

# WEST GATE HORIZONS ADVISORS, LLC

633 West 5<sup>th</sup> Street, Suite 6600

Los Angeles, CA 90071

213-621-3700

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

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This Brochure provides information about the qualifications and business practices of WEST GATE HORIZONS ADVISORS, LLC (“West Gate” or the “Adviser”). If you have any questions about the contents of this Brochure, please contact us at [mhatley@westgatehorizons.com](mailto:mhatley@westgatehorizons.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.

West Gate is a registered investment adviser. Registration of an Investment Adviser does not imply any level of skill or training. The oral and written communications of an Adviser provide you with information about which you determine to hire or retain an Adviser.

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

## **Item 2 – Material Changes**

This annual amendment dated 03/27/2015 replaces our last amendment was dated 03/27/2014.

West Gate Horizons Advisors, LLC (“West Gate”) will now do business as “Aristotle” when referencing West Gate along with more than one of its affiliates as identified in Item 10.C. of this disclosure.

We will provide you with an updated Brochure, as needed, based on changes or new information, at any time, without charge. Currently, this Brochure may be requested by contacting Andrea Denisevich at (213) 621-3758 or [adenisevich@westgatehorizons.com](mailto:adenisevich@westgatehorizons.com). Our Brochure is also available on our website [www.westgatehorizons.com](http://www.westgatehorizons.com), also free of charge.

Additional information about West Gate is also available via the SEC’s website [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). The SEC’s website also provides information about any persons affiliated with West Gate who are registered, or are required to be registered, as investment adviser representatives of West Gate.

### **Key updates:**

- Item 4: Assets Under Management at 12-31-14
- Item 5: Advisor Compensation
- Item 8: Methods of Analysis and Investment Strategies and Risk of Loss
- Item 10: Material Relationships or Arrangements

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## **Item 4 – Advisory Business**

### **Advisory Services**

#### **4. A. Advisory Firm Description**

West Gate was formed in 2005 and focuses primarily on the management of senior secured loans, unsecured loans and other credit related investment securities (collectively Corporate Debt Instruments) for Collateralized Loan Obligations (“CLO”) which is a kind of Private Fund. Senior secured corporate loans are sometimes referred to as “Bank Loans” and unsecured loans are referred to collectively as “Second Lien Loans”. These Bank Loans, Second Lien Loans are typically non-investment grade and are considered speculative investments and have greater credit and liquidity risk than investment grade investments.

West Gate began operations in September of 2005 after purchasing all of the active investment management contracts of ING Capital Advisors, LLC (“ICA”) and substantially all of the employees of ICA became employees of West Gate. The majority owner of West Gate is WG Holdings (which is controlled by Richard Hollander who is also a Director of West Gate). Michael Hatley (CIO and President of West Gate), Graydon Wilcox (CFO and CCO of West Gate) and Richard Schweitzer (Director of West Gate ) are also owners of West Gate.

#### **4.B. Types of Advisory Services**

West Gate currently serves as discretionary investment adviser to certain investment funds that are not generally available to the public for investment (together with such other funds as West Gate may advise in the future, the “Funds” and each a “Fund”). West Gate’s current Clients generally consist of issuers of CLOs which is a type of a Private Investment Fund. A CLO is a special purpose vehicle with an independent board of directors. A CLO’s assets primarily consist of Bank Loan and related investments in addition to cash. In order to fund its purchases of assets, the CLO will issue through a third party internationally known broker dealer on its closing date, debt and equity securities which are typically DTC eligible. The investors who purchase such securities from the broker dealer (and also those investors who purchase such securities in secondary transactions) are generally sophisticated entities who must meet certain requirements. The CLO Issuer and Investors in the CLO’s securities are typically limited in their ability to terminate their investment in the CLO under the CLO documentation. Such limits are set out in the CLO’s Offering Memorandum and other CLO Documents. In addition, most investors in CLO securities have the ability, subject to market conditions and the willingness of third

party broker-dealers to make markets in such securities, to sell their interests in the CLO securities in secondary markets. CLO securities are speculative investments and, as such, are generally held by experienced institutions which are willing, and can bear, the economic risk of investment.

Although West Gate typically provides investment advisory services to CLOs and related entities, from time to time, West Gate may also serve as a discretionary investment adviser to institutional separate account clients.

In general, West Gate provides investment advisory services with regard to Bank Loans, and related high yield products and does not provide investment supervisory services. Some examples of these related high yield products would consist of Second Lien Loans, high yield bonds ( "High Yield Bonds"). West Gate, in accordance with applicable investment guidelines, may also invest in the debt securities of structured finance obligations (typically other CLOs managed by third-party investment advisors and sometimes called "SFOs"). In some cases, investment policies of Clients allow for the investment in synthetic securities which typically are designed to give exposure to Bank Loans and other related instruments.

#### **4.C. Client Investment Objectives/Restrictions**

The Client generally specifies the investment guidelines related to, among other things, issuer and industry diversification, issuer ratings, desired interest spreads over base rates and account leverage ratios, if any. In the case of CLOs, many of the investment restrictions put in place by the Client are designed to meet the requirements of the CLO debt holders and the rating agencies that rate the debt issued by the CLO. It is expected that such investment policies and restrictions required by the Client may be complex and compliance with such policies may be measured by a third party custodian and administrator. Investment advisory contracts are for varying terms as determined through negotiation.

#### **4.D. Wrap-Fee Programs**

West Gate does not participate in, nor is it a sponsor of, any wrap fee programs.

#### **4.E. Assets Under Management as of 12-31-2014**

Total Assets Under management: \$1,497,679,606.

2 accounts on a discretionary basis: \$773,668,502.

3 accounts on a non-discretionary basis: \$724,011,104.

Once a CLO (or private fund) has reached the end of its reinvestment period, it is considered non-discretionary whereas previous to that it would have been considered a discretionary account. The end of the reinvestment period means that all principal proceeds received from the sale of securities or the pay down of securities are not reinvested in new securities except under certain limited conditions but rather are used to reduce the account size of the CLO by sequential repayment of CLO's debt followed by the CLO's equity. Both accounts in this non-discretionary category are CLOs which have reached the end of their respective reinvestment periods.

#### **4.F. Assets Under Management Calculation Method**

West Gate includes all assets managed on both a discretionary and non-discretionary basis in calculating assets under management. The assets are valued at fair market value for the purposes of calculating Assets under Management. Fair market value typically consists of the mean of the bid and asked quotations received from an internationally recognized third-party pricing service.

### **Item 5 – Fees and Compensation**

#### **Advisory Contracts and Fees**

##### **5.A. Adviser Compensation**

West Gate's fees are generally described below and detailed in each client's advisory agreement or applicable account documents as well as, with respect to a Private Investment Fund (such as a CLO), in the Private Investment Fund's governing documents. Fees for service may be negotiated with each client on an individual basis. Typically, West Gate charges Clients, in arrears, a base management fee (which includes senior and/or subordinated management fees) for investment services. Base management fees are typically paid quarterly in arrears and are generally calculated on the value of gross assets under management during the period. At present, for purposes of the calculation of base management fees, gross assets are being calculated utilizing par value of Bank Loans and other related debt securities as well as the value of cash and cash equivalents.

Senior management fees are typically paid by the CLO prior to most interest expense, if any, is paid to the CLO's debt-holders. The collection of such senior management fees by West Gate is fairly certain. Subordinated management fees (which are typically associated with CLOs) are paid after most interest expense to the CLO's debt-holders is paid and CLO's coverage tests have been met. The collection of such subordinated management fees may be less certain under certain adverse credit

conditions which may cause a failure in connection with the CLO's coverage test. However, in such instances, subordinated management fees will typically be deferred and may be paid at a later date assuming there are sufficient funds and the CLO's coverage tests have been met at that later date.

In the event that additional assets are placed under management during the calendar quarter, West Gate's compensation with regard to base management fees will be calculated and payable on a pro rata basis.

Fees may change over time and, as discussed below, different fee schedules may apply to different types of clients or advisory arrangements. The amount, timing, and type of fees charged (i.e. base management fee and performance ), and the manner in which fees are calculated, are determined through negotiations with Clients and are set forth in an Investment Advisory Agreement with the Client. Accordingly, there may be differences in fees paid by certain clients based on a variety of factors. Negotiations between West Gate and Clients are influenced by such factors as the nature and extent of the investment advisory services to be rendered and the size of the managed account, among other things. West Gate reserves the right to waive or reduce the fees charged to a particular client in its sole and absolute discretion.

Total base management fees charged to the Client will typically range from approximately 35 to 50 basis points of gross assets under management based upon negotiations with the Client.

## **5.B. Direct Billing of Advisory Fees**

The specific manner in which fees are charged by West Gate is established in a Client's written agreement with West Gate. Generally speaking, the independent custodian and administrator for the Private Investment Fund (such as a CLO) will calculate the base management and performance fees and remit payment to West Gate. CLOs may or may not require an independent review by an independent accounting firm of the independent custodian's calculations. In the unlikely absence of such a procedure by the independent custodian, West Gate would seek to bill the Client its fees on a quarterly basis in arrears.

Although it is not current practice, pursuant to the investment management agreement, Clients could also elect to be billed directly for fees or to authorize West Gate to directly debit fees from client accounts. In such instances, if any, where the Client has authorized direct billing, West Gate will take steps to assure itself that the Client's qualified custodian sends periodic account statements, no less frequently than quarterly, showing all transactions in the account including fees paid to West

Gate, directly to such Clients in accordance with the Advisers Act Rule 206(4)-2 (Custody Rule).

### **5.C. Other Non-Advisory Fees**

West Gate's advisory fee is exclusive of brokerage commissions, transaction fees and other related costs which shall be incurred by the Client. Clients may incur certain charges imposed by third party custodians, brokers, third party investment and other third parties including legal and accounting fees pertaining to services rendered to the Client as well as wire fees, taxes and other. A Client's portfolio may include positions in mutual funds, such as a money market fund in which excess cash is swept into, which will also charge a management fee.

Also, the Client (through the independent custodian) may reimburse West Gate, pursuant to the investment management agreement, for certain out of pocket costs incurred by West Gate (with respect to third party investors) in the management of the Client's account such as, among other things, the cost of specialty software involved with the portfolio management and compliance of the Client's portfolio, legal charges in connection with portfolio assets and certain travel expenses. At present, these reimbursable out of pocket costs consists of specialized loan accounting software and data processing, customized portfolio compliance software, loan pricing services, specialized SFO investments modeling software, public loan rating database, and third party legal review of loan credit agreements. Such charges, fees and commissions are exclusive of, and in addition to, West Gate's fee.

