

ITEM 1 – COVER PAGE



**KDP ASSET MANAGEMENT, INC.**

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Montpelier, VT 05602  
802-223-0440

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

PART 2A OF FORM ADV

MARCH 30, 2016

This brochure provides information about the qualifications and business practices of KDP Asset Management, Inc. If you have any questions about the contents of this brochure, please contact us at 802-229-2848 or [highyield@kdpam.com](mailto:highyield@kdpam.com). The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about KDP Asset Management, Inc. is also available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

KDP Asset Management, Inc. is a Registered Investment Adviser. Registration with the Securities and Exchange Commission does not imply a certain level of skill or training.

## ITEM 2 – MATERIAL CHANGES

This Form ADV Part 2A brochure is an update to our brochure dated March 31, 2015.

KDP introduced a new suite of Bank Loan Services.

Our brochure may be requested by mail addressed to: Michael Bravin, Chief Compliance Officer, KDP Asset Management Inc. 24 Elm Street, Montpelier, Vermont 05602. Mr. Bravin may also be reached by phone 802-223-0440, or via email at [michael.bravin@kdpam.com](mailto:michael.bravin@kdpam.com). Our brochure is also available on our web site [www.kdpam.com](http://www.kdpam.com).

Additional information about KDP Asset Management, Inc. is available via the SEC's web site [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). The SEC's web site provides information about any persons affiliated with KDP Asset Management, Inc. who are registered, or are required to be registered, as investment adviser representatives of KDP Asset Management, Inc.



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## ITEM 4 – ADVISORY BUSINESS

### FIRM DESCRIPTION & OWNERSHIP

KDP Asset Management, Inc. is an investment adviser registered with the SEC specializing in the management of high yield bonds and leveraged loans with a strong focus on rigorous, bottom-up proprietary credit analysis. Investment advice provided is limited to fixed income mandates with an emphasis on high yield bonds and leveraged loans. The firm was established in June 1999 and is headquartered in Montpelier, Vermont. In 2003, a holding company, KDP, LLC, was created to further ensure alignment of interests between KDP Asset Management, Inc. and its research affiliate KDP Investment Advisors, Inc. KDP, LLC is a holding company owned 72% by Kingman Penniman, CEO. KDP, LLC owns 98.2% of KDP Asset Management, Inc. The remaining 1.8% is owned by outside investors. KDP, LLC also owns 100% of KDP Investment Advisors, the firm's high yield investment research business.

References in this brochure to "KDP" are intended to apply collectively to KDP Asset Management, Inc. and its research affiliate KDP Investment Advisors, Inc. KDP Asset Management provides investment management services to both institutional clients and high net worth individuals. KDP Investment Advisors, Inc. provides high yield research and related services to institutional clients. KDP Investment Advisors, Inc., through a Research and Database Service Agreement, provides KDP Asset Management, Inc. with access to: (i) the detailed industry knowledge possessed by its investment professionals; (ii) its significant proprietary database; and (iii) its analytical support capabilities. The service agreement between KDP Asset Management, Inc. and KDP Investment Advisors, Inc. is reviewed for possible conflicts of interest and firewalls are erected and supervised as necessary.

### TYPES OF ADVISORY SERVICES & CLIENT ASSETS

KDP Asset Management strategies focus primarily on US Dollar denominated high yield bonds and leveraged loans, but may also in certain circumstances and under client guidelines also own securities such as second lien loans, defaulted bonds, convertible bonds, convertible preferred securities, common stock or distressed credit securities. KDP's rigorous fundamental research serves as the basis for the management of our strategies. We do not rely on published ratings by the agencies except as it applies to investment management guidelines.

KDP Asset Management, Inc. provides investment management services based on the individual needs and objectives of its clients. Clients may impose restrictions on investing in certain securities, types of securities, credit ratings, industry sector, and other restrictions. Some clients have elected to have socially responsible, environmental, religious, or other guidelines applied to their portfolios. In addition, KDP Asset Management, Inc. provides clients with the ability to set customized guidelines in terms of asset class weightings, sector weightings, industry emphasis, credit ratings, and other restrictions.

KDP does not currently participate in wrap fee programs.



As of February 29, 2016, KDP Asset Management, Inc. managed assets of \$385,581,815 on a discretionary basis. As of February 29, 2016, KDP Asset Management, Inc. managed assets of \$8,006,996 on a non-discretionary basis.

KDP also seeks to provide bank clients with a comprehensive suite of possible loan services via its KDP Bank Loan Services including Analytical & Regulatory Loan Support, Existing Loan Portfolio Surveillance, Pricing, Loan Administration, and Trade Facilitation.

## ITEM 5 – FEES AND COMPENSATION

KDP Asset Management, Inc. is paid quarterly in arrears based on a percentage of assets under management according to the schedule below. KDP's fees are negotiable and may vary based on account type and client services required.

### KDP DEFENSIVE HIGH YIELD STRATEGY

75 bps	for the first	\$10,000,000
60 bps	for the next	\$25,000,000
50 bps	for the next	\$25,000,000
40 bps	thereafter	

### KDP CREDIT STRATEGY

80 bps	for the first	\$10,000,000
65 bps	for the next	\$25,000,000
55 bps	for the next	\$25,000,000
45 bps	thereafter	

### KDP LOAN STRATEGY

80 bps	for the first	\$10,000,000
65 bps	for the next	\$25,000,000
55 bps	for the next	\$25,000,000
45 bps	thereafter	

### CORE LOAN FUNDING, LLC

50 bps

Accounts with special investment guidelines or other circumstances or requirements may be charged differently based on the services rendered. Some existing clients may pay different fees that are not available to new clients.



**Individualized KDP Bank Loan Services**Buy/Sell Loans - Settlement & Closing - 50bpFor Purchase amounts between \$1MM and \$5MM

Includes on-going Loan Surveillance and SNC Risk Rating Classification for 12 months including Financial Statements, Business Description, and Pricing

For Purchase amounts \$5+MM

Includes full Credit Critique with 3-years of Projections, in depth Covenant Scrutiny, and assignment of KDP Default Risk and Loan Recovery Rankings. Includes 12 months of ongoing Credit Coverage and Pricing (*Full Credit Critique and coverage also available on names not currently in KDP coverage for purchase amounts lower than \$5MM with a \$25,000 minimum fee inclusive of transaction fee*)

Existing Client Loan Portfolio Surveillance

Helping financial institutions manage their current portfolios and strengthen their risk management framework by:

Providing clients with their own - customized to their loan holdings - 24/7 website as well as secure mobile app

Includes KDP Bank Loan Tools for accurate and timely reporting -- providing banks with “real time” Pricing and full KDP Research Coverage updates for their own customized portfolio.

