

Item 1 – Cover Page

Part 2A of Form ADV
Brochure for:

**DLD Asset
Management, LP**

March 28, 2024

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This Brochure provides information about the qualifications and business practices of DLD Asset Management, LP (“DLD” or the “Adviser”), an investment adviser registered with the United States Securities and Exchange Commission (“SEC”) pursuant to the Investment Advisers Act of 1940, as amended (the “Advisers Act”). If you have any questions about the contents of this Brochure, please contact us at the address listed above. The information in this Brochure has not been approved or verified by the SEC or by any state securities authority.

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

Registration with the SEC does not imply any certain level of skill or training.

Item 2 – Material Changes

The Adviser is required to identify and discuss any material changes to its Brochure since its last annual update on January 26, 2023.

This Brochure has been updated to clarify certain practices, risks, and conflicts generally, which the Adviser does not consider material. The Brochure also includes information regarding a new fund (the DLD Master Fund, as noted in relevant items throughout the Brochure), including its pass-through expense structure. Finally, Item 17 was updated to include the Adviser's use of a proxy voting service provider.

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Item 4 – Advisory Business

A. Description of the Advisory Firm

DLD Asset Management, LP (“DLD”), a Delaware limited partnership, is an investment adviser formed on February 22, 2013. DLD Asset GP, LLC, a Delaware limited liability company, is the general partner of DLD (the “IA General Partner”), and Mark Friedman, the founder of the Firm who oversees all of the Firm’s activities (the “Principal”), is the principal owner of DLD and managing member of the IA General Partner.

B. Types of Advisory Services

DLD provides discretionary investment advisory (and sub-advisory) services to various pooled investment vehicles, including privately offered funds sponsored by DLD (the “Private Funds”); Undertakings for Collective Investments in Transferable Securities (“UCITS”) and open-end registered investment companies (“RICs”) operating as mutual funds to whom DLD serves as a sub-adviser (together with UCITS defined hereafter as “Registered Funds”), and other certain private funds operated by unaffiliated advisers to whom DLD serves as a sub-adviser (“Sub-Advised Funds” and together with the Private Funds and Registered Funds, “Clients”).

Various entities that are affiliated with DLD serve as general partners to certain of the Private Funds (each and collectively, “General Partner”).

The UCITS are registered in Luxembourg with Commission de Surveillance du Secteur Financier and the RICs are registered with the U.S. Securities and Exchange Commission. The UCITS funds are available to non-U.S. clients only.

The Private Funds and Sub-Advised Funds offer interests (“Interests”) to certain qualified investors (such as investors or prospective investors unless the context requires otherwise, are referred to herein as “Investors”).

The Registered Funds provide a defined allocation (“Sub-Sleeve”) of their funds and have appointed DLD as the discretionary manager. DLD manages the Registered Funds’ Sub-Sleeves in accordance with the Investment Sub-Advisory Agreements with the Registered Funds as approved by the applicable Registered Fund’s Board of Trustees and subject to relevant rules governing UCITS and RICs. For additional information regarding the Registered Fund’s fees, investment objectives, investment strategies and associated risks please refer to Registered Funds’ Prospectuses and Statements of Additional Information.

DLD provides investment advisory (and sub-advisory) services to its Clients on a discretionary basis and is responsible for all day-to day investment and trading decisions. DLD offers its investment advisory services to its Clients through a number of different investment objectives and strategies which are executed principally in the global equity and credit securities markets. Please see Item 8 below for a description of the investment strategies employed by DLD and certain material risks inherent in such strategies.

The Private Funds include the DLD Master Fund and the DLD Convertible Arbitrage Master Fund. The Private Funds are organized as part of master-feeder structures and consist of onshore funds and offshore funds (collectively, “Feeder Funds”) which invest substantially all their assets in their respective Master Fund. Investors make investments in the Feeder Funds. Feeder Fund portfolio holdings are assets of their

respective Master Fund.

This Brochure should not be considered an offering document for the Private Funds and Investors should refer to a specific Private Fund's offering memorandum or organizational documents for a complete description of the terms and conditions of that fund, including its types of investments and strategies, risks, conflicts of interests, fees, and expenses.

C. Client Tailored Services and Client Imposed Restrictions

Client accounts are managed pursuant to terms in the Clients' investment management agreements, offering memoranda, limited partnership agreements, and/or sub-advisory agreements, as applicable (collectively the "Constituent Documents").

DLD does not provide investment management services to the underlying Investors in any fund primarily or sub-advised by DLD, and Investors are not able to tailor advice or impose restrictions within any Private Fund, Sub-Advised Fund or Registered Fund managed by DLD.

D. Wrap Fee Programs

DLD does not participate in wrap fee programs.

E. Amounts under Management

As of December 31, 2023, DLD managed \$1,876,047,907 of client assets on a discretionary basis. DLD does not currently manage any assets on a non-discretionary basis.

Item 5 – Fees and Compensation

A. Fee Schedule

The fees and compensation payable to DLD are negotiable and vary among its Clients and are described in more detail in each Client's Constituent Documents. However, the range of compensation is generally as follows:

1. Management Fee

- **The Private Funds.** DLD receives a fixed management fee at an annual rate ranging from 0% to 1.0% of each Investor's capital account, calculated and payable quarterly in advance.
- **Registered Funds.** The management fees are calculated based on average daily assets values, and are paid monthly in arrears. The management fee is generally at an annual rate of .80 % to .95%.
- **The Sub-Advised Funds.** The management fees are calculated based on average daily assets values, and are paid monthly or quarterly, in arrears. The management fee is generally at an annual rate of 0 % to 1.0%.

2. Incentive Allocation

- **The Private Funds.** The General Partner to each respective Private Fund receives an incentive or

performance allocation equal to a percentage of the net income (including realized and unrealized gains and losses) allocated to each Investor for the year, but only to the extent net income allocated to that Investor exceeds any cumulative losses that were allocated to such Investor for earlier periods and that have not been recovered (a “high water mark”). This incentive allocation ranges from 10% to 20% and is typically made at the end of each calendar year.

- **The Sub-Advised Funds.** DLD generally receives an incentive allocation equal to a percentage of the net income (including realized and unrealized gains) of each Sub-Advised Fund for the month or year (depending upon the applicable Sub-Advised Fund account), but only to the extent net income exceeds any cumulative losses for earlier periods and that have not been recovered (a “high water mark”). This incentive allocation is generally equal to between 10% and 50% and is typically made at the end of each calendar month or calendar year.

The incentive allocation will only be charged to Clients and Investors who are “qualified clients” as defined in Rule 205-3 under the Advisers Act. The Registered Funds do not pay an incentive allocation to DLD or a General Partner.

B. Payment of Fees

Management fees, incentive allocations, and third-party fees (discussed below) are deducted from Client assets.

- **The Private Funds.** Management fees, which are paid in advance, are withdrawn at the beginning of the quarter. Incentive allocations are allocated as of the last business day of the calendar year and as of any date on which an Investor makes a withdrawal or receives a distribution from such Investor’s capital account(s).
- **Registered Funds.** Management fees are paid monthly in arrears and are calculated based on average daily net asset values.
- **The Sub-Advised Funds.** Depending upon the applicable Sub-Advised Fund, management fees are paid monthly or quarterly in arrears or quarterly in advance and incentive allocations are allocated as of the last business day of the calendar month or calendar year.