Item 12 further describes the factors that West Gate considers in selecting or recommending broker-dealers for Client transactions and determining the reasonableness of their compensation (e.g., commissions).

### **5.D. Advance Payment of Fees**

As a general matter, West Gate bills for its services in arrears.

### **5.E. Compensation for Sale of Securities or Other Investment Products**

West Gate and its personnel do not accept compensation for the sale of securities (including loans) or other investment products.



## **Item 6 - Performance-Based and Side-By-Side Management**

West Gate may also charge clients a performance fee in addition to a base management fee, consistent with Rule 205-3 under the Advisers Act. More recently, West Gate's performance fees with respect to a CLO client are generally calculated as a percentage of the cash on cash return to the equity securities of the CLO Client after the IRR hurdle with respect to the CLO's equity securities have been met and the CLO has cash available to pay such fees, otherwise the performance fees are never paid. For example, if the cash on cash return to the CLO's equity securities (assuming they were purchased on the closing date of the CLO and not subsequently in the secondary market) reaches a predetermined IRR, thereafter, West Gate would receive a certain percentage of future cash returns payable to the CLO's equity securities.

Alternatively, the potential amount of the performance fee may be calculated in the same manner as the base management fee (i.e. as a percentage of gross assets under management) beginning on the closing date of that CLO client. However, such performance fees are not payable to West Gate unless the cash on cash IRR hurdle with respect to the CLO's equity securities has been met. Even then, the potential performance fees are paid periodically and are subject to limits and the availability of funds. If the cash on cash IRR hurdle is not met over the life of the CLO, then the performance fees are never paid.

Under either of these arrangements, the cash IRR hurdle rate is not expected to be triggered until after 4 years or more after inception of the CLO, even with ideal market conditions. At the point the cash IRR hurdle is met, the performance fees are generally payable not more frequently than quarterly. The calculation of performance fees and the cash on cash IRR hurdle measurements is generally performed or reviewed by the independent custodian.

Performance based fee arrangements may create an incentive for West Gate to recommend investments which may be riskier or more speculative than those which would be recommended under a different fee arrangement. Such fee arrangements also create an incentive to favor higher fee paying accounts with performance fees over other accounts in the allocation of investment opportunities. West Gate has trade allocation procedures designed and implemented to ensure that all clients are treated fairly and equally, and to prevent this conflict from influencing the allocation of investment opportunities among clients.

## **Item 7 – Type of Clients**

At present, West Gate's Clients consist of Issuers of CLOs formed for the purpose of investing in Bank Loans and other related high yield products.

West Gate also offers its services to institutional investors seeking managed accounts typically in connection with the formation of a CLO or some other related vehicle.

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

### **8.A. Methods of Analysis and Investment Strategies**

West Gate's primary investment strategy is using a broadly diversified Bank Loan portfolio in connection with its CLO clients. West Gate actively manages its Bank Loan portfolios using its disciplined and long standing investment process that seeks to maximize returns while minimizing volatility. West Gate's basic investment process consists of screening the investment universe, analyzing the potential Bank Loan (or other security), selection of the Bank Loan (or other security) and the portfolio construction and monitoring.

Generally speaking, West Gate's investment universe will consist of Bank Loans that are institutional term loans and are actively rated by the major rating agencies. Generally, the Bank Loans total issue size will exceed \$100 Million or more. West Gate will potentially select Bank Loans for investment from both the new issue market as well as the secondary market.

West Gate's macro-view of the economy and the various markets (equities, high yield, bank loan market, CLO market) influences its security selection in terms of the evaluation of new issue versus secondary market opportunities. The investment process begins with the "top-down" analysis in which West Gate's personnel develop an overview of the macro-economic outlook, review industry trends as well as market liquidity and other technical factors. However, security selection of West Gate's Bank Loan portfolios is driven in large part by West Gate's "bottoms up" fundamental approach to credit selection. This bottoms up approach includes the Credit Fundamentals including among other things, Financial Risk, Industry and Business Risk, Market Risk and Relative Value and Structural Risk. The Credit Analysts are primarily responsible for screening or initial loan selection, fundamental credit analysis and recommendations (i.e. presentations to the Portfolio Manager). Recommendations are vetted by the Portfolio Manager who makes the final decision on the commitment size.

Portfolio constructions of Bank Loan portfolios are generally predicated upon broad diversification in terms of number of issuers of Bank Loans and the industries in which the issuers operate. The Portfolio Manager and the Credit Analysts typically hold daily credit meetings to monitor the portfolio holdings. In general, the investment team seeks to meet daily, when possible, to discuss fundamental credit issues in specific credits and industries, and such discussions can give rise to sell decisions.

West Gate utilizes various sources of information to evaluate the investment merits of particular Bank Loans or Second Lien Loans. These include, private or public placement memoranda prepared by commercial and investment banks, and other information, including financial information prepared by the borrower, independent credit analysis, market research prepared by banks and brokers, information contained in newspapers, Internet websites, periodicals and other sources of information considered useful by West Gate. West Gate also may attend bank meetings related to prospective and existing loan investments. West Gate utilizes many of the same public sources of information to evaluate the investment merits of High Yield Bonds and SFOs. In addition, West Gate utilizes certain third party specialty modeling software to evaluate SFOs. These materials are supplemented by public filings, reports and other publicly available information disseminated in respect of issuers of publicly traded debt instruments. In terms of ongoing portfolio monitoring and surveillance, the Credit Analysts monitor the pricing on the loans they cover as well as reviewing financial reports submitted by the loan issuer and participating in earnings calls and other communications by the issuer of the loan.

On occasion, West Gate may provide advisory services related to equity or other debt instruments received in connection with the purchase, restructuring or liquidation of a corporate bond or loan (known also as “Work-Out Securities”). In addition, from time to time, the portfolios managed by West Gate may contain certain other securities such as warrants or other equity like securities received in connection with investments in Bank Loans and other related high yield securities. It is anticipated that these equity instruments, which may contain restrictions on resale, will constitute only a small portion of West Gate’s managed portfolios.

West Gate, where directed by the client, invests excess cash in third-party money market funds, commercial paper, repurchase agreements and other money market instruments. Such balances are typically invested in funds maintained by the client’s independent custodian.

West Gate specializes in the management of Bank Loans of domestic and foreign borrowers. West Gate also specializes in the management of other related financial

instruments, which includes loans subordinated to senior loans (sometimes called “Second Lien Loans”). Leveraged Loans are loans made by U.S. Banks and other large financial institutions to large corporate customers who undertake these loans to finance leveraged buyouts, recapitalizations, mergers, acquisitions, stock repurchases, dividends and, to a lesser extent, to finance internal growth and for other corporate purposes. Typically (but not always), these Leveraged Loans are the most senior source of capital in a borrower’s capital structure, have certain of the borrower’s assets and/or stock pledged as collateral. Second Lien loans are subordinated to Leveraged Loans and are typically riskier investments than Leveraged Loans. Leveraged Loans, Second Lien Loans and SFOs are typically floating rate instruments in that they pay interest quarterly at a coupon that is a floating rate such as LIBOR plus a spread. Junk Bonds are typically fixed income securities. Leveraged Loans, Second Lien Loans and Junk Bonds are typically of below investment grade quality and have below investment grade credit ratings. These speculative ratings (which typically cover all of the investments in the portfolio) are associated with securities having high risk, and speculative characteristics.

On occasion, West Gate may provide advisory services related to equity or other debt instruments received in connection with the purchase, restructuring or liquidation of a loan or bond (known also as “Work-Out Securities”). It is anticipated that these equity and other debt instruments, which may contain restrictions on resale, will constitute only a small portion of the West Gate’s managed portfolios.

West Gate, where directed by the Client, invests excess cash in third-party money market funds, commercial paper, repurchase agreements and other money market instruments. Such balances are typically invested in funds maintained by the client’s independent custodian.

Under normal circumstances, West Gate’s investment philosophy and objective is to produce high income. West Gate also considers preservation of principal when consistent with the primary objective to produce high income. West Gate utilizes a fundamental approach to credit selection. It also utilizes diversified portfolio construction. West Gate’s credit staff monitors the credit quality of securities held and other securities available to West Gate’s Clients. This investment process generally results in the purchase of loans to be held for one year or more. The portfolios are typically highly diversified in terms of issuers and industry classifications. However, West Gate may engage in short term trading of certain loans (or bonds) to seek to take advantage of opportunities in secondary markets as permitted under applicable investment guidelines.

## **8.B. Material Risks of Investment Strategies**

### General Risks

There can be no guarantee of success of the Bank Loan strategy offered by West Gate. All investments made by West Gate on behalf of its clients risk the loss of capital that the client should be prepared to bear. West Gate believes that its investment process and research techniques moderate this risk through a careful selection of Bank Loans and other related securities. However, there can be no guarantee or representation that the West Gate's investment program will be successful. Specifically, economic or other events can reduce the demand for certain Bank Loans and other related securities which could reduce market prices and cause the value of a client's portfolio to fall. Certain Bank Loans and other related securities could experience downturn in trading activity and the supply of such securities may exceed demand. Imbalances in supply and demand in the market could result in imprecise valuations, significant volatility and extremely limited liquidity. In addition, if the client employs credit strategies involving leverage, the risk of loss could be increased.

### Limited Asset Class Diversification

Subject to compliance with any applicable client-imposed investment restrictions, West Gate will make concentrated investments in the Bank Loan asset class. Losses incurred in a portfolio's more concentrated asset class could have a materially adverse effect on a client's overall portfolio performance.

### Highly Volatile Instruments

Prices of certain securities in which West Gate may invest for clients can be highly volatile. Price movements of Bank Loans, Second Lien Loans, SFOs and High Yield Bonds in which a client's portfolio may be invested may be influenced by, among other things, interest rates, changing supply and demand relationships, trade, fiscal, monetary and exchange control programs and policies of governments, and national and international political and economic events and policies. In addition, governments from time to time intervene, directly and by regulation, in certain markets. Such intervention may be intended to influence prices directly and may, together with other factors, cause markets to move rapidly in the same direction.

### Liquidity of Fixed Income Markets (including Bank Loans and related securities)

At times, certain sectors of the fixed income market, which include the Bank Loans and related high yield securities in which West Gate invests, have experienced significant declines in liquidity. While these events may sometimes be attributable to changes in "macro" and local market events, interest rates or other factors, the cause

is not always apparent. During such periods of market illiquidity, West Gate may be unable to sell assets in a client's portfolio or may only be able to do so at unfavorable prices. Such "liquidity risk" could adversely impact the value of the client's portfolio.