***Fees dependent on number and size of loan holdings.***Access to KDP Bank Loan Services Website - \$25,000/year

Includes:

Detailed Loan Analytics

Clear Underwriting and SNC Risk Rating Classifications

KDP Fundamental Research and forward-looking Quantitative Modelling on KDP Coverage

In-depth Covenant Scrutiny



## FEE BILLING

Separately managed accounts are billed on a quarterly basis in arrears for fees based on the total market value on the last day of the quarter. Unless otherwise directed, total market value includes net unrealized appreciation or depreciation of investments and cash, cash equivalents and accrued interest of the assets in the client account on the last day of the quarter. Some clients use KDP's quarter end market value to determine fees, however, certain client's request the average market value of the three month ends within the quarter to be used. In some cases, we are responsible for calculating managed account fees using KDP Investment Advisors, Inc. pricing of the individual issues. Under our pricing policy, bonds and loans are generally priced at the "mid" between the bid and ask prices. A potential conflict of interest may arise in those circumstances where KDP Investment Advisor's (our affiliate) prices are used because we receive an asset-based advisory fee based on our determination of the value of the assets we manage. In these circumstances, we price the assets in good faith in accordance with our internal pricing policy.

Core Loan Funding LLC clients would be billed quarterly and the structure's trustee would authorize fee payment.

If any Separately Managed Account's contribution/withdrawal changes more than 10% in any quarter, the fee will be prorated. If any Separately Managed Account is not under management for a full quarter, the fee will be prorated.

KDP serves as a sub-advisor to other third-party managers. Fees received from these sub-advisory arrangements may differ from the general fee schedules.

Bank Loan Services Fee Billings are subject to negotiation.

## OTHER FEES

KDP Asset Management, Inc. does not have physical custody of any client assets. KDP fees are exclusive of transaction fees and other related costs and expenses which shall be incurred by the client. Clients may incur certain charges imposed by custodians, brokers-dealers, and other third parties. Such charges, including custodial fees and transaction charges are exclusive of and in addition to KDP Asset Management, Inc.'s fee. Please see Item 12 of this brochure for further information on brokerage selection.

## FEES IN ADVANCE

KDP Asset Management, Inc. does not accept payment of asset management fees in advance.

## ADDITIONAL COMPENSATION

Neither KDP Asset Management Inc. nor any of its supervised persons accept compensation for the sale of securities or other investment products to its clients.

KDP Asset Management, Inc. may be deemed to be a fiduciary to certain advisory clients that are employee benefit plans or individual retirement accounts ("IRAs") pursuant to the Employee





Retirement Income and Securities Act (“ERISA”). As such, our firm is subject to specific duties and obligations under ERISA and the Internal Revenue Code that include among other things, restrictions concerning certain forms of compensation. To avoid engaging in prohibited transactions, KDP may only charge fees for investment advice about products for which our firm and/or our related persons do not receive any commissions or 12b-1 fees, unless such fees are waived.

## **ITEM 6 – PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT**

KDP Asset Management, Inc. does not currently charge any performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client).

## **ITEM 7 – TYPES OF CLIENTS**

KDP Asset Management, Inc. manages separately managed accounts for institutional clients such as insurance companies, endowments, foundations, public plans, pension, profit-sharing plans and high net worth individuals. KDP Asset Management, Inc. may agree at its sole discretion to manage separate accounts below our stated minimum account size. KDP Bank Loan Services clients are slated to include banks, S&L's, and credit unions.

### **KDP DEFENSIVE HIGH YIELD STRATEGY**

Separately Managed Accounts	\$3,000,000
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### **KDP CREDIT STRATEGY**

Separately Managed Accounts:	\$10,000,000
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### **KDP LOAN STRATEGY**

Separately Managed Accounts:	\$10,000,000
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### **CORE LOAN FUNDING LLC**

	\$1,000,000
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**ITEM 8 – METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS****INVESTING IN HIGH YIELD SECURITIES INVOLVES RISK OF LOSS, INCLUDING THE RISK OF PRINCIPAL THAT CLIENTS SHOULD BE PREPARED TO BEAR.**

KDP offers several key advantages to its clients:

- The breadth and depth of its investment team
- KDP's rigorous bottom-up research and KDP proprietary Default Risk and Loan Rankings
- The functional capacity, flexibility and client transparency of its management platform and operations

KDP believes that the key to delivering superior risk adjusted returns lies in controlling credit risk. To do this we combine rigorous bottom up credit analysis with a conservative top down management approach that helps ensure a strong overall credit profile and broad portfolio diversification.

KDP employs a value-oriented, long-term approach to investing that leverages our strong fundamental research capabilities. We seek to take advantage of market inefficiencies and anomalies on an opportunistic basis in order to capture excess credit spread. We place a strong emphasis on issuer, industry and sector diversification. We generally focus on larger and better quality credits in the high yield and leveraged loan universe, as they are often more resilient in times of difficulty and their securities tend to be more liquid and less volatile. Our investment objective is to provide a high level of current income with a strong emphasis on principal preservation through avoiding defaults and maximize portfolio return for amount of risk.

Portfolios are actively managed and trading for the most part focuses on taking aggressive action to eliminate weakening credits and on selectively realizing investment gains. Our conservative approach is reinforced by a sell discipline which creates a strong sell bias on any position that has declined more than 10% from purchase under normal market conditions. While specific strategies may differ slightly, our basic investment philosophy remains the same for all products and styles.



## METHODS OF ANALYSIS

KDP Asset Management derives input from a myriad of sources in its decision making process including our investment team's extensive high yield contacts developed over the past decades which provide us with both sell side research as well as market and specific security color. Our portfolio managers are also constantly assessing issuer and sector conditions through exhaustive exposure to industry and credit specific readings in search of relative value and appropriate weightings. In short, while we rely in great part on our seasoned in-house analyst team, we are quite cognizant of external information sources. Ultimately, the Portfolio Managers determine if they are interested in pursuing a specific security and at that point the credit is placed on an active consideration list.

KDP's Portfolio Managers seek the most attractive risk/reward investments. They have full discretion to purchase securities that have been placed on an Approved List by the Investment Management Committee, provided that the securities meet appropriate criteria for a specific client's portfolio. A decision to add a name to the Approved List requires 100% approval of the KDPAM Investment Committee. Investment purchases and sales are directed thereafter by the portfolio managers who have full discretion.

