

Amherst Capital Management LLC

444 Madison Avenue, 19th Floor
New York, New York 10022

Form ADV Part 2 as of October 30, 2015

This brochure provides information about the qualifications and business practices of Amherst Capital Management LLC. If you have any questions about the contents of this brochure, please contact Us at 512-342-3043. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about Amherst Capital Management LLC is also available on the SEC's website at www.adviserinfo.sec.gov

Item 2. Summary of Material Changes

Following is a summary of material changes We have made to our Brochure since We filed our last Brochure on March 30, 2015.

- On June 5, 2015 Scott Barnum was elected Chief Operating Officer of Amherst Capital Management LLC
- On June 10, 2015 Jason Rottinger was elected Chief Compliance Officer of Amherst Capital Management LLC
- On June 19, 2015 Amherst Capital Management LLC changed its office location to 444 Madison Ave
- The following sections have also been updated:
 - Item 4. Advisory business has been amended to include additional information about Our advisory business
 - Item 5. Private fund fee information has been amended to include the fee schedule for the private funds
 - Item 6. Conflicts of interest disclosure has been amended to include disclosures on side-by-side management, conflicts of interest relating to proprietary accounts, conflicts of interest relating to the management of multiple client accounts, conflict of interest relating to mortgage real estate strategy
 - Item 8. Methods of analysis, investment strategies and risk of loss has been amended to include disclosure regarding Our public securities mortgage strategies and risk information
 - Item 10. Other Financial Industry Activities and Affiliations have been amended to include disclosures about Amherst Holdings, outside business activities, dual officers and employees, affiliated service providers, affiliated broker-dealers and investment advisers, affiliated private funds and sponsors and affiliated underwriters
 - Item 12. Brokerage Practices has been amended to include disclosures regarding directed brokerage, use of affiliated broker-dealers, trade aggregation, trade allocation and trade errors
 - Item 14. Client referrals and other compensation was amended to add information regarding unaffiliated solicitors and placement agents
 - Item 15. Custody has been amended to include disclosures regarding separate account clients
 - Item 16. Investment Discretion has been amended to include disclosures regarding separate accounts

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Item 4. Advisory Business

Amherst Capital Management LLC (“Amherst Capital” or the “Firm” or “We” or “Us”) is a limited liability company organized under the laws of the State of Delaware. The Firm is an indirect majority-owned subsidiary of Standish Mellon Asset Management Company, LLC, which in turn is an indirect wholly-owned subsidiary of The Bank of New York Mellon Corporation (“BNY Mellon”). The Firm is also a minority-owned subsidiary of Amherst Holdings, LLC (“Amherst Holdings”).

The Firm was formed in November 2014 and commenced its investment advisory business in February, 2015. The Firm provides investment advisory services to institutional, retail and high net worth investors in the form of separate accounts, registered mutual funds, and pooled investment vehicles (private funds) .

The Firm will provide discretionary investment advisory services to private funds that are not registered under the Investment Company Act of 1940, as amended (the “Investment Company Act”), and whose securities will not be registered under the Securities Act of 1933, as amended (each a “Fund” and collectively, the “Funds”). The Firm currently manages two Funds, one that employs leverage as part of its investment strategy (the “Levered Fund”) and one that does not (the “Unlevered Fund”). The Funds are structured as limited partnerships and the general partner is an affiliate of the Firm (the “General Partner”). The Funds may be excluded from registration under various provisions of the Investment Company Act including Section 3(c)(5) and/or 3(c)(7) . The primary investment strategy of the Funds is to originate and invest in non-recourse first mortgage loans backed by institutional quality commercial real estate properties (the “Loans”). Commercial real estate securing the Loans is expected to consist primarily of office, retail, multifamily, industrial, mixed-use, and hotel properties.

As an investment adviser, the Firm will identify investment opportunities and participate in the acquisition, financing, monitoring and disposition of investments for each Fund. The Firm will generally provide investment advisory and management services to each Fund pursuant to a separate investment management agreement (each, an “Investment Management Agreement”). The terms of the investment advisory services to be provided by the Firm to a Fund, including any specific investment guidelines or restrictions, will be set forth in the Fund’s Investment Management Agreement. Investment guidelines for the Funds, if any, are generally established in the organizational or offering documents of the applicable Fund. Investment advisory services will be provided directly to the Fund, and not individually to the investors in the Funds.