During such periods of market illiquidity, West Gate may not be able to readily dispose of certain Bank Loans and related high yield securities. Under certain market conditions, this could involve significant portions of the portfolio and such Bank Loans and related high yield securities would be considered illiquid investments. In such a case, Illiquid investments and other assets and liabilities for which no such market prices are readily available will generally be carried at values determined by an independent valuation party selected by the West Gate. It is possible that such valuations will form the basis for calculating the management fee and performance fee/allocation payable to West Gate, although as discussed above, CLO clients typically use par value as the basis for calculating management fees and use actual cash on cash returns for calculating performance fees. There is no guarantee that such value will represent the value that will be realized by the client upon the eventual sale of the Bank Loan or related high yield securities or that would, in fact, be realized upon an immediate disposition of the investment. In addition, West Gate may not be able to liquidate certain illiquid investments in order to satisfy client redemption requests. Accordingly, to the extent that client redemptions are financed through the sale of the more liquid investments, such redemptions would result in the remaining portfolio being comparatively less liquid.

#### Non-Public Information

From time to time, West Gate will come into possession of material non-public information with respect to an Issuer of public securities including High Yield Bonds. West Gate may come into possession of this material non-public information in connection with a client investment in a Bank Loan or potentially through any investment involving a restructuring in which a client has invested. Although it is not anticipated that investments in High Yield Bonds or other public securities will constitute a significant portion of West Gate's investment strategy, possessing such information may limit the ability of West Gate to buy or sell such High Yield Bonds. In addition, in certain instances (such as participation on a Creditor's Committee) could limit the ability of West Gate to buy or sell a particular Bank Loans.

#### Contingent Liabilities

From time to time clients may incur contingent liabilities in connection with an investment. For example, West Gate may cause the client to purchase a Bank Loan which is a revolving credit facility that has not yet been fully drawn (commonly known as "revolvers"). If the Issuer of the revolver which is not already fully drawn

subsequently draws down on the facility, a client would be obligated to fund the amounts due.

#### Risks of Litigation

Investing in Bank Loans and other related instruments can be a contentious and adversarial process, particularly if the Issuer of the Bank Loan or other related instrument becomes financially distressed and becomes involved in a restructuring of the security. In such cases, these Bank Loans and other related instruments may be the subject of litigation surrounding the owners of the Bank Loan (which may include a client of West Gate) and the underlying Issuer of the Bank Loan. Different investor groups of the securities issued by the Issuer may have qualitatively different, and frequently conflicting, interests. West Gate's investment activities may include activities that are hostile in nature and will subject clients to the risks of becoming involved in litigation by third parties.

#### Risks Associated with Bankruptcy Cases

Certain Bank Loans and related instruments owned by clients may be the subject of bankruptcy and reorganizations. Many of the events within a bankruptcy case are adversarial and often beyond the control of creditors who own the Corporate debt Instruments. While creditors generally are afforded an opportunity to object to significant actions, a bankruptcy court may approve actions that are contrary to the interests of the clients. Furthermore, there are instances in which creditors and equity holders in the Issuer may lose their ranking and priority such as when they assume management and functional operating control of a debtor.

Generally, the duration of a bankruptcy case can only be roughly estimated. Unless a client's claim in such case is secured by assets having a value in excess of such claim, no interest will be permitted to accrue. Therefore, the time necessary to negotiate the plan of reorganization of the debtor and secure approval from creditors and the bankruptcy court may adversely affect client's return on investment. The risk of delay may be particularly acute when the client holds an unsecured High Yield Bond or a Second Lien Loan or when the collateral value underlying the secured Corporate Debt Instrument does not equal the amount of the secured claim. Further, reorganizations outside of bankruptcy are also subject to unpredictable and potentially lengthy delays which can affect the performance returns of such investments.

Since Corporate Debt Instruments are subject to the risk of scheduled principal and interest, significant changes in economic conditions could reduce the capacity of borrowers to make required payments which could significantly impair the success of the investment strategy. Investments in Corporate Debt Instruments and related

securities involve risk and potential loss of capital. Past performance is not indicative of future results.

There can be no guarantee of success of the strategies offered by West Gate. Economic or other events can reduce the demand for certain Bank Loans or other related securities which could reduce market prices and cause the value of a Client's portfolio to fall. Certain Bank Loans or related securities could experience downturn in trading activity and the supply of such securities may exceed demand. Imbalances in supply and demand in the market could result in imprecise valuations, significant volatility and extremely limited liquidity. Since Bank Loans and other related investments are subject to the risk of scheduled principal and interest, significant changes in economic conditions could reduce the capacity of borrowers to make required payments which will, in all likelihood, significantly impair the success of the investment strategy. Investments in Bank Loans and related securities involve risk and potential loss of capital. Past performance is not indicative of future results.

## **8.C. Material Risks of Securities Used in Investment Strategies**

### Corporate Debt Instruments in General

As noted above, West Gate primarily invests in Corporate Debt Instruments of U.S. and non-U.S. issuers, including, without limitation, Bank Loans. Bank Loans typically pay, variable or floating rates of interest, while other Corporate Debt Instruments may pay a fixed rate of interest. The value of these securities, particularly those instruments with a fixed rate of interest, will often change in response to fluctuations in interest rates. In addition, the value of Bank Loans (as well as other Corporate Debt Instruments) can fluctuate in response to perceptions of creditworthiness, foreign exchange rates, political stability or soundness of economic policies. Bank Loans (as well as other Corporate Debt Instruments) are subject to the risk of the issuer's inability to meet principal and interest payments on its obligations (i.e., credit risk) and are subject to price volatility due to such factors as interest rate sensitivity and general market liquidity (i.e., market risk). Further, in seeking to capture certain price appreciation opportunities and subject to appropriate investment guidelines contained in the advisory agreement, West Gate may purchase certain debt instruments for a client that are non-performing and possibly in default where the obligor or relevant guarantor may be in bankruptcy or liquidation (e.g., bankruptcy claims) although this strategy is highly unlikely with respect to CLO Clients. Accordingly, while West Gate seeks to garner the best investment opportunities for its clients, there can be no assurance as to the amount and timing of payments, if any, with respect to the purchase of any such debt investments or that any such investments will be profitable.



### Non-Investment Grade Corporate Debt Instruments

A significant portion of West Gate's investment strategies involve the use of below investment grade Corporate Debt Instruments such as Bank Loans, and to a much lesser extent, Second Lien Loans and High Yield Bonds. These Corporate Debt Instruments do not trade on an exchange, and accordingly, may trade in a smaller secondary market than exchange traded securities. Corporate Debt Instruments that are rated below investment grade or are unrated face ongoing uncertainties and exposure to adverse business, financial or economic conditions, which could lead to the Issuer's inability to meet timely interest and principal payments. The market values of certain of these lower-rated and unrated Corporate Debt Instruments tend to reflect individual corporate developments to a greater extent than do higher rated fixed income securities, which react primarily to fluctuations in the general level of interest rates. These types of securities also tend to be more sensitive to economic conditions than are higher-rated fixed income securities. As a result, the market prices of such below investment grade Corporate Debt Instruments may be subject to abrupt and erratic market movements and changes in liquidity and above-average price volatility, and the spread between the bid and ask prices of such below investment grade Corporate Debt Securities may be greater than those prevailing in other securities markets. The Issuers such below investment grade Corporate Debt Instruments may be highly leveraged and may not have access to more traditional methods of financing. The potentially concentrated nature of a client's investment strategy in these types of investments could magnify the effects of such risks.

### Credit Risk – Corporate Debt Instruments

Credit risk is the risk that the Issuer or guarantor of a Corporate Debt Instrument (including Bank Loans) or counterparty to the client portfolio's transactions will be unable or unwilling to make timely principal and/or interest payments, or otherwise will be unable or unwilling to honor its financial obligations. If the issuer, guarantor, or counterparty fails to pay interest, the client portfolio's income may be reduced. If the Issuer of the Corporate Debt Instrument, guarantor, or counterparty fails to repay principal, the value of that security and value of client account may be reduced. In addition, as part of a work-out of a distressed Bank Loan or other Corporate Debt Instrument, the client may receive Equity Work-Out Securities or other types of Work-Out Securities. Such Work-Out securities may contain restrictions on resale and be generally illiquid and ultimately become worthless.

### Interest Rate Risk – Corporate Debt Instruments

Interest rate risk is the possibility that High Yield Bonds with a fixed rate coupon and, to a lesser extent, Bank Loan and Second Lien Loans (which typically have a floating rate of interest) prices overall will decline over short or even long periods because of rising interest rates. Such declines in value as a result of declines in interest rates could be material to the client's account.

### Rating Agency Risk - Corporate Debt Instruments

Ratings assigned by Moody's and/or S&P and/or Fitch to Corporate Debt Instruments acquired in a client's portfolio reflect only the views of those agencies. Explanations of the significance of ratings should be obtained from Moody's, S&P and Fitch. No assurance can be given that ratings assigned will not be withdrawn or revised downward if, in the view of Moody's, S&P or Fitch, circumstances so warrant.

### Call Risk (or Prepayment Risk) – Corporate Debt Instruments

Call risk (sometimes called Prepayment Risk) is the chance that during periods of falling interest rates, issuers of Bank Loans and other Corporate Debt Instruments may call—or repay—the Corporate Debt Instruments with higher coupons (interest rates) before their maturity dates. Accordingly, West Gate, on behalf of the client, may reinvest the call proceeds (i.e., repayment) into other Bank Loans and other Corporate Debt Instruments with reduced coupons which will reduce the client's portfolio performance. Additionally, in such circumstances, West Gate, on behalf of the client, may reinvest the call proceeds into more risky Bank Loans and other Corporate Debt Instruments.

### Bank Loans and Second Lien Loans

Bank Loans and Second Lien Loans are loans made by U.S. banks and other large financial institutions to large corporate customers who undertake these loans to finance leveraged buyouts, recapitalizations, mergers, acquisitions, stock repurchases, dividends and, to a lesser extent, to finance internal growth and for other corporate purposes. Typically, these Bank Loans (or senior secured corporate loans) are the most senior source of capital in a borrower's capital structure, have certain of the borrower's assets and/or stock pledged as collateral. Second Lien Loans are subordinated to senior secured corporate loans and are typically riskier investments than senior secured corporate loans. However, both Bank Loans and Second Lien Loans are typically below investment grade Corporate Debt Instruments with Credit Risk. Bank Loans and, Second Lien Loans are typically floating rate instruments in that they pay interest quarterly at a coupon that is a floating rate such

as LIBOR plus a spread. Bank Loans and Second Lien Loans are not traded on established trading exchanges and there may be other trading restrictions on particular loans. For example, among other restrictions, in order to sell the loan to another party, it might be required to first obtain the consent of the Issuer of the Bank Loan or Second Lien Loan. In addition, because of the provision to holders of such Bank Loans and Second Lien Loans of confidential information relating to the borrower, the unique and customized nature of a loan agreement, and the private syndication of loan investments, Bank Loans and Second Lien Loans may not be as easily purchased or sold as a publicly traded security, and historically the trading volume in the loan market has been smaller relative to certain other markets. Furthermore, to the extent that a client holds a bank loan investment not directly but through a participation arrangement with a particular counterparty, if the counterparty becomes insolvent the client may incur a loss in regard to the underlying loan that is being held on the books and records of the counterparty itself by for example becoming an unsecured creditor to the counterparty in such a circumstance.

