

Item 1 – Cover Page

Palmer Square Capital Management LLC

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This Brochure provides information about the qualifications and business practices of Palmer Square Capital Management LLC (“Palmer Square”). If you have any questions about the contents of this Brochure, please contact us at (913) 647-9700. 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. Palmer Square 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 through which you determine to hire or retain an Adviser.

Additional information about Palmer Square is also available via the SEC’s web site www.adviserinfo.sec.gov. The SEC’s web site also provides information about any persons affiliated with Palmer Square who are registered, or are required to be registered, as investment adviser representatives of Palmer Square.

Item 2 – Material Changes

On July 28, 2010, the United State Securities and Exchange Commission (“SEC”) published “Amendments to Form ADV” which amends the disclosure document that we provide to clients as required by SEC Rules.

The changes made from the May 31, 2011 ADV Part 2 include a reorganization of the paragraphs used to describe the different funds outlined in Item 4 – Advisory Business and a reorganization of the fees in Item 5 – Fees and Compensation. The investment management fees are now shown in a table format. In addition, the list of risks included in Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss has been shortened. For a more exhaustive list of risks, investors are directed to the respective Prospectus and Statement of Additional Information or Fund Memorandum. Finally, the changes made include additional affiliations due to common ownership and an update to Item 15 – Custody. No other material changes were made.

In the past we have offered or delivered information about our qualifications and business practices to clients on at least an annual basis. Pursuant to new SEC Rules, we will ensure that you receive a summary of any material changes to this and subsequent Brochures within 120 days of the close of our business’ fiscal year. We may further provide other ongoing disclosure information about material changes as necessary.

We will further provide you with a new Brochure as necessary based on changes or new information, at any time, without charge. Currently, our Brochure may be requested by contacting us at (913) 647-9700 or compliance@mariner-holdings.com.

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Item 4 – Advisory Business

Palmer Square is a limited liability company organized under the laws of Delaware and provides investment supervisory services on a discretionary basis to an open-ended mutual fund, Palmer Square Absolute Return Fund (“Absolute Return Fund”) and the following hedge fund of funds: Palmer Square Opportunity Fund L.P., Palmer Square Multi-Strategy Fund L.P., Palmer Square Multi-Strategy Fund, Ltd., Palmer Square Emerging Manager Fund L.P., and Colony Multi-Strategy Fund, L.P. (collectively, the “Private Funds”). Palmer Square also provides direct investment advisory services on an ongoing basis to high net worth individuals as it pertains to the selection and monitoring of and reporting on direct manager investments and portfolio management.

Palmer Square’s assets under management total \$305,219,141. Asset values are as of September 30, 2011 with the exception of the limited partnerships, valued as of August 31, 2011. The updated asset values for the limited partnerships are provided to Palmer Square on a monthly basis.

Palmer Square Absolute Return Fund is an open-ended mutual fund, launched on May 17, 2011. Palmer Square Capital Management LLC acts as the advisor to the Absolute Return Fund.

The investment objective of the fund is to seek capital appreciation with an emphasis on absolute (positive) returns with low correlation to the broader equity and bond markets. The Investment Manager seeks to achieve the fund’s investment objective by delegating the management of fund assets to a group of experienced investment managers with strong infrastructures that utilize a variety of investment strategies and styles (“subadvisor(s)”). Palmer Square maintains primary responsibility for allocating fund assets to subadvisors consistent with this premise and will select and determine the percentage of fund assets to allocate to each subadvisor. Palmer Square, however, retains discretion to invest the fund’s assets in securities and other instruments directly. Subadvisors utilize a variety of strategies and styles in order to achieve favorable risk-adjusted returns over a market cycle through security selection and management of risk exposure. Palmer Square will allocate fund assets to those subadvisor strategies that individually provide the potential for attractive long-term capital appreciation and that collectively provide for overall investment diversification while also decreasing portfolio sensitivity to general market fluctuations. The subadvisors may not utilize all of the strategies all of the time due to the opportunistic and flexible nature of their investment approach and philosophy. Additional information can be obtained from the fund’s prospectus.

Palmer Square Opportunity Fund L.P. (the “Opportunity Fund”) is a Delaware limited partnership which began operations on June 9, 2009 as a private investment fund. Investments in this partnership are restricted to qualified investors who are both (i) “accredited investors” as defined under Regulation D of the Securities Act of 1933, as amended (the “Securities Act”) and

(ii) “qualified purchasers” as defined under the Investment Company Act of 1940, as amended (the “Company Act”). Palmer Square acts as the investment manager to the Opportunity Fund.

The investment objective of the Opportunity Fund is long-term capital appreciation. Palmer Square believes that the Partnership’s investment objective can be achieved by investing with a diversified group of investment managers (“Designated Manager(s)”) that employ a variety of investment strategies that Palmer Square believes offer attractive risk-adjusted rates of return that are not highly correlated with the U.S. stock market. Palmer Square has discretion in selecting the Designated Managers with which to invest Partnership assets. The Partnership’s investment program consists of Designated Managers that generally employ multi-strategy and credit-related investment strategies, including, without limitation, high yield, special situation or distressed securities, and preferred stock arbitrage. Palmer Square believes that a diversified portfolio of investments with Designated Managers offers superior risk/reward characteristics. Due to the opportunity for a low correlation of returns across strategy types, Palmer Square believes that the investors will derive significant benefits from a blended strategy. Palmer Square also believes that the ability to allocate capital flexibly across strategies creates a return enhancement potential when strategies go in and out of favor.

Limited Partners and prospective investors should carefully review the offering memorandum for a comprehensive description and complete information on the Opportunity Fund.

Palmer Square Multi-Strategy Fund L.P. (the “Multi-Strategy Fund”) is a Delaware limited partnership which began operations on July 21, 2009 as a private investment fund. Investments in this partnership are restricted to qualified investors who are both (i) “accredited investors” as defined under Regulation D of the Securities Act of 1933, as amended (the “Securities Act”) and (ii) “qualified purchasers” as defined under the Investment Company Act of 1940, as amended (the “Company Act”). Palmer Square acts as the investment manager to the Multi-Strategy Fund.

The investment objective of the fund is long-term capital appreciation. Palmer Square believes that this investment objective can be achieved by investing with a diversified group of investment managers (“Designated Manager(s)”) that employ a variety of investment strategies that Palmer Square believes offer attractive risk-adjusted rates of return that are not highly correlated with the U.S. stock market. Further, Palmer Square believes that a diversified portfolio of directional and event-driven strategies offers superior risk/reward characteristics compared to a non-diversified portfolio. Palmer Square has discretion to select the Designated Managers with which to invest assets. The investment program primarily focuses on Designated Managers that generally employ long/short, multi-strategy, global macro, and event-driven investing strategies. Due to the opportunity for a low correlation of returns across strategy types, Palmer Square believes that the investors will derive significant benefits from a blended strategy. Palmer

Square also believes that the ability to allocate capital flexibly across strategies creates a return enhancement potential when strategies go in and out of favor.

Limited Partners and prospective investors should carefully review the offering memorandum for a comprehensive description and complete information on the Multi-Strategy Fund.

Palmer Square Multi-Strategy Fund, Ltd. (the “Multi-Strategy Fund, Ltd.”) is an exempted company limited by shares incorporated under the laws of the Cayman Islands on September 21, 2010 formed as a private investment fund for the benefit of certain Permitted U.S. Persons and persons who are not U.S. Persons. Investments in this partnership are restricted to qualified investors who are both (i) “accredited investors” as defined under Regulation D of the Securities Act of 1933, as amended (the “Securities Act”) and (ii) “qualified purchasers” as defined under the Investment Company Act of 1940, as amended (the “Company Act”). Palmer Square acts as the investment manager to the Multi-Strategy Fund, Ltd.

The investment objective is to generate long-term capital appreciation. Palmer Square believes that the investment objective can be achieved by investing with a diversified group of investment managers (“Designated Manager(s)”) that employ a variety of investment strategies that Palmer Square believes offer attractive risk-adjusted rates of return that are not highly correlated with the U.S. stock market. Further, Palmer Square believes that a diversified portfolio of directional and event-driven strategies offers superior risk/reward characteristics compared to a non-diversified portfolio. Palmer Square has discretion in selecting the Designated Managers with which to invest assets. The investment program primarily focuses on Designated Managers that generally employ long/short, event-driven, global macro, and multi-strategy approaches to investing.

Limited Partners and prospective investors should carefully review the offering memorandum for a comprehensive description and complete information on the Multi-Strategy Fund, Ltd.

