



RUSH ISLAND MANAGEMENT

**34 East 51st Street, 14th Floor
New York, NY 10022**

**Form ADV Part 2A
March 21, 2024**

Item 1 – Cover Page

This brochure provides information about the qualifications and business practices of Rush Island Management, LP (“Rush Island” or “RIM”), a United States Securities and Exchange Commission (“SEC”) registered investment adviser. Any reference to RIM as a “registered investment adviser” or as being “registered” does not imply a certain level of skill or training. Registration solely indicates that RIM has registered its business with the SEC in the category of investment adviser. The information in this brochure has not been approved or verified by the SEC or by any state securities authority.

If you have any questions about the contents of this brochure, please contact us at (212) 468-0163 or cgoldstein@rushisland.com. Additional information about Rush Island is also available on the SEC’s website at www.adviserinfo.sec.gov and at Rush Island’s website at www.rushisland.com.

Item 2 – Material Changes

Item 2 requires RIM to provide a summary of any material changes to the information provided in this Brochure between annual updates of the document. In RIM's review, the following material changes were made since the filing of the last annual update:

- Item 4 has been updated to reflect Rush Island's regulatory assets under management as of December 31, 2023.

Item 3 – Table of Contents

Item 1 – Cover Page.....	1
Item 2 – Material Changes	2
Item 3 – Table of Contents	3
Item 4 – Advisory Business	4
Item 5 – Fees and Compensation	4
Item 6 – Performance-Based Fees and Side-by-Side Management.....	6
Item 7 – Types of Clients.....	6
Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss	7
Item 9 – Disciplinary Information.....	19
Item 10 – Other Financial Industry Activities or Affiliations	19
Item 11 – Code of Ethics, Participation or Interest in Client Transactions and Personal Trading.....	20
Item 12 – Brokerage Practices.....	20
Item 13 – Review of Accounts	21
Item 14 – Client Referrals and Other Compensation	22
Item 15 – Custody	22
Item 16 – Investment Discretion.....	22
Item 17 – Voting Client Securities.....	23
Item 18 – Financial Information.....	23

Item 4 – Advisory Business

- A.** RIM is a Delaware limited partnership formed in April 2017 to provide investment advisory services. RIM maintains its principal place of business in New York, New York and is principally owned by Stephen Millham and Raleigh Nuckols.
- B.** RIM manages investment portfolios with an objective to seek to achieve value by taking long and short positions in assets that consist primarily of publicly traded real estate and real estate-related securities. RIM generally invests in public equities but may also invest in corporate credit, preferred securities, options, CMBS, derivatives, and other securities that have a significant exposure to real estate.
- C.** RIM provides discretionary investment advisory services to pooled investment vehicles organized as private funds (the “Fund”, the “Funds”) and tailors its advisory services to the respective investment objectives set forth in the applicable Fund’s Offering Documents (defined below) and governing documents. The Funds are structured as a master-feeder complex and consist of a master Fund and two (offshore and onshore) feeder Funds. RIM generally does not, however, provide individualized investment advice to investors in the Funds (“Investors”). Nonetheless, RIM reserves the right to enter into additional agreements with certain Investors (“Side Letters”) that alter, supplement, or provide terms and conditions that are more advantageous than those set forth in the respective Fund’s governing documents. RIM also provides its services to one or more separately managed accounts (“SMA”, collectively with the Funds, “Clients”). Such services are tailored to the SMA as described in their investment management agreement (“IMA”).
- D.** RIM does not participate in wrap-fee programs.
- E.** RIM has \$1,966,670,000 in discretionary regulatory assets under management as of December 31, 2023.

Investors should review not only this brochure but also the full content of the applicable Confidential Private Offering Memorandum (“CPOM”) or Confidential Explanatory Memorandum (“CEM”) (collectively “Offering Documents”) for any Fund in which they are considering investing. This brochure is intended to be a general summary of advisory services provided by RIM to its general client base. This brochure may be both supplemented and superseded by the Offering Documents for each Fund.

Item 5 – Fees and Compensation

- A.** RIM typically charges fees that are based upon a set percentage of assets under management and performance. In consideration for investment management services provided to the Funds, RIM generally receives a management fee and the general partner of the master Fund, Rush Island GP, LLC (“RI GP,” or the “General Partner”) is eligible to receive an incentive allocation. The fee rates are dependent upon which Fund and which series of interest an investor is invested. Fees applicable to the SMA are individually negotiated with the underlying investor and are documented in the terms of the IMA.

- B.** RIM receives a management fee calculated at an annual rate dependent upon which series of interest an Investor is invested. The management fee is calculated and payable quarterly in advance based on the value of each Investor's account as of the first day of each calendar quarter, or on the date of a contribution if other than the beginning of a quarter. RIM deducts the management fee directly from each Investor's account. The management fees for different series of interest in the Funds ranges from 0% - 1.5% per annum. In the case of a withdrawal or redemption by an Investor other than as of the last day of a fiscal quarter, a pro rata portion of the management fee shall be distributed to the withdrawing or redeeming Investor.

In addition, the General Partner is eligible to receive an annual incentive allocation reallocated from the capital accounts of each Investor in an amount specific to the series of interest to which the Investor is subscribed. The incentive allocation is calculated based on an Investor's realized and unrealized return subject to a loss carryforward provision as described in the respective Fund's Offering Documents. If an Investor withdraws capital, the incentive allocation would be "crystallized," meaning that it will be deducted from the Investor's account and reallocated to the General Partner as if the withdrawal date were the last day of the fiscal year or, in the case of a loss carryforward, the loss carryforward will be subject to reduction on a pro rata basis. The incentive allocation for different series of interest of the Funds ranges from 0% - 20% per annum.

The management fee and incentive allocation are negotiable in that RIM, in its sole discretion, can waive, modify or calculate different such fees for certain Investors including those who are members, principals, employees, or affiliates of RIM or the General Partner, relatives of such persons, and for certain large or strategic Investors.

Other clients, such as the SMA, are typically also charged a management fee and an incentive allocation at individually negotiated rates as described in the respective IMAs. Management fees for other clients are generally collected quarterly in arrears while the incentive allocation is typically collected annually in arrears. However, fees may be charged in arrears or in advance depending upon the terms of the specific governing documents. In the event that fees are charged in advance, RIM will ensure that at the point of redemption no client is charge a fee for a time period in which they were not invested.