The Firm or its related entities also may enter into side letter agreements with certain investors in the Funds providing such investors with different or preferential rights or terms, including but not limited to different fee structures and co-investment rights. The Firm and its related entities will have no obligation to offer all such additional rights, terms or conditions, to any other investor in such Funds, except to the extent required by the organizational or offering documents of the applicable Fund. Once invested in a Fund, investors will generally not be able to impose

additional investment guidelines or restrictions on such Fund. For these reasons, the Firm will not be able to tailor the investment advisory services provided to the Funds to meet individual investor needs. In addition, the Firm will not be able to impose individual investment restrictions on the investment strategies for underlying investors in the Funds.

The Firm has \$350,250,000 in Regulatory Assets Under Management, in the two Funds, as of September 30, 2015.

Item 5. Fees and Compensation

Private Fund Fees:

The Firm charges a management fee to each Fund, which is indirectly borne by investors in the Fund. The Management Fee will generally be payable quarterly in arrears and will be payable out of the Fund's assets. The Firm will establish the precise amount of, and the manner and calculation of, the advisory fees for each Fund, as modified by negotiations with investors in the applicable Fund. The Fund's Investment Management Agreement, organizational documents, offering documents and/or other documentation received by each investor prior to investment in such Fund (together with any applicable side letters, the "Governing Documents") provide detailed information. Negotiations with prospective Fund investors may cause some investors to bear fees that are different from the basic fee schedules disclosed in the applicable Fund's Governing Documents.

Consistent with the Governing Documents of the Funds, each Fund will also generally bear all of the costs and expenses relating to the organization and operation of the Fund and any subsidiaries, and the General Partner shall bear the accounting and bookkeeping costs of the Fund and any subsidiaries. Please see the applicable Fund's Governing Documents for further information regarding fees and expenses.

Further, the Funds will also make incentive or performance payments to the General Partner. Please see Item 6 of this brochure for more information on such payments. Please see Item 12 of this brochure for more information on brokerage and certain other transaction costs.

Separate Account Fees:

The Firm will provide investment advisory separate account services for a management fee. Currently, there is no standard base management fee typically charged, however fees will be individually negotiated and calculated as a percentage of an account's assets under management based on average daily, month-end, or quarter-end net assets and will include accrued income. The Firm reserves the right, in its sole discretion, to negotiate or modify (either up or down) the fee schedules for any client due to a variety of factors, including but not limited to: the level of reporting and administrative operations required to service an account, the investment strategy or style, the number of portfolios or accounts involved, and/or the number and types of services provided to the client.

Accounts are generally subject to minimum account size however this minimum amount has not yet been determined. The Firm may also have a limited number of accounts with a combination

of base management fees plus a performance fee. Management fees are typically invoiced to clients monthly or quarterly in arrears. Clients may select whether they would like fees to be deducted automatically by their custodian from their assets, and paid to Amherst Capital, or billed separately. Investment advisory agreements may also provide that clients incur fees and expenses in addition to investment management fees. Such fees and expenses may include brokerage and other transaction costs, administrative and other expenses. Examples of other costs and expenses may include markups, mark-downs and other amounts included in the price of a security, odd-lot differentials, transfer taxes, wire transfer fees and electronic fund fees. Investment advisory agreements contain comprehensive information on how We charge and collect fees. Please see Item 12 of this brochure for more information on our brokerage practices

Private Fund Fees Unlevered and Levered Funds

It is expected that the Levered Fund will charge a Management Fee of:

During Investment Period:

- a) 75 bps of committed buy unfunded capital
- b) 150 bps of funded capital

After Investment Period

- a) 150 bps of Net Equity Invested

It is expected that the Unlevered Fund will charge a Management Fee of:

During Investment Period:

- a) 25 bps of committed buy unfunded capital
- b) 50 bps of funded capital

After Investment Period

- b) 50 bps of Net Equity Invested

Negotiated Fees: We reserve the right, in our sole discretion, to negotiate or modify (either up or down) the basic fee schedules set forth above for any client due to a variety of factors, including but not limited to: the level of reporting and administrative operations required to service an account, the investment strategy or style, the number of portfolios or accounts involved, and/or the number and types of services provided to the client. Because our fees are negotiable, the actual fee paid by any client or group of clients may be different from the fees reflected in our basic fee schedules set forth above.