Palmer Square Emerging Manager Fund L.P. (the “Emerging Manager Fund”) is a Delaware limited partnership which began operations on May 4, 2010 as a private investment fund. Investments in this partnership are restricted to qualified investors who are both (i) “accredited investors” as defined under Regulation D of the Securities Act of 1933, as amended (the “Securities Act”) and (ii) “qualified purchasers” as defined under the Investment Company Act of 1940, as amended (the “Company Act”). Palmer Square acts as part of the investment manager to the Emerging Manager Fund, as described below.

The members and managers of MAPS Capital Management LLC, the Investment Manager of the Emerging Manager Fund (the “Investment Manager”), are Palmer Square, Atlantic Asset Management, L.L.C (“Atlantic”), and Montage Alternative Advisors LLC (“MAA”).

Palmer Square, Atlantic, and Montage, in their capacities as members and managers, will jointly direct the activities of the Investment Manager, and, as a result, the investment activities and operations of the Partnership.

The Partnership's investment objective seeks to achieve capital appreciation and earn investment income. The Investment Manager believes that the investment objective can be achieved by investing primarily in hedge funds and other investment vehicles (which may include separate accounts managed in parallel with such investment vehicles) ("Underlying Fund(s)") managed by start-up, early stage and other managers with low to moderate assets under management ("Designated Manager(s)"), as determined from time to time by the Investment Manager. The Investment Manager has discretion in selecting the Designated Managers with which to invest Partnership assets. The Partnership will seek to enhance its returns through the acquisition of: (i) a share of the management fees and/or incentive fees or allocations payable or allocable, as the case may be, to the Designated Managers or their affiliates by the Underlying Funds; (ii) an additional share of capital appreciation and/or investment income from the Underlying Funds; (iii) buyout and/or other considerations from the Underlying Funds and/or the Designated Managers; (iv) participation in a share of the Designated Managers' revenues; and/or (v) such other arrangements as are agreed to by the Underlying Funds and/or the Designated Managers (collectively, the "Special Rights"). It is anticipated that certain Designated Managers will agree to such arrangements due to the Partnership supplying capital and other business and investment support services that may be provided by the General Partner, the Investment Manager and/or their respective members to the Designated Managers and/or the Underlying Funds. Such arrangements may have different terms, liquidity and durations depending upon negotiations with the Designated Managers, which may include, without limitation, the Partnership's agreement to a lock-up period for the Partnership's investment in an Underlying Fund. The Partnership may also make investments in the Underlying Funds without securing Special Rights. In addition to or in lieu of Special Rights, the Partnership may obtain waivers or reductions of management fees and performance fees and/or allocations with respect to the Underlying Funds. The Partnership may seek future capacity rights for the Partnership in the Underlying Funds.

Limited Partners and prospective investors should carefully review the offering memorandum for a comprehensive description and complete information on the Emerging Manager Fund.

Colony Multi-Strategy Fund, L.P. (the "Colony Fund") is a Delaware limited partnership which began operations on July 19, 2005 as a private investment fund. Investments in this partnership are restricted to qualified investors who are both (i) "accredited investors" as defined under Regulation D of the Securities Act of 1933, as amended (the "Securities Act") and (ii) "qualified purchasers" as defined under the Investment Company Act of 1940, as amended (the "Company Act").

Colony Funds, LLC, a Delaware limited liability company (the “General Partner”) has sole and complete discretionary authority to manage the Partnership’s activities. The Colony Group, LLC (the “Manager”) is a limited liability company formed under the laws of the Commonwealth of Massachusetts. The General Partner and the Manager have engaged Palmer Square to serve as the Partnership’s Subadvisor. The Subadvisor is responsible for the Partnership’s day-to-day portfolio management under the general supervision of the General Partner and the Manager. Palmer Square Capital Advisors LLC, a Delaware limited liability company (the “Special Limited Partner”), assists the General Partner and the Manager in the supervision of the Subadvisor.

The Partnership’s investment objective is to generate long-term capital appreciation. However, no assurance can be given that the Partnership’s investment objective will be achieved, and investment results may vary substantially on a monthly, quarterly and annual basis. The Subadvisor believes that the Partnership’s investment objective can be achieved by investing with a broad group of investment managers (“Designated Manager(s)”) that employ a variety of investment strategies that offer attractive risk-adjusted rates of return that are not highly correlated with the U.S. stock market. The Subadvisor has discretion in selecting the Designated Managers with which to invest Partnership assets. The Partnership’s investment program will include Designated Managers that generally employ a set of strategies that may include long/short equity, credit, global macro, event-driven, managed futures and various other multi-strategy investment approaches. The Subadvisor will invest the assets of the Partnership with Designated Managers either through becoming a participant in a pooled investment vehicle and/or by placing assets of the Partnership in a managed account (“Underlying Fund(s)”). In addition, the Subadvisor may, from time to time, cause some of the Partnership’s assets to be held in cash and/or cash equivalents pending an allocation to Designated Managers, to pay expenses, or to fund withdrawal requests.

Limited Partners and prospective investors should carefully review the offering memorandum for a comprehensive description and complete information on the Colony Fund.

Management of the Private Funds – General

None of the Private Funds are required to register as investment companies under the Company Act in reliance upon an exemption(s) available to funds whose securities are not publically offered. Palmer Square manages the Funds on a discretionary basis in accordance with the terms and conditions of each Fund’s offering and organizational documents and any relevant supplements thereto.

Each of the Funds outlined above employs investment strategies that are suitable to sophisticated investors with substantial net worth and who are able to bear the risks of the strategies employed. Limited Partners and prospective investors should also be aware of additional risks associated

with investing in the Funds, many of which are described in the offering memorandum of each respective Fund.

Direct Investment Advisory Services

In addition to the Palmer Square Absolute Return Fund and Private Funds, the Advisor also offers discretionary investment management services to high net worth clients on an ongoing basis whereby the client can customize portfolios according to their unique risk/reward objectives. Palmer Square will select, monitor, and report on direct manager relationships. Generally speaking, the investors' customization of a portfolio centers around liquidity and strategy objectives and involves selecting and investing directly with one or more fund managers.

Ownership

A majority of Palmer Square's equity is owned by Montage Investments, LLC, a Kansas limited liability company and an SEC-registered investment advisor that currently manages, through control relationships with eight other investment managers, \$8.1 billion in assets under management as of August 31, 2011. The remainder is owned by Christopher D. Long, President of Palmer Square.

Other

Palmer Square does not currently manage any assets on a non-discretionary basis.

Item 5 – Fees and Compensation

Set forth below is a description of how Palmer Square is compensated for advisory services to clients.

Absolute Return Fund Investment Management Fees

As set forth in the Investment Management Agreement between the Investment Managers Series Trust, a Delaware Statutory Trust, and Palmer Square Capital Management LLC, (the “Investment Manager”), the Absolute Return Fund pays to the Investment Manager a fee accrued daily and paid monthly in arrears at an annual rate of 1.95%.

Private Funds Investment Management Fees

<u>Fund</u>	<u>Annual Fee</u>
Opportunity Fund	1.00%
Multi-Strategy Fund	1.00%
Multi-Strategy Fund, Ltd.	1.00%
Emerging Manager Fund	1.00%
Colony Fund	0.80%

We calculate the management fee for the Private Funds either quarterly in arrears or monthly in arrears depending on the specific contractual arrangement for each Private Fund. The Management Fee shall be prorated for amounts invested and/or redeemed during any month and for any month during which the Investment Manager does not serve as the investment manager of the Company for the entire month.

For the avoidance of doubt, the Investment Manager, in its sole and absolute discretion, may waive, reduce or rebate any management fee attributable to any Class, sub-class or series of Shares held by or on behalf of any Shareholder, including, without limitation, any employee, agent or affiliate of the Investment Manager. The Investment Manager, in its sole and absolute discretion, may also pay a portion of the Management Fee to certain Shareholders and/or other third parties.

In addition to our management fee, we may also charge an annual performance fee, as further described in Item 6 of this Brochure.

Limited partners in the Fund(s) and prospective investors are requested to refer to the applicable Fund offering memorandum for complete information on the Fund(s) and its fees.

Special Rights

The Emerging Manager Fund will seek to enhance its returns through the acquisition of Special Rights. It is anticipated that certain Designated Managers will agree to such arrangements due to the Partnership supplying capital and other business and investment support services that may be provided by the General Partner, the Investment Manager and/or their respective members to the Designated Managers and/or the Underlying Funds. Such arrangements may have different terms, liquidity and durations depending on the negotiations with the Designated Managers, which may include, without limitation, the Partnership's agreement to a lock-up period for the Partnership's investment in an Underlying Fund.

Limited Partners and prospective investors should carefully review the offering memorandum for a comprehensive description and complete information on the Emerging Manager Fund.