C. Expenses

In addition to DLD’s fees and performance allocations (described above), all Clients shall pay or reimburse DLD and any of its respective affiliates, as applicable, for all brokerage and other transaction and financing expenses relating to the Client’s investment program (as specified in each Client’s Constituent Documents). *Please see Item 12 below for a discussion of DLD’s brokerage practices.* Expenses attributable to all Clients will be allocated on a *pro rata* (or other equitable) basis. DLD may pay any portion of certain expenses attributable to certain non-Private Fund Clients.

The fees and expenses applicable to each Private Fund are described in such fund’s private offering memorandum and organizational documents.

Each Private Fund will pay expenses including (but are not limited to) the following (“Fund Expenses”): all costs, fees and expenses arising in connection with each Feeder Fund’s organization, operations and

investments including, without duplication, its pro rata share of the related Master Fund expenses; all costs, fees and expenses directly related to the researching, making, holding, monitoring or disposing of investments or prospective investments (whether or not consummated) of the Feeder Fund, including research and due diligence costs related to an investment; proxies; underwriting and private placements; brokerage commissions and other execution and transaction costs; interest on, and commitment fees and expenses arising out of, debit balances or borrowings; exchange, clearing and settlement charges; fees and expenses of any third-party providers of “back office” and “middle office” services relating to trade settlement; investment related travel expenses (including transportation, lodging, meals and admission costs for attending conferences related to investments); appraisal fees; investment banking fees and expenses; borrowing charges on investments sold short; custody fees; expenses attributable to trade errors that are determined not to be the result of the Adviser’s willful misconduct, recklessness, gross negligence or as otherwise required by applicable law; and fees of consultants and finders relating to investments or prospective investments of the Feeder Fund; subject to the Feeder Fund’s Partnership Agreement, any withholding, transfer or other taxes, imposed or assessed on, payable by or collected from, the Feeder Fund or the General Partner (including any interest and penalties); all costs, fees and expenses (including legal fees and expenses) incurred by the Feeder Fund, the General Partner or the Adviser to comply with any applicable law, rule or regulation (including rules and regulations from self-regulatory organizations), including, without limitation, costs, fees and expenses incurred in connection with reporting, licensing, registration requirements and regulatory filings (including, for example, Form PF, Schedules 13D or 13G, Form 13F, Form 13H and Forms 3, 4 and 5), compliance costs, fees and expenses, including costs of compliance programs, third-party compliance consultants, actual and “mock” examinations; all out-of-pocket costs of any technology and communication expenses; to the extent permitted by applicable law, and subject to the applicable Partnership Agreement, all costs, fees and expenses (including legal fees and expenses and settlement and judgment costs) arising in connection with any subpoena, inquiry, investigation, proceeding or litigation involving Feeder Fund activities or investments or instituted by or against the Feeder Fund, or by or against the General Partner, the Adviser or their affiliates, in each case, in its capacity as such or otherwise involving Feeder Fund activities or investments; all costs, fees and expenses for financial and tax accounting, tax advisory fees, tax compliance and filings related costs including FATCA compliance, bookkeeping and reporting services, and administrative services performed by any person on behalf of the Feeder Fund (e.g., the administrator of the Feeder Fund), including the cost of any audit of the Feeder Fund’s financial statements and the preparation of its tax returns; all costs, fees and expenses incurred by the Feeder Fund’s Partnership Representative when acting in the capacity as such; costs of meetings and other out-of-pocket expenses of the Feeder Fund’s Conflicts Committee (if any), including travel expenses (including transportation, lodging and meals); the fees and expenses of the Feeder Fund’s legal counsel in connection with advice relating to the Feeder Fund’s operations and legal affairs and tax-related or regulatory-related issues; the costs and fees of any outside appraisers, accountants, consultants, administrators, attorneys or other experts engaged by the General Partner or the Adviser, as well as other expenses directly related to the Feeder Fund’s investment program; all costs, fees and expenses incurred in obtaining, maintaining or performing systems, research and other information, including information service subscriptions, utilized with respect to the Feeder Fund’s investment program including without limitation for portfolio management, valuations and accounting purposes, including the costs of research, data, statistics and

pricing services, portfolio, order, execution, risk, compliance and data management systems, and including costs of related software, hardware, communication and connectivity and other technology and services; all costs, fees and expenses (including legal expenses) incurred by the Feeder Fund, the General Partner, or the Adviser associated with the organization and ongoing operation of the Feeder Fund and the initial and ongoing offering of the Interests, including expenses related to the engagement and services of placement agents, legal and accounting fees, printing costs, technology and systems (including costs of data storage and any backup facility), accounting and administration fees and expenses, filing fees (including any Form D or “blue sky” filing fees) and other out-of-pocket expenses and compliance with any applicable federal, state and other applicable laws; the costs and expenses associated with meetings of Feeder Fund Partners; all costs, fees and expenses associated with maintaining “directors and officers” / “errors and omissions” or similar liability insurance (including tail insurance coverage) for the benefit of the Feeder Fund, the General Partner, the Adviser, or any other indemnified person; all reasonable costs and expenses associated with reporting and providing information to existing and prospective Feeder Fund Partners; all costs, fees or expenses of winding up and liquidating the Feeder Fund; and a pro rata portion of similar costs and expenses with respect to the related Master Fund.

Each of the General Partner and the Adviser is entitled to reimbursement from the Feeder Fund or its related Master Fund, as applicable, for any expenses paid by it on behalf of the Feeder Fund or its related Master Fund; however, the Adviser or the General Partner may, in their sole discretion, choose to absorb any or all such expenses incurred on behalf of the Feeder Fund or its related Master Fund.

In general, each Feeder Fund’s financial statements will be prepared in accordance with accounting principles generally accepted in the United States (“GAAP”). However, each Feeder Fund intends to amortize its organizational expenses over a period of sixty (60) calendar months from the date the Feeder Fund commenced operations because it believes such treatment is more equitable than expensing the entire amount of the organizational expenses in the Feeder Fund’s first year of operation, as is required by GAAP. The General Partner may, however, limit the amount of start-up and organizational expenses that the Feeder Fund amortizes so that the audit opinion issued with respect to the Feeder Fund’s financial statements will not be qualified.

Except as described below and provided for in the applicable Partnership Agreement, the Feeder Fund generally does not reimburse the General Partner or the Adviser for salaries, office rent and other general overhead costs of the General Partner or the Adviser (please see the discussion of “Pass Through Expenses” below). A portion of the commissions generated on the Feeder Fund’s related Master Fund’s brokerage transactions may generate “soft dollar” credits that the General Partner and the Adviser are authorized to use to pay for research and brokerage services and products used by the General Partner or the Adviser or for products and services that are otherwise an expense of such Master Fund. *Please see Item 12 below for a discussion of DLD’s brokerage practices.*

The DLD Master and Feeder Funds employ an expense-based pass-through model and do not pay a management fee or any other asset-based fee to DLD or any DLD affiliates. Rather, each Investor in such expense pass through Fund is generally subject to its *pro rata* share of pass through expenses (“Pass Through Expenses”) as further described below and in such fund’s private offering memorandum and organizational documents. As a general matter, Pass Through Expenses include the following:

Pass Through Expenses Subject to the 3% Annual Expense Cap

As further described and calculated in the DLD Master Fund (and applicable Feeder Fund) private offering memorandum and organizational documents, such expenses include, without limitation, (i) compensation of the Adviser's employees (excluding any Incentive-Based Portfolio Manager Compensation as described below); (ii) recruiting-related expenses related to prospective employees (including, but not limited to, fees and expenses of third-party recruiters; internal referral payments; recruitment-related travel and lodging, meals, and entertainment; relocation expenses, legal fees); (iii) legal fees and expenses related to Adviser's employees; (iv) telephone/mobile services expenses; and (v) travel and lodging related to the Adviser's employees' function and other expenses incurred by or attributable to the Adviser's employees; and include, without limitation, the Feeder Fund's portion of the following costs, fees and expenses of the General Partner, the Adviser, or any Portfolio Manager of that Feeder Fund, (vi) specific expenses incurred in connection with providing services to the particular Feeder Fund or the related Master Fund (including reporting as described herein), in connection with identifying, investigating (and conducting diligence with respect to) or evaluating, structuring, consummating, holding, monitoring, or disposing of potential and actual Investments; and (vii) any software that facilitates management of treasury functions, portfolio financing or counterparty risk and any third-party risk monitoring services or related hardware and software costs (e.g., data feeds or other software used to develop and maintain internal or external risk systems); and office rent and other general Compensation overhead costs of the General Partner and the Adviser. (collectively, "Overhead Expenses").