From time to time, We may enter into different compensation arrangements with other clients, including arrangements providing for compensation on the basis of a share of the capital gains upon, or the capital appreciation of, the funds, or any portion of the funds of a client, in accordance with and to the extent permitted by Section 205-3 of The Investment Advisers Act of 1940 (“Advisers Act”), as amended, and the rules and regulations thereunder.

General Fee Information: We do not charge or receive compensation in connection with the sale of investment products. However, certain of our employees or employees of our affiliates can accept compensation (also referred to as “commissions”) for the sale of securities, private funds or other investment products that We manage. Currently We have no plans for our employees or

supervised persons to accept compensation for the sale of private funds that We manage. Accepting commissions for the sale of such investment products gives rise to a conflict of interest in that it may give our employees an incentive to recommend investment products based on the compensation they will receive, rather than solely on a client's needs.

Item 6. Performance Fees and Side-by-Side Management

Advisers are subject to certain fiduciary standards under federal law and owe clients an affirmative duty of utmost good faith to act solely in the best interests of the client and to make full and fair disclosure of all material facts, particularly where the adviser's interests may conflict with the client's best interest. In this section, We describe our performance based arrangements and our side-by-side management activities and the inherent conflicts in such arrangements.

The Funds will generally make quarterly distributions (or more frequently if determined by the General Partner) to their partners out of net cash available for distribution (i.e., after the payment of Fund-level expenses, including Management Fees), as set forth in each Fund's Governing Documents. Such distributions will first pay a negotiated preference amount to investors, then fund a return of capital, and finally will be split between the investors based on their pro rata portion of invested capital (on the one hand) and the General Partner (on the other hand). Amherst Capital will establish the precise amount of, and the manner and calculation of, these amounts as modified by negotiations with investors in the applicable Fund. The General Partner's entitlement to incentive or performance-based distributions may create an incentive for Amherst Capital to take risks in managing the Funds that it would not otherwise take in the absence of such arrangements.

Additionally, making incentive or performance-based distributions at different rates (the effect of which may depend upon the amount of leverage in the Levered Fund) may create an incentive for Amherst Capital or its affiliates to disproportionately allocate time, services or functions to vehicles where the rate is higher, or to allocate investment opportunities to such vehicles. However, Amherst Capital will have policies and procedures in place that, among other things, seek to ensure that investment opportunities are allocated in a manner that Amherst Capital believes in good faith is fair and equitable to its clients under the circumstances and considering such factors as it deems relevant, but in its sole discretion. See Item 11 of this brochure regarding allocation of investment opportunities for additional information relating to how conflicts of interests are generally addressed by Amherst Capital.

Levered and Unlevered Fund Performance Fees

It is expected that our Levered Fund will charge a 20% performance fee. The remaining 80% of the Fund's profits will be paid to the Fund's investors. Under this strategy a hurdle rate or preferred return of 6.5% must be achieved before We can receive any performance fee. It is expected that our Unlevered Fund will charge a 6% performance fee after a 3% preferred return to Fund investors. For more detailed information on how performance fees are calculated for our Funds please refer to any offering documents.

Side-by-Side Management

“Side-by-side management” refers to our simultaneous management of multiple types of client accounts/investment products. For example, Amherst Capital’s employees simultaneously manage (either directly, or through dual officer relationships, see below) [separate accounts], private funds and mutual funds for clients at the same time. Our clients have a variety of investment objectives, policies, strategies, limitations and restrictions.

Side-by-side management gives rise to a variety of potential and actual conflicts of interest for Us, our employees and our supervised persons. Below We discuss the conflicts that We and our employees and supervised persons face when engaging in side-by-side management and how We deal with them. Note that certain of our employees are also officers of one or more Amherst Capital affiliates (“Dual Officers”). These Dual Officers undertake investment management duties for the affiliates of which they are officers. Please see Item 10 for more information on our dual officer arrangements.