Direct Investment Advisory Services

Palmer Square provides investment supervisory services on an ongoing basis to high net worth individuals as it pertains to the selection and monitoring of and reporting on direct manager investments and portfolio management. Fees range depending on the services involved. All fees are subject to negotiation and all fee arrangements will comply with Section 205 of the Advisors Act.

Fee Billing

For both the Private Funds and the Absolute Return Fund, Limited Partners do not have the ability to choose to be billed directly for fees incurred as Palmer Square and its service providers deduct fees automatically. For direct/investment advisory services to individual clients, clients may choose to be billed directly for fees incurred.

Other Expenses

In addition to the Palmer Square fees referred to above, the Private Funds' clients and direct investment advisory clients, in some cases, are liable to pay a management fee and performance fee for each Designated Manager. Fixed fees, are typically 1.5% (annualized) of the average net asset value of assets under management, but can generally range from 0.5% to 2.5% (annualized) of such assets. If applicable, performance-based fees generally will range from 15% to 25% of the net capital appreciation in the Designated Manager's Partnership for each year (in some cases above a specified benchmark), but may be higher in certain instances. In most cases, receipt by a Designated Manager of performance-based fees will be subject to the investment exceeding its "high water mark" in such investment. In addition, the Private Funds' clients and direct advisory clients, in some cases, may also be liable for their pro-rata share of certain operating expenses of Palmer Square and the underlying managers in which we invest including (but not limited to)

brokerage commissions, dealer spreads, transfer fees, taxes and other transaction costs, custody, administration, legal, auditing, registration fees, and licensing (including certain research databases and software and certain administrative software), government filing fees, and manager background checks.

The Absolute Return Fund is responsible for its own operating expenses. The Advisor has contractually agreed, however, to waive its fees and/or absorb expenses of the Absolute Return Fund to ensure that the total annual fund operating expenses (excluding acquired fund fees and expenses, interest, taxes, dividends on short positions, brokerage commissions and extraordinary expenses such as litigation expenses) do not exceed 2.50% and 2.25% of the average daily net assets of its Class A shares and Class I shares, respectively. This agreement is effective until, August 31, 2012, subject thereafter to annual re-approval of the agreement by the Trust's Board of Trustees, and may be terminated with the consent of the Trust's Board of Trustees. Any reduction in advisory fees or payment of the Absolute Return Fund expenses made by the Advisor in a fiscal year may be reimbursed by the Absolute Return Fund in any of the three subsequent fiscal years if the Advisor so requests. This reimbursement may be paid by the Absolute Return Fund if the aggregate amount of operating expenses for such fiscal year (taking into account the reimbursement) does not exceed the current limitation on the Absolute Return Fund expenses or the limitation on the Absolute Return Fund expenses in effect at the time of the request. Any such reimbursement is contingent upon the Board's subsequent review and ratification of the reimbursed amounts and may not cause the total fee paid by the Absolute Return Fund in a fiscal year to exceed the applicable limitation on Absolute Return Fund expenses. The Absolute Return Fund must pay current ordinary operating expenses before the Advisor is entitled to request any reimbursement of fees and/or Absolute Return Fund expenses.

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

As described in Item 5 above, Palmer Square receives performance-based compensation with respect to its Private Funds. Palmer Square will structure any performance or incentive fee arrangement subject to Section 205(a)(1) of the Investment Advisors Act of 1940 (The Advisors Act) in accordance with the available exemptions thereunder, including the exemption set forth in Rule 205-3.

The performance-based compensation is based on capital appreciation. This arrangement may create an incentive for Palmer Square to invest the Private Funds' assets in investments that are riskier or more speculative than would be the case if Palmer Square was compensated solely on a flat percentage of capital. The Partnership Agreement and the Investment Management Agreement of the Private Funds require the General Partner and the Investment Manager, respectively, to exercise their duties with care, skill, prudence and diligence. In the event of a conflict of interest between the Partnership and any other entity managed by the General Partner, the Investment Manager, or any of their respective affiliates, the General Partner, the Investment Manager or such affiliate, as the case may be, will resolve such conflict by taking into account the investment objective of each entity (or account), any investment restrictions applicable to each entity and the other available investment options for each entity and will seek to resolve such conflict in a fair and equitable manner.

For investment management of the Absolute Return Fund as well as direct investment advisory relationships where Palmer Square solely receives fees based on a percentage of assets managed and no incentive or performance fee there is an incentive to favor higher fee paying accounts. Palmer Square has 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 – Types of Clients

Palmer Square provides investment advisory services to investment companies (Absolute Return Fund), hedge fund of funds, institutions, and individuals (including high net worth individuals).

Investments in the Private Funds (except for the Emerging Manager Fund) are subject to a minimum initial investment amount of \$250,000 (subject to the discretion of the General Partner). The Emerging Manager Fund stated investment minimum is \$25,000,000 (subject to the discretion of the General Partner).

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

Methods of Analysis

Palmer Square strives to construct a well-diversified portfolio integrating market opportunity with carefully selected managers. With regard to the top-down strategy allocation, based on current market conditions and a proprietary core / satellite majority / satellite minority, the Investment Committee decides which strategies we believe are the most promising. We prioritize on our view of prospective (rather than historical) performance and volatility, and seek to identify attractive investment environments for specific strategies and/or sectors. And, we incorporate our investment outlook with our managers' insight.

With regard to the bottoms-up portion of our investment philosophy, Palmer Square believes in maintaining a concentrated approach, thereby investing with what we believe to be relatively few managers. Palmer Square will generally select underlying managers based on factors determined in its sole and absolute discretion, including, without limitation, experience, performance track record, ability to protect capital in adverse market environments, personal financial commitment, prevalence of opportunities in their area of expertise, structure of organization, risk controls, risk management process, communication and reporting transparency style. The ultimate allocation of assets managed by Palmer Square is intended to manage the overall risk/return while optimizing the ability to generate long-term capital appreciation.

Palmer Square believes that the ongoing monitoring of the underlying managers is of paramount importance to achieving a client's investment objective. Style drift, rapid growth of assets, changes in the use of leverage and liquidity, employee defections, infrastructure changes, transparency reduction, and complacency are a few examples of factors that can lead to the re-evaluation of an investment decision. Palmer Square dedicates a significant amount of time to monitoring the underlying managers within the different portfolios. Palmer Square will perform regular reviews of the underlying managers through onsite face-to-face meetings and conference calls and by utilizing Palmer Square's extensive network of buy side and sell side professionals, traders, other fund managers and other Wall Street professionals.

Investment Strategies

Currently, the strategies described below are those that Palmer Square primarily expects the Designated Managers to employ on behalf of the Absolute Return and Private Funds and direct advisory clients, but Palmer Square generally intends to invest opportunistically, therefore, retaining the right to continue to develop and invest in additional strategies over time. Palmer Square recognizes that any particular strategy may be incapable of remaining profitable indefinitely. Accordingly, Palmer Square may allocate and re-allocate capital between or among strategies and/or Designated Managers, including, without limitation, between or among

Designated Managers employing a varied set of strategies focused on public markets, on the one hand, and private markets, on the other hand, all as dictated by opportunity.

While the below list is certainly not exhaustive and does not purport to be complete, assets of the Absolute Return Fund, Private Funds, and direct advisory clients will primarily be invested with Designated Managers employing the following investment strategies:

Long/Short Equity Investing: Employs long and short investing in primarily common and preferred stocks of U.S. Issuers and Foreign Issuers based on the Designated Manager's perception of such securities being overvalued or undervalued. This strategy attempts to neutralize exposure to general market risk by: (i) purchasing securities to capitalize on a rising market through appreciation ("Long Position") and (ii) taking a short position in other securities to capitalize on potential market declines.

Event Driven Investing: Takes advantage of the impact of corporate events on the market value of company securities. Corporate events include, but are not limited to, restructuring, mergers, reorganizations, spin-offs, leveraged buyouts and material litigation. Companies experiencing financial distress, and/or that have potential or threatened extraordinary liabilities, may also be targeted. Event Driven Investing also includes structuring investment positions that benefit from events such as debt restructuring and bankruptcies. All types of corporate equity and fixed income securities and derivative positions may be used to implement this strategy such as common and preferred stock, corporate debt securities including those that have high yields and credit ratings below investment grade or "junk bonds", convertible securities and options on equity and debt securities.