- C.** The Funds generally bear their own operating expenses as more fully described in each Fund's Offering Documents. These expenses may include but are not limited to Fund administration, research, audit, tax, fund organizational expenses, and others. Please see the relevant Offering Documents for a more complete listing of a Fund's potential expenses.

Investors will also indirectly incur brokerage and other transaction costs related to their investments that are in addition to the advisory fees payable to RIM. Please see Item 12 of this brochure for a more detailed discussion of RIM's brokerage practices.

Subject to the terms of the applicable IMA, SMAs are typically responsible for all operating expenses in connection with the management of their respective accounts.

RIM renders its services to Clients at its own expense and will be responsible for overhead expenses including office rent; utilities; furniture and fixtures; stationery; secretarial/internal

administrative services; salaries and bonuses; entertainment expenses; employee insurance and payroll taxes.

- D. As discussed above, if for some reason an investment in a Fund is withdrawn or redeemed prior to the expiration of a period in which the Investor has pre-paid fees, RIM would typically rebate the fees for the period of time during which the Investor was not invested.
- E. At this time neither RIM nor any of its supervised persons accept compensation for the sale of securities or other investment products.

It is very important that Investors refer to their respective Fund's Offering Documents for a complete understanding of how RIM is compensated for its advisory services. The information contained herein is a summary only and is qualified in its entirety by the relevant Fund governing documents.

Item 6 – Performance-Based Fees and Side-by-Side Management

- A. RIM or the General Partner is eligible to receive performance-based compensation in the form of an incentive allocation or fee, as discussed in Item 5. A significant percentage of the appreciation of Client assets which would otherwise be allocated to Clients or Investors, as applicable, is paid to RIM as performance-based fees or allocations. Performance-based compensation is based on unrealized as well as realized gains and such unrealized gains may never be recognized by the Client or Investor.
- B. It should be noted that the possibility for RIM or the General Partner to receive performance-based compensation creates a potential conflict of interest in that it may create an incentive for RIM to make investments that are riskier or more speculative than would be the case in the absence of such a performance-based fee. However, this incentive may be tempered somewhat by the fact that losses will reduce Client performance and thus the fees earned. Investors and Clients are provided with clear disclosure as to how performance-based compensation is charged with respect to a particular account and the risks associated with such performance-based compensation prior to making an investment. RIM recognizes that it is a fiduciary and, as such, must act in the best interests of Clients. Further, RIM recognizes that it must treat all Clients fairly and must refrain from favoring one Client's interests over another's interests.

Item 7 – Types of Clients

RIM provides investment advisory services to pooled investment vehicles operating as private investment funds. When deemed appropriate for a large or strategic investor, RIM may elect to establish additional separately managed accounts, which may (i) tailor their investment objectives to specific financial instruments and/or (ii) be subject to different terms and fees than those of other Clients. Such investment objectives, fee arrangements and terms will be individually negotiated, and it should be noted that any such separately managed account relationships would generally be subject to significant account minimums.

Investors in the Funds must meet certain eligibility provisions: interests in the Funds are generally offered to (A) U.S. investors who are (i) accredited investors within the meaning of Regulation D of the Securities Act of 1933, as amended ("Accredited Investors") and (ii) "qualified clients" under Rule 205-3 of the Advisers Act, and (B) non-U.S. investors (as applicable). Additionally, the minimum initial investment is \$2 million subject to reduction at the discretion of the General Partner or Board of Directors, as applicable.

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

INVESTMENTS IN ANY FUND MAY BE DEEMED TO BE HIGHLY SPECULATIVE INVESTMENTS AND ARE NOT INTENDED AS A COMPLETE INVESTMENT PROGRAM. AN INVESTMENT IN ANY FUND IS DESIGNED ONLY FOR SOPHISTICATED PERSONS WHO CAN BEAR THE ECONOMIC RISK OF THE LOSS OF THEIR ENTIRE INVESTMENT AND WHO HAVE A LIMITED NEED FOR LIQUIDITY IN THEIR INVESTMENT IN THE FUND. THERE CAN BE NO ASSURANCE THAT RIM WILL ACHIEVE ITS INVESTMENT OBJECTIVE ON BEHALF OF ANY CLIENT, INCLUDING ANY FUND.

- A. RIM uses fundamental, bottom-up analysis to identify what it considers to be undervalued or overvalued investment opportunities and to capture fundamental valuation disparities in the market for publicly traded real estate related assets on behalf of Clients.

RIM believes that over 80% of real estate in the United States is owned in the private market, and the private market correspondingly sets real estate values. Securities in the public markets may exhibit greater volatility than the underlying private market real estate values. The long track record of RIM personnel in both the private and public real estate related opportunities gives RIM a great deal of expertise in identifying, underwriting, and monitoring public real estate related investments. RIM believes that investing via a long/short opportunistic structure is an underpenetrated strategy in this niche sector.

The objective of RIM is to seek to achieve value for Clients by taking long and short positions in a portfolio that consists primarily of publicly traded real estate and related securities. RIM will generally invest in public equities on behalf of Clients, however, RIM may also make investments in corporate credit, preferred securities, options, CMBS, derivatives, and any securities that have a significant exposure to real estate.

While it is anticipated that RIM will invest primarily in equities, equity-related securities, and debt securities on behalf of Clients, RIM generally holds broad and flexible investment authority. Accordingly, investments made for Clients may at any time include, without limitation, long or short positions in U.S. or non-U.S. publicly-traded or privately issued common stocks, preferred stocks, stock warrants and rights, convertible securities, restricted securities, futures, swaps (including credit default swaps and total rate of return swaps), "custom baskets," options (purchased or written), bonds and other fixed income securities, partnership interests and other securities or financial instruments including those of investment companies. RIM may also purchase put and call options, write uncovered put and call options and invest in bonds or other fixed income securities on behalf of Clients, when deemed appropriate. In addition, RIM may invest in spot foreign exchange, foreign exchange

deliverable and non-deliverable forward contracts, commodity investments, derivatives, and other “over-the-counter” instruments on behalf of Clients.

RIM may also invest in New Issues on behalf of Clients, provided that the Client first complies with all of the rules and regulations pertaining to such investments, including applicable FINRA Rules.

- B.** The following risks should be carefully evaluated before making an investment in any Fund. These risk factors may be supplemented and or superseded by each Fund’s Offering Documents. Potential Investors are reminded to review the applicable Fund’s Offering Documents prior to investing.