Certain of Amherst Capital’s portfolio managers may be responsible for simultaneously managing private funds alongside portfolios of registered mutual funds, separate accounts and other pooled investment vehicles. The side-by-side management of these accounts may raise potential conflicts of interest relating to the allocation of investment opportunities and the aggregation and allocation of trades. Moreover, it is possible, due to varying investment restrictions among other accounts or other reasons that certain investments could be made for some accounts and not others or conflicting investment positions could be taken among accounts.

Conflicts of Interest Relating to “Proprietary Accounts”

We, our affiliates, and our existing and future employees will from time to time manage and/or invest in products or have accounts managed by the Firm and We or affiliates may establish “seeded” funds or accounts for the purpose of developing new investment strategies and products (collectively “Proprietary Accounts”). Investment by the Firm, our affiliates, or our employees in Proprietary Accounts may create conflicts of interest. We have an incentive to favor these Proprietary Accounts by, for example, directing our best investment ideas to these accounts or allocating, aggregating or sequencing trades in favor of such accounts, to the disadvantage of other accounts. We also have an incentive to dedicate more time and attention to our Proprietary Accounts. We have policies and procedures in place related to proprietary accounts, trade allocation and trade aggregation designed to mitigate these conflicts of interest. Please see Item 12 for more information.

Conflicts of Interest Relating to the Management of Multiple Client Accounts

We and our affiliates perform investment advisory services for various clients. We may give advice and take action in the performance of our duties with respect to any of our other clients which may differ from the advice given, or the timing or nature of action taken, with respect to another client. We have no obligation to purchase or sell for a client any security or other property which We purchase or sell for our own account or for the account of any other client, if it is undesirable or impractical to take such action. We may give advice or take action in the

performance of our duties with respect to any of our clients which may differ from the advice given, or the timing or nature of action taken by our affiliates on behalf of their clients. Further, We may provide discretionary investment advisory services for some clients while providing non-discretionary investment advice for other clients in the same strategy. This creates conflicts including, with respect to the timing of trades and the potential for frontrunning.

Conflict of Interest Relating to Mortgage Real Estate Strategy

Effective November 2, 2015, Standish's Mortgage Real Estate team became employed by Amherst Capital and remained as dual officers of Standish for the limited purpose of providing investment management and trading for certain legacy Standish multi sector clients utilizing a real estate mortgage-backed securities component in their strategy. This arrangement creates certain potential conflicts of interest for Amherst Capital. These Amherst Capital employees are subject to the supervision of Standish senior management and follow the policies and procedures of Standish when managing these mortgage real estate strategies, which could potentially differ from those applied by Amherst Capital for its other clients. Trading real estate mortgage-backed securities for two advisory firms could result in Amherst Capital employees improperly using trading or holdings information of one group of clients to disadvantage another group of clients. Amherst Capital compliance will employ policies and procedures which include monitoring across both affiliated investment managers to detect and avoid these conflicts. In addition, confidential information will be shared across the affiliated investment managers.

In their capacity as dual officers of Standish, certain employees of Amherst Capital manage the mortgage component of Standish multi sector client strategies. These employees are subject to the supervision of the Standish investment team and the CIO in so far as their activities impact Standish clients.

Amherst Capital has implemented policies and procedures to address these potential conflicts. Standish's policies and procedures relating to portfolio management and trading have been aligned with those of Amherst Capital. In addition, both Amherst Capital and Standish are subject to the same restricted trading list to mitigate any potential information sharing risks.

Item 7. Types of Clients

As of November 1, 2015 the Firm's clients will be the Funds. Investments in the Funds are subject to minimum investment requirements. See Item 4 of this brochure and refer to the Funds' Governing Documents for more information.

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

Investment Process – Public Mortgage Securities Strategies

Amherst Capital's mortgage security investment process utilizes a relative value approach to identify attractive securities based on fundamental research. This approach starts with macroeconomic research to assess the overall risk environment, determine broad portfolio themes, and overall portfolio quality. With this macroeconomic foundation in place, our analysts

scour data sets and utilize proprietary technology to identify issuer- and security-level sources of potential alpha. In analyzing a specific issuer and its securities, We carefully assess the fundamental characteristics of each issuer utilizing proprietary analytical tools.