Fixed Income, Long/Short Credit, and Distressed Debt Investing: Focuses primarily in debt securities of domestic and foreign and emerging market governments, government-related agencies, and companies of all maturities and credit qualities including corporate bonds, bank loans and distressed debt. In addition, mortgage-backed securities, collateralized mortgage obligations, other mortgage-related securities and other asset-backed securities of all credit qualities including lower-rated bonds may also be used within the investment strategies. Typical investment strategies within credit will involve a long/short or event driven style similar to those described above in "Long/Short Equity Investing" and "Event Driven Investing". Strategies will also often involve the purchase of debt securities that are currently undervalued, out-of-favor, have low credit ratings or are affected by other adverse factors ("Distressed Securities"). Distressed Securities will typically include debt issued by companies undergoing bankruptcy proceedings that are restructuring their capital structure outside of the court, or that have experienced short-term credit problems. These strategies may include the purchase of bonds of companies with lower credit ratings and that have attractive risk/reward characteristics due to, among other things, an anticipation of an upgrade in the bond's ratings, expectation that a company reorganization will provide greater value, or other positive business factors that are not

yet reflected in their market value. Strategies employed may involve short positions such as the use of credit default swaps and the short sale of individual bonds to hedge risk or profit from an anticipated decline in the price of a security. Derivatives may also be used to hedge risk or position a portfolio to benefit from a decline in the price of a bond or other security. Strategies may also employ leverage to increase returns.

Opportunistic/Global Macro Investing: Employs Long and Short Positions across various U.S. and foreign markets, sectors and companies to benefit from those investments which have the highest probability for success (Long Positions) and those that have the highest probability for decline (Short Positions). Although a wide variety of securities may be utilized to implement this strategy, typically, global macro investors target sovereign debt (e.g. government debt), equity indices, currencies, interest rates, and commodity-related investments such as futures and options on commodities, and exchange-traded funds (“ETFs”) that focus on gold and precious metals. Futures and options are often used for hedging and alpha generation (risk-adjusted return) in order to quickly position a portfolio to profit from changing markets.

Risk of Loss

Investing in securities involves a risk of loss that you should be prepared to bear, including loss of your original principal. You should be aware that past performance of any security is not necessarily indicative of future results. Therefore, you should not assume that future performance of any specific investment or investment strategy will be profitable. We do not provide any representation or guarantee that your goals will be achieved. Depending on the different types of investments, there may be varying degrees of risk. **The foregoing list of certain risk factors does not purport to be a complete enumeration or explanation of the risks involved in an investment or an investment in the Private Funds or Absolute Return Fund. Moreover, the different Palmer Square Funds have specific risks and Prospective Investors should read the entire respective Prospectus and Statement of Additional Information or Fund Memorandum and consult with their own advisor before signing a Subscription Document. In addition, as the various Palmer Square Funds develop and change over time, investments may be subject to additional and different risk factors. No assurance can be made that profits will be achieved or that substantial losses will not be incurred. For additional information on specific risks, please carefully review all of the key documentation including the Subscription Documents.**

Market Risks:

- *Risk of Loss:* An investment in the Private Funds or Absolute Return Fund is speculative and involves significant risk. The profitability of the Private Funds or Absolute Return Fund depends upon the Designated Managers selected by Palmer Square correctly assessing the future price movements of the securities, commodities and other financial

instruments in which the Underlying Funds invest and the movement of interest rates. These price movements may be volatile and are subject to numerous factors which are neither within the control of nor predictable by Palmer Square or the Designated Managers. There can be no assurance that Palmer Square or the Designated Managers will be successful in accurately predicting price and interest rate movements. Accordingly, Investors may incur substantial losses on their investments in the Private Funds or Absolute Return Fund, and it is possible that the Private Funds' or Absolute Return Fund performance will fluctuate substantially from period to period.

- *Leverage:* The Designated Managers selected by Palmer Square may generally employ leverage, including, without limitation, through the use of borrowed funds and investments in options, such as puts and calls, regulated futures contracts, warrants, credit default swaps and short sales. If the Designated Managers selected by Palmer Square use leverage with respect to a position, any losses would be more pronounced than if leverage were not used, and a relatively small price movement in a security or other financial instrument may result in immediate and substantial losses to the Underlying Funds.
- *General Credit Risks:* The Underlying Funds will seek to take advantage of opportunities in the distressed credit arena and may be exposed to losses resulting from default and foreclosure. Distressed credit assets may have large uncertainties or major risk exposures to adverse conditions, and certain of them may be considered to be predominantly speculative. Generally, such credit assets offer a potentially higher return, but involve greater volatility of price and greater risk of loss of income and investment.
- *Distressed/Bankruptcy Investing:* The Underlying Funds may invest in unrated or "distressed" securities, i.e., securities of companies that are experiencing significant financial or business difficulties, including companies involved in debt restructurings, in bankruptcy or other reorganization and liquidation proceedings. The Underlying Funds may also purchase financial instruments of companies that have low credit quality, and purchase securities and loans that are in default. There is no assurance that the Underlying Funds will correctly evaluate the nature and magnitude of the various factors that could affect the prospects for a successful reorganization or rehabilitation of a distressed asset or adequate realization upon such assets and claims. The Private Funds' or Absolute Return Fund performance may be substantially impaired by unsuccessful distressed or low credit investments.
- *Liquidity:* Many of the investments that are made by the Underlying Funds in the Private Funds will lack liquidity. Some of the Designated Managers only permit the Private Funds to withdraw assets at specified times (i.e., annually, semi-annually or quarterly) and many Designated Managers have the right to suspend the payment of withdrawals under certain circumstances. Furthermore, though it is intended that investments by the

Private Funds will be with Designated Managers which invest in securities, commodity futures or other financial instruments traded on listed exchanges, some may be thinly traded. This could present a problem in realizing the prices quoted and in effectively trading the position(s). In many situations, Designated Managers may invest in illiquid investments (including, without limitation, side pocket investments and follow-up investments) which could result in significant loss in value should the Designated Managers be forced to sell the illiquid investments as a result of rapidly changing market conditions or as a result of margin calls or other factors.

- *Independence of Designated Managers:* The Private Funds do not presently, and do not expect in the future to, control any of the Designated Managers, their choice of investments and other investment decisions, all of which will be totally within the control of such Designated Managers. The investments of the Underlying Funds are made pursuant to written disclosures from and/or agreements with a Designated Manager which provide, among other things, guidelines by which the Designated Manager will trade for the applicable Underlying Fund. Thus, while each Designated Manager undertakes to follow specified trading strategies, the written disclosures and/or agreements discussed above typically provide the Designated Managers with broad discretion to modify their trading strategies and therefore it is possible that a Designated Manager could deviate from its trading strategies, which deviation could result in, among other things, a less profitable trading strategy or a riskier approach that could lead to a loss of all or part of the Private Fund's investment with such Designated Manager. Furthermore, Designated Managers invest wholly independently of one another and may at times hold economically offsetting positions. To the extent that the Designated Managers do, in fact, hold such positions, the Fund, considered as a whole, cannot achieve any gain or loss despite incurring fees and expenses. In certain Private Funds, Palmer Square and its respective affiliates own equity interests in some of the Designated Managers. Moreover, it is possible that one or more of the affiliates of Palmer Square will in the future acquire non-controlling interests in one or more of the Designated Managers.
- *Fraudulent Activities:* There is a risk that a Designated Manager may knowingly, negligently or otherwise withhold or misrepresent information regarding the performance of the Designated Manager or the Underlying Fund including, without limitation, the presence or effects of any fraudulent or similar activities. The Private Funds' performance of their monitoring functions would generally not give the Private Funds the opportunity to discover such situations prior to the time the Designated Manager discloses (or there is public disclosure of) the presence or effects of any fraudulent activities.

- *Investments in Undervalued Securities:* Designated Managers may seek to invest in undervalued securities. The identification of investment opportunities in undervalued securities is a difficult task, and there are no assurances that such opportunities will be successfully recognized or acquired. While investments in undervalued securities offer the opportunities for above-average capital appreciation, these investments involve a high degree of financial risk and can result in substantial losses.
- *Options:* The Designated Managers may utilize options in furtherance of their investment strategies. Option positions may include both long positions, where a Designated Manager is the holder of put or call options, as well as short positions, where the Designated Manager is the seller (writer) of an option. Although option techniques can increase investment return, they can also involve a higher level of risk compared with their underlying securities. For example, the expiration of unexercised long options effectively results in loss of the entire cost, or premium paid for the option. Conversely, the writing of an uncovered put or call option can involve, similar to short selling, a theoretically unlimited risk of an increase in the Underlying Funds' cost of selling or purchasing the underlying securities, commodities or other instruments in the event of exercise of the option.
- *Loan Participations:* The Underlying Funds may invest in loan participations. A loan participant has no contractual relationship with the borrower of the underlying loan. As a result, the participant is generally dependent upon the lender to enforce its rights and obligations under the loan agreement in the event of a default and may not have the right to object to amendments or modifications of the terms of such loan agreement. A participant in a syndicated loan generally does not have the voting rights, which are retained by the lender. In addition, a loan participant is subject to the credit risk of the lender as well as the borrower, since a loan participant is dependent upon the lender to pay its percentage of payments of principal and interest received on the underlying loan. The Underlying Funds will acquire participations only if the seller of the participation is determined by Palmer Square to be creditworthy.
- *Collateralized Debt Obligations:* The Underlying Funds may invest in collateralized debt obligations (each, a "CDO"), collateralized loan obligations (each, a "CLO") and other related instruments. The portfolio may consist of CLO equity, multi-sector CDO equity, trust preferred CDO equity and CLO mezzanine debt. CDO securities are subject to credit, liquidity and interest rate risks. The CDO equity and other tranches purchased by the Underlying Funds may be unrated or non-investment grade, which means that a greater possibility that adverse changes in the financial condition of an issuer or in general economic conditions or both may impair the ability of the related issuer or obligor to make payments of principal or interest. Such investments may be speculative.