Risk Factors

An investment in a Fund involves significant risks and is suitable only for those persons who can bear the economic risk of the loss of their entire investment, who have limited need for liquidity in their investments, and who have met the conditions set forth in the offering document for any Fund in which they plan to invest. There can be no assurances that RIM will achieve its investment objectives for Clients. An investment managed by RIM carries with it the inherent risks associated with investments in equities, equity-related securities, debt, the use of short sales, and leverage.

Nature of Investments

RIM typically has broad discretion to make investments for Clients. Investments will generally consist of equities; equity-related securities; debt securities; options; commodity instruments and derivatives; and other assets that may be affected by business, financial market or legal uncertainties. There can be no assurance that RIM will correctly evaluate the nature and magnitude of the various factors that could affect the value of and return on investments. Prices of investments may be volatile and a variety of factors that are inherently difficult to predict, such as domestic or international economic and political developments, may significantly affect the results of RIM’s activities and the value of its investments. In addition, the value of each Fund’s portfolio may fluctuate as the general level of interest rates fluctuates. No guarantee or representation is made that RIM’s investment objective will be achieved.

Equity-Related Instruments in General

RIM may use equity-related instruments in its investment program. Certain options and other equity-related instruments may be subject to various types of risks, including market risk, liquidity risk, counterparty credit risk, legal risk, and operations risk. In addition, equity-related instruments can involve significant economic leverage and may, in some cases, involve significant risks of loss.

Debt Securities

RIM may take positions in debt securities for Clients which (may or may not) rank junior to other outstanding securities and obligations of an issuer, all or a significant portion of which may be secured on substantially all of an issuer’s assets. RIM may take positions in debt securities which are not protected by financial covenants or limitations on additional indebtedness. RIM may invest in securities which are moral obligations of issuers or subject to appropriations. RIM will therefore be subject to credit and liquidity risks.

Credit Risks and Interest Rate Risks

Debt investments are subject to credit and interest rate risks. Credit risk refers to the likelihood that an issuer will default in the payment of principal and/or interest on an instrument. Financial strength and solvency of an issuer are the primary factors influencing credit risk. Interest rate risk refers to the risks associated with market changes in interest rates. Generally, the value of fixed-income securities changes inversely with changes in interest rates. As interest rates rise, the value of fixed-income securities tends to decrease. Conversely, as interest rates fall, the market value of fixed-income securities tends to increase. This risk is greater for long-term securities than for short-term securities.

Real Estate Industry and REIT Risks

On behalf of Clients, RIM will invest primarily in securities with a connection to the real estate industry and, therefore, may be subject to risks associated with the direct ownership of real estate, such as decreases in real estate values, overbuilding, increased competition, and other risks related to local or general economic conditions, increased operating costs and property taxes, changes in zoning laws, casualty or condemnation losses, possible environmental liabilities, regulatory limitations on rent, and fluctuations in rental income. Equity real estate investment trusts ("REITs") generally experience these risks directly through fee or leasehold interests, whereas mortgage REITs generally experience these risks indirectly through mortgage interests, unless the mortgage REIT forecloses on the underlying real estate.

REITs in which RIM invests on behalf of Clients may be affected by changes in underlying real estate values, which may have an exaggerated effect to the extent that REITs in which RIM invests may concentrate investments in particular geographic regions or property types. Additionally, rising interest rates may cause investors in REITs to demand a higher annual yield from future distributions, which may in turn decrease market prices for equity securities issued by REITs. Rising interest rates also generally increase the costs of obtaining financing, which could cause the value of RIM's investments for clients to decline. During periods of declining interest rates, certain mortgage REITs may hold mortgages that the mortgagors elect to prepay, which prepayment may diminish the yield on securities issued by such mortgage REITs. In addition, mortgage REITs may be affected by the ability of borrowers to repay when due the debt extended by the REIT, and equity REITs may be affected by the ability of tenants to pay rent.

Certain REITs have relatively small market capitalizations, which may tend to increase the volatility of the market price of securities issued by such REITs. Furthermore, REITs are dependent upon specialized management skills, have limited diversification and are, therefore, subject to risks inherent in operating and financing a limited number of projects. REITs depend generally on their ability to generate cash flow to make distributions to investors. REITs and real estate in general currently enjoy a favorable tax status, which may change in the future.

Commercial Mortgage-Backed Securities

RIM may invest in commercial mortgage-backed securities ("CMBS") on behalf of Clients. Commercial mortgage loans underlying CMBS are generally secured by income-producing

property, such as multifamily housing or commercial property, and may entail risks of delinquency and foreclosure, and risk of loss in the event thereof, that are greater than similar risks associated with loans secured by one- to four-family residential property. If the net operating income of the property underlying the CMBS is reduced (for example, if rental or occupancy rates decline or real estate tax rates or other operating expenses increase), the borrower's ability to repay the loan may be impaired. CMBS may be backed by an underlying mortgage pool of only a few mortgage loans, or mortgage loans secured by properties in only a few states or regions. As a result, each commercial mortgage loan in the underlying mortgage pool represents a large percentage of the principal amount of CMBS backed by such underlying mortgage pool. In addition, the mortgage loans may be more susceptible to geographic risks relating to the areas in which the underlying properties are located. A failure in performance of any one commercial mortgage loan in the underlying mortgage pool will have a much greater impact on the performance of the related CMBS.

Short Sales

Short sales can, in certain circumstances, substantially increase the impact of adverse price movements on a Client's portfolio. A short sale involves the risk of a theoretically unlimited increase in the market price of the particular investment sold short, which could result in an inability to cover the short position and a theoretically unlimited loss. There can be no assurance that securities necessary to cover a short position will be available for purchase.

Options

The purchase or sale of an option involves the payment or receipt of a premium by the investor and the corresponding right or obligation, as the case may be, to either purchase or sell the underlying security, commodity or other instrument for a specific price at a certain time or during a certain period. Purchasing options involves the risk that the underlying instrument will not change price in the manner expected, so that the investor loses its premium. Additionally, the premium paid for an option is based, in part, on the time to expiration, and with the passage of time, the premium associated with an option declines, assuming all other factors being equal. Selling options involves potentially greater risk because the investor is exposed to the extent of the actual price movement in the underlying security rather than only the premium payment received (which could result in a potentially unlimited loss). Over-the-counter options also involve counterparty solvency risk.