Pass Through Expenses Not Subject to the 3% Annual Expense Cap

In addition to and inclusive of the fees, Fund Expenses and Overhead Expenses that are applicable to each Private Fund as listed above, with respect to the applicable Feeder Fund of the DLD Master Fund, the following Pass Through Expenses set forth below are not subject to the 3% Annual Expense Cap: all Incentive-Based Portfolio Manager Compensation (as further described and calculated in such Pass Through Expense Feeder Fund's private offering memorandum and organizational documents).

Expense Allocation Among Multiple Clients

With respect to an expense that has been incurred on behalf of more than one Client, such expenses will be allocated in a demonstrably fair and equitable manner across the respective Clients that benefitted from the expense.

D. Prepayment of Fees

Although certain Clients and Investors may pay fees to DLD in advance, each Client's Constituent Documents contain provisions governing terminations or redemptions and adequate notice thereof. Thus, no Client or Investor that would pay a fee in advance would require reimbursement, but in any case any prepaid but unearned fees would be refunded.

E. Outside Compensation for the Sale of Securities

Neither DLD nor its supervised persons accept compensation for the sale of securities or other investment products outside of its association with DLD.

Item 6 - Performance-Based Fees and Side-By-Side Management

As discussed in Item 5.A., the General Partner to each respective Private Fund receives an incentive or performance allocation equal to a percentage of the net income allocated to each Investor in such fund for the year, while DLD generally receives an incentive allocation with regard to the Sub-Advised Funds equal to a percentage of the net income allocated to each Sub-Advised Fund Investor for the month or the year (depending on the applicable Sub-Advised Fund account). The General Partner to each respective Private Fund, in its sole discretion, may waive or alter the performance allocation with respect to an Investor in such fund.

DLD and its investment personnel have a greater incentive to favor client accounts that pay DLD higher performance-based compensation and/or higher overall fees than other client accounts.

The incentive allocation also provides a possible incentive for DLD to make riskier or more speculative investments on behalf of a client than it might make otherwise. Notwithstanding these potential conflicts of interest, DLD will evaluate investments in a manner that it considers to be in the best interest of its clients, given those clients' investment objectives, investment strategies, suitability of the investment, and risk profile.

DLD has adopted and implemented policies and procedures intended to address conflicts of interest relating to the management of multiple accounts, including accounts with different fee structures or arrangements as discussed above and in Item 5.A above, and the allocation of investment opportunities. These policies include the valuation of assets (which impact fees) and allocation of trades. DLD's policies require that clients with similar investments objectives and strategies participate in investment opportunities *pro rata* based on net asset size, taking into account investment mandates and profiles (subject to certain exceptions including any restrictions imposed by the client), and require that, to the extent orders are aggregated for more than one client, each client receives the same average price. These areas are monitored by DLD's Chief Compliance Officer ("CCO") and other relevant DLD personnel. Exceptions will be documented accordingly.

Please see Item 12 below for further description of DLD's brokerage practices.

Item 7 – Types of Clients

DLD currently provides investment advisory (and sub-advisory) services to a variety of client types, including privately offered pooled investment funds (both U.S. and offshore), sub-advised funds and registered funds as described above in Item 4.B. Investors may include high net worth individuals, private funds, corporate pension and profit-sharing plans, foundations, endowments, financial institutions, and other institutional clients.

The Private Funds' securities are offered to investors on a private placement basis, and pursuant to Section

3(c)(7) of the U.S. Investment Company Act of 1940, as amended (the “Company Act”). As a result, investment in the Private Funds is limited to “accredited investors” as defined in Rule 501(a) of Regulation D under Section 4(2) of the U.S. Securities Act of 1933, as amended, (the “Securities Act”) and “qualified purchasers” as defined in Section 2(a)(51) of the Company Act.

Each Feeder Fund generally requires a minimum initial investment of \$1,000,000; however lesser amounts may be accepted at the discretion of the General Partner or Board of Directors for the Feeder Fund, as applicable. The General Partner or Board of Directors in its sole discretion, as applicable, is permitted to accept or reject any initial or additional subscription of any prospective or current investor, respectively, for any reason.

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

A. Methods of Analysis

DLD conducts bottom-up fundamental analysis in each of our investment strategies and overlays this with a view on the relative attractiveness of each asset class to make capital allocation decisions. The bottom-up analysis involves assessing the risk and opportunity for each specific security or trade we are looking at and associated hedges. A majority of research is generated internally. External sources for research include financial newspapers and magazines; inspection of corporate activities; research materials prepared by others; corporate rating services; timing services; annual reports, prospectuses, filings with the SEC, and company press releases. Specific sources include Thomson Reuters, Bloomberg, Capital IQ, Dealogic, FactSet, Kynex, CreditSights, SNL, financial press and trade publications, stock broking reports for industry facts and data, and all major investment banks.

B. Investment Strategies

DLD engages in event driven type strategies in order to pursue high returns on a risk-adjusted basis. DLD attempts to profit by understanding dynamic/fluid catalyst-driven situations, particularly in the equity and equity derivative markets, and structuring trades appropriately around this understanding. By using a diverse set of hedging instruments, DLD seeks to generate returns while limiting volatility and mitigating risk. The returns are expected to have a low correlation with traditional equity and fixed income investment strategies and provide additional diversification to a comprehensive wealth management strategy. DLD diversifies its portfolio by examining and investing in a diverse group of opportunities and by utilizing a spectrum of derivative hedging strategies. These strategies are focused on absolute returns while generally proving better risk/reward when compared to traditional event driven strategies.

DLD maintains an opportunistic approach to “investment selection” within the event driven space. An objective of DLD will be to find opportunities that potentially have broad implications for the companies involved and evaluating the risk/reward in structuring a trade around such event. DLD aims to have the ability to employ positions that express market directionality, as well as trades that are market neutral in nature. The strategy is not designed to capture the returns of a rising market, and conversely, it is not expected to decline in value as the markets fall. Rather, DLD intends that returns are generated as positions move towards DLD’s perception of their fair valuation or the underlying “event” is realized. DLD’s objective is to build a portfolio generating returns that are not dictated by the moves in the broad markets’ direction.

C. Risks of Investments and Strategies Utilized

Investing in securities involves risk of loss that Clients and Investors should be prepared to bear.

Investment and trading risk factors may include:

Investment Judgment; Market Risk. The profitability of a significant portion of a client's investment program depends to a great extent upon correctly assessing the future course of the price movements of securities and other investments. There can be no assurance that DLD will be able to predict accurately these price movements. With respect to the investment strategy utilized by a client, there is always some, and occasionally a significant, degree of market risk.

