



Semper Capital Management, L.P.

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Form ADV, Part 2A – Firm Brochure

March 31, 2018

This Brochure provides information about the qualifications and business practices of Semper Capital Management, L.P. ("Semper" or the "Firm"). If you have any questions about the contents of this Brochure, please contact us at (212) 612-9000 or info@sempercap.com. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission ("SEC") or by any state securities authority.

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

The Firm is a registered investment adviser. The term "registered investment adviser" reflects the Firm's registration with the SEC and does not imply a certain level of skill or training.

Item 2. Material Changes

The following material changes have occurred since the last annual update on March 30, 2017:

- Effective October 31, 2017, Semper closed Semper Alternative Asset Opportunity Fund, L.P. to new subscriptions and began the wind down process of the fund.
- Effective November 2, 2017, Semper became the sub-adviser to Semper Strategic Focus High Yield Fund, a sub-fund of The Independent UCITS Platform (Luxembourg).
- Effective December 31, 2017, Gregory W. Ellis resigned from the Firm. Mr. Ellis served as President and Chief Operating Officer.
- Effective March 9, 2018, Semper became the sub-adviser to Semper Total Return Fund, a sub-fund of GemCap Investment Funds (Ireland) plc.
- Effective March 31, 2018, Thomas B. Mandel, CFA, assumed the role of Chief Investment Officer, replacing Zachary T. Cooper, CFA. Mr. Cooper remains an employee of the Firm. Additional information about the qualifications and experience of Mr. Mandel can be found in the Firm's Form ADV Part 2B Firm Brochure.

This Brochure may be requested free of charge by contacting us at (212) 612-9000 or info@sempercap.com.

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Item 4. Advisory Business

Semper Capital Management, L.P. is a Delaware limited partnership with its principal place of business in New York, New York. Semper has been registered with the SEC as an investment adviser since 1992. Semper's principal owners are RDP I, LLC (owned by Richard D. Parsons), RSL Capital, LLC (owned by Ronald S. Lauder) and Gregory A. Parsons, Semper's Chief Executive Officer.

Semper is an independent investment management firm specializing in residential and commercial mortgage-backed securities, other asset-backed securities and fixed income investments. Semper offers institutional and high net worth individuals multiple securitized debt-centric investment platforms, ranging from private absolute return and index-based strategies to registered mutual funds and custom managed accounts.

Semper provides investment advisory services to investment companies registered under the Investment Company Act of 1940 ("Investment Company Act"), including Semper MBS Total Return Fund and Semper Short Duration Fund, a series of Advisers Series Trust, funds operated in compliance with the Undertakings for Collective Investment in Transferable Securities Directive ("UCITS"), domestic and offshore pooled investment funds exempt from registration as investment companies pursuant to Sections 3(c)(1) and 3(c)(7) of the Investment Company Act and whose securities are exempt from registration under the Securities Act of 1933 ("Securities Act"), and separately managed accounts for select clients. Semper serves as investment manager to Semper US RMBS Opportunity REIT, Inc., a Maryland corporation operated in a manner to qualify as a real estate investment trust for U.S. federal income tax purposes and whose securities are exempt from registration under Regulation D of the Securities Act. Semper may facilitate investments through master feeder fund structures and intermediate alternative investment vehicles. (Each referred to herein as "Fund(s)" and/or "Client(s)".)

Investment objectives and guidelines are set forth in investment advisory agreements and relevant fund and account offering documents. Individualized investment advisory services for separately managed accounts are developed in consultation with the Client and tailored to meet client-specific investment objectives and guidelines. Clients may impose restrictions on investing in certain securities or types of securities. Separately managed account advisory services may be similar to or differ from those provided to other investment platforms.

As of December 31, 2017, Semper managed approximately \$2,031,006,536 in regulatory assets on a discretionary basis and zero assets on a non-discretionary basis.

Item 5. Fees and Compensation

Semper is compensated for investment advisory services based on a percentage of assets under management. The Firm also receives performance-based fees as set forth in the relevant investment advisory agreements and fund offering documents. Semper or one of its affiliates receives performance-based fees or incentive allocations equal to a percentage of net capital appreciation in addition to a management fee. Performance-based fees are negotiated at inception of an account and established in the investment advisory agreement and fund governing documents.

Management and any performance-based fees for separately managed accounts are generally negotiated with the Client and will depend on, among other things, the size of the portfolio and services to be provided. Management fees for separately managed accounts are generally calculated and paid quarterly in arrears. Semper will generally invoice the Client as agreed, and management fees are remitted to Semper by the Client or Client's custodian. For funds advised by Semper, Semper will generally invoice the funds' administrators and management fees are remitted to Semper by each fund administrator.