Use of Leverage

RIM may utilize leverage. This may result in a Client controlling substantially more assets than such Client has equity. Leverage may increase a Client's returns if the Client earns a greater return on investments purchased with borrowed funds than such Client's cost of borrowing such funds. However, the use of leverage exposes a Client to additional levels of risk, including (i) greater losses from investments than would otherwise have been the case had the Client not borrowed to make the investments, (ii) margin calls or interim margin requirements which may force premature liquidations of investment positions and (iii) losses on investments where the investment fails to earn a return that equals or exceeds such Client's cost of borrowing such funds. In the event of a sudden, precipitous drop in the value of a Client's assets, such Client might not be able to liquidate assets quickly enough to repay its borrowings, further magnifying its losses.

In an unsettled credit environment, RIM may find it difficult or impossible to obtain leverage for Clients. In such event, RIM could find it difficult to implement its strategy. In addition, any leverage obtained, if terminated on short notice by the lender, could result in RIM being forced to unwind a Client's positions quickly and at prices below what RIM deems to be fair value for such positions.

Hedging Transactions

Clients may utilize a variety of financial instruments such as derivatives, options, swaps, caps and floors, and forward contracts for both risk management and general investment and speculation purposes. With respect to RIM's risk management and hedging transactions for Clients, there can be no assurance that a particular hedge is appropriate, or that a certain risk is measured properly. Further, while RIM may enter into hedging transactions on behalf of Clients to seek to reduce risk, such transactions may result in poorer overall performance and increased (rather than reduced) risk for a Client than if it did not engage in any such hedging transactions. In addition, RIM may choose not to enter into hedging transactions on behalf of Clients with respect to some or all of its positions.

Portfolio Turnover

RIM's investment strategy of may require RIM to actively trade Client portfolios, and as a result, turnover and brokerage commission expenses may significantly exceed those of other investment entities of comparable size.

Non-Diversification

While each Client's portfolio generally will contain a number of both long and short positions, Clients will be invested primarily in a relatively concentrated portfolio of equity securities focused on the real estate sector. RIM anticipates that Clients will primarily invest in the equity securities of issuers located in the United States, Europe and other fully-developed economies (as judged by RIM). A Client's portfolio could also become relatively concentrated in any one issuer, market capitalization, industry, type of security and geographic area; and such concentration may increase the losses suffered by a Client as the investment portfolio of such Client may be subject to more rapid change in value than would be the case if RIM were required to maintain a wider diversification among issuers, market capitalizations, industries, types of securities, and geographic areas, on behalf of such Client.

Non-U.S. Securities

RIM may invest outside of the United States on behalf of Clients. Investing in securities of non-U.S. governments and companies which are generally denominated in non-U.S. currencies and utilizations of options and swaps on non-U.S. securities involves certain considerations comprising both risks and opportunities not typically associated with investing in securities of the United States government or United States companies. These considerations include changes in exchange rates and exchange control regulations; political and social instability; expropriation; imposition of foreign taxes; less liquid markets; and less available information than is generally the case in the United States; higher transaction costs; less government supervision of exchanges, brokers and issuers; greater risks associated with counterparties and settlement; difficulty in enforcing contractual obligations; lack of uniform accounting and auditing standards; and greater price volatility.

Counterparty Risk

To the extent that a Client invests in swaps, “synthetic” or derivative instruments, repurchase agreements, forward contracts, certain types of options or other customized financial instruments, or, in certain circumstances, non-U.S. securities, such Client takes the risk of non-performance by the other party to the contract. This risk may include credit risk of the counterparty and the risk of settlement default. This risk may differ materially from those entailed in exchange-traded transactions that generally are supported by guarantees of clearing organizations, daily mark-to-market and settlement, and segregation and minimum capital requirements applicable to intermediaries. Transactions entered directly between two counterparties generally do not benefit from such protections and expose the parties to the risk of counterparty default.

Commodity and Futures Contracts

Although RIM does not anticipate doing so, RIM may invest in commodity or futures contracts on behalf of Clients. It is expected that any such investments in commodities or futures contracts will be solely for hedging purposes. Trading in commodity and futures contracts and options thereon are highly specialized activities which while they may increase a Client’s total return, but may entail greater than ordinary investment risks.

Commodity futures markets are highly volatile and are influenced by factors such as changing supply and demand relationships, governmental programs and policies, national and international political and economic events, and changes in interest rates. In addition, because of the low margin deposits normally required in commodity futures trading, a high degree of leverage may be typical of a commodity futures trading account. As a result, a relatively small price movement in a commodity futures contract may result in substantial losses to the trader. Commodity futures trading may also be illiquid. Certain commodity exchanges do not permit trading in particular futures contracts at prices that represent a fluctuation in price during a single day’s trading beyond certain set limits. If prices fluctuate during a single day’s trading beyond those limits, RIM could be prevented from promptly liquidating unfavorable positions and thus subject to substantial losses.

Commodity options, like commodity futures contracts, are speculative, and their use involves risk. Specific market movements of the cash commodity or futures contract underlying an option cannot be predicted, and no assurance can be given that a liquid offset market will exist for any particular futures option at any particular time.

Derivatives

To the extent that RIM invests in swaps, derivative or synthetic instruments, or enters into repurchase agreements or other over-the-counter transactions on behalf of Clients, RIM may take a credit risk with regard to parties with whom it trades and may also bear the risk of settlement default. These risks may differ materially from those entailed in exchange-traded transactions that generally are backed by clearing organization guarantees, more frequent mark-to-market and settlement, and segregation and minimum capital requirements applicable to intermediaries. Transactions entered directly between two counterparties generally do not benefit from such protections and expose the parties to the risk of counterparty default. It is expected that all securities and other assets deposited with custodians or brokers will be clearly identified as being assets (directly or indirectly) of RIM,

and hence RIM should not be exposed to a credit risk with regard to such parties. However, it may not always be possible to achieve this segregation, and there may be practical or time problems associated with enforcing rights to its assets in the case of an insolvency of any such party.

Currency Risks

Investments that are denominated in a foreign currency are subject to the risk that the value of a particular currency will change in relation to one or more other currencies. 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, capital appreciation, and political developments. RIM may try to hedge these risks, but there can be no assurance that it will implement a hedging strategy, or if it implements one, that it will be effective.