Market Conditions. Developments in the global financial markets illustrate that the current environment is one of extraordinary and possibly unprecedented uncertainty. In light of market turmoil and the overall weakening of the financial services industry, the clients, their prime broker(s) and other financial institutions' financial condition may be adversely affected, and they may become subject to legal, regulatory, reputational and other unforeseen risks that could have a material adverse effect on clients' business and operations. Moreover, market conditions have substantially reduced the availability of credit, which may have a material adverse effect on clients' ability to achieve their investment objectives with respect to any particular investment and/or the fund's entire portfolio, which could have a material adverse effect on the overall return objectives.

Small to Medium Capitalization Companies. A client may invest a portion of its assets in the stocks of companies with small- to medium-sized market capitalizations. While DLD believes these investments often provide significant potential for appreciation, those stocks, particularly smaller-capitalization stocks, involve higher risks in some respects than do investments in stocks of larger companies. For example, prices of such stocks are often more volatile than prices of large-capitalization stocks. In addition, due to thin trading in some such stocks, an investment in these stocks may be more illiquid than that of larger capitalization stocks.

Investment in Distressed Companies. The fact that certain of the companies in whose securities a client may invest are in transition, out of favor, financially leveraged or troubled or potentially troubled and may be or have recently been involved in major strategic actions, restructurings, bankruptcy, reorganization or liquidation, means that their securities are likely to be particularly risky investments, although they also may offer the potential for correspondingly high returns. Such companies' securities may be considered speculative, and the ability of such companies to pay their debts on schedule could be affected by adverse interest rate movements, changes in the general economic climate, economic factors affecting a particular industry or specific developments within such companies. In addition, there is no minimum credit standard that is a prerequisite to a client's investment in any instrument, and some of the obligations and preferred stock in which a client invests may be less than investment grade.

Derivatives. Derivative instruments, or "derivatives," include futures, options, swaps, structured securities and other instruments and contracts that are derived from, or the value of which is related to, one or more underlying securities, financial benchmarks, currencies or indices. Derivatives allow an investor to hedge or speculate upon the price movements of a particular security, financial benchmark currency or index at a fraction of the cost of investing in the underlying asset. The value of a derivative depends largely upon price movements in the underlying asset. Therefore, many of the risks applicable to

trading the underlying asset are also applicable to derivatives of such asset. However, there are a number of other risks associated with derivatives trading. For example, because many derivatives are “leveraged,” and thus provide significantly more market exposure than the money paid or deposited when the transaction is entered into, a relatively small adverse market movement can not only result in the loss of the entire investment, but may also expose a client to the possibility of a loss exceeding the original amount invested. Derivatives may also expose clients to liquidity risk, as there may not be a liquid market within which to close or dispose of outstanding derivatives contracts, and to counterparty risk. The counterparty risk lies with each party with whom a client contracts for the purpose of making derivative investments (the “Counterparty”). In the event of the Counterparty’s default, the client will only rank as an unsecured creditor and risks the loss of all or a portion of the amounts it is contractually entitled to receive.

Options. Investing in options can provide a greater potential for profit or loss than an equivalent investment in the underlying asset. The value of an option may decline because of a change in the value of the underlying asset relative to the strike price, the passage of time, changes in the market’s perception as to the future price behavior of the underlying asset, or any combination thereof. In the case of the purchase of an option, the risk of loss of an investor’s entire investment (i.e., the premium paid plus transaction charges) reflects the nature of an option as a wasting asset that may become worthless when the option expires. Where an option is written or granted (i.e., sold) uncovered, the seller may be liable to pay substantial additional margin, and the risk of loss is unlimited, as the seller will be obligated to deliver, or take delivery of, an asset at a predetermined price which may, upon exercise of the option, be significantly different from the market value.

Leverage. Subject to applicable margin and other limitations, clients may borrow funds in order to make additional investments and thereby increase both the possibility of gain and risk of loss. Consequently, the effect of fluctuations in the market value of a client’s portfolio would be amplified. Interest on borrowings will be a portfolio expense of the client and will affect the operating results of the client. Also, the client could potentially create leverage via the use of instruments such as options and other derivative instruments.

Short Sales. A client may enter into transactions, known as “short sales,” in which it sells a security it does not own in anticipation of a decline in the market value of the security. Short sales by the client that are not made “against the box” theoretically involve unlimited loss potential since the market price of securities sold short may continuously increase. The client may mitigate such losses by replacing the securities sold short before the market price has increased significantly. Under adverse market conditions, the client might have difficulty purchasing securities to meet its short sale delivery obligations and might have to sell portfolio securities to raise the capital necessary to meet its short sale obligations at a time when fundamental investment considerations would not favor such sales.

Hedging Risks. DLD may employ certain hedging techniques to address perceived risks to the Client’s investments and its ability to deliver attractive returns. Hedging against a decline in the value of an account position is an imperfect science and may not eliminate anticipated fluctuations in the values of account positions or prevent losses if the values of such positions decline. The practice of hedging establishes other positions designed to gain from those same developments, thus moderating the decline in a position’s value. Such hedge transactions may also limit the opportunity for gain if the value of a position should increase. In addition, the degree of correlation between price movements of the

instruments used in a hedging strategy and price movements in a position being hedged may vary. Moreover, for a variety of reasons, DLD may not seek or be able to establish a sufficiently accurate correlation between such hedging instruments and the positions being hedged. Such imperfect correlation may prevent the Client from achieving the intended result(s) of hedging or expose the Client account to risk of loss. DLD has broad latitude in executing its hedging program based on prevailing market perceptions and its assessment of risks to the Client. As such, the implementation of hedges and the success or failure of those hedges in achieving their desired result will vary over time.

Illiquidity. The investments made by a client may become very illiquid, and consequently the client may not be able to sell such investments at prices that reflect DLD's assessment of their value or the amount paid for such investments by the client. Illiquidity may result from the absence of an established market for the investments as well as legal, contractual, or other restrictions on their resale by the client and other factors. Furthermore, the nature of a client's investments, especially those in financially distressed companies, may require a long holding period prior to profitability. The client is authorized to make distributions in kind (including interests in affiliated liquidating vehicles) of securities in lieu of or in addition to cash. In the event a client makes distributions of securities in kind, such securities could be illiquid or subject to legal, contractual and other restrictions on transfer.

Convertible Securities. Client accounts may also invest in convertible securities. Convertible securities are bonds, debentures, notes, preferred stock or other securities that may be converted into or exchanged for a specified amount of common stock of the same or different issuer within a particular period of time at a specified price or formula. A convertible security entitles its holder to receive interest that is generally paid or accrued on debt or a dividend that is paid or accrued on preferred stock until the convertible security matures or is redeemed, converted or exchanged. Convertible securities have unique investment characteristics in that they generally (i) have higher yields than common stocks, but lower yields than comparable non-convertible securities; (ii) are less subject to fluctuation in value than the underlying common stock due to their fixed-income characteristics; and (iii) provide the potential for capital appreciation if the market price of the underlying common stock increases.

The investment value of a convertible security is influenced by changes in interest rates, with investment value declining as interest rates increase and increasing as interest rates decline. The credit standing of the issuer and other factors may also have an effect on the convertible security's investment value. The conversion value of a convertible security is determined by the market price of the underlying common stock. To the extent the market price of the underlying common stock approaches or exceeds the conversion price, the price of the convertible security will be increasingly influenced by its conversion value. A convertible security generally will sell at a premium over its conversion value by the extent to which investors place value on the right to acquire the underlying common stock while holding a fixed-income security. Generally, the amount of the premium decreases as the convertible security approaches maturity.