Management fees generally range from 0.30% to 1.50% per annum. Semper has agreed to waive and/or reimburse fees or expenses of Semper MBS Total Return Fund and Semper Short Duration Fund to limit total annual operating expenses. Such waivers or reimbursements may be terminated or modified with approval of the Board of Trustees, Advisers Series Trust. Each fund may be obligated to repay such fees and/or expenses waived or reimbursed in following years should such fund's expense ratio fall below agreed upon maximums.

Semper or one of its affiliates in the capacity of a fund GP may lower or waive investment minimums for particular investors or classes of investors at its discretion depending on several factors, including account size, strategy, relationship, and other client-specific factors. Expenses borne by investors are set forth in full in the respective offering documents. Management and performance-based fees are exclusive of other fees and expenses imposed by administrators, brokers, custodians and other third-party service providers or incurred in the organization and operation of a fund or Client account.

Either Semper or the Client may terminate an investment advisory agreement with prior written notice. In the event of termination, fees will be prorated and any paid but unearned fees will be promptly refunded. Any fees due to the Firm will be invoiced prior to termination.

Semper or affiliates in the capacity of a fund GP has and may enter into "side letters" with certain existing or prospective fund investors whereby such investors may be subject to terms and conditions that are more advantageous than those set forth in fund offering documents. Such side letter terms are entered into solely at the discretion of the Firm or one of its affiliates.

Item 6. Performance-based fees and Side-by-Side Management

Semper or one of its affiliates may receive a performance-based fee or incentive allocation equal to a percentage of net capital appreciation of the relevant Fund or Client account in addition to a management fee. Performance-based fees are negotiated at inception of a Fund or Client account and established in the investment advisory agreement and governing fund or Client account documents.

Performance-based fees are charged to “qualified clients” in accordance with Rule 205-3 promulgated under the Investment Advisers Act of 1940. Unrealized capital gains and losses may be included in determining client assets for the calculation of performance-based fees.

Performance-based fees may create an incentive for the Firm to purchase or recommend investments that may be riskier or more speculative than those that would be recommended under a different fee arrangement. Performance-based fee arrangements may create an incentive to favor higher fee paying accounts over other accounts or to favor performance-based fee paying clients over non-performance-based fee paying clients in the allocation of investment opportunities. This risk is mitigated by the fact that Semper seeks to maximize the performance of the applicable funds and separately managed accounts over time. Additionally, certain accounts subject to performance-based fees are subject to a loss carry forward provision or “high water mark” whereby prior losses are recovered before a performance-based fee can be paid and/or a “hurdle” provision whereby the payment of a performance-based fee is payable only after an account has achieved an agreed upon level of performance.

While Semper may have an incentive to favor accounts that pay performance-based fees, the Firm seeks to allocate limited investment opportunities that suit the investment strategies of more than one account in a fair and equitable manner over time. Semper has trade allocation procedures designed and implemented to treat all clients fairly and equitably over time and to prevent and manage conflicts of interest from influencing the allocation of limited investment opportunities suitable to one or more account.

Item 7. Types of Clients

Semper provides investment advisory services to registered mutual funds, privately placed pooled investment vehicles exempt from Investment Company Act registration and to separate account clients, all of which may include certain institutional investors, high net worth individuals, banking and thrift institutions, pension and profit sharing plans, including those governed under the Employee Retirement Income Security Act of 1974, state and municipal government entities, foundations and endowments. Semper provides investment advisory services to foreign-domiciled entities that comply with UCITS.

Semper MBS Total Return Fund and Semper Short Duration Fund are publicly traded mutual funds available for investment by all investors. Investors in private funds are generally limited to persons who are “accredited investors” under Regulation D of the Securities Act or “qualified purchasers” and “knowledgeable employees” as defined under the Investment Company Act and “qualified eligible persons” as defined under Rule 4.7 under the Commodity Exchange Act of 1936. Semper Total Return Fund and Semper Strategic Focus High Yield Fund are each foreign-domiciled UCITS-compliant Funds.

Minimum investment amounts are set forth in the relevant fund offering materials. Minimum portfolio amounts for individualized account services are negotiated with the Client and depend on investment strategy, investment guidelines, account size, services provided, among other factors.