Credit Default Swap Agreements

RIM may utilize credit default swaps on behalf of Clients. The buyer of a credit default contract is obligated to pay the seller either a lump sum payment or a periodic stream of payments over the term of the contract in return for a contingent payment upon the occurrence of a credit event with respect to an underlying reference obligation or entity. Generally, a credit event means bankruptcy, failure to pay, cross default/acceleration, obligation acceleration, repudiation/moratorium, restructuring, or rating decline. A Client may be either the buyer or seller in a transaction. If a Client is the buyer and no credit event occurs, such Client will have made fixed payments and received nothing. However, if a credit event occurs, the Client, as a buyer, typically will receive either (i) full notional value in exchange for delivery by the buyer of a reference obligation that may have little or no value, or (ii) a payment representing the decline in value of such reference obligation following such credit event without any delivery of the reference obligation by the buyer. As a seller, a Client generally receives a fixed rate of income throughout the term of the contract, which typically is between one month and five years, provided that no credit event occurs. If a credit event occurs, the seller may pay the buyer the full notional value of the reference obligation which may have little or no value.

In addition to general market risks, credit default swaps are subject to liquidity risk and credit risk. Swap contracts are not traded on exchanges and are not otherwise regulated, and as a consequence, investors in such contracts do not benefit from regulatory protections. The selling of credit default swaps involves greater risks than if a Client had invested in the reference obligation directly. If a credit event were to occur, the value of the reference obligation received by the seller, coupled with the periodic payments previously received, may be less than the full notional value it pays to the buyer, resulting in a loss of value. The buyer of credit default swaps will incur a loss if the seller fails to perform on its obligation should a credit event occur. In certain circumstances, the buyer can receive the notional value of a credit default swap only by delivering a physical security to the seller, and it is at risk if deliverable security is unavailable or illiquid.

Total Rate of Return Swaps

Under a total rate of return swap, a Client may be obligated to make certain periodic payments in exchange for the total rate of return on a referenced asset, such as an eligible loan or bond, and such return will include interest and the gain or loss on such asset over the term of the

swap. Swap facilities often require covenants or qualifications related to referenced assets, including, but not limited to, covenants or qualifications regarding ratings and liquidity of a referenced asset or the diversification of a portfolio as a whole. A Client may be required to maintain collateral with the total rate of return swap counterparty. If such Client fails to fulfill its payment obligations or fails to post any required collateral under a total rate of return swap or if such Client has a substantial decline in net asset value, the counterparty may declare an event of default and, as a result, such Client may be required to pay swap breakage fees, suffer the loss of the amounts paid to the counterparty and forego the receipt from the counterparty of further total return swap payments.

Cyber Security Breaches and Identity Theft

RIM's information and technology systems may be vulnerable to damage or interruption from computer viruses; network failures; computer and telecommunication failures; infiltration by unauthorized persons and security breaches; usage errors by its professionals; power outages; and catastrophic events such as fires, tornadoes, floods, hurricanes, and earthquakes. Although RIM has implemented various measures to manage risks relating to these types of events, if these systems are compromised, become inoperable for extended periods of time, or cease to function properly, RIM, and/or its Clients may have to make a significant investment to fix or replace them. The failure of these systems and/or of disaster recovery plans for any reason could cause significant interruptions in RIM's and/or a Client's operations, and result in a failure to maintain the security, confidentiality, or privacy of sensitive data, including personal information relating to Investors (and the beneficial owners of such investors). Such a failure could harm RIM's, and/or a Client's reputation, subject any such entity and their respective affiliates to legal claims, and otherwise affect their business and financial performance.

Epidemics and Pandemics

Since 2003, the world has seen a number of outbreaks of new viral illnesses of varying severity, including Severe Acute Respiratory Syndrome (SARS), Middle East Respiratory Syndrome (MERS), the H1N1 Flu (Swine Flu), and COVID-19 caused by the novel Coronavirus known as SARS-CoV-2. The responses to these outbreaks have varied as has their impact on human health, local economies and the global economy, and it is impossible at the outset of any such outbreak to estimate accurately what the ultimate impact of any such outbreak will be. Protective measures taken by governments and the private sector to mitigate the spread of such illness, including travel restrictions and outright bans, quarantines and work-at-home arrangements, and the spread of any such illness within the offices of RIM and/or its or Clients' service providers could severely impair RIM's and/or its or Clients' service providers' operational capabilities, potentially harming the Clients and their performance.

Uncertain Economic, Social and Political Environment

Consumer, corporate and financial confidence may be adversely affected by current or future tensions around the world, fear of terrorist activity and/or military conflicts, pandemics, localized or global financial crises or other sources of political, social or economic unrest. Such erosion of confidence may lead to or extend a localized or global economic downturn. A climate of uncertainty may reduce the availability of potential investment opportunities, and increases the difficulty of modeling market conditions, potentially reducing the accuracy of financial projections. In addition, limited availability of credit for consumers, homeowners and

businesses, including credit used to acquire businesses, in an uncertain environment or economic downturn may have an adverse effect on the economy generally and on the ability of RIM to execute its respective strategies. This may slow the rate of future investments by the Firm and result in longer holding periods for investments. Furthermore, such uncertainty or general economic downturn may have an adverse effect upon RIM or the Funds.

Inflation Risk

In 2022 and 2023, in light of increasing inflation, the U.S. Federal Reserve (the "Fed") increased interest rates multiple times. Although interest rates have come down slightly in the latter half of 2023, inflation is still a concern and the Fed could raise interest rates again because of the current robust economy, which could create downward pressure on the value of certain investments made by the Firm. Further, the Firm may face difficulty in realizing value from investments due to sustained declines in equity market values as a result of concerns regarding interest rates. Inflation and rapid fluctuations in inflation rates have in the past had, and may in the future have, negative effects on economies and financial markets. In an attempt to stabilize inflation, governments have imposed wage and price controls and will likely continue to intervene in the economy. Governmental efforts to curb inflation often have negative effects on the level of economic activity. If inflation were to decrease at rates slower than those anticipated in underwriting investments, the effective rate of return on such investments may be reduced and as a result, could have a material and adverse impact on RIM and its investments.

Financial Institutions Risk

RIM relies upon third-party banks or other custodians to hold and safeguard our Client's assets. While RIM carefully selects and monitors its custodians, there is no guarantee that such custodians will not experience financial difficulties or otherwise fail, which could prevent the Firm from accessing Client funds, securities, or credit facilities. These events could negatively impact Firm performance or result in substantial delays in the return of capital to investors.