All investments, including the ones described here, carry a certain amount of risk and there is no guarantee West Gate will be able to achieve its investment objectives.

## **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 your evaluation of them or the integrity of their management. West Gate has no information applicable to this Item.

## **Item 10 – Other Financial Industry Activities and Affiliations**

West Gate's officers, directors and employees may also be asked to serve as directors, advisors or in other forms of participation in other companies or organizations. Since such commitments can involve substantial responsibilities and potential conflicts of interest or the appearance of such conflicts, executive officers of West Gate and other West Gate employees will seek prior approval of a CCO of West Gate before accepting such positions and must update West Gate's CCO of any changes to such outside appointments.

### **10.A. Registered Representatives**

West Gate's management persons are not registered, nor do any management persons have an application pending to register, as a broker-dealer or registered representatives of a broker-dealer.

## **10.B. No Other Registrations**

West Gate's management persons are not registered, nor do any management persons have an application pending to register, as a futures commission merchant, commodity pool operator, commodity trading advisor, or an associated person of the foregoing entities.

## **10.C. Material Relationships or Arrangements**

Aristotle Capital Management, LLC, Aristotle Credit Partners, LLC and Aristotle Capital Boston, LLC ("Aristotle Boston") are registered investment advisers affiliated with West Gate Horizons Advisors, LLC. These affiliates, along with West Gate, do business as "Aristotle" when referencing two or more of them together. Richard Hollander, an indirect majority owner of West Gate, is a director and control person of Aristotle Credit, Aristotle Capital, Aristotle Boston, MetWest Ventures, LLC and MetWest Realty Advisors, LLC. Mr. Hollander is also an indirect owner of Aristotle Capital. Richard Schweitzer, Chief Risk Officer ("CRO") and Chief Financial Officer ("CFO") of Aristotle Capital, serves as a director of West Gate Horizons Advisors, LLC and as a Senior Partner of Aristotle Credit and Aristotle Boston. Mr. Schweitzer also serves as Chief Operating Officer ("COO") and CFO of MetWest Ventures, LLC, MetWest Realty Advisors, LLC and MetWest Properties, LLC. MetWest Realty Advisors, LLC provides investment management services primarily related to real estate related investments. MetWest Fund Manager, LLC is also controlled by Richard Hollander and is a General Partner of several pooled vehicles managed by MetWest Realty Advisors, LLC, also affiliated with West Gate. Aristotle Capital is also an affiliate of MetWest Ventures which is a multi-strategy asset management platform that partners with management teams to help Investors achieve their investment objectives. Aristotle Capital is the majority owner of Aristotle Boston. Mike Hatley, a Senior Partner and Portfolio Manager at Aristotle Credit, is also the President and a Director of West Gate. Graydon Wilcox, the CFO and Chief Compliance Officer ("CCO") at Aristotle Credit also holds these positions at West Gate. Michelle Gosom, CCO of Aristotle Capital, also serves as CCO for Aristotle Boston. Aristotle Capital is the majority owner of Aristotle Boston. Aristotle Capital is the majority owner of Aristotle Credit. Aristotle Credit and West Gate share supervised persons. Ocean Trails IV Equity Partners, LLC, an affiliate of West Gate, was formed to hold the portion of the equity tranche in Ocean Trails IV CLO, which is managed by West Gate. This entity has the same ownership structure as West Gate.

Richard Schweitzer and Richard Hollander do not participate in the day to day operations of West Gate in any capacity. They are not officers or employees of West Gate.

West Gate and Aristotle Credit share office space. Employees of West Gate will also be employees of Aristotle Credit. Certain employees of West Gate will be performing similar functions for both Aristotle Credit and West Gate including, but not limited to, making investment decisions. The employees of West Gate who are also employees of Aristotle Credit will not devote their full time to the clients of West Gate. There may be conflicts in the allocation of their time to West Gate, Aristotle Credit and to their respective clients. Portfolio managers will take steps to manage each adviser's priorities to ensure that clients of both advisers are treated fairly. In addition, both Aristotle Credit and West Gate employees adhere to a Code of Ethics as described in Item 11.

Aristotle Credit is primarily involved in the investment management of Corporate Debt Instruments including Bank Loans among other investment strategies such as High Yield Bonds and Investment Grade Bonds in connection with non-Collateralized Loan Obligation ("CLO") clients. West Gate manages, and will in the future manage, investments for its clients, which include CLOs that invest in Bank Loans, that are the same as or similar to those Bank Loans in which clients of Aristotle Credit may invest. It is unlikely there would be any overlap in clients between West Gate and Aristotle Credit.

West Gate may also purchase Bank Loans for its clients that are senior to, or have interests contrary to High Yield Bonds, High Grade Corporate Bonds or Second Lien Loans held by some Aristotle Credit clients. West Gate may also invest in certain securities or loan instruments of a particular issuer for a client that is in a different part of the issuer's capital structure, or in different classes of debt than an Aristotle Credit client. These and other investments may cause a potential conflict of interest, particularly because West Gate and Aristotle Credit may take certain actions for their clients that may have an opposing effect on the other's clients. This is especially true in the case of a restructuring and reorganization of an issuer. In such cases, each adviser will endeavor to be as equitable as possible to all clients under the circumstances. This may mean, for example, that if employees of West Gate are on a creditors' committee, they may be precluded from taking action for Aristotle clients holding securities of the same issuer.

The clients of West Gate also may have the same or similar objectives as the clients of Aristotle Credit. As mentioned in Item 6 above, to address this potential conflict, each adviser follows trade aggregation and allocation procedures in addition to trade rotation procedures between the advisers to ensure that clients managed by each are treated fairly and equally, and to prevent this conflict from influencing the allocation of investment opportunities among clients.

## **10.D. Recommendation of Other Investment Advisers**

West Gate may recommend to clients affiliated investment advisers offering different investment services. Engagement with affiliates will be done via a sub-advisory amendment to the client's investment management agreement or through a new investment management agreement executed directly with the other investment adviser.

## **Item 11 – Code of Ethics**

West Gate has in place a Code of Ethics ("the Code") designed to minimize conflicts of interest between Clients and Access Persons. The Code is designed to ensure Access Persons do not use Client information for personal benefit or to the detriment of the West Gate's Clients. For purposes of its Code of Ethics, West Gate has determined that all of its employees are Access Persons although two directors of West Gate (Richard Schweitzer and Richard Hollander) who are not officers or employees of West Gate and are not involved in the day to day business activities of West Gate are not classified as Access Persons. The Code contains a number of procedures to ensure that Clients' interests are protected. For example, these procedures require Access Person's securities positions to be reported, require periodic review of their trading activities by compliance personnel, prohibit trading on inside information and generally prohibit trading ahead (if applicable) of or in a manner that takes advantage of Client transactions. Other potential conflicts with Clients must be identified by Access Persons to West Gate so that they can be properly resolved. The Code also has procedures to verify that these measures are being followed.

*A copy of West Gate's Code of Ethics will be provided upon request.*

## **11.A. Recommendations of Securities and Material Financial Interests**

West Gate occasionally engages in principal trades between it and its Clients. Typically, any principal transaction activity is limited to its management of CLO and is a result of securities that are purchased by the Adviser as part of "workout" if there is a default situation in order to finalize and close out the CLO. These transactions must be approved in advance by the Chief Compliance Officer. Principal transactions are generally defined as transactions where an adviser, acting as principal for its own account or the account of an affiliated broker-dealer, buys from or sells any security to any advisory client. In the past, West Gate has engaged in principal trades primarily to assist in the final redemption of a CLO client. In these instances, there can be a small, illiquid (and potential worthless) position which must be sold or

transferred before the independent custodian will process the final redemption of the CLO. If West Gate is unable to sell the security to a third party (or the holders of the CLO), it may engage in a principal transaction. An agency cross transaction is defined as a transaction where a person acts as an investment adviser in relation to a transaction in which the investment adviser, or any person controlled by or under common control with the investment adviser, acts as broker for both the advisory client and for another person on the other side of the transaction. Agency cross transactions may arise where an adviser is dually registered as a broker-dealer or has an affiliated broker-dealer.

From time to time, West Gate may direct a Client to sell corporate loans or other debt securities to another Client to provide liquidity as desired by a Client, meet trade allocation objectives or achieve other investment objectives for the Clients although this is not common practice (“a cross trade”) for West Gate. West Gate, in these cases, will execute such trade through a third party broker-dealer at a transaction price generally determined by such third-party broker-dealer. Alternatively, with respect to the transaction price, the transaction price may be obtained from a quotation from another third party dealer or from an independent pricing service if the transaction price is not supplied by the executing broker-dealer. Neither West Gate nor its affiliates will receive any commissions or any other remuneration in connection with these transactions. A cross trade will only be affected where West Gate believes that the transaction is in the best interest of, and is in accordance with the investment policies of, each Client. All cross trades will be affected in accordance with applicable law.

Officers, directors, or employees of West Gate and its related persons may be members of the boards of directors of publicly held companies whose securities may be permitted investments for certain Clients although such instances would be very rare if it occurs at all. In these cases, if any, West Gate will establish certain procedures, such as establishing appropriate “Information Walls” or placing the securities in question on a Watch or Restricted List, which may limit or preclude the purchase or sale of such securities for West Gate’s Clients.

West Gate and/or related persons may make and, in the case of West Gate, have made investments in the debt and/or equity securities issued by CLOs for which the West Gate serves as the investment adviser under the same terms and conditions in which other investors make investments in the debt and equity securities issued by the CLO (except the investment advisor may have restricted voting rights with respect to the selection of a replacement investment advisor). West Gate also generally has performance fee arrangements, as permitted by Rule 205-3 under the Advisers Act, with its CLO clients. Such performance fee arrangements may constitute indirect

equity interests. In addition, West Gate or related persons may invest in securities of issuers (including Bank Loans) in which Client accounts are also invested. Moreover, West Gate and/or related persons and Client accounts may buy, sell or hold securities (including Bank Loans) while making a different investment decision for one or more Client accounts.