Investment ideas deemed worthy of pursuit are placed on the Active Consideration List by the portfolio managers and reviewed daily by the analysts. An initial preliminary review of an issuer not on the Approved List is completed by the analyst who covers that issuer's industry and is sent to the KDPAM Investment Committee. If the analyst indicates in the preliminary review that the issuer meets acceptable investment criteria, the portfolio managers may purchase an issue of that issuer and any issuer within the same Credit Group (includes related parent and subsidiary companies). If purchased, the issuer is removed from the Active Consideration List and placed on the Owned but Not Approved List, (a list of issuers that have been purchased but have not been formally approved). This is done via the Management Platform on the internal Research site.

In order to be approved, an in-depth review in the form of a KDP Credit Critique is required by the analyst. The Credit Critique includes a fully integrated financial model with 3 years of projections, the assignment of a KDP Default Risk Ranking, as well as an investment recommendation. The analyst must then formally meet with the KDPAM Investment Committee for a Q & A at which time the KDPAM Investment Committee decides to approve or deny the credit for the Approved List.

When an issuer is formally approved, members of that issuer's Credit Group with the same KDP Default Risk Ranking are also put on the Approved List. This is done via the Management Platform on the internal Research site.

If denied, the credit must be sold as soon as practical.



Credits pending a formal approval are continuously monitored by the analysts. A 10% KDP Default Risk Ranking guideline cap for the KDP Defensive High Yield Strategy is monitored daily. Any guideline violation is reported on the Failed Investment Guideline Report that is emailed each morning to the:

- KDPAM Investment Committee
- KDPAM Compliance Committee
- KDPAM Risk Committee
- KDPAM Back Office

Changes to Approved Membership List:

- 1) When an issue is sold, and there are no other issues owned from the issuer (or the issuers within the same Credit Group with the same KDP Default Risk Ranking), the issuer and the issuers within the same Credit Group with the same KDP Default Risk Ranking will automatically be removed from the Approved List after 6 months.
- 2) If the issuer is repurchased after 6 months, the issuer will require RE-approval from the KDPAM Investment Committee.
- 3) If another issue is purchased from that issuer (or a member of the same Credit Group with the same KDP Default Risk Ranking) within the 6-month period, the issuer and members of the same Credit Group with the same KDP Default Risk Ranking remain on the Approved List and the 6-month removal rule is ignored.

When an issuer (or a member of the same Credit Group with the same KDP Default Risk Ranking) is removed from the Approved List, the following recipients will be notified via email: KDPAM Investment Committee, KDPAM Compliance Committee, Analyst(s) who follow the Issuer and the Director of Research.



## KDP DEFAULT RISK RANKING

The cornerstone of our investment process is our proprietary research based on KDP Default Risk Rankings (DRR) and KDP Loan Recovery Rankings. Analysts prepare initial new issue reports, quarterly earnings comments and as-needed updates for all companies followed including a detailed company analysis, a fully integrated financial model including 3 years of projections which form the basis of our KDP Default Risk and KDP Loan Recovery Rankings.

Our unique forward-looking DRRs are part of KDP's bottom-up, research intensive approach and assess a company's probability of default over 2 and 5-year time horizons and are critical to our investment selection and portfolio construction process. Analysts are required to maintain Default Risk Rankings for all companies that are held within KDP's portfolios.

KDP Quality Segments		Rating Agency Equivalents			
		KDP 2 Yr	KDP 5 Yr	Moody's	S&P
High Quality	1+/1+ to 1/3	1+	1+	Baa2	BBB
Above Average	1/4 to 2/4	1	1	Baa3	BBB-
Average Quality	2/5 to 3/5	1	2	Ba1	BB+
Below Average	3/6 to 4/6	1	3	Ba2	BB
Speculative	5/6 to 7/7	1	4	Ba3	BB-
Default	-In Default-	2	3	Ba3	BB-
		2	4	B1	B+
		2	5	B2	B
		3	4	B2	B
		3	5	B3	B-
		3	6	Caa1	CCC+
		4	5	Caa1	CCC+
		4	6	Caa2	CCC
		5	6	Caa3	CCC-
		6	6	Ca	CC
		6	7	Ca	CC
		7	7	C	C
		- In Default -		C	D

## KDP LEVERAGED LOAN RECOVERY RANKING

KDP's coverage of leveraged loans entails providing bank loan information, including a summary of terms and conditions, collateral, covenants and current loan pricing in the secondary market along with fixed rate equivalent yields and spreads. The primary focus is on institutional Term Loan B's with coverage of second lien loans, revolvers and other term loan tranches as deemed appropriate. KDP Loan Recovery Ranking (RR) is applied at the issue level and is independent of our KDP Default Risk Ranking (DRR).



Generally, Recovery Ranking focuses on risk of loss and is based primarily on our assessment of asset coverage taking into consideration collateral and covenants. Each loan is assigned a letter ranking (A-E) with recovery defined as the undiscounted amount of principal and interest expected to be received in the event of a default and assuming a workout or bankruptcy scenario over a specific period of time (usually 12-24 months). Covenants are important in determining likelihood and timing of default. Strength of collateral is also important in that a strong credit with a weaker collateral package might have a similar Recovery Ranking versus a weaker credit with an all assets security package. Typically, most loans fall in the A, B or C categories. Expected recovery falls into one of the following five categories.

Rating Category	Expected Recovery	Description
A	100%	Excellent
B	75% < 100%	Solid
C	50% < 75%	Average
D	25% < 50%	Inferior
E	0% < 25%	Weak

## INVESTMENT STRATEGIES

### KDP DEFENSIVE HIGH YIELD

KDP's Defensive High Yield strategy over the past 14 years has sought to provide a high level of current income, with a strong emphasis on principal preservation, by investing in better-quality US Dollar denominated high yield bonds and employing an investment approach focusing on fundamental analysis and active risk management. This strategy seeks to invest in companies, sectors and levels of the corporate debt structure where our analysts and investment managers see relative value and that the portfolio is being compensated sufficiently for the level of risk undertaken. All of these decisions are driven by KDP's Default Risk Ranking methodology.

#### ☐ PORTFOLIO STRATEGY AND CHARACTERISTICS:

- Provide a high level of current income with strong emphasis on principal preservation by investing in better-quality high yield bonds and employing an investment approach focusing on fundamental analysis and active portfolio and risk management
- Available as a separately managed account.

#### ☐ INVESTMENT OBJECTIVES:

- To provide a high level of current income with a strong emphasis on principal preservation
- To produce superior long-term performance with low volatility



- Benchmarks: BofA Merrill Lynch HY BB-B Cash Pay Constrained Index and BofA Merrill Lynch HY BB-B Non-Distressed Index

**❑ INVESTMENT GUIDELINES:**

- Bottom-up, value-driven investment selection process
- Focus on better quality segment of the high yield market: target rating of BB-/B+
- Minimum KDP DRR of 3/5 (B3/B- Rating Agency Equivalent) for all purchases
- Focus on larger companies – Typically  $\geq$  \$50MM Cash Flow (EBITDA)
- Conservative portfolio management style: Strong emphasis on diversification with issuers typically <1%, industries typically <10%

### KDP CREDIT STRATEGY

The Strategy's objective is to obtain attractive annual returns over the long term through a blend of income and capital appreciation by allocating between US Dollar denominated defensive high yield bonds, senior/secured floating rate loans and opportunistic/distressed credits across all industry sectors. KDP believes that this strategy allows for the flexibility to move into what it assesses to be the optimum asset allocation depending on the prevailing environment.