A convertible security may be subject to redemption at the option of the issuer at a price established in the convertible security's governing instrument. If a convertible security held by a Client account is called

for redemption, the Client account will be required to permit the issuer to redeem the security, convert it into the underlying common stock or sell it to a third-party. Any of these actions could have an adverse effect on the Client account's ability to achieve its investment objective.

Investment Grade Loans and Bonds. Client accounts may invest in investment grade loans and bonds of companies in emerging markets or elsewhere. Investment grade securities typically do not contain significant covenants or other restrictions on the ability of the issuers to engage in certain activities such as the declaration of dividends, the spin-off of substantial corporate assets, increases in corporate leverage for any purpose and engaging in mergers and acquisitions, whether as a buyer or a seller. Any such activities can lead to sudden changes in the issuer's credit profile and consequently to downgrades of an issuer's credit ratings. In addition, a deterioration of an issuer's operating performance, competitive position or outlook can also lead to negative rating agency actions. These factors and others can ultimately lead to reduced prices for an issuer's securities in the markets and, consequently, losses for the Client account.

High Yield Debt; Below Investment-Grade Securities. A portion of a Client account's investments may be in obligations or securities that are rated below investment grade by recognized rating services such as Moody's and Standard & Poor's. Securities rated below investment grade and unrated securities generally offer a higher current yield than that available from higher-grade issues but typically involve greater risk. Securities rated below investment grade and unrated securities are typically subject to adverse changes in general economic conditions, changes in the financial condition of their issuers and price fluctuation in response to changes in interest rates. During periods of economic downturn or rising interest rates, issuers of securities rated below investment grade and unrated instruments may experience financial stress that could adversely affect their ability to make payments of principal and interest and increase the possibility of default. Adverse publicity and investor perceptions, whether or not based on fundamental analysis, may also decrease the values and liquidity of securities rated below investment grade and unrated securities, especially in a market characterized by a low volume of trading. In addition, the secondary market for high yield securities, which is concentrated in relatively few market makers, may not be as liquid as the secondary market for more highly rated securities. As a result, the Client account could find it more difficult to sell these securities or may be able to sell the securities only at prices lower than if such securities were widely traded.

Credit Risk. Credit risk refers to the likelihood that an issuer will default in the payment of principal or interest on a bond or other debt security. Financial strength and solvency of an issuer are the primary factors influencing credit risk. In addition, lack of or inadequacy of collateral or credit enhancements for a fixed income security may affect its credit risk. This risk may be minimal for investments in insured or U.S. government bonds. However, this risk may be high for high-yield bonds, which are bonds with a credit rating of BB or lower (*i.e.*, not investment grade) issued by companies that do not have substantial sales and earnings track records or that have questionable creditworthiness. The Client account may be subject to risk of loss in the event of such an issuer's bankruptcy or other inability to meet its payment obligations under its high-yield securities.

Currency Risk. Client accounts are expected to invest their capital in, among other things, debt and equity

securities denominated in currencies other than the U.S. dollar and in other financial instruments the prices of which are determined with reference to currencies other than the U.S. dollar. DLD values a Client account's securities and other capital in U.S. dollars and intends to hedge most of its currency exposure. There can be no assurance that such hedging transactions will be effective. Additionally, to the extent currency risk is unhedged, the value of the Client account's capital will fluctuate with the U.S. dollar exchange rate, as well as with price changes of the Client account's investments in various local markets and currencies. Thus, an increase in the value of the U.S. dollar compared to the other currencies in which the Client account makes its investments will reduce the effect of increases and magnify the U.S. dollar equivalent of the effect of decreases in the prices of the Client account's securities in their local markets. Conversely, a decrease in the value of the U.S. dollar will have the opposite effect of magnifying the effect of increases and reducing the effect of decreases in the prices of the Client account's non-U.S. dollar securities. Among the factors that may affect currency values are trade balances, the level of short-term interest rates, differences in relative values of similar assets in different currencies, long-term opportunities for investment and capital appreciation and political developments.

Foreign Securities. Investments in foreign securities involve certain factors not typically associated with investing in U.S. securities, such as risks relating to (i) currency exchange matters, including fluctuations in the rate of exchange between the U.S. dollar (the currency in which the books of the clients are maintained) and the various foreign currencies in which the client's portfolio securities will be denominated and costs associated with conversion of investment principal and income from one currency into another; (ii) differences between the U.S. and foreign securities markets, including the absence of uniform accounting, auditing and financial reporting standards and practices and disclosure requirements, and less government supervision and regulation; (iii) political, social or economic instability; (iv) imposition of foreign income, withholding or other taxes; and (v) the extension of credit, especially in the case of sovereign debt.

Interest Rate Fluctuations. The prices of portfolio investments may be sensitive to interest rate fluctuations and unexpected fluctuations in interest rates could cause the corresponding prices of the long and short portions of a position to move in directions which were not initially anticipated. In addition, interest rate increases generally will increase the interest carrying costs to the client of borrowed securities and leveraged investments.

Event-Driven Trading Risks. The profitability of certain client investments depends on the result of, or success following, some significant corporate event (such as a merger, a corporate restructuring, changes in management, a sale of assets, regulatory rulings, etc.). Corporate events are affected by numerous factors including not only market movements generally, but also regulatory intervention, shareholders' consent and changes in interest rates and economic outlook. The risk of non-consummation of a significant corporate event, and the risk of a significant corporate event failing to yield the expected results, can be high, and unexpected outcomes can lead to substantial losses.

Merger Arbitrage/Deal Risk. Clients may invest in companies involved in (or the target of) acquisition attempts or tender offers or in companies involved in or undergoing workouts, liquidations, spin-offs, reorganizations, bankruptcies or other catalytic changes or similar transactions. In any investment opportunity involving any such type of special situation, there exists the risk that the contemplated transaction either will be unsuccessful, will take considerable time or will result in a distribution of cash or a new security the value of which will be less than the purchase price to the client of the security or

other financial instrument in respect of which such distribution is received. Similarly, if an anticipated transaction does not in fact occur, the client may be required to sell its investments at a loss. Because there is substantial uncertainty concerning the outcome of transactions involving financially troubled companies in which the client may invest, there is a potential risk of loss by the client of its entire investment in such companies.

Arbitrage Strategies Risk. Arbitrage strategies attempt to take advantage of perceived price discrepancies of identical or similar financial instruments, on different markets or in different forms. Examples of arbitrage strategies include event-driven arbitrage, merger arbitrage, capital structure arbitrage, convertible arbitrage, fixed income or interest rate arbitrage, statistical arbitrage, debt spread arbitrage and index arbitrage. DLD may employ any one or more of these arbitrage strategies. If the requisite elements of an arbitrage strategy are not properly analyzed, or unexpected events or price movements intervene, losses can occur which can be magnified to the extent the client is employing leverage. Moreover, arbitrage strategies often depend upon identifying favorable “spreads,” which can also be identified, reduced or eliminated by other market participants.

Portfolio Turnover. The investment strategy of a client may require DLD to actively trade the clients’ portfolios, and as a result, turnover and brokerage commission expenses of a client may significantly exceed those of other investment entities of comparable size.

Post-Reorganization Securities. Post-reorganization securities typically entail a higher degree of risk than investments in securities of companies which have not undergone a reorganization or restructuring. Moreover, post-reorganization securities can be subject to heavy selling or downward pricing pressure after the completion of a bankruptcy reorganization or restructuring. If DLD’s evaluation of the anticipated outcome of an investment situation should prove incorrect, a client could experience a loss.