As indicated previously, certain of West Gate's related persons are not Access Persons, meaning that these persons are not involved in the day to day business of West Gate and West Gate does not provide such related persons with information about the securities positions West Gate recommends to its clients. Because such related persons are not Access Persons and therefore are not subject to the Code, West Gate does not know whether such related persons buy or sell securities that West Gate recommends to its clients.

## **11.B. Personal Trading**

West Gate's Code of Ethics allows its employees to invest in and trade securities for their own account and those of others. West Gate's Code of Ethics is intended, among other things, to ensure personal investing activities by West Gate's employees are consistent with West Gate's fiduciary duty to its clients. The Code of Ethics includes standards of business conduct requiring covered persons to comply with the federal securities laws and the fiduciary duties an investment adviser owes to its clients. For purposes of its Code of Ethics, West Gate has determined that all of its employees are Access Persons although two directors of West Gate who are not officers or employees and are not involved in the day to day business activities of West Gate are not classified as Access Persons.

Among other things, all Access Persons are generally required to pre-clear all securities transactions involving stocks and corporate bonds among other things with the CCO or President. Certain other securities such as shares of open-end mutual funds and investments in U.S. Government Bonds do not require pre-clearance as well as other transactions which are described in West Gate's Code of Ethics.

Access persons must provide quarterly reports of their personal transactions to the CCO. Typically, this requirement is met by the CCO receiving duplicate copies of their monthly brokerage statements directly from the brokerage firm in all accounts that the Access person has a beneficial interest in. Access persons must report all brokerage accounts and stocks and corporate bonds held directly to the CCO annually and more often under certain circumstances.



The Code of Ethics also requires that covered persons comply with ethical restraints relating to Clients and their accounts, including restrictions on gifts and provisions intended to prevent violation of laws prohibiting insider trading.

## **Item 12 – Brokerage Practices**

### **12.A. Selection of Broker/Dealers**

In placing orders for Leveraged Loans and Second Lien Loans, which are generally privately negotiated principal transactions, West Gate selects the agent bank, dealer or selling party. The selections of the agent, dealer or selling party will depend in large part upon the availability from such agent, dealer or other party of the corporate loan selected for purchase or sale (corporate loans are sometimes available only for purchase from a single source), and, where multiple sellers exist, and in connection with the sale of loans, the best price obtainable. Other discretionary factors are: the desired time of the trade (including speed of execution), confidentiality, execution and operational capabilities, ongoing borrower diligence, reputation for integrity and sound financial condition and practices. These are generally the same selection criteria used for securities transactions (including SFOs, High Yield Bonds and Work-Out Securities) with brokers. In selecting broker-dealers to execute securities trades for Client accounts, West Gate will seek to comply with its fiduciary duty to obtain the best price and execution and will take into account such factors as Adviser considers to be relevant, including (without limitation): (a) the price and the transaction cost, (b) the execution capabilities required by the transaction, (c) the importance to the transactions of speed and efficiency, and (d) the reputation and soundness of financial condition of the broker or dealer. Broker-dealers generally are placed in competition with one another when West Gate looks to buy and sell a security where possible.

It should be noted that currently West Gate does not seek to receive any products, research or other services from any broker or dealer in exchange for directing brokerage business to a particular firm (i.e., West Gate currently does not enter into “soft dollar arrangements” but may receive typical unsolicited research materials routinely sent by broker-dealers to their customers). Thus, when West Gate’s portfolio managers are seeking to either purchase a security or sell a security from a Client’s account, the qualified and capable counterparty that bids the highest price, or offers the lowest price, as the case may be, generally will be selected by West Gate to effect the trade.

#### Research and Other Soft Dollar Benefits

West Gate does not receive research from brokers in return for generating commissions for such brokers (“soft dollars”), but may receive standard unsolicited

materials. However, from time to time personnel of West Gate may attend conferences or similar functions sponsored by broker-dealers and financial institutions that are widely attended by other investment advisers.

## **12.B. Aggregation of Orders/Trade Allocation**

West Gate may aggregate purchase or sale orders among more than one Client account under the West Gate's trade aggregation and allocation policy. Trades will be aggregated when West Gate believes that it is in the best interest of each Client involved, typically because such aggregation will achieve overall better execution and/or better prices. In the case of Bank Loans, from time to time, West Gate and its affiliate, Aristotle Credit may aggregate purchase and sales orders of Bank Loans. West Gate will seek to: (i) aggregate Client orders only when consistent with the West Gate's duty of best execution and with the Client's investment objectives, account guidelines and other objective criteria, and (ii) allocate on a pro rata basis the price and per share commission, if any, and transaction costs to each Client participating in the aggregated transaction. In addition, West Gate will identify the Client accounts that will participate in any such aggregated transaction and will utilize a fair and equitable allocation method with respect to the aggregated order. West Gate does not receive additional compensation or remuneration solely as a result of a trade aggregation or allocation.

### **Trade Allocation**

In general, West Gate seeks to allocate Bank Loans and other Corporate Debt Instruments to Clients in a fair and equitable manner over time to create a well-constructed, fully-invested portfolio of Bank Loans and other Corporate Debt Instruments as quickly as possible, in order to minimize the effects of under-investment, while adhering to a Client's investment objectives and restrictions. Since the West Gate's CLO clients have varying and complex investment restrictions coupled with the constraining mechanics of the Bank Loan market, (including, but not limited to minimum assignment size in terms of purchase and sale transactions), and in certain cases, limited market supply and demand where allocation of trades through methods such as pro-rata allocation are not feasible. Therefore, the allocation of Bank Loans to various accounts is generally based on factors such as the Client's investment restrictions and objectives, relative size of Client, including expected liquidity and/or third party credit ratings, the Client's acceptance or rejection of prospective investments, if applicable, and the relative percentage of invested assets of a Client's portfolio, among others. In addition, during periods when new accounts are being initially invested in Bank Loans (sometimes referred to as a Client's ramp-up period), Bank Loans may be disproportionately (and, at times,

exclusively) allocated to such new account. West Gate's allocation decisions respecting the sale of corporate loans for Client accounts may also be made disproportionately, based upon, among other considerations, the relative amount of the Bank Loan held in an account and applicable restrictions on the minimum Bank Loan amount that may be assigned as well as the particular circumstances of a Client's portfolio relative to its investment policies and restrictions.

As indicated above, in the case of Bank Loans, from time to time, West Gate and its affiliate, Aristotle Credit may aggregate purchase and sales orders of Bank Loans. In the case of partially filled orders of bank loan transactions, the same allocation methodology as described above will be followed.

In addition to those allocation factors above, dedicated investment disciplines and portfolios may receive all or a larger percentage of a partially filled transaction if the security is generally the primary investment vehicle for the portfolio account. For example a client with a Bank Loan strategy (such as a CLO) may receive a greater allocation of a partially executed bank loan transaction than a client with a high yield bond strategy. This is because the Bank Loan strategy client account (such as a CLO) invests a greater percentage of its assets in bank loans, while the high yield bond strategy client account can only place a limited percentage of its assets in bank loans.

## **Item 13 – Review of Accounts**

### **13. A. Frequency and Nature of Review**

The Portfolio Manager (with the assistance of the Credit Analysts) seeks, first, to review the portfolio with respect to determining the existence and extent of fundamental credit concerns as well as the credit's relative value (utilizing such factors as ratings and coupon). The Portfolio Manager, with the assistance of the Operations personnel will frequently review the status of the CLO portfolio's compliance with the many investment guidelines and restrictions and develop specific investment strategies to meet any issues that may develop. The Portfolio Manager will also consider overall changes in the macro-view as well as market liquidity concerns in his review of the portfolio. These reviews may lead to "sell" decisions as well as "buy" decisions. In addition to the review process described above, all available members of the investment team (i.e. Portfolio Manager and Credit Analysts) participate in daily meetings each morning, which typically include an update on market conditions, a review of news impacting the credits in the portfolios, and a review of the investment pipeline and opportunities. The investment team typically holds monthly portfolio review meetings to review monthly performance and discuss current economic performance and recent performance in

the equity, bond and loan markets and what changes, if any, should be made to the portfolios as a result. There are in-depth discussions of certain selected individual portfolio positions.

### **13. B. Factors That May Trigger an Account Review Outside of Regular Review**

West Gate typically does not have a significant amount of accounts. As a result, generally, client accounts are reviewed as needed. However, with respect to individual Bank Loans, special attention will be given to those Bank Loans which have demonstrated pricing and/or rating volatility, or other signs of credit risk or improvement (such as a material proposed amendment). Ultimate investment decision-making authority for managed accounts is exercised by the Portfolio Manager.

### **13. C. Content and Frequency of Reports**

All of the West Gate's discretionary (as well as non-discretionary) Clients currently employ independent trustees, custodians and third party accounting service providers in connection with the portfolio managed by the Adviser. These third party service providers produce client packages on a monthly basis that include data concerning performance. The performance metrics provided by the independent parties are set forth in each of the Clients' governing documents. These packages are disseminated to holders of the securities issued by the CLOs for which the West Gate serves as investment advisor as well as certain other interested parties. West Gate generally provides various data and market commentary quarterly for its discretionary accounts and less often for its non-discretionary accounts.

Should West Gate's future clients elect not employ a third party accounting service provider, West Gate will provide portfolio information monthly. This information would generally include positions in the portfolio at month end, segregated by industry, and monthly performance and transactions. West Gate would, in all probability, provide commentary to accompany this information quarterly. In all instances, the Portfolio Manager is generally available on a daily basis to answer investor inquiries regarding portfolio management, performance and operational issues.

## **Item 14 – Client Referrals and Other Compensation**

West Gate does not currently have an arrangement with any third-parties (or affiliated entities) to pay a fee for Client referrals as permitted by Section 206(4)-3 under the Advisers Act of 1940, as amended and subject to the requirements of that

Rule to the extent applicable. These fees typically involve payment by the Adviser of a portion of its investment management fee and/or performance fee.

## **Item 15 – Custody**

At the present, West Gate does not have custody with regard to Client Assets. West Gate only serves as Investment Adviser (or Collateral Manager) and does not serve as General Partner or the like for any of its Clients.

## **Item 16 – Investment Discretion**

West Gate anticipates that most Clients will grant West Gate full discretionary authority to manage the Client's account, including discretion with regard to corporate loan (and other securities) selection, purchase and sale, transaction terms and timing and the selection of agent banks, dealers and brokers. In all cases, West Gate's discretion is limited by each Client's investment guidelines and West Gate's internal policies. Clients may separately negotiate limitations on the West Gate's discretion or include such limitations in account investment guidelines. All such account investment guidelines and restrictions will be set forth in writing.