The KDP Credit Strategy actively allocates across three asset groups:

**❑ DEFENSIVE HIGH YIELD BONDS (0-100% ALLOCATION)**

**❑ SENIOR SECURED LOANS (0-100% ALLOCATION)**

- Typically same credit quality and diversification requirements as Defensive High Yield Bonds, however, the strategy may purchase Bank Loans with DRRs of lower than 3/5 provided they have a KDP Leveraged Loan Recover Ranking (RR) of A (100% Expected Recovery)

**❑ OPPORTUNISTIC CREDIT SECURITIES (0-25% ALLOCATIONS)**

- Comprised of securities such as second lien loans, defaulted bonds, convertible bonds, convertible preferred securities, or distressed
- Benchmarks: BofA Merrill Lynch High Yield BB/B Non-Distressed and Credit Suisse Institutional Leveraged Loan Index and the J.P. Morgan BB/B Leveraged Loan Index.

### KDP LOAN STRATEGY

The KDP Loan Strategy seeks to actively manage senior secured, floating rate loans applying the credit discipline of KDP's 18 industry and market analysts and relying on the experience of our seasoned portfolio management team.



☐ **INVESTMENT OBJECTIVES:**

- Provide a high level of current income with emphasis on principal preservation investing in better-quality high yield loans
- Employ an investment approach focusing on fundamental analysis and active portfolio and risk management
- To produce superior long-term performance with low volatility
- Benchmark: Credit Suisse Institutional Leveraged Loan Index and the J.P. Morgan BB/B Leveraged Loan Index

☐ **INVESTMENT GUIDELINES**

- Bottom-up, value-driven investment selection process
- Focus on better quality segment of the high yield loan market: target rating of Ba3/BB-
- Strategy may purchase Leveraged Loans with KDP Default Risk Ranks of lower than 3/5 (B3/B-) provided they have a KDP Leveraged Loan Recovery Ranking of A (100% Expected Recovery)
- Focus on larger companies – Typically > \$100MM Cash Flow (EBITDA)
- Conservative portfolio management style - emphasis on diversification with issuers <5%, industries typically <15%

## CORE LOAN FUNDING

Core Loan Funding is an open-ended fund that expects to purchase a diversified portfolio consisting primarily of senior secured corporate loans of U.S. corporations. Core Loan Funding provides equity investors with an opportunity to utilize term leverage and thereby potentially enhance returns provided through KDP's defensive and fundamentally driven management of loans.

The term financing facility is structured on the basis of fundamental credit performance of assets and not market technicals. Equity investors may benefit from a three year reinvestment period over the five year term of the facility. The portfolio is expected to be purchased by KDP in the open market after the closing date of Core Loan Funding, (no legacy or inventory items). The targeted asset pool is consistent with the credit defensive, targeted low volatility strategy that KDP has utilized in its management strategies for clients.

Eligible Assets:

The Pool shall consist of secured first lien syndicated term loans approved by the Senior

Note Provider and which shall be subject to the following limitations:

- Individual obligor concentrations no greater than \$4 million, provided that up to





10 obligors may be up to \$5 million each

- Eligible Assets may not be rated lower than B- by S&P or lower than B3 by Moody's at the time of inclusion in the collateral portfolio
- Eligible Assets must be actively quoted by at least three approved broker-dealers selected by the Senior Note Provider

## **BANK LOAN SERVICES**

KDP seeks to provide federally regulated financial institutions with a comprehensive suite of loan management and due diligence services including:

- **Analytical & Regulatory Support**
  - Helping banks navigate the Broadly Syndicated Loan / SNC markets in light of recent regulatory guidance through:
    - Detailed loan analytics
    - Clear underwriting and risk rating classifications
    - KDP fundamental research and forward-looking quantitative modelling
    - In-depth covenant scrutiny
- **Existing Loan Portfolio Surveillance, Pricing, and Administration**
  - Helping banks manage their current portfolios and strengthen their risk management framework by:
    - Providing the research and analytics needed to aid in preparing for exams/regulatory review
    - Providing access to KDP Bank Loan Tools for accurate and timely reporting - 24/7 website as well as secure mobile app – providing banks with “real time” updates for their own customized portfolio
- **Trade Facilitation**
  - KDP Bank Loan Services can help bank clients buy/sell loans while providing:
    - Transparent Pricing
    - Competitive Levels
    - Settlement and Closing Support
    - On-going Surveillance



## RISK OF LOSS

KDP Asset Management, Inc. invests in below investment grade securities (sometimes referred to as 'junk bonds') and leveraged loans. These companies have a credit rating equal to or lower than BB+(Standard&Poors) or Ba1(Moody's). These securities would be classified as highly illiquid. Fixed income securities rated below investment grade are especially susceptible to credit risk. No person should invest who cannot afford to hold the investment for a substantial period of time or who cannot afford the loss of the entire investment.

High yield companies which are highly leveraged are prone to be more negatively affected by economic downturns and adverse market conditions due to their high leverage or legal uncertainties. Thus, credit risk tends to increase during economic recessions, which usually results in wider credit spreads and price depreciation.

The risk that an issuer of a security will fail to pay interest and or principal in a timely manner, or that negative perceptions of the issuer's ability to make such payments will cause the price of the security to decline.

Fixed income securities increase or decrease in value based on changes in interest rates. If rates increase, the value of fixed income securities generally declines. On the other hand, if interest rates fall, the value of the fixed income securities generally increases.

Certain fixed income securities pay interest at floating or variable rates. Variable rate securities, reset at specified intervals, while floating rate securities, such as senior secured loans, reset whenever there is a change in a specified index rate or as market conditions and/or issuer conditions warrant. The market prices of these securities may fluctuate significantly when interest rates change.

There is the risk that future cash flows from existing investments may have to be reinvested at lower rates of return than the rates originally achieved. The risk is amplified in the case of securities which have embedded optionality which may cause prepayments to accelerate as rates decline.

There is a risk that issuers and counterparties will not make payment on the securities they issue. In addition, the credit quality of securities may be lowered if an issuer's financial condition changes. Lower credit quality may lead to greater volatility in the price of a security which may affect liquidity and our ability to sell the security.