Events involving limited liquidity, defaults, non-performance or other adverse developments that affect financial institutions or the financial services industry generally, or concerns or rumors about any events of these kinds, have in the past and may in the future lead to market-wide liquidity problems. For example, on March 10, 2023, Silicon Valley Bank ("SVB") was closed by the California Department of Financial Protection and Innovation, which appointed the FDIC as receiver. Despite subsequent actions taken by the U.S. Department of the Treasury, the U.S. Federal Reserve and the FDIC to ensure that all depositors of SVB had access to all of their cash deposits following the closure of SVB, uncertainty and liquidity concerns in the broader financial services industry remain.

RIM regularly maintains cash balances at banks or other custodians in excess of the FDIC insurance limit. Each of these parties' access to cash in amounts adequate to pay expenses, purchase new investments and otherwise operate its business could be significantly impaired by the financial institutions with which it maintains cash balances to the extent such financial institutions face liquidity constraints or failures. In addition, investor concerns regarding the U.S. or international financial systems may increase the risk of default of particular investments, negatively impact market value, increase market volatility and cause credit

spreads to widen and reduce liquidity, all of which could have a material adverse effect on the performance of the Firm's investments, returns and the ability of the Firm to make and/or dispose of investments. No assurance can be given as to the effect of these events on the value of, or markets for, investments, or the Firm's ability to recover therefrom. In addition, while it is not always possible to predict the extent of the impact that the failure of any financial institution or the high market volatility and instability of the banking sector could have on economic activity and RIM in particular, the failure of other banks and financial institutions and the measures taken by governments, businesses and other organizations in response to these events could adversely impact the Firm and its investments.

Master-Feeder Fund Structure

The Funds typically invest through a "master-feeder" structure. The feeder funds contribute substantially all of their assets to the master Fund. The master-feeder structure, in particular the existence of multiple investment vehicles investing in the same portfolio, presents certain unique risks to investors. Smaller investment vehicles investing in a master Fund may be materially affected by the actions of larger investment vehicles investing in the master Fund. For example, if a larger investment vehicle withdraws from a master Fund, the remaining funds may experience higher pro rata operating expenses, thereby producing lower returns. Similarly, a master Fund may become less diverse due to a redemption by a larger investment vehicle, resulting in increased portfolio risk.

Brokerage and Custodial Risk

There are risks involved in dealing with the custodians or prime brokers who settle Client trades for RIM. RIM maintains a custody account with its prime brokers and primary custodians on behalf of Clients. Although the General Partner monitors the prime brokers and believes that they are appropriate custodians, there is no guarantee that the prime brokers, or any other custodian that a Fund may use from time to time, will not become bankrupt or insolvent. While both the U.S. Bankruptcy code and the Securities Investor Protection Act of 1970 seek to protect customer property in the event of a bankruptcy, insolvency, failure, or liquidation of a broker-dealer, there is no certainty that, in the event of a failure of a broker-dealer that has custody of Client assets, Clients would not incur losses due to its assets being unavailable for a period of time, the ultimate receipt of less than full recovery of its assets, or both.

RIM and/or the prime brokers may appoint sub-custodians in certain non-U.S. jurisdictions to hold the assets of Clients. The prime brokers may not be responsible for cash or assets which are held by sub-custodians in certain non-U.S. jurisdictions, nor for any losses suffered by Clients as a result of the bankruptcy or insolvency of any such sub-custodian. Clients may therefore have a potential exposure on the default of any sub-custodian and, as a result, many of the protections that would normally be provided to a Fund by a custodian may not be available to RIM. Under certain circumstances, including certain transactions where Client assets are pledged as collateral for leverage from a non-broker-dealer custodian or a non-broker-dealer affiliate of the prime brokers, or where Client assets are held at a non-U.S. custodian, the securities and other assets deposited with the custodian or broker may not be clearly identified as being assets of such Client and such Client could be exposed to a credit risk with regard to such parties. Custody services in certain non-U.S. jurisdictions remain undeveloped, and, accordingly, there is a transaction and custody risk of dealing in certain

non-U.S. jurisdictions. Given the undeveloped state of regulations on custodial activities and bankruptcy, insolvency, or mismanagement in certain non-U.S. jurisdictions, the ability of RIM to recover assets held by a sub-custodian in the event of the sub-custodian's bankruptcy or insolvency could be in doubt, as RIM may be subject to significantly less favorable laws than many of the protections that would be available under U.S. laws. In addition, there may be practical or timing problems associated with enforcing RIM's rights to its assets in the case of a bankruptcy or insolvency of any such party.

Lack of Liquidity of Partnership Investments

While RIM expects the majority of a Client's portfolio to be liquid, Client assets may, at any given time, include securities and other financial instruments or obligations that are thinly-traded or for which no market exists and/or which are restricted as to their transferability under applicable securities laws. The sale of any such investments may be possible only at substantial discounts, and it may be extremely difficult to accurately value any such investments. Further, due to RIM's affiliation with Northwood Investors, RIM may be prohibited from transacting in the securities of certain issuers from time to time.

Limited Withdrawal and Transfer Rights

An Investor generally will be permitted to withdraw all or any part of its account only in accordance with the terms described in the applicable Offering Documents. Transfers of the interests will be permitted only with the written consent of the General Partner. Accordingly, the interests should only be acquired by Investors willing and able to commit their funds for an appreciable period of time.

Side Letters

RIM has entered into Side Letters with certain prospective or existing Investors. Pursuant to these agreements, those Investors may be subject to terms and conditions that are more advantageous than those set forth in the applicable Offering Documents. For example, such terms and conditions may provide for special rights to make future investments in the Funds, other investment vehicles or SMAs; special withdrawal rights, relating to frequency or notice; a reduction or rebate in management fees or incentive allocations to be paid by the Investor and/or other terms; rights to receive reports from RIM on a more frequent basis or that include information not provided to other Investors (including, without limitation, more detailed information regarding portfolio positions) and such other rights as may be negotiated by RIM and Investors. The modifications are solely at the discretion of RIM and may, among other things, be based on the size of the Investor's investment in the Fund or affiliated investment entity, an agreement by an Investor to maintain such investment for a significant period of time or other similar commitment by an Investor, or status granted to founding or strategic Investors.

Incentive Allocation

The allocation of a percentage each Fund's net profits are ultimately allocated to RIM and its principals may create an incentive for RIM to make investments that are riskier or more speculative than would be the case if this allocation were not made. Since the allocation is calculated on a basis that includes unrealized appreciation of assets, such allocation may be greater than if it were based solely on realized gains.