A Client's guidelines (which may take the form of the Memoranda and other Fund Documents of the Funds and investment management agreements for separately managed accounts) may include criteria such as (but not limited to): (1) credit worthiness of an issuer of a security; (2) industry allocation; (3) minimum coupon; (4) minimum third party credit ratings; (5) average maturity; (6) maximum maturity; (7) issuer concentration.

Under certain circumstances (such as the end of a CLO's reinvestment period), the West Gate's discretion over purchasing and selling corporate loans and other securities may be limited or eliminated altogether. In such instances, investment discretion will likely not be assumed by the Client or another party. West Gate classifies CLO Clients as "Non-Discretionary" once the CLO has reached the end of its reinvestment period (which is generally 5 to 7 years after its inception although it could be earlier).

## **Item 17 – Voting Client Procedures**

Although West Gate's Clients have very limited exposure to public equity investments, the West Gate recognizes its fiduciary responsibility to vote proxies solely in the best interests of its clients with the overall goal of maximizing the growth of its clients' assets. Toward that end, the West Gate has developed proxy voting guidelines, which its Portfolio Manager and Credit Analysts use to vote proxies, if any, for securities held in Client accounts.

West Gate generally votes proxies in furtherance of maximizing the short-term value of securities in respect of which proxies are solicited. As a general rule, West Gate very rarely receives proxy solicitations since the Adviser's clients do not hold many equity positions. Generally speaking, West Gate only manages equity positions when it receives them as a Work-Out security. Typically the investment guidelines of the accounts under which West Gate operates do not provide for the discretionary investment in equity and equity like securities. From time to time, the West Gate may receive proxy solicitations in the context of reorganizations of borrowers in which equity securities are received in exchange for defaulted loans and/or bonds from the independent custodian. West Gate considers each proxy proposal on its own merits, and it makes an independent determination as to the advisability of supporting or opposing management's position. West Gate believes that the recommendations of management should be given substantial weight, but it will not support management proposals that it believes are detrimental to maximizing the short-term value of its Clients' positions.

West Gate would usually oppose proposals that dilute the economic interest of shareholders, reduce shareholders' voting rights or otherwise limit their authority. With respect to takeover offers, West Gate would vote for the merger, acquisition or leveraged buy-out if the offer approaches or exceeds the value estimate.

Any Client of West Gate may obtain a copy of the West Gate's complete proxy voting policy as well as information regarding how its shares were voted by contacting Graydon Wilcox at (610) 941-2940.

## **Item 18 – Financial Information**

### **18.A. Advance Payment of Fees**

West Gate does not require the advance payment of fees.

### **18.B. Financial Condition**

Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about West Gate’s financial condition. West Gate 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.

### **18.C. Bankruptcy Proceedings**

West Gate has not been the subject of a bankruptcy proceeding.

## Form ADV Part 2B Supplement

### West Gate Horizons Advisors, LLC

633 West 5<sup>th</sup> Street, Suite 6600

Los Angeles, CA 90071

213-621-3700

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

March 27, 2015

**This Brochure Supplement provides information about investment personnel which is an addendum to the West Gate Horizon Advisors, LLC Brochure. You should have received a copy of that Brochure. Please contact Graydon Wilcox at [gwilcox@westgatehorizons.com](mailto:gwilcox@westgatehorizons.com) or (213) 621-3712 if you did not receive West Gate's Brochure or if you have any questions about the contents of this supplement.**

**MICHAEL D. HATLEY**

Year of Birth: 1956

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#### Item 2- Educational Background and Business Experience

##### Education:

B.S.B.A. General Business, University of Missouri

M.B.A., Indiana University

##### Business Background:

West Gate Horizons Advisors, LLC

President, Portfolio Manager

Member of the Investment Committee

Los Angeles, CA

2005 – Present

Aristotle Credit Partners, LLC

Senior Partner, Portfolio Manager

Los Angeles, CA

2013 - Present

##### Key Prior Experience:

Mike Hatley is a founding partner of West Gate Horizons Advisors, LLC ("West Gate") and is currently the President and Portfolio Manager of West Gate. He is also a member of the



investment committee of West Gate. He is also a Senior Partner and Portfolio Manager at Aristotle Credit Partners, LLC (“Aristotle Credit”). Mr. Hatley is, among other things, responsible for management of Bank Loans. Mr. Hatley has approximately 34 years of experience in the area of corporate credit analysis and the management of senior secured bank loan portfolios. He joined ING Capital Advisors, LLC (“ICA”) in 1995 and served in various credit capacities for ICA, becoming President in 2001 and assuming full responsibility for the investment process and portfolio management. In 2005, West Gate was formed to purchase all of the active investment management contracts of ICA. Prior to his employment at ICA, Mr. Hatley worked at Pilgrim Prime Rate Trust as an assistant portfolio manager for 6 years helping to oversee Pilgrim’s \$1 billion portfolio of bank loans. He also served as a Vice President at First Interstate Bank in Los Angeles for approximately 9 years prior to Pilgrim where he held a number of positions in the area of national and correspondent banking. At First Interstate, he also served as Director of the Bank’s Credit Training program. Mr. Hatley has served as a board member of the Loan Syndications and Trading Association (LSTA) which serves as the Trade Association for the floating rate bank loan market.

### **Item 3- Disciplinary Information**

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. No information is applicable to Mr. Hatley.

### **Item 4- Other Business Activities**

Mr. Hatley is a Senior Partner of Aristotle Credit Partners, LLC.

### **Item 5- Additional Compensation**

No reportable additional compensation.

### **Item 6 - Supervision**

Mr. Hatley is the President and Portfolio Manager at West Gate. He can be reached at (213) 621-3772.

**GRAYDON W. WILCOX**

Year of Birth: 1962

### **Item 2- Educational Background and Business Experience**

#### Education:

B.S., Economics, University of Pennsylvania

#### Business Background:

West Gate Horizons Advisors, LLC  
Chief Financial Officer and  
Chief Compliance Officer

Los Angeles, CA

2005 – Present

Aristotle Credit Partners, LLC  
Chief Financial Officer and  
Chief Compliance Officer

Los Angeles, CA  
2013 - Present

Key Prior Experience:

Gray Wilcox is a founding partner of West Gate Horizons Advisors, LLC (“West Gate”) and is also the Chief Financial Officer and Chief Compliance Officer of West Gate. He is also the Chief Financial Officer and Chief Compliance Officer of Aristotle Credit Partners, LLC (“Aristotle Credit”). Mr. Wilcox has 28 years of experience in operations, compliance and financial reporting. Mr. Wilcox joined ING Capital Advisors, LLC, (“ICA”) in 1997 and was responsible for financial reporting and compliance across all of ICA’s managed assets. In 2005, West Gate was formed to purchase all of the active investment management contracts of ICA. Prior to joining ICA, Mr. Wilcox served as Chief Financial Officer of Brandywine Asset Management, where he was responsible for all financial and compliance operations of a derivative and hedge fund advisor. Previously, he was a Vice President of BT Variable (an insurance subsidiary of Bankers Trust Company) and a Senior Vice President of Pilgrim Group Inc. where he was responsible for the financial reporting and portfolio compliance for retail and insurance related mutual funds covering different asset classes including loan participations. Mr. Wilcox started his career as a senior audit manager at Tait, Weller & Baker, where he participated in the audits of financial service companies among others.

**Item 3- Disciplinary Information**

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. No information is applicable to Mr. Wilcox.

**Item 4- Other Business Activities**

Mr. Wilcox is the Chief Financial Officer and Chief Compliance Officer of Aristotle Credit Partners, LLC.

**Item 5- Additional Compensation**

No reportable additional compensation.

**Item 6 - Supervision**

Mr. Wilcox is the Chief Financial Officer and Chief Compliance Officer of West Gate Horizons Advisors, LLC. He can be reached at (213) 621-3712.

**Item 2- Educational Background and Business Experience**Education:

B.S., Finance and Business Administration, University of Southern California

Business Background:

West Gate Horizons Advisors, LLC  
Senior Credit Analyst

Los Angeles, CA  
2005 – Present

Aristotle Credit Partners, LLC  
Senior Credit Analyst

Los Angeles, CA  
2013 - Present

Key Prior Experience:

Helen Rhee is a Senior Credit Analysts at West Gate Horizons Advisors (“West Gate”). She is also a Senior Credit Analyst at Aristotle Credit Partners, LLC (“Aristotle Credit”). Ms. Rhee is currently responsible for managing the firm’s investments in the Healthcare, Environmental Services, Building Products and Equipment Rental industries, although the assignment of industry coverage is subject to change from time to time. Ms. Rhee has 27 years’ experience in corporate credit analysis. Ms. Rhee joined ING Credit Advisors, LLC, (“ICA”) in October 1997. In 2005, West Gate was formed to purchase all of the active investment management contracts of ICA. Prior to joining ICA, Ms. Rhee was a Vice President at Nippon Credit Bank where she established and managed a \$450 million bank loan portfolio invested in the Healthcare industry. From 1991-1995, Ms. Rhee was an Assistant Vice President at Union Bank’s Investment Banking Group, responsible for structuring and underwriting syndicated and direct transactions (for Fortune 500 companies). Ms. Rhee began her career as a credit analyst for Bank of America.

**Item 3- Disciplinary Information**

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. No information is applicable to Ms. Rhee.

**Item 4- Other Business Activities**

Ms. Rhee is also a Senior Credit Analyst at Aristotle Credit Partners, LLC (“Aristotle Credit”).

**Item 5- Additional Compensation**

No reportable additional compensation.

**Item 6 - Supervision**

Ms. Rhee reports to Michael Hatley, who can be reached at (213) 621-3772.

**Item 2- Educational Background and Business Experience**Education:

B.A., Economics, Northwestern University

M.B.A, Finance, University of California - Berkeley

Business Background:

West Gate Horizons Advisors, LLC

Senior Credit Analyst

Los Angeles, CA

2012 – Present

Aristotle Credit Partners, LLC

Senior Credit Analyst

Los Angeles, CA

2013 - Present

Imperial Capital

Senior Vice President

Los Angeles, CA

2010 – 2012

Jefferies &amp; Company

Senior Vice President

Los Angeles, CA

1993 – 2010

Key Prior Experience:

Bradley Bryan is a Senior Credit Analyst at West Gate Horizons Advisors (“West Gate”). He is also a Senior Credit Analyst at Aristotle Credit Partners, LLC (“Aristotle Credit”). Mr. Bryan is currently responsible for investments in the Automotive Components, Chemicals, and Electronic Technologies and Hardware industries although the assignment of industry coverage is subject to change from time to time. Mr. Bryan has 28 years of experience in the corporate credit markets. Prior to joining West Gate, Mr. Bryan was a Senior Vice President at Imperial Capital, LLC where he was a Trading Desk Analyst responsible for generating leverage loan, high yield bond, distressed and special situations investment recommendations through the capital structure across various industries, including Automotive Components, Diversified Services, Electronics, and Paper & Packaging. Prior to that he was a Senior Vice President at Jefferies Capital Management where he was a Leveraged Loan and High Yield Research Analyst responsible for a \$400 million portfolio of investments in leveraged loans and high yield bonds in various industries including Automotive Components, Diversified Services, and Paper & Packaging. He began his career at Jefferies & Company as a High Yield Research Analyst with primary coverage responsibility for Aerospace & Defense and Paper & Packaging industries.