In some circumstances, the markets for fixed income securities can become "illiquid". In other words, the spread between the "bid" (level where a market participant would buy) and the "ask" (level at which one would sell) becomes very wide. In these instances, it may become difficult or even impossible to transact in the affected securities. Certain fixed income securities may be substantially less liquid compared to other securities.



The frequency at which prepayments (including voluntary prepayments and accelerations due to defaults) occur on the investments will be affected by a variety of factors, including the prevailing level of spreads as well as economic, demographic, geographic, tax, social, legal and other factors.

The success of KDP Asset Management, Inc. will be dependent upon the investment decisions made by the Portfolio Managers and its key employees. Certain key individuals at KDP have been material to its business. A loss of any one or more of such persons could be material to KDP Asset Management, Inc. and its clients.

**Use of Leverage.** Due to the existence of term-financing in Core Loan Funding, LLC., changes in the market value of the securities could be greater than the changes in the value of the underlying Portfolio, which itself is subject to, among other things, credit and liquidity risk. Purchasers of the securities must consider with particular care the risks of leverage. Although the use of leverage creates opportunity for substantial returns, it substantially increases the likelihood that the holders of securities could lose their entire investment if the Issuer is adversely affected by the removal of certain assets upon the occurrence of credit events or otherwise.

**Secured Bank Loan Risk:** The risks associated with floating rate loans are similar to the risks of below investment grade securities. In addition, the value of the collateral securing the loan may decline, causing a loan to be substantially unsecured. The sale and purchase of a leveraged loan are subject to the requirements of the underlying credit agreement governing such leveraged loan. These requirements may limit the eligible pool of potential leveraged loan holders by placing conditions or restrictions on sales and purchases of leveraged loans. Leveraged loans are not traded on an exchange and purchasers and sellers of leveraged loans rely on market makers, usually the administrative agent for a particular leveraged loan. These factors, in addition to overall market volatility, may negatively impact the liquidity of leveraged loans. Difficulty in selling a floating rate loan may result in a loss.

Bank loan clients are bound by contractual obligations established under the bank debt's loan documentation and the transfer agreements executed when purchasing and selling bank debt. These factors, in addition to overall market volatility, may negatively impact the liquidity of loans. Purchases and sale transactions for this asset class involved heightened risk of extended and delayed settlement times which can result in increased counterparty and liquidity risk. Bank debt is not registered or regulated under federal securities laws.

Borrowers may pay back principal before the scheduled due date when interest rates decline, which may require the loan strategy to replace a particular loan with a lower-yielding security. In rare instances, the client may assume the credit risk of the administrative agent in addition to that of the borrower, and investments in loan assignments may involve the risks of being a lender.



**Potential Concentration Risk:** Client portfolios may have highly concentrated positions in issuers engaged in one or a few industries. If investments involving a particular obligor, industry or geographic location represent more than a small proportion of the investments, and that obligor, industry or geographic location were to experience difficulties that would affect payments on such investments, the overall timing and amount of collections on the investments may differ from what the Portfolio Manager may have expected, and portfolios may be adversely affected. This increases the risk of loss relative to the market as a whole.

**Sector Risk:** The value of securities focused in a particular industry or market sector will be highly sensitive to financial, economic, political and other developments affecting that industry or market sector, and conditions that negatively impact that industry or market sector will have a greater impact as compared to an account that does not have its holdings similarly concentrated. Examples of developments that might cause adverse outcomes on a sector's valuations include legislative actions, regulatory changes, tax or accounting changes and technical conditions specific to that market segment. These conditions that negatively impact an industry or market sector will have a greater impact as compared to an account that does not have its holdings similarly concentrated. In addition, defaults may be highly correlated with particular obligors, industries or geographic locations.

**Extraordinary Events Risk:** Global terrorist activity and United States involvement in armed conflict may negatively affect general economic fortunes, including sales, profits, and production, and may lead to depressed securities prices and problems with trading facilities and infrastructure.

Within the past several years, world financial markets have experienced extraordinary market conditions. In reaction to these events, regulators in the United States and several other countries have undertaken and continue to undertake unprecedented regulatory action to stabilize U.S. and global financial markets. It is uncertain whether regulatory actions will be able to prevent losses and volatility in securities markets, or stimulate the credit markets. Additionally, there may be significant new regulations that could limit investment opportunities or change the functioning of the capital markets, and there is the possibility of a severe worldwide economic downturn.

## **ITEM 9 – DISCIPLINARY INFORMATION**

Investment advisors are required to disclose all material facts regarding any legal or disciplinary events that would be material to evaluation of KDP Asset Management, Inc. or the integrity of its management team. KDP Asset Management, Inc. has not been the subject of any complaints or been involved in any disciplinary proceedings since its inception in 1999.



**ITEM 10 – OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS**

In 2003, a holding company, KDP, LLC, was created to further ensure alignment of interests between KDP Asset Management, Inc. and its research affiliate KDP Investment Advisors, Inc. KDP, LLC owns 98.2% of KDP Asset Management, Inc. The remaining 1.8% is owned by outside investors. KDP, LLC also owns 100% of KDP Investment Advisors, the firm's high yield investment research business. KDP, LLC is a holding company owned 72% by Kingman Penniman, CEO. KDP Investment Advisors, Inc., through a Research and Database Service Agreement, provides KDP Asset Management, Inc. with access to: (i) the detailed industry knowledge possessed by its investment professionals; (ii) its significant proprietary database; and (iii) its analytical support capabilities

KDP Asset Management, Inc. has a sub-advisory arrangement with General Re-New England Asset Management, Inc. (GR-NEAM), a registered investment advisor with the Securities and Exchange Commission ("SEC") under the Investment Advisers Act of 1940. Under this sub-advisory arrangement KDP offers the management of (1) high yield bonds; (2) senior secured loans, as well as (3) a credit strategy, in which KDP actively allocates between the high yield bond strategy and senior secured loan strategy. The choice between the strategies will depend upon client preferences, asset size, and concentration limitations.

KDP Asset Management, Inc. will serve as the Portfolio Manager of the actively marketed Core Loan Funding, LLC, by virtue of a contractual agreement with Core Funding, LLC's placement agent, Sandler O'Neill & Partners L.P.

**ITEM 11 – CODE OF ETHICS AND PERSONAL TRADING**

KDP Asset Management, Inc. has a fiduciary responsibility to treat clients fairly and avoid actual or potential conflicts of interest. The employees of KDP Asset Management, Inc. have an obligation to act solely in the best interests of clients, and to make full and fair disclosure of all material facts, particularly where the clients' interests may conflict with the interests of the firm or its employees. Information concerning the trading activities, identity of securities and financial circumstances of KDP Asset Management, Inc.'s clients must be kept confidential.