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

Methods of Analysis

Semper offers fixed income investment strategies primarily within the securitized debt sectors, consisting of mortgage- and asset-backed securities, asset-based lending, and structured credit investments. Semper opportunistically invests in other fixed income securities including high yield corporate bonds. Semper believes that fixed income, lending, and other structured credit investments have significant inefficiencies allowing for value added through credit intensive active management. Semper's private funds may also participate in joint ventures and other structured investment vehicles, loans, and securities. Most of Semper's investment strategies have the objective of outperforming benchmark indices or providing absolute returns each while managing investment risk.

Using a team approach, Semper seeks to add value through several methods of analysis including quantitative, qualitative, and relative value analyses, with rigorous risk management embedded in each stage of portfolio management. Included below is a brief description of Semper's investment process.

1) Sector Selection

Semper's sector and sub-sector allocation decisions are based on fundamental "top-down" analysis. Sector selection includes over or under-weighting securitized debt, other fixed income sectors, and other credit investment opportunities based on the Firm's Investment Committee expectation, informed by Investment Team analysis, for out-performance or relative under-performance of these assets classes. Analysis includes an evaluation of economic, market, regulatory, and other current and expected conditions.

2) Security Selection

Security and asset selection includes over-weighting securities and assets that the Firm believes will out-perform the investable opportunity set overall and under-weighting investments that the Firm believes are at risk of under-performing overall. This process is both qualitative and quantitative, based on the Investment Team's assessment of market and economic fundamentals and technicals and other investment considerations. In the analysis of certain security types including RMBS and CMBS, Semper utilizes proprietary loan-level credit models which generate default and severity vectors for underlying loans to determine expected loss adjusted yields. These quantitative analyses are one input into the overall relative value and risk adjusted return analysis performed for each investment and portfolio.

3) Risk Management

Risk management is a critical component of the Firm's investment process. It consists of "top down" risk management activities of the Firm's Risk Management Committee, which meets formally weekly, and comprehensive ongoing quantitative processes to evaluate and monitor security, portfolio, and strategy compliance and risk metrics.

The Firm sources ideas for its investment strategies through macroeconomic analysis, technical and fundamental market analysis, quantitative analysis using proprietary and third party models, and continuous evaluation of securities available for purchase and sale. Semper's Investment Management team interacts continuously with industry peers and trading counterparties, including primary and regional broker/dealers, to evaluate investment opportunities or strategies presented.

Investment Strategies

A comprehensive description of the investment objectives and strategies are set forth in the relevant fund and account offering documents. A brief description of the investment strategies offered is set forth below:

1) Semper MBS Total Return Strategy

Semper's MBS Total Return strategy is an actively managed strategy that seeks to provide a high level of risk-adjusted current income and capital appreciation. The strategy's objectives are to outperform published MBS indices and deliver positive absolute and relative total return while applying prudent risk management to maintain acceptable volatility and adequate liquidity. The Semper MBS Total Return Strategy invests primarily in mortgage-backed securities, including agency and non-agency residential and commercial mortgage-backed securities, and other ABS securities. Semper's MBS Total Return Strategy is available for investment in Semper MBS Total Return Fund or as a separately managed account.

2) Semper Short Duration Strategy

Semper's Short Duration strategy is an actively managed strategy investing primarily in short duration fixed income securities, this strategy seeks to maximize excess return relative to high-quality short duration bond indices while applying prudent risk management to maintain acceptable volatility and adequate liquidity. The Strategy invests primarily in U.S. dollar-denominated debt instruments including agency and non-agency residential mortgage-backed securities, asset-backed securities, U.S. Treasury and agency securities, mortgage-backed municipal securities, and money market instruments and targets average portfolio duration below three (3) years. Semper Short Duration Strategy is available for investment in Semper Short Duration Fund or as a separately managed account.

3) Semper Active MBS Strategy

Semper's Active MBS Strategy is an actively managed index-based strategy, seeking to outperform a published MBS index, generally the Bloomberg Barclays U.S. MBS Index. This strategy is available as a separately managed account, and generally targets a minimum relative outperformance with guidelines allowing for sector, security, credit quality, and interest rate sensitivity deviations relative to the benchmark index within certain ranges. The Strategy invests primarily in agency and non-agency residential mortgage-backed securities, commercial mortgage-backed securities, and asset-backed securities.

4) Semper MIDAS Fund, L.P.