Reliance on Messrs. Millham and Nuckols

RIM relies heavily on the services of Stephen Millham and Raleigh Nuckols. Messrs. Millham and Nuckols are responsible for the investment decisions made with respect to Clients. Should Messrs. Millham and Nuckols determine to discontinue managing the affairs of, or withdraw from, RIM or should Messrs. Millham and Nuckols die, become incapacitated, or, for some other reason, be unable to effectively manage the affairs of RIM, the business and results of the operations of RIM may be adversely affected.

Business and Regulatory Risks of Hedge Funds

The regulatory environment for hedge funds is evolving, and changes in the regulation of hedge funds may adversely affect the value of investments held by Clients and the ability of RIM to obtain the leverage it might otherwise obtain or to pursue its trading strategies for Clients. In addition, securities and futures markets are subject to comprehensive statutes, regulations and margin requirements. Regulators and self-regulatory organizations and exchanges are authorized to take extraordinary actions in the event of market emergencies. The regulation of derivative transactions and funds that engage in such transactions is an evolving area of law and is subject to modification by government and judicial actions. The effect of any future regulatory or technological change on RIM and Clients could be substantial and adverse.

Non-Disclosure of Positions

In an effort to protect the confidentiality of its positions, RIM generally will not disclose its positions to Investors on an ongoing basis except as detailed in the monthly position summaries and risk reports, although RIM, in its sole discretion, may permit such disclosure on a select basis to certain Investors.

Potential Conflicts of Interest

The employees, officers, and directors of RIM and will devote as much of their time and effort to the affairs of RIM as may be necessary to accomplish the purposes of RIM. However, employees, officers, directors, members, partners, shareholders, agents, and affiliates may conduct any other business, including any business within or outside the securities industry, whether or not such business is in competition with RIM.

Each Fund's Offering Documents detail the terms of expenses that will be borne by each Fund. Agreements with any SMA counterparty may also contain similar expense provisions. RIM will be responsible for the administration of these expenses and will be responsible for allocating appropriate portions of certain shared expenses. The determination as to the method or methods used may be based on relative use of the product or service, the nature or source of the product or service, the relative benefits derived by RIM and Clients from the product or service, or other relevant factors. Clients should note that despite the efforts of RIM to arrange for fair and equitable expense allocations, expense allocations often depend on inherently subjective determinations.

Additionally, one of the key responsibilities for an investment adviser involves trade allocations among Clients. While RIM will maintain a fair and equitable trade allocation policy, it should be noted that odd lots and complex market dynamics in the market for real estate related investments pursued by RIM may make it difficult to allocate trades pro rata among Clients.

Therefore, Clients should expect that despite RIM's good faith efforts to pursue fair and equitable trade allocations, discrepancies in the value of trades conducted in the same instruments for different Clients may occur from time to time.

Clients should also note that the prime brokers and the administrator each act as custodian, administrator, and directors for other funds and thus may have conflicts from time to time.

Item 9 – Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to an investor or potential investor's evaluation of RIM or the integrity of RIM's management.

RIM has no disciplinary information to disclose.

Item 10 – Other Financial Industry Activities or Affiliations

- A.** Neither RIM nor any of its management persons are registered or have an application pending to register as a broker-dealer or a registered representative of a broker-dealer.
- B.** Neither RIM nor any of its management persons are registered, or have an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading advisor, or as an associated person of the foregoing entities. However, RIM operates as an exempt commodity pool operator and commodity trading advisor.
- C.** RIM, from time to time, may offer co-investment opportunities alongside Clients. Co-investment opportunities may be made available through limited partnerships, limited liability companies, or other entities formed to make such investments. RIM and its affiliates may earn different asset-based fees and/or performance-based compensation (which may or may not be different than the fees and/or compensation charged by RIM) in connection with such co-investments than what is earned with respect to RIM. These co-investment opportunities may create the potential for conflicts of interest. RIM will attempt to mitigate such potential conflicts via its trade allocation policy and testing.

RIM's access persons may have close relationships with senior executives of public or private companies, the securities of which RIM may recommend to Clients. Additionally, RIM's employees and related persons may serve on the board of directors, advisory boards, executive committees or in other management capacities at public or private companies and/or other organizations. The potential for such relationships may give rise to conflicts of interest. For example, given the potential for these relationships, it is possible that senior executives of the underlying companies could seek to exert influence on RIM to invest in such a company or may give RIM information that is not publicly known. As such, RIM maintains insider trading procedures which forbid any access person from trading, either personally or on behalf of others, including Clients, on material non-public information or communicating material non-public information to others in violation of the law. Further, RIM maintains internal compliance policies that require access persons to, among other things, obtain prior written approval from the Chief Compliance Officer before engaging in certain outside business activities and update disclosure on such activities on a periodic basis. Please also see Item

17 of this Brochure (below) for details related to how RIM handles potential conflicts of interest related to proxy votes.

D. RIM does not recommend or select other investment advisers for Clients.

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

RIM has adopted a Code of Ethics, which is a part of RIM's compliance manual, that is designed to comply with the requirements of Advisers Act Rule 204A-1. Among other things, the Code of Ethics requires all employees (i) to comply with federal securities laws, (ii) submit to reports to the Chief Compliance Officer containing their personal securities holdings and transactions in reportable securities, and (iii) obtain pre-approval of personal investments, with limited exceptions. Generally, employees are prohibited from trading in their personal accounts the securities that are in the investable universe of RIM's Clients absent authorization from the Chief Compliance Officer, which is typically only granted in extenuating circumstances. The Code of Ethics also contains policies and procedures designed to prevent the misuse of material, non-public information. All personnel of RIM are required to certify their compliance with the Code of Ethics.

RIM will provide access to a copy of its Code of Ethics to any Client, prospective Client, Investor, or prospective Investor to review upon request made to the Chief Compliance Officer at RIM's principal address.

Item 12 – Brokerage Practices

A. RIM is typically authorized to determine the broker or dealer to be used for each securities transaction for Clients. In selecting brokers or dealers to execute transactions, RIM need not solicit competitive bids and does not have an obligation to seek the lowest available commission cost. It is not RIM's practice to negotiate "execution only" commission rates, thus RIM may be deemed to be paying for research, brokerage, or other services provided by the broker which are included in the commission rate.