KDP Asset Management, Inc. or KDP Investment Advisors Inc. may recommend that clients buy and sell securities that KDP Asset Management, Inc. has some interest in. This creates a potential conflict of interest between and among the manager, its employees, and its clients. To address this potential conflict, KDP Asset Management, Inc. and KDP Investment Advisors, Inc. each adopted a Code of Ethical Conduct pursuant to SEC Rule 204A-1, which is reviewed and updated annually as necessary. All persons to whom the Code of Ethical Conduct is applicable must avoid investment activities and practices which may work to the detriment of the firm or which would impair, or appear to impair, their ability to act for our clients in an objective and unbiased manner. No company's securities may be purchased or sold by an employee without prior approval in writing from a member of the Compliance Committee. Approval will not be granted if the security appears on the respective Restricted List (described below), or if



confirmation with the firm's portfolio manager(s) indicate such security is being worked as a part of a current trade. When the term "security" is used it includes stocks, bonds, derivatives, and any other financial instruments. The Restricted List for employees will include: any company for which the employee has received material non-public information. Additionally, the Chief Executive Officer may, solely or in consultation with employees and officers of KDPAM, add or delay the removal of companies to or from the Restricted List. In general, companies will be removed from the Restricted List when the information is no longer considered material and nonpublic.

These transactions are subject to KDP Asset Management, Inc.'s Policies and Procedures regarding personal securities trading, as well as to the requirements of the Investment Advisers Act. This requires reporting of personal securities accounts, transactions and or holding to the Chief Compliance Officer. The Chief Compliance Officer periodically monitors reported personal securities trading activities. This includes a quarterly review of the reported trading activities of all employees, compared to the pre-approval records.

Employees may not undertake business activities outside of the Firm that may cause, or appear to cause, any conflict of interest. All employees are subject to pre-approval of all political contributions. The practice of accepting gifts or gratuities is not only unnecessary and undesirable but also contrary to the clients' interest. Therefore, employees are prohibited from accepting other than token gifts valued at less than \$100 per year from firms, organizations, vendors, their employees, agents or other individuals who may do or conduct business with the firm or furnish materials, goods and services to the firm.

In the course of providing its services, KDP Asset Management, Inc. and KDP Investment Advisors, Inc. may come into possession of material, non-public information which, if disclosed, might affect an investor's decision to buy, sell, or hold a security. Under applicable law, KDP Asset Management, Inc. and KDP Investment Advisors, Inc. are prohibited from improperly disclosing or using such information for their personal benefit or for the benefit of any other person, including KDP's clients.

KDP Asset Management, Inc. and KDP Investment Advisors, Inc. maintain an Insider Trading Policy that is designed to identify and prevent the misuse of material, non-public information. There may be certain instances in which employees receive material nonpublic information due to investment activities and, consequently, this may restrict KDP Asset Management, Inc. with respect to that investment. KDP Asset Management, Inc. and KDP Investment Advisors, Inc. when required, institutes trading and communication prohibitions, including, but not limited to: restricted lists, trading walls or firm-wide restrictions.

KDP Asset Management, Inc. maintains a Privacy Policy which is intended to describe KDP Asset Management, Inc. policies, educate employees about KDP Asset Management, Inc. policies, establish procedures, monitor and ensure, to the extent feasible, that KDP Asset Management, Inc. satisfies its obligations in this area. KDP Asset Management, Inc. will have access to client nonpublic personal information. We do not disclose any nonpublic personal



information about current or former clients without their authorization, except as permitted by law or in response to governmental inquiries. We restrict access to client nonpublic personal information to those employees who need to know that information in order to provide services to clients. KDP also may disclose nonpublic personal information to third parties (such as brokers, custodians, administrators, or back-office service providers) only as permitted by law and on an as needed basis. KDP maintain safeguards to protect nonpublic personal information. If, at any time in the future, it becomes necessary to disclose nonpublic personal information in a way that is inconsistent with this policy, KDP Asset Management, Inc. shall provide advance notice of the proposed change in order for the opportunity to opt out of such disclosure.

KDP Asset Management, Inc. and KDP Investment Advisors, Inc. adopted a Whistleblower policy to comply with the requirements of the Dodd-Frank Wall Street Reform and Consumer Protection Act. A supervised person when reporting a concern or making a complaint is to report such action to the Chief Compliance Officer or to KDPAM's other senior management in the event the concern pertains to the Chief Compliance Officer.

All KDP Asset Management, Inc. and KDP Investment Advisors, Inc. employees must accept in writing at time of hire, annually and when revised the terms of the Code of Ethical Conduct Policy, Insider Trading Policy, the CFA Institute's Asset Manager Code of Professional Conduct and Code of Ethics and Standards of Professional Conduct.

KDP considers all employees to be "Access Persons" and thus all employees at KDP Asset Management, Inc. and KDP Investment Advisors, Inc. are held to the same strict standards.

A copy of each these policies are available to any client or prospective client upon request by mail; Michael Bravin, Chief Compliance Officer, KDP Asset Management Inc. 24 Elm Street, Montpelier, Vermont 05602; by phone 802-223-0440; or email at michael.bravin@kdpam.com.

## **ITEM 12 – BROKERAGE PRACTICES**

### **BROKERAGE DISCRETION AND BEST EXECUTION**

Generally and unless otherwise directed by a client, KDP Asset Management, Inc. has full authority and discretion to engage any broker-dealer that is on KDP's list of "approved broker-dealers" and negotiate commissions and to execute investment decisions and transactions for its clients. KDP's overriding objective in broker-dealer selection is to be consistent with our fiduciary duty of best execution of orders for our clients. Generally, fixed income transactions do not have stated commissions and such transactions are typically effected on a "net" basis which may reflect a markup or markdown. Fixed income transactions may also be purchased from underwriters and dealers in fixed-price offerings, the cost of which may include undisclosed fees and concessions received by the underwriters.

In selecting broker-dealers, KDP Asset Management, Inc. seeks those broker-dealers that it reasonably believes can provide best execution of transactions under the circumstances. KDP





may consider a number of factors, including but not limited to: the nature of the security being traded; the size and type of the transaction; the nature and character of the markets for the security to be purchased or sold; the desired timing of the trade; the activity existing and expected in the market for the particular security; confidentiality, including trade anonymity; the quality of the execution, clearance and settlement services; financial stability of the broker-dealer, and the broker-dealer's execution capabilities, including block positioning, access to public offerings, and ability to obtain best price and execution. Portfolio managers execute all trades with internally approved broker-dealers. KDP has controls in place for monitoring execution in our clients' portfolios including periodically reviewing trades for best execution and maintaining an approved broker-dealer list. Although KDP Asset Management, Inc. generally seeks competitive commission rates and dealer spreads, it will not necessarily pay the lowest commission or commission equivalent. In any transaction for its clients, KDP Asset Management, Inc. uses reasonable diligence to ascertain the best market for the security (unless required to use a specific broker designated by the client) and buy or sell in such market so that the resultant price to the client is as favorable as possible under prevailing market conditions.