Semper MIDAS Fund, L.P. is a privately placed commingled fund that seeks to exploit opportunities across mortgage-backed securities and other credit markets with the objectives of maximizing risk-adjusted total return, preserving capital and maintaining adequate liquidity. Semper MIDAS Fund, L.P. invests primarily in non-agency residential and commercial mortgage-backed securities and other asset-backed securities across the capital structure and credit quality spectra. Semper MIDAS Fund also opportunistically invests in high yield corporate bonds as well as private lending opportunities. Semper MIDAS Fund, L.P. has an absolute return mandate and employs hedging strategies to manage interest rate, credit spread, systematic and other risks and may utilize modest leverage. This absolute return strategy is also available as a separately managed account.

Risk of Loss

Semper manages investment portfolios to maximize returns and reduce the risk of loss based on experience, research and proprietary risk management methods. The value of investment portfolios depend on the performance of underlying debt instruments and other investments in which they are invested. There can be no assurance that investment portfolios will meet their investment objectives or that clients will not lose money. Investing in securities involves risks of loss that clients should be prepared to bear.

Semper MBS Total Return Fund and Semper Short Duration Fund are open-end mutual funds that invest primarily in mortgage-backed securities and offer daily liquidity to their investors. Although the Firm has

developed a comprehensive liquidity risk management program, unexpected volatility or illiquidity in the mortgage-backed securities market or financial markets generally could impair the ability of Semper Total Return Fund and Semper Short Duration Fund to meet daily redemption obligations. Semper has entered negotiated lines of credit available to both Funds for redemption purposes only to help mitigate this liquidity risk.

Semper MIDAS Fund, L.P. is operated as a hedge fund and separately managed account clients can specify investment objectives and guidelines that include a hedge fund strategy. Hedge fund strategies use advanced investment strategies such as leverage, long, short and derivative positions with the goal of generating high returns either in an absolute sense or over a specified market benchmark. Hedge fund investing is speculative and may involve substantial investment, liquidity, derivative, and other risks. These risks are described in the offering documents. An investor could lose all or a substantial amount of their investment. Hedge funds can use leverage and their performance results can be volatile. Hedge fund strategies that use leverage allow the Firm to borrow money on behalf of the Client and to invest the proceeds thereof for the Client's portfolio. While the use of leverage may increase potential gains, Client accounts are also subject to greater risk of loss in the event that the securities purchased with borrowed money decline in value. Private hedge funds are not subject to the same regulatory requirements as mutual funds and are not required to provide periodic pricing or valuation information to investors. Investments in private hedge funds are illiquid as they often require investors keep their money in the fund for at least one year. There is generally no secondary market for interest in hedge funds. Hedge fund strategy fees and expenses may offset a Client account's profits.

For detailed information on the risks associated with the investment strategies, methods of analysis and types of securities invested in or recommended, please refer to the specific fund offering documents.

The Firm's investment strategies primarily focus on agency and non-agency residential mortgage-backed securities, commercial mortgage-backed securities, asset-backed securities and fixed income securities. Below is a description of several principal risks applicable to these security types.

Principal risks of investing may include following:

Agency and Non-Agency Residential Mortgage-Backed Securities Risk

Mortgage-backed securities are most commonly issued or guaranteed by U.S. government agencies or instrumentalities but may also be issued or guaranteed by other private issuers. Although obligations of agency residential mortgage-backed securities are not debts of the U.S. Treasury, in some cases, payment of interest and principal on such obligations is guaranteed by the U.S. government. There is no guarantee that the U.S. government will support securities not backed by its full faith and credit. Accordingly, although these securities historically have involved little risk of loss of principal if held to maturity, they may involve more risk than securities backed by the full faith and credit of the U.S. Government. Non-agency residential mortgage-backed securities, whether or not such obligations are subject to guarantees by the private issuer, may entail greater risk than agency mortgage-backed securities.

Residential mortgage-backed securities represent interests in pools of residential mortgage loans secured by family residential mortgages. Residential mortgages are obligations of the borrowers and not typically insured or guaranteed by any other person or entity. Such loans may be securitized by governmental agencies. Such loans may be prepaid at any time. Rates of default and losses on residential mortgage loans will be affected by several factors such as general economic conditions of the geographical region where such mortgaged properties are located and the financial circumstances of the borrower. Defaults and loan foreclosures are difficult and expensive processes. Markets for such loans may be very limited.

Asset-Backed Securities Risk

Payment of interest and repayment of principal may be impacted by the cash flows generated by the

assets backing the securities. The value of asset-backed securities may also be affected by changes in interest rates, the availability of information concerning the interests in and structure of the pools of purchase contracts, financing leases or sales agreements that are represented by these securities, the creditworthiness of the servicing agent for the pool, the originator of the loans or receivables, or the entities that provide any supporting letters of credit, surety bonds, or other credit enhancements. Structure and terms of such asset-backed securities depend on types of collateral.