**Item 3- Disciplinary Information**

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. No information is applicable to Mr. Bryan.

#### Item 4- Other Business Activities

Mr. Bryan is also a Senior Credit Analyst at Aristotle Credit Partners, LLC (“Aristotle Credit”).

#### Item 5- Additional Compensation

No reportable additional compensation.

#### Item 6 - Supervision

Mr. Bryan reports to Michael Hatley, who can be reached at (213) 621-3772.

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### HEIDIMARIE SKOR, CFA

Year of Birth: 1963

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#### Item 2- Educational Background and Business Experience

##### Education:

B.S., Finance, Fordham University

M.B.A, Fordham University

##### Professional Designations:

Ms. Skor has been awarded the use of the Chartered Financial Analyst® (CFA®) designation by the CFA Institute.

##### Business Background:

West Gate Horizons Advisors, LLC  
Senior Credit Analyst

Los Angeles, CA  
2005 – Present

Aristotle Credit Partners, LLC  
Senior Credit Analyst

Los Angeles, Ca  
2013 - Present

##### Key Prior Experience:

Heidimarie Skor, CFA is a Senior Credit Analysts at West Gate Horizons Advisors (“West Gate”). She is also a Senior Credit Analyst at Aristotle Credit Partners, LLC (“Aristotle Credit”). Ms. Skor is currently responsible for investments in the Financial Services, Food and Beverage, Tobacco, and Restaurants industries as well as Structured Product investments, although the assignment of industry coverage is subject to change from time to time. Ms. Skor has 29 years in corporate credit analysis. Ms. Skor joined ING Credit Advisors, LLC, (“ICA”) in 2001 in conjunction with the transfer of the Asset Management function of BHF (USA) Capital Corp’s (“BHF”) CDOs to ICA after ING Group acquired BHF-Bank AG. In 2005, West Gate was formed to purchase all of the active investment management contracts of ICA. Prior to joining ICA, Ms. Skor was the Head of Asset Management at BHF where she was responsible for BHF’s securitization activities. She spent three of her twelve years with BHF at its head office in Frankfurt specializing in Trade and Project Finance. Prior to joining BHF, Ms. Skor worked in the Equity Research Department of Merrill Lynch as a research assistant.

### Item 3- Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. No information is applicable to Ms. Skor.

### Item 4- Other Business Activities

Ms. Skor is also a Senior Credit Analyst at Aristotle Credit Partners, LLC ("Aristotle Credit").

### Item 5- Additional Compensation

No reportable additional compensation.

### Item 6 - Supervision

Ms. Skor reports to Michael Hatley, who can be reached at (213) 621-3772.

## JOY JACOB

Year of Birth: 1974

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### Item 2- Educational Background and Business Experience

#### Education:

B.A., Sociology, University of California

M.B.A., Entrepreneurial Management, University of Pennsylvania

#### Business Background:

West Gate Horizons Advisors, LLC  
Senior Credit Analyst

Los Angeles, CA  
2005 – Present

Aristotle Credit Partners, LLC  
Senior Credit Analyst

Los Angeles, Ca  
2013 - Present

#### Key Prior Experience:

Ms. Jacob is a Senior Credit Analysts at West Gate Horizons Advisors ("West Gate"). She is also a Senior Credit Analyst at Aristotle Credit Partners, LLC ("Aristotle Credit"). Ms. Jacob is currently responsible for investments in the Entertainment, Media and Metals & Mining industries although the assignment of industry coverage is subject to change from time to time. Ms. Jacobs has 19 years of experience in corporate credit analysis. Ms. Jacobs joined West Gate Horizons in 2007. Prior to joining West Gate Horizons, Ms. Jacob was a Vice President in the Media & Entertainment Structured Finance group at ING Capital LLC ("ING"). At ING, Ms. Jacob was responsible for structuring and investing in syndicated senior debt financings for the media and entertainment industries encompassing traditional media, film and television production, film exhibition, television and radio broadcasting, direct broadcast satellite, cable, publishing, interactive television and online content. Prior to ING, Ms. Jacob was an analyst in the Investment Banking group at Donaldson, Lufkin & Jenrette.

### Item 3- Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. No information is applicable to Ms. Jacob.

### Item 4- Other Business Activities

Ms. Jacobs is also a Senior Credit Analyst at Aristotle Credit Partners, LLC (“Aristotle Credit”).

### Item 5- Additional Compensation

No reportable additional compensation.

### Item 6 - Supervision

Ms. Jacob reports to Michael Hatley, who can be reached at (213) 621-3772.

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## CHERYL WASILEWSKI

Year of Birth: 1953

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### Item 2- Educational Background and Business Experience

#### Education:

B.S., Physical Education with Teaching Credential K-12, Southern Connecticut State University

M.B.A., Finance, University of Southern California

#### Business Background:

West Gate Horizons Advisors, LLC  
Senior Credit Analyst

Los Angeles, CA  
2005 – Present

Aristotle Credit Partners, LLC  
Senior Credit Analyst

Los Angeles, Ca  
2013 - Present

#### Key Prior Experience:

Cheryl Wasilewski is a Senior Credit Analyst at West Gate Horizons Advisors (“West Gate”). She is also a Senior Credit Analyst at Aristotle Credit Partners, LLC (“Aristotle”). She is currently responsible for investments in the Retail, Textiles & Apparel, Aerospace & Defense, Consumer Products and Transportation industries, although the assignment of industry coverage is subject to change from time to time. Ms. Wasilewski has 31 years of experience in corporate credit analysis. Ms. Wasilewski joined ICA in November, 2001. In 2005, West Gate was formed to purchase all of the active investment management contracts of ICA. She was previously with Southern Pacific Bank in Los Angeles as the Senior Vice President and Manager of the Bank’s Loan Participation and Investment Group and managed a diversified portfolio of \$300 million of non-investment grade leveraged loans. She was Vice President and Senior Branch Credit Officer at Manufacturer’s Bank in Los Angeles where she developed and managed a loan portfolio of middle market companies. Prior to Manufacturer’s Bank, Ms.

Wasilewski was a Vice President and Corporate Banking Officer at First Interstate Bank in Los Angeles. She served as a commissioned officer in the United States Army and served as a Captain and Coordinator of Women's Athletics at the United States Military Academy at West Point, New York.

### **Item 3- Disciplinary Information**

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. No information is applicable to Ms. Wasilewski.

### **Item 4- Other Business Activities**

Ms. Wasilewski is also a Senior Credit Analyst at Aristotle Credit Partners, LLC ("Aristotle Credit").

### **Item 5- Additional Compensation**

No reportable additional compensation.

### **Item 6 - Supervision**

Ms. Wasilewski reports to Michael Hatley, who can be reached at (213) 621-3772

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## **RYAN WHITE**

Year of Birth: 1979

### **Item 2- Educational Background and Business Experience**

#### Education:

B.BA, Finance and Management Information Systems, University of Oklahoma

M.B.A., Finance, University of California – Los Angeles

#### Professional Designations:

Mr. White has been awarded the use of the Chartered Financial Analyst® (CFA®) designation by the CFA Institute.

#### Business Background:

West Gate Horizons Advisors, LLC  
Senior Credit Analyst

Los Angeles, CA  
2014 – Present

Aristotle Credit Partners, LLC  
Senior Credit Analyst

Los Angeles, Ca  
2014 – Present

Bradford & Marzec, LLC  
Credit Research Analyst  
FTI Consulting  
Director

Los Angeles, CA  
2011 – 2014  
Los Angeles, CA  
2008 – 2011



Key Prior Experience:

Ryan White, CFA is a Senior Credit Analyst at West Gate Horizons Advisors (“West Gate”). He is also a Senior Credit Analyst at Aristotle Credit Partners, LLC (“Aristotle Credit”). He is currently responsible for investments in the Gaming & Lodging, Diversified Services, Real Estate, and the Telecom industries, although the assignment of industry coverage is subject to change from time to time. Mr. White has 10 years of experience in corporate credit analysis. Ms. White joined West Gate in January, 2014. He was previously with Bradford & Marzec, LLC in Los Angeles as Credit Research Analyst where he held primary research responsibility for the Technology, Media, Telecommunications, Gaming & Lodging industries. Prior to this, Ryan was a Director at FTI Consulting where he advised debtor managements and creditor syndicates on workout and capital restructuring solutions. Prior to this, Ryan held the role of Associate Vice President at Bank of America’s Global Corporate and Investment Bank.

**Item 3- Disciplinary Information**

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. No information is applicable to Ms. White.

**Item 4- Other Business Activities**

Mr. White is also a Senior Credit Analyst at Aristotle Credit Partners, LLC (“Aristotle Credit”).

**Item 5- Additional Compensation**

No reportable additional compensation.

**Item 6 - Supervision**

Mr. White reports to Michael Hatley, who can be reached at (213) 621-3772.

**Noam Alhadeff, CFA**

Year of Birth: 1976

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**Item 2- Educational Background and Business Experience**

Education:

B.S., Mechanical Engineering, University of Florida

M.B.A., Finance, University of Texas – Austin

Professional Designations:

Mr. Alhadeff has been awarded the use of the Chartered Financial Analyst® (CFA®) designation by the CFA Institute.

Business Background:

West Gate Horizons Advisors, LLC  
Senior Credit Analyst

Los Angeles, CA  
2014 – Present

Aristotle Credit Partners, LLC  
Senior Credit Analyst

Los Angeles, CA  
2014 – Present

BNP Paribas Asset Management  
Senior Credit Analyst

New York, NY  
2012 – 2014

Bradford & Marzec, LLC  
Credit Research Analyst

Los Angeles, CA  
2007 – 2012

Key Prior Experience:

Noam Alhadeff, CFA is a Senior Credit Analyst at West Gate Horizons Advisors (“West Gate”). He is also a Senior Credit Analyst at Aristotle Credit Partners, LLC (“Aristotle Credit”). He is currently responsible for investments in the Energy, Pipeline & Distributors, Utilities, Packaging, Paper and Forest Products industries, although the assignment of industry coverage is subject to change from time to time. Mr. Alhadeff has 10 years of experience in corporate credit analysis. Mr. Alhadeff joined West Gate in April, 2014. He was previously with BNP Paribas Asset Management in New York as Senior Credit Analyst where he initiated research coverage on multiple investment grade and high yield sectors including Energy, Pipelines & Distributors and Independent Power Producers. Prior to this, Noam was at Bradford & Marzec, LLC in Los Angeles as a Credit Research Analyst. Noam has also held positions at Navigant Capital Advisors, Duff & Phelps as well as ExxonMobil.