Complexity of Legal and Financial Analysis. The companies in which a client may invest, by the nature of their leveraged capital structures, may involve a high degree of financial risk, and there can be no assurance that the client’s rate of return objectives will be realized or that there will be full recovery of the shareholders’ investment. Moreover, there may be no centralized source for pricing information regarding securities of companies in which DLD intends to invest. Reliable pricing information may at times not be available from any source and, to the extent available, prices quoted by different sources are subject to material variation. Accordingly, it may be difficult to accurately determine an appropriate purchase price for the client’s investments.

Market Disruptions. A client may incur major losses in the event of disrupted markets and other extraordinary events which may affect markets in a way that is not consistent with historical pricing relationships. The risk of loss from a disconnect with historical prices is compounded by the fact that in disrupted markets many positions become illiquid, making it difficult or impossible to close out positions against which the markets are moving. The financing available to a client from banks, dealers and other counterparties will typically be reduced in disrupted markets. Such a reduction may result in substantial losses to a client. A sudden restriction of credit by the dealer community has resulted in forced liquidations and major losses for a number of investment funds and other vehicles. Because market disruptions and losses in one sector can cause ripple effects in other sectors, many investment funds and other vehicles have suffered heavy losses even though they were not necessarily heavily invested in credit-related investments. In addition, market disruptions caused by unexpected political, military and terrorist events may from time to time cause dramatic losses for a client and such events can result in otherwise

historically low-risk strategies performing with unprecedented volatility and risk. A financial exchange may from time to time suspend or limit trading. Such a suspension could render it difficult or impossible for a client to liquidate affected positions and thereby expose it to losses. There is also no assurance that off-exchange markets will remain liquid enough for a client to close out positions.

Investments in Undervalued Assets. A client may invest in undervalued assets. The identification of investment opportunities in undervalued assets is a difficult task, and there is no assurance that such opportunities will be successfully recognized or acquired. While investments involve a high degree of financial risk and can result in substantial losses. Returns generated from a client's investments may not adequately compensate investors for the business and financial risks assumed. An investor should be aware that it may lose all or part of its investment in the fund.

A Client may be forced to sell, at a substantial loss, assets that are not, in fact, undervalued. In addition, a client may be required to hold such assets for a substantial period of time before realizing their anticipated value. During this period, a portion of the Client's capital would be committed to the assets purchased, possibly preventing the Client from investing in other opportunities. In addition, the client may finance such purchases with borrowed funds and thus will have to pay interest on such funds during such waiting period.

Commodities and Futures. A client may trade on a limited basis in commodities and futures. Such trading activity is regulated by the Commodity Futures Trading Commission (the "CFTC"). Pursuant to an exemption from registration under CFTC regulations, DLD is not required to register, and is not registered, with the CFTC or the National Futures Association ("NFA") as a commodity pool operator (a "CPO") or as a commodity trading advisor ("CTA").

To comply with the exemption, DLD is subject to specific limitations on the amount of commodities and futures that it can trade on behalf of a client. Should a client's investments in commodities or futures instruments exceed the limits provided by the applicable exemption from registration, DLD will either have to register with the NFA or cease providing commodity interest trading advice to the Client and liquidate the client's holdings of commodities and futures which could result in losses and additional costs to the client.

Investment Authority. Substantially all decisions with respect to the management of the clients are made by DLD. Investors have no right or power to take part in the management of the clients.

Other Business Interruptions. Our investment advisory activities or operations could be interrupted or adversely affected by extraordinary events, emergency situations or circumstances beyond our control, including, without limitation, outbreaks of infectious diseases, pandemics or any other serious public health concerns, war, terrorism, failure of technology, including the risk of a cybersecurity breach of DLD's information systems (see also **Cybersecurity Risk** below), accidents, disasters, government macroeconomic policies or social instability. In order to mitigate the effects of these types of events, we may activate our business continuity and disaster recovery plans. These plans may, for example, require our employees to work and access our information technology, communications or other systems from their homes or other remote locations. However, our business continuity and disaster recovery plans may not be successful, or we could be delayed in implementing or recovering our investment advisory activities or operations. For example, we may have issues or delays in accessing our information technology, communications or other systems, which could have a material adverse effect on our business.

Cybersecurity Risk. As part of its business, DLD processes, stores, and transmits large amounts of electronic information, including information relating to the transactions of the Clients and personally identifiable information of investors, and must therefore rely in part on digital and network technologies (“cyber networks”) to maintain substantial computerized data about activities for Client accounts and otherwise conduct its business.

Similarly, service providers of DLD and its Clients, especially the administrator of a Client, may process, store and transmit such information. DLD has procedures and systems in place to protect such information and prevent data loss and security breaches. However, such measures cannot provide absolute security. A cybersecurity breach of DLD’s information systems may cause information relating to the transactions of Clients and personally identifiable information of the investors to be lost or improperly accessed, used or disclosed.

Cybersecurity breaches can include unauthorized access to systems, networks or devices; infections from computer viruses or other malicious software code; and attacks that shut down, disable, slow, overwhelm or otherwise disrupt operations, business processes or website access or functionality. Cybersecurity breaches may cause disruptions and negatively impact business operations, potentially resulting in financial losses to a Client; interference with the Adviser’s ability to calculate the value of an investment in a Client; impediments to trading; the ability of the Adviser and its service providers to transact business; violations of applicable privacy and other laws and regulations; regulatory fines, penalties, reputational damage, reimbursement or other compensation costs, or additional compliance costs; as well as the inadvertent release of confidential information.

The service providers of DLD and the Clients are subject to the same electronic information security threats as DLD. If a service provider fails to adopt or adhere to adequate data security policies, or in the event of a breach of its cyber 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.

Similar adverse consequences could result from cybersecurity breaches affecting issuers of securities in which a Client invests; counterparties with which a Client engages in transactions; governmental and other regulatory authorities; exchange and other financial market operators, banks, brokers, dealers, insurance companies and other financial institutions; and other third parties. In addition, substantial costs may be incurred by these entities in order to prevent any cybersecurity breaches in the future.

The loss or improper access, use or disclosure of DLD’s or the Clients’ proprietary information may cause DLD or the Clients 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 the Clients and the investors’ investments therein. More information about the investments and the associated risk factors is available in the relevant Private Fund constituent documents.

The foregoing list of risk factors does not purport to be a complete enumeration or explanation of the risks involved in an investment with DLD. Prospective Investors and clients should read the entire

Brochure as well the relevant Private Fund constituent documents, other materials that may be provided by DLD and consult with their own advisers prior to engaging DLD's services.

Item 9 – Disciplinary Information

DLD and its management persons have not been a party to any legal or disciplinary events that would be material to an Investor's or prospective Investor's evaluation of its investment advisory business or the integrity of its management.

Item 10 – Other Financial Industry Activities and Affiliations

A. Registration as a Broker-Dealer or Broker-Dealer Representative

Neither DLD nor its employees are registered as a broker-dealer or broker-dealer representative.

B. Registration as a Futures Commission Merchant, Commodity Pool Operator, or a Commodity Trading Advisor

Neither DLD nor its management persons is registered as futures commission merchant, commodity pool operator, or a commodity trading advisor.

C. Relationships Material to this Advisory Business and Possible Conflicts of Interest

There are no other relationships or arrangements that are material to this advisory business.

D. Selection of Other Advisors or Managers

DLD does not utilize nor select other advisors or third-party managers. All assets are managed by DLD.