Commercial Mortgage-Backed Securities Risk

Commercial mortgage-backed securities consist of mortgage loans secured by income-producing commercial property. Performance depends primarily on net income generated from underlying mortgaged property. Market values of such commercial properties depend on the income-generating ability of the property. Income generation will affect the likelihood of default and/or severity of losses. Decreases in income or values of commercial real estate may result in cash flow delays and losses on related commercial mortgage-backed security issues. Many of the risks of investing in commercial mortgage-backed securities reflect the risks of investing in the commercial real estate securing the underlying mortgage loans.

Complex Investments Risk

Semper may pursue investment opportunities that involve a certain amount of legal and regulatory complexity. Such complexity presents potential risks including that such investments may be more difficult, expensive and time consuming to finance and execute. It may be more difficult to manage or realize value from the assets acquired in such transactions. Such transactions may include a higher level of regulatory scrutiny in the application of taxation and related legal concepts. Such transactions may involve complex tax-specific structures that are costly to establish and maintain. Consequently, Semper may not achieve the desired benefit and may be affected by changes in laws.

Credit Risk

Semper may invest in debt instruments subject to risk of non-payment of scheduled interest or principal payments. Such payments may not be satisfied by collateral, if any, or in a timely manner. Semper's right to or priority of payment may be subordinated to other creditors or senior lenders. Credit worthiness may deteriorate as a result of several factors adversely affecting the borrower. The value of an investment may change in response to changes in the credit quality or credit ratings of the securities in the portfolio. Generally, investment risk and price volatility increase as a security's credit quality or rating declines.

Cybersecurity Risk

Information and technology systems used may be vulnerable to potential damage or interruption from computer viruses, network failures, computer and telecommunication failures, infiltration by unauthorized persons and security breaches, usage errors, power outages and catastrophic events such as fires and flood, and other natural disasters and related business disruptions.

Debt Securities Risk

Semper invests in various types of debt instruments the value of which may be inversely impacted due to changes in interest rates and obligor conditions. Obligor may not be willing to pay interest or repay principal when due in accordance with the associated agreements. Commercial lenders and other creditors may contest payments to holders of debt in the event of default under commercial bank loan agreements.

Dependence on Key Personnel Risk

Semper's investment activities depend upon the experience and expertise of its principal portfolio

managers. Loss of services of any of this principals may have a material adverse effect on investment activities.

High Yield Risk

High yield securities include exposure to the adverse financial and economic conditions of the issuer which may lead to the inability of the issuer to meet timely interest and principal payments. Market values of certain lower-rated and unrated debt securities tend to reflect individual corporate and business developments. High yield securities generally trade over the counter and are less liquid and transparent. High yield securities are generally more sensitive to changes in overall economic conditions. High yield issuers are often unable to obtain traditional methods of financing and may be highly leveraged therefore susceptible to default.

Interest Rate Risk

Investments may be exposed to interest rate risk. Changing in prevailing market interest rates may negatively affect the value of investments. Market interest rates may be affected by inflation, domestic and global economic conditions, government monetary and fiscal policies and domestic and global financial markets. The value of mortgage-backed securities can fall if owners of the underlying mortgages pay off their mortgages sooner than expected, which could happen when interest rates fall, or later than expected, which could happen when interest rates rise. If the underlying mortgages are paid off sooner than expected, the Firm's strategies may require reinvesting at lower yields.

Liquidity Risk

Certain securities and investments do not have readily available markets or third-party pricing. This may have an adverse impact on market price or the Firm's ability to sell certain securities when necessary to meet liquidity needs or to respond to certain economic events, such as creditworthiness deterioration of an issuer. Reduced liquidity in the secondary market for certain securities may make it difficult to obtain market quotations based on actual trades for purposes of valuing portfolios.

Loan Risk

Semper may invest in loans and other forms of debt. Loans are generally not considered "securities" for purposes of Securities Act registration and are not listed on a recognized exchange therefore are less liquid and subject to transfer and assignment restrictions. Loans may involve the syndication with members having different or superior rights. Risks include no contractual privity with the borrower and dependence on the lender(s) to enforce rights and obligations, including rights to collateral.

Market and Economic Conditions Risk

The success of the Firm's investment activities may be affected by general market and economic conditions, such as interest rates, inflation rates, commodity prices, employment rates, credit availability, market liquidity and volatility, war and acts of terrorism, regulatory and political changes. Such factors may impact the level and volatility of security prices and liquidity.