**Item 3- Disciplinary Information**

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. No information is applicable to Mr. Alhadeff.

**Item 4- Other Business Activities**

Mr. Alhadeff is also a Senior Credit Analyst at Aristotle Credit Partners, LLC (“Aristotle Credit”).

**Item 5- Additional Compensation**

No reportable additional compensation.

**Item 6 - Supervision**

Mr. Alhadeff reports to Michael Hatley, who can be reached at (213) 621-3772.

**DOUGLAS LOPEZ, CFA**

Year of Birth: 1963

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**Item 2- Educational Background and Business Experience**

Education:

B.S. Business Administration, California State University – Long Beach  
M.B.A., Finance, University of California - Berkeley

Professional Designations:

Mr. Lopez has been awarded the use of the Chartered Financial Analyst® (CFA®) designation by the CFA Institute.

Business Background:

West Gate Horizons Advisors, LLC	Los Angeles, CA
Member of the Investment Committee	2014 – Present
Aristotle Credit Partners, LLC	Los Angeles, CA
Senior Partner, Portfolio Manager	2014 – Present
Bradford & Marzec, LLC	Los Angeles, CA
Senior Portfolio Manager	1989 – 2014

Key Prior Experience:

Doug Lopez is a member of the Investment Committee of West Gate Horizons Advisors (“West Gate”). Mr. Lopez is also a Senior Partner and Portfolio Manager of Aristotle Credit Partners, LLC (“Aristotle Credit”). Mr. Lopez is also is a member of both the Executive Committee and the Investment Committee of Aristotle Credit. The Executive Committee and the Investment Committee is responsible for the overall management and strategic direction of Aristotle Credit and the investment process, respectively. Mr. Lopez is, among other things, responsible for management of High Yield Bonds. Mr. Lopez will also perform certain credit functions at West Gate Horizons Advisors, LLC, particularly with respect to High Yield Bonds. Mr. Lopez has approximately 24 years of experience in the area of corporate credit analysis and the management of high yield bond portfolios. Prior to joining Aristotle Credit, Mr. Lopez was Senior Portfolio Manager – Global Credit at Bradford & Marzec, LLC. He was a member of the Investment Policy and Strategy Committee and Portfolio Management Team. Mr. Lopez served as the lead Portfolio Manager for the firm’s high yield portfolios for over 19 years. Prior to his position as Portfolio Manager, Mr. Lopez was the firm’s Director of Research and managed the credit analyst team, while continuing to serve as the primary analyst for a number of industries. Over the course of his career, Mr. Lopez has held primary sector research responsibilities for a majority of the sectors of the corporate fixed income market including investment grade, high yield, mortgage-backed and asset-backed securities. Prior to his tenure with Bradford & Marzec, he held positions with Barclays Global Investors (formerly Wells Fargo Investment Advisors) as an Assistant Portfolio Manager; Western Asset Management Company (WAMCO); and IBM Corporation.

**Item 3- Disciplinary Information**

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. No information is applicable to Mr. Lopez.

**Item 4- Other Business Activities**

Mr. Lopez is a Senior Partner of Aristotle Credit Partners, LLC.

## Item 5- Additional Compensation

No reportable additional compensation.

## Item 6 - Supervision

Mr. Lopez is a member of the Investment Committee of West Gate. In this capacity, he works with Mike Hatley and can be reached at (310) 689-2711.

## TERENCE REIDT, CFA

Year of Birth: 1968

## Item 2- Educational Background and Business Experience

### Education:

B.A. Business/Economics, University of California – Santa Barbara

M.B.A., Finance, University of California – Los Angeles

### Professional Designations:

Mr. Reidt has been awarded the use of the Chartered Financial Analyst® (CFA®) designation by the CFA Institute.

### Business Background:

West Gate Horizons Advisors, LLC  
Member of the Investment Committee

Los Angeles, CA  
2014 – Present

Aristotle Credit Partners, LLC  
Partner, Portfolio Manager

Los Angeles, CA  
2014 – Present

Bradford & Marzec, LLC  
Senior Portfolio Manager

Los Angeles, CA  
1991 – 2014

### Key Prior Experience:

Terry Reidt is a member of the Investment Committee of West Gate Horizons Advisors (“West Gate”). Mr. Reidt is also Partner and Portfolio Manager of Aristotle Credit Partners, LLC (“Aristotle Credit”), and is a member of the Aristotle Credit Investment Committee. Mr. Reidt also works closely with the Aristotle Credit Executive Committee to implement strategic direction for the firm. The Executive Committee and the Investment Committee are responsible for the overall management and strategic direction of Aristotle Credit and the investment process, respectively. Mr. Reidt is responsible for, among other things, management of Investment Grade Bonds. Mr. Reidt will also perform certain credit functions at West Gate Horizons Advisors, LLC. Mr. Reidt has approximately 23 years of experience in the area of corporate credit analysis and the management of investment grade bond portfolios. Prior to joining Aristotle Credit Partners, Mr. Reidt was Senior Portfolio Manager at Bradford & Marzec, LLC. He was a member of the Investment Policy and Strategy Committee and Portfolio Management Team. Mr. Reidt began his career with Bradford & Marzec as a Junior Trader responsible for U.S. dollar fixed income portfolio analytics,

performance measurement and settlements. He worked for seven years as a corporate credit analyst, and at various points in time covered most credit industry sectors. He became a Portfolio Manager and head of the trading desk in 2000. Prior to joining Bradford & Marzec, he held positions with J.M.M. Operational Services and Bay Cities National Bank.

### **Item 3- Disciplinary Information**

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. No information is applicable to Mr. Reidt.

### **Item 4- Other Business Activities**

Mr. Reidt is a Partner and Portfolio Manager of Aristotle Credit Partners, LLC (“Aristotle Credit”), and is a member of the Aristotle Credit Investment Committee.

### **Item 5- Additional Compensation**

No reportable additional compensation.

### **Item 6 - Supervision**

Mr. Reidt is a member of the Investment Committee of West Gate. In this capacity, he reports to Michael Hatley, who can be reached at (213) 621-3772 and Doug Lopez who can be reached at (310) 689-2711.

## **Exhibit to ADV Part 2B**

### **CFA Institute Financial Adviser Statement**

The Chartered Financial Analyst (CFA) charter is a globally respected, graduate-level investment credential established in 1962 and awarded by CFA Institute — the largest global association of investment professionals.

There are currently more than 90,000 CFA charterholders working in 134 countries. To earn the CFA charter, candidates must: 1) pass three sequential, six-hour examinations; 2) have at least four years of qualified professional investment experience; 3) join CFA Institute as members; and 4) commit to abide by, and annually reaffirm, their adherence to the CFA Institute Code of Ethics and Standards of Professional Conduct.

### High Ethical Standards

The CFA Institute Code of Ethics and Standards of Professional Conduct, enforced through an active professional conduct program, require CFA charterholders to:

- Place their clients' interests ahead of their own
- Maintain independence and objectivity
- Act with integrity
- Maintain and improve their professional competence
- Disclose conflicts of interest and legal matters

### Global Recognition

Passing the three CFA exams is a difficult feat that requires extensive study (successful candidates report spending an average of 300 hours of study per level). Earning the CFA charter demonstrates mastery of many of the advanced skills needed for investment analysis and decision making in today's quickly evolving global financial industry. As a result, employers and clients are increasingly seeking CFA charterholders—often making the charter a prerequisite for employment.

Additionally, regulatory bodies in 22 countries and territories recognize the CFA charter as a proxy for meeting certain licensing requirements, and more than 125 colleges and universities around the world have incorporated a majority of the CFA Program curriculum into their own finance courses.

### Comprehensive and Current Knowledge

The CFA Program curriculum provides a comprehensive framework of knowledge for investment decision making and is firmly grounded in the knowledge and skills used every day in the investment profession. The three levels of the CFA Program test a proficiency with a wide range of fundamental and advanced investment topics, including ethical and professional standards, fixed-income and equity analysis, alternative and derivative investments, economics, financial reporting standards, portfolio management, and wealth planning.

The CFA Program curriculum is updated every year by experts from around the world to ensure that candidates learn the most relevant and practical new tools, ideas, and investment and wealth management skills to reflect the dynamic and complex nature of the profession.

To learn more about the CFA charter, visit [www.cfainstitute.org](http://www.cfainstitute.org).

### **Certificate of Investment Performance® (CIPM®) designation by the CFA Institute**

The Certificate in Investment Performance Measurement (CIPM) is an international professional accreditation in the field of investment performance analysis. It includes investment performance measurement and attribution. It is offered by the CIPM Association, a body associated with the CFA Institute.

The CIPM program offers practice-based training in investment portfolio performance evaluation and risk measurement that helps industry professionals ethically evaluate and communicate investment performance to optimize results for firms and investors. Approximately 70 percent of the curriculum and readings cover advanced performance and risk analysis (measurement, attribution, appraisal, manager selection). The remaining 30 percent covers ethical and professional standards, including how to use the Global Investment Performance Standards (GIPS®). Successful CIPM candidates include financial advisors, investment consultants, portfolio managers, investment performance analysts, client relationship managers, marketing managers, compliance officers, and risk managers, among others.

The CIPM program is designed to test candidates' mastery of a specialized curriculum in the areas of ethics, performance evaluation, and application of the Global Investment Performance Standards (GIPS). Certification recognizes a practitioner's proficiency in applying analytical techniques and preparing GIPS-compliant presentations, which guide investment firms in fairly representing and fully disclosing performance results. The CIPM self-study program trains performance analysts, client relationship managers, investment consultants, GIPS verifiers, compliance officers, regulators, and software developers, among others, to meet industry needs for technically qualified, ethically grounded investment performance professionals.

Candidates must take the Expert level exam. To earn the certificate, a candidate must register and pass two exams, become a regular member of the CIPM Association, and meet professional experience requirements. The CIPM program applies best practices in investment analysis techniques through a self-directed curriculum and tests proficiency in professional ethics, performance evaluation, and investment reporting. Candidates for the CIPM qualification must adhere to the same body of professional ethics and professional conduct that has been created for Chartered Financial Analysts by the CFA Institute.