In addition, as a holder of CDO equity, the Underlying Funds will have limited remedies available upon the default of the CDO.

- *Forward Contract Markets:* Designated Managers may trade forward contracts (and options on forward contracts). These securities are not traded on exchanges and are individually negotiated and therefore can be highly illiquid. The principals in forward contract markets are not required to continue to make such markets or to continue to deal in forward contracts of all currencies and/or commodities. In addition, forward contract markets are subject to significant disruptions, including through the intervention of governmental authorities. Therefore, Designated Managers that trade forward contracts may experience liquidity or other problems, and may incur substantial losses on such investments.
- *Short Sales:* Designated Managers may sell securities short. Selling securities short risks losing an amount greater than the proceeds received. Theoretically, securities sold short are subject to unlimited risk of loss because there is no limit on the price that a security may appreciate before the short position is closed. In addition, the supply of securities that can be borrowed fluctuates from time to time. The Designated Managers may be subject to losses if a security lender demands return of the lent securities and an alternative lending source cannot be found or if the Designated Managers are otherwise unable to borrow securities which are necessary to cover their positions.
- *Proprietary Investment Strategies:* The Designated Managers generally use investment strategies that are different than those typically employed by traditional managers of portfolios of stocks and bonds and may involve significantly more risk and higher transaction costs than more traditional investment methods. Additionally, it is possible that the performance or the specific investments of the Designated Managers may be closely correlated to each other in some market conditions, resulting (if those returns are negative) in significant losses to the Private Funds and Absolute Return Fund and their investors.
- *Concentration and Non-Diversification of Investments:* The Private Funds will attempt to diversify their portfolios over time by investing in numerous Underlying Funds. However, a number Underlying Funds may have overlapping strategies and thus could accumulate large positions in the same or related instruments without Palmer Square's knowledge. Even if known, Palmer Square's ability to avoid such concentration would depend on their ability to reallocate the Private Funds' capital among existing or new Designated Managers, which might not be feasible for several months until withdrawals and contributions are permitted. To the extent the assets of the Underlying Funds do so concentrate, the overall adverse impact on the Private Funds of adverse developments in

the business of such issuer, such industry or such country could be considerably greater than if it did not concentrate its investments to such an extent.

- *Compensation Arrangements with the Designated Managers:* Designated Managers may receive incentive compensation from the Private Funds based on the performance of their portfolios. Such compensation arrangements may create an incentive to make investments that are riskier or more speculative than would be the case if such arrangements were not in effect. In addition, because performance-based compensation may be calculated on a basis which includes unrealized appreciation of the Private Funds' assets, such performance-based compensation may be greater than if such compensation were based solely on realized gains.
- *Non-U.S. Investments; Emerging Market Risk:* A Designated Manager may invest all or a portion of its assets in non-U.S. securities and interests denominated in non-U.S. currencies and/or traded outside of the United States, including emerging market securities and interests. Such investments require consideration of certain risks not typically associated with investing in securities traded in the United States or other assets. Such risks include, among other things, unfavorable currency exchange rate developments, restrictions on repatriation of investment income and capital, imposition of exchange control regulation, confiscatory taxation, and economic or political instability in foreign nations. In addition, there may be less publicly available information about certain non-U.S. companies than would be the case for comparable companies in the United States, and certain non-U.S. companies may not be subject to accounting, auditing and financial reporting standards and requirements comparable to or as uniform as those of U.S. companies.

Regulatory Risks:

- *No Registration:* The Private Funds are not registered as an "investment company" under the ICA in reliance upon Section 3(c)(7) thereof. In addition, it is expected that the Underlying Funds in which Palmer Square will invest assets of the Private Funds will be exempt from registration under the ICA under Section 3(c)(1) or Section 3(c)(7) thereof. Further, the Private Funds are exempt from registration as a CPO with the CFTC under CFTC Rule 4.13(a)(4) and Palmer Square is exempt from registration as a CTA with the CFTC under CFTC Rule 4.14(a)(8). However, some of the pooled investment vehicles and accounts in which Palmer Square plans to invest assets of the Private Funds may be directed by CFTC registered CPOs and/or CTAs. Consequently, the Limited Partners of the Private Funds and the Private Funds will not benefit from certain of the protections afforded by such statutes.

- *General Business and Regulatory Risks of Hedge Funds:* Legal, tax and regulatory changes could occur during the term of the Private Funds or Absolute Return Fund that may adversely affect either. The regulatory environment for hedge funds is evolving, and changes in the regulation of hedge funds may adversely affect the value of investments held by the Private Funds or Absolute Return Fund and the ability of the Private Funds or Absolute Return Fund to pursue its investment strategy. In addition, the securities and futures markets are subject to comprehensive statutes, regulations and margin requirements. The SEC, other regulators, self-regulatory organizations and exchanges are authorized to take extraordinary actions in the event of market emergencies. The regulation of derivatives transactions and funds that engage in such transactions is an evolving area of law and is subject to modification by government and judicial action. The effect of any future regulatory change on the Private Funds or Absolute Return Fund could be substantial and adverse.

Fund Specific Risks:

- *Limited Operating History of Private Funds and Absolute Return Fund:* The Funds are recently formed and have a limited operating history. The success of the Funds depends on the ability and experience of the General Partner and the Investment Manager and there can be no assurance that the General Partner or the Investment Manager will generate any gains or profits for the Funds. In addition, the past performance of the founders of the General Partner, the Investment Manager and their respective affiliates is no guarantee of future performance.
- *Limited Liquidity:* An investment in the Private Funds provides limited liquidity. In connection with the purchase of an interest in a Private Fund pursuant to each Private Fund's respective Memorandum, each Prospective Investor must represent that the Prospective Investor is acquiring the interests for investment purposes only and not with a view to or for resale, distribution or fractionalization of the interests. Interests have neither been registered under the 1933 Act nor under the securities or "blue sky" laws of any state or any other jurisdiction and, therefore, are subject to transfer restrictions. A secondary market does not exist, and one is not expected to develop, for the interests. **The different Palmer Square Funds have specific risks and Prospective Investors should read the entire respective Prospectus and Statement of Additional Information or Fund Memorandum and consult with their own advisor before signing a Subscription Document.**
- *Frequency of Trading:* Some of the strategies and techniques employed by Designated Managers require frequent trades to take place and, as a consequence, portfolio turnover and brokerage commissions may be greater than for other investment entities of similar size.

- *Fees and Expenses:* The Private Funds is subject to a “layering” of asset-based or performance-based allocations, fees and expenses. The asset-based fees of the Designated Managers generally are expected to range from 0.5% to 2.5%, and the performance-based allocations or fees of the Designated Managers generally are expected to range from 15% to 25% of net income or capital appreciation. An additional “layer” of fees and expenses may be added where the Private Funds invests in a Multi-Manager Structure. Such fees and expenses, in the aggregate, will exceed the fees and expenses that would typically be incurred by an investor making a direct investment in an Underlying Fund. In addition, performance based compensation arrangements may create an incentive for the Designated Managers to make investments that are more risky or more speculative than would be the case if such arrangements were not in effect. For detail on the Absolute Return Fund fees and expenses, please refer to the appropriate Prospectus and Statement of Additional Information.
- *Dependence of the Investment Manager and Designated Managers:* The Investment Manager invests assets of the Private Funds and Absolute Return Fund with Designated Managers. The success of the Private Funds and Absolute Return Fund depends upon the ability of the Investment Manager and the Designated Managers to develop and implement investment strategies that achieve the Private Funds’ and Absolute Return Fund’s investment objectives. Subjective decisions made by the Investment Manager and/or the Designated Managers may cause the Funds to incur losses or to miss profit opportunities on which it could otherwise have capitalized. In addition, the overall performance of the Private Funds and Absolute Return Fund is dependent not only on the investment performance of individual Designated Managers, but also on the ability of the Investment Manager to select and allocate the Private Funds and Absolute Return Fund’s assets among such Designated Managers effectively on an ongoing basis. There can be no assurance that the allocations made by the Investment Manager will prove as successful as other allocations that might otherwise have been made, or as adopting a static approach in which Designated Managers are not changed.
- *Other Clients and Funds:* The General Partner, the Investment Manager and/or their respective affiliates may from time to time sponsor or advise other clients or investment vehicles. In connection with the operation of the accounts of such clients or vehicles, the General Partner, the Investment Manager and/or their affiliates may employ substantially similar investment strategies and/or invest in substantially similar securities to the strategies employed or securities invested by the Private Funds or Absolute Return Fund. In either case, the General Partner, the Investment Manager and/or their respective affiliates may receive fees from the Private Funds and Absolute Return Fund and such clients or vehicles.