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

A. Code of Ethics

DLD has adopted a Code of Ethics (the "Code") pursuant to Rule 204A-1 under the Advisers Act. The Code governs the activities of each member, officer, director and employee of DLD (collectively, "Employees"). DLD holds its Employees to a high standard of integrity and business practices that reflects its fiduciary duty to the clients. In serving its clients, DLD strives to avoid conflicts of interest or the appearance of conflicts of interest in connection with the personal trading activities of its Employees and client securities transactions. When persons covered by the Code engage in personal securities transactions, they must adhere to the following general principles as well as to the Code's specific provisions: (a) at all times the interests of the clients must be paramount; (b) personal transactions must be conducted consistent with the Code in manner that avoids any actual or potential conflict of interest; and (c) no inappropriate advantage should be taken of any position of trust and responsibility. Employees covered by the Code have certain trading restrictions and reporting obligations of their personal securities transactions. Each Employee is provided with a copy of the Code and must annually certify that they have received it and

have complied with its provisions. In addition, any Employee who becomes aware of any potential violation of the Code is obligated to report the potential violation to the CCO.

DLD will provide a copy of its Code of Ethics to clients and prospective clients upon request.

B. Recommendations Involving Material Financial Interests

Neither DLD nor its related persons recommend to clients, or buys or sells for Client accounts, securities in which DLD or a related person has a material financial interest.

C. Investing Personal Money in the Same Securities as Clients

Although DLD's policies and procedures generally prohibit its Employees and related persons from trading in the same instruments that DLD buys or sells for client accounts, there may be limited circumstances in which DLD, its Employees and/or the related persons may also personally buy or sell the same instruments that DLD buys or sells for client accounts, and it or they may own securities, or options on securities, of issuers whose securities are subsequently bought for client accounts because of DLD's recommendations regarding a particular security. DLD's policy as to such transactions is that neither DLD nor any of its Employees or related persons is to benefit from price movements that may be caused by transactions for client accounts or otherwise. DLD addresses this conflict by requiring employees to sign and adhere to DLD's Code of Ethics and to report personal securities holdings and transactions to DLD.

D. Trading Securities At/Around the Same Time as Clients' Securities

As discussed above, from time to time, DLD, its Employees, or related persons of DLD may buy or sell securities for themselves that DLD also recommends to clients. DLD will always document any transactions that could be construed as conflicts of interest and will always transact client business before the business of its Employees and/or related persons when similar securities are being bought or sold.

Item 12 – Brokerage Practices

A. Factors Used to Select or Recommend Broker-Dealers

DLD will always have discretion as to the placement of brokerage (and accordingly, the commission rates paid). In selecting brokers to effect portfolio transactions, DLD considers such factors as the broker-dealer's research capabilities and the success of prior research recommendations, ability to efficiently execute difficult trades (such as those in illiquid markets or trades of substantial size), the broker's risk in positioning a block of securities, commitment of capital, access to new issues, nature and frequency of sales coverage, depth of services provided, including economic or political coverage, arbitrage and option operations, back office and processing capabilities, financial strength, stability and responsibility, efficiency, reputation, access to markets, confidentiality, commission rate, responsiveness to DLD and the value of research and brokerage and research products and services provided by such brokers ("soft dollar items"), subject at all times to principles of best execution, in accordance with the DLD's policies and procedures. In selecting broker-dealers based on the foregoing factors, DLD may pay a brokerage commission in excess of that which another broker might have charged for effecting the same transaction. In connection therewith, DLD will make a good faith determination that the amount of commission is

reasonable in relation to the value of the research or brokerage services received, viewed in terms of either the specific transaction or DLD's overall responsibility to the clients. DLD will regularly evaluate the placement of brokerage services and the reasonableness of commissions paid.

DLD also executes trades with brokers and dealers with whom a client or DLD has other business relationships, including prime brokerage, credit relationships and capital introduction or investments by affiliates of the broker-dealers to the client or other entities managed by DLD. However, DLD does not believe that these other relationships will influence the choice of brokers and dealers who execute trades for clients.

1. Research and Other Soft Dollar Benefits

DLD will effect transactions with broker-dealers who provide research services (collectively, "soft-dollar items") to DLD that assist DLD in making investment and trading decisions on behalf of its clients. The commissions paid to broker-dealers supplying soft-dollar items may not represent the lowest obtainable commission rates. In any such arrangement, the amount of the commission paid must be reasonable in relation to the value of the brokerage and soft-dollar items provided by the broker-dealer, viewed in terms of either the particular transaction or DLD's overall responsibilities with respect to its clients. DLD intends to comply with the soft-dollar "safe harbor" afforded by Section 28(e) under the Securities Exchange Act of 1934, as amended.

When DLD uses client brokerage commissions to obtain soft-dollar items, it receives a benefit, because it does not have to produce or pay for such soft-dollar items. However, DLD believes that such soft dollar items may provide the clients with benefits by supplementing the research and services otherwise available to the clients. In addition, the research and other benefits resulting from a brokerage relationship benefit all client accounts or DLD's operations as a whole, including any client accounts that direct DLD to use a broker that does not provide soft dollar benefits.

DLD has an incentive to select or recommend a broker-dealer based on its interest in receiving the soft-dollar items, rather than on the client's interest in receiving most favorable execution. DLD periodically reviews the execution performance of its brokers to ensure that any potential conflicts of interests are resolved.

To the extent that DLD does engage in such "soft dollar" arrangements, the client will be charged a brokerage commission in excess of that which another broker might charge for effecting the same transaction if DLD determines in good faith that such commission is reasonable in relation to the value of the brokerage, research, other services and soft dollar relationships provided by that broker, viewed in terms of either the specific transaction or DLD's overall responsibilities to the portfolios over which DLD exercises investment authority.

Soft-dollar items, whether provided directly or indirectly, will be utilized for the benefit of DLD's and its affiliates' other accounts. Soft-dollar items are not limited to those clients who might have generated a particular benefit. Soft dollar benefits are not proportionally allocated to any accounts that generate different amounts of the soft dollar benefits. DLD receives soft dollar credits based on principal, as well as agency, securities transactions with brokerage firms.

Within the last fiscal year, DLD used "soft-dollars" to receive broker-dealer research reports, company financial data and economic data.

A broker from which DLD obtains soft dollar services establish “credits” which will be used to pay for specified expenses. In some cases, broker-dealers provide products and services paid for through the use of soft dollars directly. DLD monitors the soft dollar services provided to ensure that appropriate transactions are executed with a soft dollar provider.

2. Brokerage for Client Referrals

In selecting or recommending broker-dealers, DLD does not consider client referrals from a broker-dealer. DLD does not and has not received any direct client referrals from any broker-dealers in exchange for brokerage business during 2023.

3. Directed Brokerage

DLD does not direct brokerage. Securities transactions are executed by brokers selected by DLD in its discretion and without the consent of the client or its Investors.

B. Aggregating Trading for Multiple Client Accounts

DLD may give advice or take action with respect to any client which may be the same as or different from the advice given or the timing or nature of any action taken with respect to investments of another client. Allocations of investment opportunities among various clients will be made in the judgment of DLD based on the investment objectives of the clients. DLD does (but is not required to) combine orders on behalf of one client account with orders for other client accounts for which it or its principals have trading authority, or in which it or its principals have an economic interest. Aggregation opportunities for DLD generally arise when more than one client, including the clients, is capable of purchasing or selling a particular security based on investment objectives, available cash and other factors. DLD is not required to aggregate client trades, however, it will generally do so, subject to best execution. When aggregating orders, DLD must treat all clients in a fair and equitable manner.