Prepayment Risk

Prepayment risk is the risk that the ability of an issuer of a debt security to repay principal prior to a security's maturity can cause greater price volatility if interest rates change. Such prepayments often occur during periods of declining interest rates, and may cause a portfolio to reinvest its assets in lower yielding securities.

Systems and Operational Risk

Semper relies on certain financial, accounting, data processing and other operational systems and services of third-party service providers, including third party administrators, counterparties, and brokers. These systems may be subject to certain defects, failures or interruptions. Errors may be made in the confirmation or settlement of transactions. Such errors or disruptions may lead to financial losses and disruption of client trading activities.

Leverage risk

Semper's absolute return strategies may borrow funds through entry into repurchase agreements and may leverage investment returns with such instruments as forwards, futures, options and other derivative contracts. Leverage will magnify the volatility of the strategy and involves substantial risks. The use of leverage will increase investment returns if the leveraged portfolio investment earns a greater return than that paid for the use of borrowed funds. The use of leverage will also amplify any losses experienced if the cost of investments, including the cost of the leverage, ultimately exceeds the realizable value of the investments. The extent to which leverage is used may have important consequences to investors, including, but not limited to, the following: (i) greater fluctuations in net assets, and in certain circumstances, investments may have to be sold prematurely or in negative market conditions to service debt obligations. The exposure to losses may be increased due to the illiquidity of investments generally.

Joint Ventures and Other Pooled Vehicles risk

Semper's absolute return strategies may invest in joint ventures or in other pooled investment vehicles, including such vehicles where underlying assets are selected by, or in collaboration with, other partners or managers. The funds may be dependent to some extent on such partners and managers for the identification, negotiation, acquisition, management and disposition of some of the underlying investments. The Investment Manager may have limited control over or ability to assess the accuracy of valuations received from such partners or managers. No amount of due diligence can eliminate the possibility that one or more of the partners or managers, their personnel or entities they manage may engage in improper or fraudulent conduct, including unauthorized changes in investment strategy, misappropriation of assets and unsupportable valuations of portfolio securities.

Regulatory Risk

Asset-backed investments backed by consumer receivables such as student loans and mortgages are subject to risks related to changes in various federal and state laws and regulations aimed at protecting consumers. The U.S. Government and the individual states could further regulate the consumer credit industry in ways that make it more difficult to collect payments on the receivables, resulting in reduced collections. Such laws and regulations may, among other things, regulate interest rates and other charges, require certain disclosures, require licensing of originators, prohibit discriminatory lending practices, regulate the use of consumer credit information and regulate debt collection practices. Violation of certain provisions of these laws and regulations may limit the ability to collect all or part of the principal of or interest on such loans, entitle the borrower to a refund of amounts previously paid by it, or subject the purchaser to damages and sanctions.

Item 9. Disciplinary Information

The Firm has no disciplinary events to disclose.

Item 10. Other Financial Industry Activities and Affiliations

Affiliated Broker-Dealer

Gregory A. Parsons, Chief Executive Officer, is the owner of CAVU Securities, LLC, a FINRA-registered broker-dealer. Although Mr. Parsons is a registered representative of CAVU for supervisory and regulatory purposes, he does not receive commissions for sales of investment products by CAVU. The Firm maintains a third party marketing agreement with CAVU to distribute certain Funds advised by the Firm. CAVU is not an approved broker/dealer for account trading and the Firm does not trade through CAVU. CAVU is not co-located with the Firm and maintains a separate supervisory structure.

Semper Management Holdings, LLC

Semper Management Holdings, LLC, is a special purpose vehicle that owns and manages the general partner entities for the private funds. Semper Management Holdings, LLC does not receive any compensation from the private funds. Although certain affiliates controlled by the Firm serve as general partners of private investment vehicles advised by the Firm, and certain officers of the Firm serve as Directors of one or more private investment vehicles advised by the Firm, none of those affiliates or individuals receives any compensation from the relevant private investment vehicles and therefore these relationships do not create any material conflict of interest with the Firm's Clients.

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

Code of Ethics

Semper has adopted a Code of Ethics pursuant to Rule 204A-1. The Code of Ethics describes the Firm's standard of business conduct and fiduciary duty to its Clients. The Code of Ethics is designed to ensure that the personal securities transactions, activities and interests of the employees will not interfere with making decisions in the best interest of Clients and implementing such decisions while allowing employees to invest for their own accounts. All employees must acknowledge the terms of the Code of Ethics annually and as amended.