#### USE OF RESEARCH AND OTHER SOFT DOLLAR BENEFITS

Subject to the criteria of Section 28(e) of the Securities Exchange Act of 1934, KDP may pay a brokerage commission in excess of that which another broker might have charged in recognition of the value of the brokerage and research services provided. Research services include advice as to the value of securities; the advisability of investing in, purchasing or selling securities; the availability of securities or purchasers or sellers of securities; furnishing analyses and reports concerning issuers, industries, securities, economic factors and trends, portfolio strategy and performance of accounts; and effecting securities transactions and performing functions incidental thereto (such as clearance and settlement). Research obtained in this manner based on the safe harbor requirements of Section 28(e) may be used by KDP in servicing any or all of its clients. Clients may benefit from research obtained through the commissions paid by any of KDP's client accounts.

KDP may also from time to time participate in certain "soft dollar" arrangements with broker-dealers to obtain third-party research and market data services. The company participates in such arrangements only under the safe harbor provision of Section 28(e). Services obtained by KDP may include, but are not limited to Bloomberg Terminals (research, market information and corporate data), and Advent Software (trading and portfolio accounting software). The Compliance Committee formally approves all new third-party soft dollar services.

KDP does receive unsolicited research from the broker dealers it trades with during the normal course of business. KDP Asset Management, Inc. makes a good faith determination that the amount of commission paid is reasonable in relation to the value of the brokerage and research service provided by the broker-dealer. Receipt of research or brokerage services from brokers who execute trades involve conflicts of interest with our best execution efforts, given an





incentive to transact with those brokers from whom we may obtain such research and services. Such transactions are carefully considered and reviewed by the Investment Management Committee and KDP Compliance Committee to ensure conformity with the safe harbor provisions of Section 28(e).

#### TRADE AGGREGATION

KDP will aggregate trades where possible and advantageous to clients. Clients will share transaction costs equally on a pro-rated basis. If purchases of securities are considered at the same time for two or more clients, the transactions in such securities will be allocated among the clients in a manner deemed to be fair and equitable by KDP Asset Management, Inc. KDP's trade aggregation allocation policies are designed, in part, to prevent conflicts of interest that may arise. These policies take into account factors including but not limited to, the assets of such accounts, the respective size of such accounts, the amount of securities proposed to be purchased or sold in the accounts, diversification within the respective accounts, the investment objectives of the accounts (including portfolio duration targets, sector allocation and structure relevant to client benchmark). Each client that participates in a block trade will receive the average security price and pro-rata portion of the trade transaction cost. Although KDP believes that the ability to aggregate orders for client accounts will in general benefit its clients as a whole over time, in any particular instance, such aggregation may result in a less favorable price or execution for any particular client than might have been obtained if a particular transaction had been effected on an unaggregated basis. Compliance will monitor allocations among all accounts to ensure that all trade allocation policies are consistently enforced.

#### NEW ISSUES

KDP Asset Management, Inc.'s new issue policy is to allocate new issues fairly and equitably among our advisory clients over time. However, there may be circumstances where a portfolio manager may allocate investments in a manner that does not treat all clients fairly and equitably. The guidelines provide for adjustments to allocation amounts in certain cases as an allocation may not always accommodate all accounts. For example, adjustments may be made: (1) to reallocate taking into account a participating portfolio's characteristics, such as available cash, issuer or industry concentration, credit exposure and duration; (2) to eliminate de minimis positions; (3) to give priority to accounts that are ramping up; and (4) to give priority to accounts with specialized investment guidelines. Also, with private placement transactions (144A's), certain conditions mandated by the client or issuer may limit availability of allocations to client accounts. The portfolio manager will submit a new issue transaction report on these transactions to the Chief Compliance Officer or in his absence a member of the Compliance Committee to ensure transactions are consistent with stated policy.



## CROSS TRADES

KDP Asset Management Inc.'s policy and procedure is to not engage in any agency cross transactions. KDP may effect cross transactions between client accounts in which one client will purchase securities held by another client. Such transactions will only be entered into when in compliance with the Investment Company Act, Advisers Act and any other applicable law (Employee Retirement Income Security Act of 1974, as amended for ERISA accounts). KDP Asset Management, Inc. must deem the transaction to be in the best interests of both clients and at a price KDP Asset Management, Inc. has determined by reference to independent market indicators and which KDP Asset Management, Inc. believes to constitute "best execution" for both parties. A member of the portfolio management team takes the high bid and the low offer to calculate a mean price. They add/subtract 1/8 of a point to get a sell price and a buy price so that the spread is generally 1/4 of a point (there are occasions when they will make the sell/buy price spread of 1/8, usually when the markets are really tight or greater than an 1/8 when market spreads are wide). These cross trades may still benefit clients on both sides of the trade because the one client sells the security for more than the bid price (i.e., the price it would have received in the open market) and the other client purchases the security at less than the ask price (i.e., the price it would have paid in the open market). After receiving approval from a member of the Compliance Committee, a member of the portfolio management team then sends the trades to the broker who will execute the cross trades. Neither KDP Asset Management, Inc. nor any related party would receive any compensation in connection with any such "cross" transactions.

## TRADE ERRORS

As a fiduciary, KDP Asset Management, Inc. has the responsibility to effect orders correctly, promptly and in the best interests of our clients. In the event any error occurs in the handling of any client transactions, due to KDP Asset Management, Inc.'s actions, or inaction, or actions of others, KDP Asset Management, Inc.'s policy is to seek to identify and correct any errors as promptly as possible without disadvantaging the client or benefiting KDP Asset Management, Inc. in any way. If the error is the responsibility of KDP Asset Management, Inc., any client transaction will be corrected and KDP Asset Management, Inc. will be responsible for any client loss resulting from an inaccurate or erroneous order or the client will retain any gain realized in connection with the error correction. KDP Asset Management, Inc.'s policy and practice is to monitor and reconcile all trading activity, identify and resolve any trade errors promptly, document each trade error with appropriate supervisory approval and maintain a trade error file.

From time-to-time, circumstances may arise when we need to reallocate a security to another client account after its initial allocation but before the settlement date. For instance, an order that did not satisfy the client's investment guidelines but was not blocked by our pre-trade management systems or a trade that was inadvertently allocated to the wrong account may need to be reallocated to another client account. A member of our Compliance Committee must review each request to reallocate a security to determine if a reallocation is warranted under the



circumstances. To the extent it is determined that a security should be reallocated, it is typically reallocated at the original transaction price even if it is reallocated on a date that is after the original trade date. The original transaction price may be higher or lower than the price at which we could purchase (or sell) that security on the reallocation date.