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 Palmer Square or the integrity of Palmer Square's management. Palmer Square has no information applicable to this Item.

Item 10 – Other Financial Industry Activities and Affiliations

Other Investment Adviser

Palmer Square is affiliated, and under common control, with other SEC registered investment advisers, Montage Investments, LLC (“Montage”) (CRD No. 152607), Tortoise Capital Advisors, LLC (“TCA”) (CRD No. 123711), Nuance Investments, LLC (“Nuance”) (CRD No. 148534), Convergence Investment Partners, LLC (“CIP”) (CRD No. 148472), Ascent Investment Partners, LLC (“AIP”) (CRD No. 152533), The Nations Group Advisors, LLC (“TNGA”) (CRD No. 152047), 440 Investment Group, LLC (“440 Investment Group”) (CRD No. 155399), Mariner Wealth Advisors, LLC (“MWA”) (CRD No. 140195), and Tactical Investment Managers, LLC (“TIM”) (CRD No. 155912), respectively.

Broker-Dealer

Palmer Square is affiliated, and under common control, with Montage Securities, LLC (“Montage Securities”) (CRD No. 154327), a broker/dealer registered with the SEC and various state jurisdictions, member of the Financial Industry Regulatory Authority (FINRA), Securities Investment Protection Corporation (SIPC), and Municipal Securities Rulemaking Board (MSRB). Certain personnel of Palmer Square are registered representatives of Montage Securities. Securities transactions for Montage Securities brokerage clients are cleared through Fidelity National Financial Services, Member NYSE, FINRA, and SIPC, an unaffiliated broker/dealer.

Investment Company or Other Pooled Investment Vehicles

Palmer Square is the investment advisor to the Palmer Square Absolute Return mutual fund administered by UMB Fund Services. All relevant information, terms and conditions relative to the Absolute Return Fund may be found in its prospectus, which each investor is required to receive prior to being accepted as an investor.

One of our Advisory Affiliates due to common control where Palmer Square has no operational involvement is the investment advisor to the Convergence Core Plus mutual fund administered by U.S. Bancorp Fund Services. All relevant information, terms and conditions relative to the Convergence Core Plus may be found in its prospectus, which each investor is required to receive prior to being accepted as an investor.

One of our Advisory Affiliates due to common control where Palmer Square has no operational involvement is the investment advisor to the Tortoise MLP & Pipeline mutual fund administered by U.S. Bancorp Fund Services. All relevant information, terms and conditions relative to the Tortoise MLP & Pipeline Fund may be found in its prospectus, which each investor is required to receive prior to being accepted as an investor.

One of our Advisory Affiliates due to common control where Palmer Square has no operational involvement is the investment manager of 440 Partners, L.P., a multi-strategy systematic hedge fund.

Palmer Square is the investment manager of the Palmer Square Multi-Strategy Fund L.P. (“PSMSF”), Palmer Square Multi-Strategy Fund, Ltd. (“PSMSF Ltd”), both fund of funds comprising of a diversified portfolio of managers employing a variety of investment strategies, Palmer Square Opportunity Fund L.P. (“PSOF”), a fund of funds designed to capitalize on market opportunities, Colony Multi-Strategy Fund, L.P. (“CMSF”) and Palmer Square Emerging Manager Fund, L.P. (“PSEMF”).

All relevant information, terms and conditions relative to 440 Partners, L.P., PSMSF, PSMSF Ltd, PSOF, CMSF, and PSEMF including the investment objectives and strategies, minimum investments, qualification requirements, suitability, fund expenses, risk factors, and potential conflicts of interest, are set forth in the offering documents (which typically include confidential private offering memorandum, Limited Partnership Agreement, and Subscription Agreement), which each investor is required to receive and/or execute prior to being accepted as an investor.

One or more of our Affiliates due to common control where Palmer Square has no operational involvement are members of Mariner Real Estate Management, LLC, which manages and operates Mariner Real Estate Partners (“MREP”), Mariner Real Estate Partners II (“MREP”), Mariner Real Estate Partners III (“MREP III”), and Mariner Real Estate Partners III A (“MREP III A”), all of which are pooled investment vehicles focusing on real estate investments. MREP and MREP II are closed to any new investors.

One or more of our Affiliates due to common control where Palmer Square has no operational involvement are members of Mariner Private Equity, LLC, which manages and operates Mariner Capital Partners, LLC (“MCP”) and Mariner Capital Ventures, LLC (“MCV”), both of which are private equity firms with investments in different private companies. Both MCP and MCV are closed to new investors. MCP relies on an exemption from registration under the Investment Company Act of 1940 that is available to limited liability companies whose membership interests are beneficially owned by investors who qualify as “qualified purchasers.”

Accounting Firm

Palmer Square has no operational involvement with any accounting firm; however, we are under common control with Mariner Consulting, a Certified Public Accounting Firm. Palmer Square absolutely does not render or recommend accounting advice or tax preparation services to our clients.

Law Firm

Palmer Square has no operational involvement with any legal entity; however, one of our affiliates due to common control, Kirk Lambright, is a licensed practicing attorney. Mr. Lambright maintains a limited legal practice, separate and distinct from any and all of Palmer

Square's investment advisory activities. No portion of any services rendered by us to our clients should be interpreted as legal advice. Rather, clients should defer to the advice of their own attorney.

Insurance Company or Agency

Palmer Square has no operational involvement with any insurance agency other than an affiliation due to common control, Power Group Company LLC and Mariner Insurance Resources, LLC, duly licensed insurance agencies. We do not render or recommend insurance advice or services to our clients.

Real Estate Broker or Dealer

Palmer Square has no operational involvement with a real estate broker or dealer other than it has an affiliate due to common control, Mariner Real Estate Management, LLC who has a principal, Ryan Anderson, who is a licensed real estate broker and owner of Mariner Real Estate Management, LLC.

Item 11 – Code of Ethics

Palmer Square has adopted a code of ethics that sets forth the standards of conduct expected of its associated persons and requires compliance with applicable securities laws (“Code of Ethics”). In accordance with Section 204A of the Advisers Act, its Code of Ethics contains written policies reasonably designed to prevent the unlawful use of material non-public information by Palmer Square or any of its associated persons. The Code of Ethics also requires that certain of Palmer Square’s personnel (called “Access Persons”) report their personal securities holdings and transactions and obtain pre-approval of certain investments such as initial public offerings and limited offerings. Clients may contact Palmer Square to request a copy of its Code of Ethics. Unless specifically permitted in Palmer Square’s Code of Ethics, none of Palmer Square’s Access Persons may effect for themselves or for their immediate family (i.e., spouse, minor children, and adults living in the same household as the Access Person) any transactions in a security which is being actively purchased or sold, or is being considered for purchase or sale, on behalf of any of Palmer Square’s clients.

When Palmer Square is purchasing or considering for purchase any security on behalf of a client, no Access Person may effect a transaction in that security prior to the completion of the purchase or until a decision has been made not to purchase such security. Similarly, when Palmer Square is selling or considering the sale of any security on behalf of a client, no Access Person may effect a transaction in that security prior to the completion of the sale or until a decision has been made not to sell such security. These requirements are not applicable to: (i) direct obligations of the Government of the United States; (ii) money market instruments, bankers’ acceptances, bank certificates of deposit, commercial paper, repurchase agreements and other high quality short-term debt instruments, including repurchase agreements; (iii) shares issued by mutual funds or money market funds; and (iv) shares issued by unit investment trusts that are invested exclusively in one or more mutual funds.

Item 12 – Brokerage Practices

In selecting brokers or dealers to execute transactions, Designated Managers of the Absolute Return Fund, Private Funds, or the Designated Managers for direct advisory clients do not need to solicit competitive bids and do not have an obligation to seek the lowest available commission cost. It may not be the Designated Managers' practice to negotiate "execution only" commission rates; thus, the Designated Managers may be deemed to be paying for research and other services provided by the broker which are included in the commission rate.