The Code of Ethics covers many areas, including the Firm's expectations regarding appropriate business conduct, confidentiality of Client information, prohibition on insider trading, procedures to follow regarding gifts and business entertainment, personal securities trading procedures, and procedures for charitable and political contributions.

A copy of the Code of Ethics is available to Clients and prospective clients upon request by contacting us at (212) 612-9000 or info@sempercap.com.

Participation or Interest in Client Transactions

The Firm has restrictions in place on the ability of supervised persons to purchase securities, funds or portfolios held by, or recommended to, Clients (as well as related securities, e.g., warrants, options or futures) (collectively, "restricted securities"). Where a supervised person already holds a position in a restricted security, the Firm may, in appropriate circumstances and consistent with client investment objectives, cause accounts over which it has management authority to effect, and may recommend to advisory clients or prospective clients, the purchase or sale of such security.

In order to manage any potential conflicts of interest, however, supervised persons may only sell existing positions in securities that are not currently held in any client account, have not been held in any client account within the past 7 days and with pre-clearance from the Firm's Chief Compliance Officer. The Firm's Chief Compliance Officer monitors the Firm's trade blotters to ensure that no client account acquires any security recently sold by a supervised person within the following 7 days.

Personal Trading

Employee trading is monitored under the Code of Ethics to reasonably prevent conflicts of interest between client portfolios and employees. The Firm's Chief Compliance Officer may restrict trading in appropriate circumstances. As noted above, in order to avert any potential conflict of interest, supervised persons are prohibited from purchasing restricted securities, i.e. securities held in client accounts, restricted categories of securities and all securities in restricted industries, which includes issuers in the asset management and mortgage investment industries and real estate investment trusts. Employees are required to pre-clear personal trades on the Schwab Compliance Technologies™ System, a comprehensive employee trade monitoring system, and must disclose their holdings in all brokerage accounts quarterly.

Inter-Affiliate Credit Transactions

Inter-affiliate credit transactions present potential or actual conflicts of interest between client accounts and/or between client accounts and the Firm because the Firm is generally solely responsible for: (a) directing the lender Client account(s) to enter into the inter-affiliate credit transaction; (b) determining the terms of an inter-affiliate credit transaction; and (c) determining when and whether the borrower Client account(s) repay obligations in respect of inter-affiliate credit transactions.

To mitigate these conflicts of interest, it is Firm policy that any inter-affiliate credit transactions will be properly documented, adequately disclosed and executed on terms that are objectively fair and commercially reasonable to all relevant client accounts. To the extent that any client account that engages

in an inter-affiliate credit transaction has an independent or disinterested fiduciary or decision maker, the Firm will obtain the consent of such fiduciary or decision maker to the terms of the inter-affiliate credit transaction. Furthermore, the terms of any inter-affiliate credit transaction must be reviewed and approved by the Firm's Chief Compliance Officer to ensure that the above criteria are satisfied.

Inter-Affiliate Investment Transactions

Transactions in which the Firm causes a client account to invest in an investment fund for which the Firm acts as the investment adviser may create potential or actual conflicts of interest for the Firm in that the Firm may have an incentive to recommend an investment fund for which it serves as investment adviser as an investment to its clients because it, or its affiliate, receives management fees and incentive allocations in connection therewith.

The Firm seeks to manage this conflict by determining whether the investment is appropriate for the client and by not charging fees at both levels when such an investment occurs. In addition, the Mutual Funds' Trustee, Advisers Series Trust, has procedures under Rule 17a-7 governing transactions between a Mutual Fund and any account which the Mutual Fund's investment adviser also advises and the Firm ensures that those procedures are followed.

Item 12. Brokerage Practices

Selection of Broker-Dealers

For each trade where it exercises investment discretion, the Firm seeks best execution, which is a combination of price and execution, as well as other factors. In selecting brokers to effect securities transactions for Clients, the Firm considers such factors as price, the ability of the brokers to effect the transactions and the brokers' facilities, reliability and financial responsibility. The Firm will generally, in selecting brokers and dealers to effect transactions on behalf of its Clients, seek to obtain the best execution for the transactions, taking into account factors such as price, size of order, difficulty of execution and operational facilities of a brokerage firm and the brokerage firm's risk in positioning a block of securities. The Firm does not trade through affiliated broker-dealers.

Research and Other Soft Dollar Benefits

The Firm does not currently participate in soft dollar programs nor does it consider, in selecting or recommending broker-dealers, whether the Firm or a supervised person received Client referrals from the broker. If the Firm were to engage in soft dollar transactions in the future, the Firm would adopt appropriate policies and procedures.