Section 28(e) of the Securities Exchange Act of 1934, as amended, provides a "safe harbor" that permits an investment adviser to use commissions or "soft dollars" to obtain research and brokerage services that provide lawful and appropriate assistance to the investment decision-making process. Except for services that would be a Fund expense, RIM will limit the use of "soft dollars" to obtain research and brokerage services to services which constitute research and brokerage within the meaning of Section 28(e). The use of commissions arising from a Fund's investment transactions for services other than research and brokerage will be limited to services that would otherwise be a Fund expense. The use of commissions to obtain such other services would be outside the parameters of Section 28(e).

In some instances, RIM may receive a product or service that may be used only partially for functions within Section 28(e) (e.g., an order management system, trade analytical software or proxy services). In such instances, RIM will make a good faith effort to determine the relative proportion of the product or service used to assist RIM in carrying out its investment decision-making responsibilities and the relative proportion used for administrative or other purposes.

outside Section 28(e). The proportion of the product or service attributable to assisting RIM in carrying out its investment decision-making responsibilities will be paid through brokerage commissions generated by Client transactions and the proportion attributable to administrative or other purposes outside Section 28(e) will be paid for by RIM from its own resources.

Research and brokerage services obtained by the use of commissions arising from Client portfolio transactions may be used by RIM in its other investment activities and thus, a Client may not necessarily, in any particular instance, be the direct or indirect beneficiary of the research or brokerage services provided.

Although RIM will make a good faith determination that the amount of commissions paid is reasonable in light of the products or services provided by a broker, commission rates are generally negotiable and thus, selecting brokers on the basis of considerations that are not limited to the applicable commission rates may result in higher transaction costs than would otherwise be obtainable. The receipt of such products or services and the determination of the appropriate allocation in the case of "mixed use" products or services create a potential conflict of interest between RIM and Clients.

In selecting brokers and negotiating commission rates, RIM will take into account the financial stability and reputation of brokerage firms, and the research, brokerage, or other services provided by such brokers. RIM may place transactions with a broker or dealer that (i) provides RIM (or an affiliate) with the opportunity to participate in capital introduction events sponsored by the broker-dealer or (ii) refers Investors to RIM or other products advised by RIM (or an affiliate), if otherwise consistent with seeking best execution; provided that RIM is not selecting the broker-dealer as remuneration for the opportunity to participate in such capital introduction events or the referral of Investors.

When appropriate, RIM may, but is not required to, aggregate Client orders to achieve more efficient execution or to provide for equitable treatment among accounts. Clients participating in aggregated trades will be allocated securities based on the average price achieved for such trades.

RIM may maintain accounts with the prime brokers and or executing brokers, through which RIM may execute trades, borrow securities, and maintain custody of its securities.

RIM reserves the right to change the brokerage and custodial arrangements described above.

- B.** When it would be beneficial to Clients RIM may aggregate purchase or sale orders for Clients and allocate based on a fair and equitable methodology that may include allocation by capital or allocation by other fair and equitable means as deemed appropriate by RIM.

Item 13 – Review of Accounts

- A.** RIM portfolio managers have daily access to trades and positions for Clients and review accounts daily. Additionally, RIM reviews clearing and settlement activity daily. RIM provides a daily transaction report to the administrator of the SMA, which includes complete same-day trading activity.

B. N/A

- C. Each investor in the Funds will receive annual audited financial statements within 120 days of the respective Fund's fiscal year-end, K-1s and other tax informational statements (as applicable) within the time period required by law, monthly unaudited performance reports and quarterly letters which include unaudited performance of the applicable Fund.

The Funds may offer certain investors, upon request, additional information and reporting that other Investors may not receive.

SMA clients will receive statements from their custodian(s) on a monthly basis.

Item 14 – Client Referrals and Other Compensation

- A. RIM does not receive any economic benefit from anyone other than Clients for providing investment advice or other advisory services. However, as described in Item 12, RIM may receive Investor referrals from broker-dealers providing services to its Clients. Further, Item 12 discusses how RIM receives certain research or other products or services from broker-dealers through "soft-dollar" arrangements.

B. N/A

Item 15 – Custody

RIM will maintain the assets of the Funds in accounts with "qualified custodians" pursuant to Rule 206(4)-2 under the Advisers Act. RIM and/or the General Partner, as applicable, are deemed to have custody of the Funds by virtue of their status as investment manager or general partner, respectively.

RIM will ensure compliance with the custody rule for each of the Funds by providing Investors with annual audited financial statements within 120 days of the Funds' fiscal year-end. RIM does not have custody of the SMA's assets.

Item 16 – Investment Discretion

Investment advice is provided directly to the Funds on a discretionary basis, subject to the direction and control of each Fund's General Partner, and not to individual Investors.

Investment advisory services are provided to the Funds in accordance with the respective Offering Documents of each Fund. RIM exercises this discretion in determining which securities to trade on behalf of the Funds. This discretion includes but is not limited to discretion over the amount and timing of transactions as well as the choice of executing brokers for such transactions. All limitations and restrictions placed upon an Investor's investment, such as a Side Letter, must be presented to RIM and agreed to in writing by RIM and such Investor.

RIM also exercises investment discretion over the SMA subject to the limitations in the IMA.

Item 17 – Voting Client Securities

Unless otherwise agreed with a particular Client, RIM holds the authority to vote proxies on behalf of its Clients and has adopted proxy voting policies and procedures designed to ensure that such proxies are voted in its Clients' best interests. Pursuant to RIM's proxy voting procedures, in the absence of a finding by the Chief Compliance Officer of a material conflict of interest relating to the proxy vote at hand, RIM will vote proxies as directed by the appropriate portfolio manager. However, if a material conflict of interest exists, RIM will take steps to ensure that its voting decision is based on the best interests of the applicable Client(s), which may include without limitation engaging an independent third party to cast any such proxy vote on behalf of the respective Client(s).

Clients and Investors cannot direct RIM as to how to vote, in any solicitation or otherwise. RIM reserves the right to abstain from voting a specific proxy or proxy item when it concludes that the cost of voting outweighs the potential benefit, or when RIM otherwise does not believe voting serves its Clients' best interests. The mechanics of proxy voting typically are handled by a third-party service provider.

Clients may obtain a copy of RIM's proxy voting policies and procedures and information about how RIM voted any proxies on behalf of such Client by contacting the Chief Compliance Officer at RIM's principal address.

Item 18 – Financial Information

Not applicable to RIM.