Designated Managers may also be paying for services other than research and brokerage that are included in the commission rate. These other services may include, without limitation, office space, facilities and equipment; administrative support; accounting; supplies; telephone usage and equipment, and other items which may otherwise be treated as an expense of the Underlying Fund.

If the Designated Manager utilizes commissions to obtain items that would otherwise be an expense of the Designated Manager, such use of commissions in effect constitutes additional compensation to the Designated Manager.

Certain of the foregoing commission arrangements are outside of the parameters of Section 28(e) of the Securities Exchange Act of 1934, as amended, which permits the use of commissions or "soft dollars" to obtain research and brokerage services. It is further noted that since commission rates are generally negotiable, selecting brokers on the basis of considerations which are not limited to applicable commission rates may result in higher transaction costs than would otherwise be attainable.

For direct investment advisory clients, we may engage brokers or dealers to be used on behalf of a client without obtaining specific client consent. In recommending a broker-dealer to clients, we may consider such broker-dealers' respective financial strength, reputation, execution, pricing, research, and service.

The commissions paid by our clients shall comply with our duty to obtain "best execution." However, a client may pay a commission that is higher than what another qualified broker-dealer might charge to effect the same transaction where we determine, in good faith, that the commission is reasonable in relation to the value of the brokerage and research services received.

In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of a broker-dealers' services, including among others, the value of research provided, execution capability, commission rates, and responsiveness. Consistent with the foregoing, while we will seek competitive rates, we may not necessarily obtain the lowest possible commission rates for client transactions.

If the client requests us to arrange for the execution of securities brokerage transactions for the client's account, we shall direct such transactions through broker-dealers that we reasonably believe will provide best execution. Transactions may be cleared through other broker-dealers with whom Palmer Square and the Financial Institution(s) have entered into agreements for prime brokerage clearing services. We shall periodically and systematically review our policies and procedures regarding recommending broker-dealers to our client in light of our duty to obtain best execution.

The client may direct us in writing to use a particular broker-dealer to execute some or all transactions for the client. In that case, the client will negotiate terms and arrangements for the account with that broker-dealer, and we will not seek better execution services or prices from other broker-dealers. We may not be able to “batch” client transactions for execution through other broker-dealers with orders for the other accounts managed by us (as described below). As a result, the client may pay higher commissions or other transaction costs or greater spreads, or receive less favorable net prices, on transactions for the account than would otherwise be the case. Subject to our duty of best execution, we may decline a client's request to direct brokerage if, in our sole discretion, such directed brokerage arrangements would result in additional operational difficulties or violate restrictions imposed by other broker-dealers (as further discussed below).

We may purchase or sell the same securities for several clients at approximately the same time. We may (but are not obligated to) combine or “batch” such orders to obtain best execution, to negotiate more favorable commission rates, or to allocate equitably among our clients differences in prices and commissions or other transaction costs that might not have been obtained had such orders been placed independently. Under this procedure, transactions will be averaged as to price and allocated among our clients pro rata to the purchase and sale orders placed on any given day. To the extent that we determine to aggregate or “batch” client orders for the purchase or sale of securities, including securities in which our Advisory Affiliate(s) may invest, we will generally do so in accordance with applicable rules promulgated under the Advisers Act and no-action guidance provided by the staff of the SEC. We will not receive any additional compensation or remuneration as a result of the aggregation.

In the event that we determine that a prorated allocation is not appropriate under the particular circumstances, the allocation will be made based upon other relevant factors, which may include: (i) when only a small percentage of the order is executed, shares may be allocated to the account with the smallest order or the smallest position or to an account that is out of line with respect to security or sector weightings relative to the other portfolios, with similar mandates; (ii) allocations may be given to an account when one account has limitations in its investment guidelines which prohibit it from purchasing other securities which are expected to produce similar investment results and can be purchased by other accounts; (iii) if an account reaches an investment guideline limit and cannot participate in an allocation, shares may be reallocated to

other accounts (this may be due to unforeseen changes in an account's assets after an order is placed); (iv) with respect to sale allocations, allocations may be given to accounts low in cash; (v) in cases when a pro rata allocation of a potential execution would result in a *de minimus* allocation in one or more actions, we may exclude the account(s) from the allocation; the transactions may be executed on a pro rata basis among the remaining accounts; or (vi) in cases where a small proportion of an order is executed in all accounts, share may be allocated to one or more accounts on a random basis.

Item 13 – Review of Accounts

Designated Managers held by the Absolute Return Fund and Private Funds to which Palmer Square provides investment advice are systematically monitored and reviewed by personnel of Palmer Square. Accounts are reviewed in the context of each Funds' stated investment objectives and guidelines. More frequent reviews may be triggered by changes in variables such as the underlying funds' circumstances, or the market, political or economic environment.

Investors in the Funds managed by Palmer Square are provided with monthly statements from the custodian and/or fund administrator. Investors are also provided with an annual financial statements audit. Palmer Square may provide additional information by special agreement with investors.

With the exception of negotiated arrangements and any regulatory filings, Palmer Square generally will not disclose the Absolute Return Funds and/or Private Funds' positions to investors on an ongoing basis in an effort to protect the confidentiality of its positions. Further, the Funds may not disclose their investment positions in their annual financial statements if it is determined that such confidentiality is desirable and permissible.

Prospective investors in any one or more of the various funds should refer to the appropriate offering and organizational documents for more information on the reports provided to clients.

Palmer Square monitors direct investment advisory client portfolios regularly as part of an ongoing process. Unless otherwise agreed, clients are provided with transaction confirmation notices and monthly account statements directly from either the custodian or administrator depending on the type of client account.

Item 14 – Client Referrals and Other Compensation

If a client is introduced to Palmer Square by an affiliated or unaffiliated solicitor, Palmer Square may pay that solicitor a referral fee in accordance with the requirements of Rule 206(4)-3 of the Advisers Act and any corresponding state securities law requirements. Any such referral fee shall be paid solely from Palmer Square's investment management fee, and shall not result in any additional charge to the client. If the client is introduced to Palmer Square by an unaffiliated solicitor, the client will be given, prior to or at the time of entering into any advisory contract with the client, (1) a copy of Palmer Square's written disclosure statement which meets the requirements of Rule 204-3 of the Advisers Act, and (2) a copy of the solicitor's disclosure statement containing the terms and conditions of the solicitation arrangement including compensation. Any affiliated solicitor of Palmer Square shall disclose the nature of his/her relationship to prospective clients at the time of the solicitation and will provide all prospective clients with a copy of Palmer Square's written disclosure statement at the time of the solicitation.

Item 15 – Custody

With respect to the cash assets of the Palmer Square Opportunity Fund L.P., Palmer Square Multi-Strategy Fund L.P., Colony Multi-Strategy Fund L.P., and Palmer Square Multi-Strategy Fund, Ltd., Palmer Square is deemed to have custody by virtue of its status as the investment manager to each fund. With respect to the cash assets of the Palmer Square Emerging Manager Fund L.P., Palmer Square is deemed to have custody by virtue of its status as part of the investment manager to the fund. Palmer Square will maintain the cash assets of the Palmer Square Funds in accounts with a “qualified custodian” pursuant to Rule 206(4)-2 under the Advisers Act and will notify investors of the qualified custodian’s name, address and the manner in which the assets are maintained promptly when the account is opened and following any changes to this information. The actual assets (stocks, bonds, etc.) for each of the Palmer Square Funds are held by the custodian or prime broker chosen by each of the Underlying Funds.

Palmer Square has established a custodial relationship for the Palmer Square Absolute Return Fund whereby the custodian serves as the sole custodian and, currently, the sole prime broker. All assets of the Palmer Square Absolute Return Fund are custodied in separate accounts which are owned by Palmer Square.

For the direct investment advisory clients, Palmer Square is deemed to have custody of client funds and securities under Rule 206(4)-2 due to its ability to deduct fees directly from client accounts. For the direct investment advisory clients who invest directly with the underlying hedge funds chosen by Palmer Square, the actual assets (stocks, bonds, etc.) reside with the custodian or prime broker chosen by those underlying hedge funds.