Brokerage for Client Referrals

The Firm does not consider, in selecting or recommending broker-dealers, whether the Firm or a supervised person received client referrals from the broker.

Directed Brokerage

If a client asks for a broker recommendation, the Firm will suggest more than one broker taking into account trade execution, price competitiveness, research, products and other services.

Order Aggregation and Cross Trades

In carrying out its fiduciary responsibilities for appropriate trade allocation for each client account, the Firm may, but is not required to, aggregate the purchase or sale of securities that are appropriate for more than one account. To the extent that the Firm has the opportunity to aggregate trades but does not do so, Clients may pay higher brokerage costs. Trade allocation for aggregated trades is based on account guidelines, requirements to fulfill an account's investment guidelines, cash available, and securities available in the market. The Firm has established trade allocation procedures designed and implemented to ensure that all client accounts are treated fairly and equitably over time to prevent and manage conflicts of interest from influencing the allocation of limited investment opportunities that suit more than one account among client accounts. Certain institutional advisory accounts may trade in the same securities with other institutional advisory accounts on an aggregated basis when consistent with the accounts' investment guidelines.

From time to time, the Firm may direct a Client account to purchase securities or other instruments from or sell securities or other instruments to other Client accounts (including investment funds and/or other accounts managed by the Firm) ("cross trades") in order to meet Client account investment guidelines and objectives. All cross trades will be effected at the market price as determined in good faith by the Firm. Moreover, it is the Firm's policy not to effect cross trades between any Client account and the Firm's principals, employees or non-investment fund affiliates ("principal trades"). Neither the Firm, nor any of its principals, employees or affiliates, will take any commissions or otherwise be compensated for effecting any such cross trades.

Item 13. Review of Accounts

All Client accounts are reviewed regularly by the Firm's Investment Team and the Investment Committee and Risk Management Committee. This review is based on each account's guidelines, objectives, investment strategy and other relevant factors. Separately managed accounts are also reviewed with Clients at least annually. The Firm provides periodic reports to separately managed account clients and fund investors detailing performance, portfolio holdings and market activity information.

Item 14. Client Referrals and Other Compensation

Semper and its supervised persons do not have any arrangements that would allow the Firm to be paid cash or receive any economic benefit (including commissions, equipment or non-research services) from a non-Client in connection with giving advice to Clients. No party provides economic benefits (such as sales awards or other prizes) to the Firm for providing investment advice or other advisory services to the Firm's Clients.

The Firm maintains third-party marketing agreements with third-party marketers, including its affiliate CAVU Securities, LLC, for purposes of introduction and referral of the Firm's pooled investment vehicle products to suitable investors.

The Firm may maintain a solicitor agreement arrangements with certain individuals who are not supervised persons for introductions to institutional clients for investment advisory services. Where required, such solicitation arrangements will comply with Rule 206(4)-3 and will be appropriately implemented and disclosed.

Item 15. Custody

Semper does not maintain custody of any fund or separately managed account assets. However, under the Rule 206(4)-2, the Firm may be deemed to have custody where funds and securities are held directly or indirectly by a related person of the Firm. The Firm is therefore deemed to have custody over the assets of the Funds advised by it because an affiliate of the Firm serves as the general partner or as a director of the Fund. Investors in the Funds receive audited financial statements for the Fund prepared by an independent auditor in accordance with U.S. Generally Accepted Accounting Principles within 120 days of the Fund's fiscal year end. In addition, each separately managed account client receives statements from the independent broker-dealer, bank or other qualified custodian.

Item 16. Investment Discretion

Semper receives discretionary authority at the outset of an advisory relationship as part of the investment advisory agreement entered into between the Firm and Client. Discretionary authority allows the Firm to select and identify securities to be bought and sold for Client accounts. In all cases, the Firm exercises such discretion in a manner consistent with the stated investment objectives and guidelines for each Client account. The Firm observes the investment guidelines, policies, limitations and restrictions when selecting securities and determining securities to be bought and sold for Client accounts. The Firm's authority to trade certain securities may also be limited by certain federal securities and tax laws that require diversification and holding periods for securities.

Item 17. Voting Client Securities

Semper does not receive proxies for securities held in client accounts. Should this change, the Firm will adopt proxy voting policies and procedures.

Item 18. Financial Information

Semper does not have any financial commitments that impair its ability to meet contractual or fiduciary commitments to clients and has not been the subject of a bankruptcy proceeding.