DLD will aggregate orders only when aggregation is consistent with its obligation to obtain best execution for client account securities transactions and the terms of the investment guidelines and restrictions of each client, including the clients, for which trades are being aggregated. When DLD aggregates client trades, allocations will not be made on the basis of the amount of compensation or profits that are likely to be realized by DLD, and no client will be favored over any other client; each client that participates in an aggregated order will participate at the average price for all of DLD’s transactions in that security on a given business day, with transaction costs shared pro rata based on each client's participation in the transaction.

Upon entering an aggregated order, DLD’s order management system automatically allocates the order based on a pre-determined pro-rata formula that specifies the participating clients and how the order will be allocated among those clients. If the aggregated order is filled in its entirety, it will be allocated among the clients in accordance with the allocation in the order management system. On occasion, DLD will not be able to purchase or sell all of the securities ordered as part of an aggregated order in a single day. If the order is partially filled, it will generally be allocated pro rata in proportion to the size of the orders placed for each client to the extent practicable based on the original allocation assigned in the order management system.

As a general matter, DLD allocates securities among client accounts with the same or similar investment objectives on a pro rata basis where appropriate relative to the investment objectives. Notwithstanding the foregoing, an aggregated order will be allocated on a non-pro rata basis only if it is necessary to be in compliance with a client's investment guidelines and restrictions, capital inflows/outflows, available cash, liquidity requirements and tax or legal requirements.

DLD may have incentives to allocated certain positions to one or more client account but not to other clients due to how the different portfolio compositions of each client account can impact the performance of any such entity and the resulting performance (incentive) fee or allocation. DLD has developed internal policies designed to allocate trades on a fair and equitable basis and identify conflicts of interest in making investment decisions of the clients. Such policies include a requirement to document the investment basis on which an allocation is made when it is made on other than a pro rata basis (taking into account the differing investment objectives and profiles of each client) and that DLD's Chief Compliance Officer periodically reviews such allocations and the reasons therefore.

Item 13 – Review of Accounts

A. Frequency and Nature of Periodic Review and Who Makes Those Reviews

DLD reviews client accounts on a daily basis to ensure consistency with the client's strategy and performance objectives. Asset allocation, cash management, market prospects and individual issue prospects are considered. The reviews are conducted by the Chief Investment Officer and/or the Chief Financial Officer.

B. Factors That Will Trigger a Non-Periodic Review of Client Accounts

Reviews take place more frequently if triggered by economic, market or political conditions.

C. Content and Frequency of Regular Reports

Investors in the Private Funds will generally receive unaudited reports of performance monthly and will receive audited year-end financial statements annually.

Item 14 – Client Referrals and Other Compensation

A. Economic Benefits Provided by Third Parties

DLD does not receive any economic benefit, directly or indirectly from any third party for advice rendered to the client.

B. Compensation to Non-Advisory Personnel for Client Referrals

DLD has engaged Asset Allocation AG ("AAA") to refer prospective investors to DLD's Private Funds in return for a portion of the fees and compensation paid to DLD by any such referred investor. Under this arrangement, AAA can refer prospective investors to DLD in its sole discretion, and DLD can agree to provide advisory services to such referred prospective investors in its sole discretion. In return for such

referral services, DLD pays AAA a portion of the asset-based management fees and incentive allocations received by DLD, if any, from investors referred to DLD by AAA. All compensation paid and expenses reimbursed by DLD to AAA is paid from the fees or compensation DLD receives from its Investors. Investors are not responsible for any additional fees or expenses in connection with the referral arrangement with AAA.

Placement agents that introduce or refer investors to a DLD Private Fund are subject to a conflict of interest to the extent that they will be compensated in connection with their introduction services. If a prospective investor is introduced to a DLD Private Fund through a placement agent, including through the referral arrangement with AAA as described above, DLD will comply with the requirements of Rule 206(4)-1(b) of the Advisers Act, including making appropriate disclosure to such prospective investor regarding the arrangement, if any, with such placement agent.

Item 15 – Custody

For purposes of Rule 206(4)-2 under the Advisers Act (the “Custody Rule”), DLD and/or its related person(s) who serve as the general partner(s) of one or more of the Private Funds are deemed to have custody over the Private Funds’ assets even though independent custodians (Prime Brokers) actually hold those assets. In accordance with the Custody Rule, (i) the Private 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 Private Funds’ audited financial statements are prepared in accordance with U.S. generally accepted accounting principles, and (iii) the Firm delivers such annual audited financial statements to Investors within 120 days after the end of each Private Fund’s fiscal year.

At no time will DLD accept or maintain custody with respect to a Sub-Advised Funds’ or Registered Funds’ assets. The directors or advisers of these funds should carefully review the account statements that they receive from their custodians and are urged to compare these account statements to the reports provided by DLD directly.

Item 16 – Investment Discretion

Generally, DLD has the authority to select which and how many securities and other instruments to buy or sell without consultation with the Clients or their Investors. Except as expressly provided in the relevant Constituent Documents, DLD is authorized to invest and trade the Clients’ assets in a broad range of investments, to be selected at DLD’s sole discretion, with no specific limitations as to type, amount, concentration, or leverage. Further, DLD will enter any type of investment transaction and employ any investment methodology or strategy it deems appropriate and consistent with the investment guidelines and restrictions of each Client account.

Item 17 – Voting Client Securities

Rule 206(4)-6 under the Advisers Act (the “Proxy Voting Rule”) places specific requirements on registered investment advisers with proxy voting authority. To the extent DLD has or may be deemed to have proxy voting authority on behalf of its Clients, DLD complies with its proxy voting policies and procedures that are designed to ensure that in cases where the DLD votes proxies with respect to Client securities, such proxies are voted in the best interests of its Clients.

Proxies are generally voted in accordance with the recommendation of the issuer's management for routine corporate housing keeping matters. Non-routine matters are decided on a case-by-case basis, although generally voted in support of management. If a proxy raises material conflicts between DLD or its employees and one of its Clients, the proxy will be voted in a manner determined to be in the best interest of DLD's Clients. DLD may refrain from voting proxies where DLD believes that voting does not serve the best interests of the applicable client accounts.

Clients may obtain a copy of DLD's proxy voting policies and procedures as well as a record of proxies voted on their behalf by contacting Brad D. Wagner, Chief Compliance Officer ("CCO"), by email at bwagner@dldam.com, or by telephone at (347) 736-9120.

DLD has retained Institutional Shareholder Services, Inc. ("ISS") to assist it with the development of proxy voting policies, procedures, and guidelines (the "Voting Policies") that are designed with intent of ensuring that DLD votes proxies with respect to client securities in the best interests of its clients and in accordance with the Voting Policies. DLD works with and monitors ISS, with the assistance of various personnel of DLD (e.g., portfolio managers, analysts, operations and the CCO), to assure that, to the extent reasonably practicable, all proxies are being properly voted and appropriate records are being retained.

Item 18 – Financial Information

DLD has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to its clients and has not been the subject of a bankruptcy petition.

A. Balance Sheet

DLD does not require nor solicit prepayment of more than \$500 in fees per Investor, six months or more in advance and therefore does not need to include a balance sheet with this Brochure.

B. Financial Condition

DLD has discretionary authority over clients' assets. At this time, neither DLD nor its management persons have any financial conditions that are likely to reasonably impair its ability to meet contractual commitments to the fund.

C. Bankruptcy Petitions in Previous Years

DLD has not been the subject of a bankruptcy petition in the last ten years.

Item 19 – Requirements for State-Registered Advisers

DLD is registered as an investment advisor with the U.S. Securities and Exchange Commission and therefore does not need to include responses pertaining to state-registered advisers with this Brochure.