To ensure compliance with Rule 206(4)-2 under the Advisers Act, Palmer Square reasonably believes that all investors in the Palmer Square Funds will be provided with audited financial statements for the Palmer Square Funds, prepared by an independent accounting firm that is registered with and subject to review by the Public Company Accounting Oversight Board, in accordance with U.S. Generally Accepted Accounting Principles, within 180 days of the end of the Palmer Square Funds’ respective fiscal years. Investors should carefully review the audited financial statements of the Palmer Square Funds upon receipt. Each of the direct investment advisory clients will receive, at least quarterly, an account statement directly from the custodian and/or the Underlying Fund’s administrator depending on the type of fund in which the client is invested. For example, NAV Consulting, a third party administrator utilized by the Palmer Square Funds, will provide statements to clients on at least a quarterly basis. In the instances where the clients choose to also have a custodian involved for their investment in the Palmer Square Funds, Palmer Square clients are urged to compare the reports provided by NAV Consulting, on behalf of Palmer Square, to the reports provided by the qualified custodian. Palmer Square may use additional qualified custodians in the future.

Item 16 – Investment Discretion

The nature of the fund of funds or manager of managers structure is such that the brokerage allocation decisions are made at the underlying manager's discretion.

With regard to direct investment advisory clients, Palmer Square customarily receives discretionary authority from the client at the outset of an advisory relationship to select the investments to be bought and sold through its Investment Management Agreement. In all cases, however, such discretion is to be exercised in a manner consistent with the stated investment objectives for the particular client account (inclusive of the investment advisors relationship to the Absolute Return Fund and Private Funds).

When selecting investments and determining amounts, we observe the investment policies, limitations and restrictions of the clients and partnerships for which we advise. For registered investment companies, our authority to trade securities may also be limited by certain federal securities and tax laws that require diversification of investments and favor the holding of investments once made.

Investment guidelines and restrictions must be provided to us in writing. We reserve the right to deny acceptance of a client account based upon the client limiting our discretion. Not all client investment guidelines and restrictions can be met.

Item 17 – Voting Client Securities

We primarily advise funds (including the Absolute Return Fund and Private Funds). The Designated Managers of the various funds do not typically convey traditional voting rights to the holders and the occurrence of corporate governance or other notices for this type of investment is substantially less than that encountered in connection with registered equity securities. If we are accorded voting or consent rights by virtue of any investment, we will be guided by general fiduciary principles and such voting or consent rights will be exercised by us in a manner believed to be in the best interests of clients and consistent with efforts to achieve a client's stated objective, including maximizing portfolio value. If it is determined that a conflict or potential conflict exists between our interests and those of our clients, we may vote proxies notwithstanding the existence of the conflict. If it is determined that a conflict of interest or potential conflict of interest is material, our Chief Compliance Officer will work with appropriate personnel to agree upon a method to resolve such conflict before voting proxies affected by the conflict.

We may vote proxies on behalf of our direct clients. When we do so, we will only cast proxy votes in a manner consistent with the best interests of our clients. Absent special circumstances, which are fully described in our Proxy Voting Policies and Procedures, all proxies will be voted consistent with guidelines established and described in our Proxy Voting Policies and Procedures, as they may be amended from time-to-time.

A brief summary of our Proxy Voting Policies and Procedures is as follows:

- Palmer Square has formed a Proxy Voting Committee that will be responsible for monitoring corporate actions, making voting decisions in the best interest of clients, and ensuring that proxies are submitted in a timely manner.
- The Proxy Voting Committee will generally vote proxies according to Palmer Square's current Proxy Voting Guidelines. The Proxy Voting Guidelines include many specific examples of voting decisions for the types of proposals that are most frequently presented, including, but not limited to: composition of the board of directors; approval of independent auditors; management and director compensation; anti-takeover mechanisms and related issues; changes to capital structure; corporate and social policy issues; and issues involving mutual funds.
- Although the Proxy Voting Guidelines are to be followed as a general policy, certain issues will be considered on a case-by-case basis based on the relevant facts and circumstances. Since corporate governance issues are diverse and continually evolving, Palmer Square shall devote an appropriate amount of time and resources to monitor these changes.

- In situations where there may be a conflict of interest in the voting of proxies due to business or personal relationships that Palmer Square maintains with persons having an interest in the outcome of certain votes, Palmer Square will take appropriate steps to ensure that its proxy voting decisions are made in the best interests of its clients and are not the product of such conflict.

Item 18 – Financial Information

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

PALMER SQUARE CAPITAL MANAGEMENT LLC PRIVACY POLICY

FACTS		WHAT DOES PALMER SQUARE CAPITAL MANAGEMENT LLC DO WITH YOUR PERSONAL INFORMATION?	
WHY?	Financial companies choose how they share your personal information. Federal law gives consumers the right to limit some but not all sharing. Federal law also requires us to tell you how we collect, share, and protect your personal information. Please read this notice carefully to understand what we do.		
What?	<p>The types of personal information we collect and share depend on the product or service you have with us. This information can include:</p> <p>■ Name; ■ Social Security number; ■ Address; ■ Assets; ■ Income; ■ Account Balances; ■ Account Transactions; ■ Transaction History; ■ Transaction or Loss History; ■ Investment Experience; ■ Risk Tolerance; ■ Retirement Assets; ■ Checking Account Information; ■ Employment Information; ■ Wire Transfer Instructions.</p> <p>If you decide at some point to either terminate our services or become an inactive customer, we will continue to adhere to our privacy policy, as may be amended from time to time.</p>		
How?	All financial companies need to share clients’ personal information to run their everyday business. In the section below, we list the reasons financial companies can share their clients’ personal information; the reasons Palmer Square Capital Management LLC (“Palmer Square”) chooses to share; and whether you can limit this sharing.		
Reasons we can share your personal information		Does Palmer Square Capital Management LLC share?	Can you limit this sharing?
For our everyday business purposes—such as to process your transactions, maintain your account(s), respond to court orders and legal investigations, or report to credit bureaus		Yes. Palmer Square may share personal information described above for business purposes with a non-affiliated third party if the entity is under contract to perform transaction processing or servicing on behalf of Palmer Square and otherwise as permitted by law. Any such contract entered by Palmer Square will include provisions designed to ensure that the third party will uphold and maintain privacy standards when handling personal information. Palmer Square may also disclose personal information to regulatory authorities as required by applicable law.	No.
For our marketing purposes—to offer our products and services to you		No.	No.
For joint marketing with other financial companies		No.	We don’t share.
For our affiliates’ everyday business purposes—information about your transactions and experiences		Yes. Palmer Square shares personal information with affiliates as permitted by law.	No.
For our affiliates’ everyday business purposes—information about your creditworthiness		No.	We don’t share.
For nonaffiliates to market to you		No.	We don’t share.
QUESTIONS?	Call (913) 647-9700 or email compliance@mariner-holdings.com		

Who is providing this notice?	Palmer Square Capital Management LLC
How does Palmer Square Capital Management LLC protect my personal information?	<p>To protect your nonpublic personal information from unauthorized access and use, we use security measures that comply with federal law. These measures include computer safeguards and secured files and buildings.</p> <p>Palmer Square limits access to personal information to individuals who need to know that information in order to service your account.</p>
How does Palmer Square Capital Management LLC collect my personal information?	<p>We collect your personal information, for example, when you</p> <ul style="list-style-type: none"> Complete account paperwork; ■ Seek advice about your investments; ■ Direct us to buy securities; ■ Direct us to sell your securities; ■ Enter into an investment advisory contract; ■ Give us your contact information;. <p>We also collect your personal information from others, such as credit bureaus, affiliates, or other companies.</p>
Why can't I limit all sharing?	<p>Federal law gives you the right to limit only</p> <ul style="list-style-type: none"> ■ sharing for affiliates' everyday business purposes—information about your creditworthiness ■ affiliates from using your information to market to you ■ sharing for non-affiliates to market to you <p>State laws and individual companies may give you additional rights to limit sharing.</p>
Affiliates	<p>Companies related by common ownership or control. They can be financial and nonfinancial companies.</p> <ul style="list-style-type: none"> ■ Palmer Square may share personal information described above for business purposes as permitted by law with our affiliates. Our affiliates include financial companies such as investment advisers. Palmer Square does not share nonpublic with affiliates so that they can market their services or products to you.
Non-affiliates	<p>Companies not related by common ownership or control. They can be financial and non-financial companies.</p> <ul style="list-style-type: none"> ■ Palmer Square may share personal information described above for business purposes with non-affiliated third parties performing transaction processing or servicing on behalf of Palmer Square and otherwise as permitted by law. Such companies may include broker-dealers, banks, investment advisers, mutual fund companies and insurance companies. Palmer Square may also share personal information with parties who provide technical support for our hardware and software systems and our legal and accounting professionals. Palmer Square does not share with non-affiliates so that they can market their services or products to you.
Joint marketing	<p>A formal agreement between nonaffiliated financial companies that together market financial products or services to you.</p> <ul style="list-style-type: none"> ■ Palmer Square does not jointly market with nonaffiliated financial companies.