later than expected. Either situation could cause the portfolio to hold securities paying lower-than-market rates of interest, which could adversely affect the yield or price.
- **U.S. Government Securities Risk:** Certain U.S. government securities are not backed by the full faith and credit of the United States government, which means they are neither issued nor guaranteed by the U.S. Treasury. The U.S. government may not provide financial support of such securities if not obligated to do so. A default by the U.S. government or instrumentality could cause underlying prices or yields to fall.

### ***Voting Client Securities***

PMAM provides day-to-day investment management services to clients, which may include the voting of securities held in their accounts (proxy voting). We have adopted related proxy voting procedures reasonably designed to provide assurance that we vote securities held in those client accounts in the best interest of the client. Proxy voting procedures may be amended as deemed appropriate. PMAM has retained an independent proxy services firm ("Proxy Service Provider") to assist in voting the securities for certain client accounts, as applicable. The Proxy Service Provider performs the following: in-depth research, analysis, voting recommendations, vote execution, reporting, auditing and consulting assistance for the handling of proxy voting responsibilities. Securities generally will be voted in accordance with the guidelines set forth by the Proxy Service Provider. In addition, PMAM monitors the voting of securities that may present a conflict between the interests of a client and the interest of PMAM and its affiliates. We understand that any business or other relationship



between PMAM (or any of its affiliates) and a company whose securities are to be voted could improperly influence a portfolio manager's determination to vote the securities differently than recommended by the Proxy Service Provider. Any potential conflict of interest identified when proxy voting is referred to the Chief Compliance Officer for review and resolution. With respect to proxies of an affiliated fund, PMAM will vote such proxies in the same proportion as the vote of all other shareholders of the fund (i.e., "echo vote"), unless otherwise required by law. We will provide a copy of our proxy voting policies and procedures to clients upon request. Clients may obtain information on how we voted our securities by calling or e-mailing us.

#### **Item 7: Client Information Provided to Portfolio Managers**

PMAM acts as the sole portfolio manager under the Wrap Fee Program and, as such, we does not share client information with any other portfolio managers other than those directly associated with us.

#### **Item 8: Client Contact with Portfolio Managers**

PMAM acts as the sole portfolio manager under the Wrap Fee Program and, as such, our clients are permitted to contact us, including any members of the portfolio management, including the Chief Investment Officer at any time with questions about their account.

#### **Item 9: Additional Information**

##### ***Disciplinary Information***

PMAM and its leadership are required to disclose all material facts regarding any legal or disciplinary events that would be material to the evaluation of advisory services or the integrity of management by a client or a prospective client. PMAM does not have any legal or disciplinary events to report at this time.

##### ***Other Financial Industry Activities and Affiliations***

##### **Affiliated Insurance Companies**

Penn Mutual, the parent company of PMAM, has an affiliate services agreement the firm whereby Penn Mutual may provide us with resources and facilities necessary to conduct our business. PMAM has established an investment management agreement with Penn Mutual and its insurance affiliates to include: The Penn Insurance and Annuity Company ("PIA"); The Penn Insurance and Annuity Company of New York; PIA Reinsurance Company of Delaware I; and Vantis Life Insurance Company.

##### **Affiliated Funds**

PMAM serves as investment adviser to the Penn Series Funds, Inc., a registered investment company, comprised of assets of variable annuity contracts and variable life insurance policies issued by Penn Mutual and PIA. As investment adviser to the Funds, we have retained Sub-Advisers to make the investment decisions for Penn Series Funds, subject to our oversight. In these cases, we have also delegated brokerage discretion to the Sub-Advisers, and, therefore, the Sub-Advisers have the discretionary authority to determine which broker-dealers will be used when purchasing and selling securities.

PMAM serves as investment adviser to the Penn Mutual AM Strategic Income Fund and Penn Mutual AM 1847 Income Fund, which are the series of The Advisors' Inner Circle Fund III distributed by SEI Investments Distribution Co., which is not affiliated with PMAM. We have an indirect interest in the Penn Mutual AM Strategic Income Fund and Penn Mutual AM 1847 Income Fund.

PMAM is a managing member and investment adviser to Penn Mutual Asset Management Short Duration High Yield Series consisting of Penn Mutual Asset Management Multi-Series (Master), LLC – Series B (“Master Fund”) and Penn Mutual Asset Management Multi-Series Fund, LLC – Series B (“U.S. Feeder”), a private series. PMAM is the managing member and investment adviser and seeded the U.S. feeder and thus have an indirect interest in the Master Fund.

#### Affiliated Broker Dealer

Certain PMAM employees, officers or members of the Board of Managers of PMAM may be associated or serve as officers or members of affiliate broker dealers. Keith Huckerby, Senior Managing Director & Chief Operating Officer and Christopher Fanelli, Managing Director of Business Development are employees of PMAM. Dave O’Malley, Chairman of PMAM Board of Managers, and Victoria Robinson, PMAM Chief Compliance Officer are employees of Penn Mutual, the parent company of PMAM.