### **ITEM 13 – REVIEW OF ACCOUNTS**

KDP's Risk Management Committee monitors all portfolio activity on a daily, post-trade basis via a proprietary web portal to ensure compliance with client-specified investment criteria and constraints. The Committee monitors portfolio compliance, pricing, performance, credit risk, and other risk factors daily. Any violations or discrepancies triggered by the automated report are sent to the Investment Committee for review and immediate appropriate action. In addition, the Investment Committee and Risk Management Committee receive an automated daily electronic report that provides information as to compliance with all individual client mandates.

All transactions are reviewed and approved by the Chief Executive Officer of KDP Asset Management, Inc. on a daily basis. The reviews focus on consistency of portfolio investments with firm policy and asset allocations. The Portfolio Managers review client accounts on an ongoing basis to monitor performance and for consistency with client guidelines, objectives and restrictions. Account performance is computed monthly and is reviewed by the Investment Management Committee.

The Portfolio Managers also meet daily with KDPIA Industry and Market Analysts. Price movements, news stories and any earnings releases as well as industry and issuer positions are discussed encompassing all securities held in a client's portfolio to include potential transactions. Monthly performance is reviewed for all clients. All portfolios are reviewed by senior investment professionals who include Kingman Penniman, Chief Investment Officer, Kathy News, Senior Portfolio Manager, and Justin Monteith, Portfolio Manager. One or more members of the portfolio team correspond directly with the client. All accounts are reviewed with the client as directed by the client.

Clients may receive monthly reports that include performance analysis, portfolio holdings and transactions. Through our client portfolio portal, all clients have the opportunity to monitor and apply a broad range of analytics to their portfolios in an ongoing manner on a 24/7 basis.

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

KDP Asset Management, Inc. does not pay referral fees to a third-party. From time to time KDP Asset Management, Inc. may enter into agreements, which comply with Rule 206(4)-3 and other requirements of the Advisers Act, that provide for the payment of cash compensation to solicitors who secure clients for KDP Asset Management, Inc. Fee arrangements are generally based on a retainer and/or percentage of the advisory fee associated with any new business secured by the solicitor.



KDP Asset Management, Inc. has also instituted an incentive compensation plan for all employees. Employees will receive a cash reward for each Qualified Prospect that becomes a client of KDP Asset Management, Inc.

### **ITEM 15 – CUSTODY**

KDP Asset Management, Inc. does not have physical custody of client's funds or assets. Clients select their own qualified custodians, such as banks or broker-dealers, to maintain client funds or securities.

We may be deemed to have custody of client assets for the purposes of the Advisor's Act in those cases where we have the authority to deduct our management fees. KDP Asset Management does not have physical custody of these assets which are held by an unaffiliated third-party.

Clients receive account statements directly from their custodians and/or from their custodian banks' accounting departments. Clients should carefully review those statements. In addition, clients receive account statements from us. When you receive account statements from us, we encourage you to compare them to the account statements you received from your custodian and/or custodian bank accounting department. There may be differences in market values between our account statements and the custodian's account statement for various reasons. For example, we and your custodian may use different pricing sources to value securities held in your portfolio. Other differences can be because we and the custodian may generate account statements based on a trade date versus settlement date basis or may be due to the custodian's policies for handling certain assets or changes in the values of certain assets. To the extent you find such discrepancies and would like to obtain an explanation, we encourage you to call us to obtain such information.

### **ITEM 16 – INVESTMENT DISCRETION**

KDP Asset Management, Inc. accepts discretionary authority from the client at the outset of an advisory relationship to select the identity and amount of securities to be bought or sold. In all cases, however, such discretion is to be exercised in a manner consistent with the stated investment objectives for the particular client account.

When selecting securities and determining amounts, KDP Asset Management, Inc. observes the investment policies, limitations and restrictions of the clients for which it advises. Clients may restrict KDP from purchasing securities in certain industries, a specified issuer or may impose certain social restrictions. Investment guidelines and restrictions must be provided to KDP Asset Management, Inc. in writing.

KDP also may manage accounts for clients on a non-discretionary basis and would follow the instructions of clients as to the securities to be bought or sold and any other transaction-related instructions the client directs.



**ITEM 17 – VOTING CLIENT SECURITIES**

Because KDP Asset Management, Inc., manages fixed income securities, proxy voting is generally not required or requested under a fixed income asset class. However, in certain cases there may be a request to vote from time to time.

Clients may obtain a copy of KDP Asset Management, Inc.'s complete proxy voting policies and procedures upon request. Clients may also obtain information from KDP Asset Management, Inc. about how KDP Asset Management, Inc. voted any proxies on behalf of their account(s).

When voting on corporate debt actions for clients, our main concern is that all decisions be made solely in the best interest of the client (and for ERISA accounts, plan beneficiaries and participants, in accordance with the letter and spirit of ERISA). We will act in a prudent and diligent manner intended to enhance the economic value of the assets of the client's account except to the extent otherwise required by the agreement with the client. Examples of such corporate actions could include changes to the credit agreement, and exchange for tender offer consents.

**ITEM 18 – FINANCIAL INFORMATION**

In certain circumstances, Registered Investment Advisers are required in this item to provide clients with certain financial information or disclosures about KDP Asset Management Inc.'s financial condition. KDP Asset Management, Inc. has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.



## ***KDP Privacy Policy***

The purpose of this notice is to comply with SEC Regulation S-P which specifies privacy rules promulgated under section 504 of the Gramm-Leach-Bliley Act. Section 504 requires the Commission and other federal agencies to adopt rules implementing notice requirements and restrictions on a financial institution's ability to disclose non-public personal information about consumers. Under the Gramm-Leach-Bliley Act, a financial institution must provide its customers with a notice of its privacy policies and practices, and must not disclose non-public personal information about a consumer to non-affiliated third parties unless the institution provides certain information to the consumer and the consumer has not elected to opt out of the disclosure. The Act also requires the Commission to establish for financial institutions appropriate standards to protect customer information.

We may collect the following non-public personal information about you from the following sources:

Information we receive from you on applications or other forms; and

Information about your transactions with us, our affiliates, or others

However, we do not disclose any non-public personal information about our customers or former customers to anyone, except as permitted by law. We do not sell information about current or former customers to any third parties.

We restrict access to non-public personal information about you to those employees who need to know that information to provide products or services to you. We maintain physical, electronic, and procedural safeguards that comply with federal standards to guard your non-public personal information.