Hornor, Townsend & Kent, LLC (“HTK”), a broker dealer and registered investment adviser, is a direct subsidiary of Penn Mutual and a related entity of PMAM. Mr. Huckerby, Mr. Fanelli, and Ms. Robinson are associated persons of HTK. Ms. Robinson serves as Chief Compliance Officer of HTK. Dave O’Malley serves as the Chair of the Board of Managers of HTK. Janney Montgomery Scott, LLC (“Janney”), a broker dealer and registered investment adviser, is a direct subsidiary of Penn Mutual and related entity of PMAM. Mr. O’Malley serves as the chair of the Board of Directors of Janney. Ms. Robinson serves as a member of the Board of Directors of Janney. HTK and Janney are not approved brokers for PMAM.

In addition to the above, certain employees of PMAM may serve as officers or members of governance bodies of our related entities from time to time. As a result, the businesses and interests of PMAM and its affiliates may give rise to potential conflicts of interest as between the business interests of our clients and PMAM and those of its affiliates. As such, we have adopted policies and procedures to provide assurance that any potential conflicts of interests with clients are disclosed and resolved fairly.

We may utilize expert network services to obtain market, sector, company and/or other information. There may be an inherent conflict of interest in such arrangements as the experts are financially incented to provide information to justify their position within the network. We have adopted policies and procedures to provide assurance that such conflicts, as well as risk of receiving inside information via the use of expert network services, is mitigated.

#### Selection of Other Investment Advisers

PMAM may recommend Sub-Advisers to clients to manage client assets. Conflicts associated with such recommendations are mitigated by written agreements that are reviewed and approved by all clients. When we recommend the use of Sub-Advisers, we perform due diligence on Sub-Adviser candidates prior to recommendation, including but not limited to, analysis of each sub-adviser's investment process and results, including the length of its track record, consideration of the assets under management, and interviews with members of the Sub-Adviser's senior management and investment teams and their Legal, Compliance, Risk and Operations professionals. The decision to continue to use a Sub-adviser depends upon various factors which may include but not be limited to, performance record, management style, number and continuity of investment professionals, operational controls and processes and client servicing capabilities. Our due diligence efforts surrounding Sub-Advisers are formalized in written procedures.

#### Commodity Trading Advisor (“CTA”) and Commodity Pool Operator (“CPO”)

PMAM is registered as a CTA and CPO with the U.S. Commodity Futures Trading Commission (“CFTC”) and is a member of the National Futures Association. However, PMAM currently claims an exclusion from the definition

of CPO pursuant to CFTC Regulation 4.5 with respect to each series of Penn Series Funds, Inc., a registered investment company. PMAM also operates the Penn Mutual Asset Management Multi-Series Fund (Master), LLC – Series B and Penn Mutual Asset Management Multi-Series Fund, LLC – Series B (“U.S. Feeder”) as a registered CPO. However, as investors in the U.S. Feeder are limited to qualified eligible persons, PMAM has filed a claim of exemption pursuant to CFTC Regulation 4.7, which exempts PMAM from certain disclosure, reporting, and recordkeeping requirements of Part 4 of the CFTC Regulations. We do not manage any accounts in which we serve as a registered CTA.

#### ***Code of Ethics, Participation or Interest in Client Transactions and Personal Trading***

PMAM has established a Code of Ethics (“Code”) to establish expectations of conduct for employees when making decisions. Our Code is written to comply with the requirements of Rule 204A-1 under the Investment Advisers Act of 1940. The Code reflects the fiduciary obligation of PMAM and our employees to conduct their business and personal affairs in a manner that serves the interests of clients ahead of their own interests, avoids taking advantage of their fiduciary position for personal gain, and addresses actual or potential conflicts of interests. Specifically, our Code sets out standards of conduct expected of our employees, requires the reporting of personal securities transactions, including transactions in any funds managed by PMAM, and safeguards material nonpublic information about client transactions. The Code requires our employees to submit personal trading reports on a quarterly and annual basis. Employees are prohibited from acquiring any securities as part of an initial public offering and Investment Persons may not profit from “short-term” trading and market timing of mutual funds. We will provide a copy of the Code to any client or prospective client upon request.

#### ***Client Referrals and Other Compensation***

PMAM may utilize the services of broker-dealers, other financial intermediaries, and other entities or individuals permitted by law (each, a “Promoter”). Each such Third-Party Solicitor typically will be compensated based upon a percentage of the investment advisory fee actually received by PMAM from the referred advisory client and/or by a flat fee. Generally, the clients referred pay an advisory fee that is no higher as a result of the referral arrangement than PMAM’s regular advisory fee as set forth in Fees and Compensation above. Notwithstanding, PMAM may at times enter into a referral agreement with a Promoter whereby the annual advisory fee paid by the client is higher than the customary advisory fee charged by PMAM by reason of the compensation paid to the Promoter. In such cases, PMAM will notify the referred client and obtain a written disclosure statement executed by the client which acknowledges the higher fee payment. All advisory clients referred by a Promoter will receive PMAM and Brochure and Brochure Summary, and a separate written disclosure statement describing the Promoter’s referral arrangement with Penn Mutual Asset Management, including the compensation paid and any additional amounts that may be charged to the client’s advisory fee and the amount attributable to the referral arrangement. PMAM may also enter into written agreements with individuals whom are registered representatives of or associated with affiliates of PMAM.

#### ***Financial Information***

PMAM has no financial condition that would impair our ability to meet any contractual commitments to our clients. PMAM has not been the subject of a bankruptcy petition at any time in the last ten years.

#### **Item 10: Requirements for State-Registered Advisers**

Not Applicable.