Public Securities Mortgage Strategies

Objective: Generally maximize return relative to benchmark index over 3-5 year market cycle with the appropriate amount of risk. Benchmark: Barclays Capital U.S. GNMA Index and Barclays Capital U.S. MBS Fixed Rate Index.

Investment Universe: Generally includes U.S. agency mortgage backed securities, residential mortgage backed securities, consumer asset backed securities and other non-agency structured securities. The strategy may employ various fixed income derivatives including futures, options, swaps and forward contracts. Alpha Sources: Strategy seeks to add alpha through active management which may include decisions with respect to interest rate positioning, security selection and sector allocation.

Structured Products

Objective: Generally maximize return relative to benchmark index over 3-5 year market cycle with appropriate amount of risk. Benchmark: Includes Barclays Capital U.S. Securitized Index and Barclays Capital U.S. CMBS Index.

Investment Universe: Generally includes non-agency residential mortgage-backed securities, commercial asset-backed securities and commercial real estate whole-loans, and mortgage backed securities. The strategy employs various fixed income derivatives including futures, options, swaps and forward contracts. Alpha Sources: Strategy seeks to add alpha through active management which may include decisions with respect to security selection and sector allocation.

Environmental, Social and Governance Screening

Certain clients wish to incorporate social and environmental standards into their portfolios. For these clients, We monitor their unique restrictions to meet their investment objectives. Amherst Capital also uses MSCI ESG Research to integrate Environmental, Social, and Governance (ESG) into our investment process and to restrict certain industries or specific issuers from being purchased/held in these clients' portfolios. This service enables Us to screen for all publically traded companies involved in business activities restricted by the client's investment guidelines. MSCI ESG Research currently covers the following industries: Abortion, Alcohol, Adult Entertainment, Contraceptives, Firearms, Gambling, Military, Nuclear Power, Tobacco, Human Rights, Environment, Stem Cell, Predatory Lending, and Labor Relations. Amherst Capital has set certain screening thresholds when using ESG and can discuss these upon request.

Use of Derivatives

Except to the extent prohibited or limited by client agreements or guidelines, Amherst Capital from time to time may include derivatives in client portfolios. Derivatives may include, among other things, swaps, options and futures. Derivatives may be used for interest rate and other hedging purposes relating to particular investments or for overall portfolio management. In addition, derivatives may include credit default swaps, total return swaps, credit linked notes, forwards or other similar derivatives, which will typically relate to investments, or indexes of investments (such as CDX-related derivatives), that would be permitted to be held directly in the relevant client's portfolio; such derivatives generally replicate one or more aspects of directly investing in such investments. In using derivatives, Amherst Capital takes into account, among other things, structural, operational and counterparty risks, as well as the characteristics of the underlying investment or index.

In certain accounts, Amherst Capital may be permitted to invest client assets in financial futures contracts and options on such futures contracts. A change in the level of interest rates, currency exchange rates or the rate of inflation may affect the value of a client's securities (or of securities that Amherst Capital expects to purchase on behalf of a client). Amherst Capital believes that futures contracts and options thereon may provide an effective mechanism for increasing or decreasing interest rate, currency exchange rate and general market exposure in changing markets and also believes that such techniques can be used to take advantage of temporary inefficiencies in the markets to enhance yields and returns.

The futures contracts may be based on various securities or indices, such as U.S. government securities, Eurodollar time deposits, securities indices, economic indices (such as the Consumer Price Indices compiled by the U.S. Department of Labor) and other financial instruments and indices. Amherst Capital engages in futures and related options transactions both for bona fide hedging and non-hedging purposes.

Amherst Capital may use long and short transactions in stock index and bond index futures to implement these strategies.

Use of Leverage in Public Securities Mortgage Strategies

Amherst Capital defines leverage as borrowing money to purchase or sell securities or engaging in any derivative transaction other than for hedging or replication purposes.

Use of To-Be-Announced Mortgage Securities in Public Securities Mortgage Strategies

Except to the extent prohibited or limited by client account agreements or guidelines, Amherst Capital from time to time uses techniques referred to as "trade financing" to seek incremental enhancement of portfolio returns. Trade financing techniques include, among other things, the use of a portfolio of fixed-income instruments to provide principal and income to fund total return swaps, treasury futures, mortgage TBAs and similar over-the-counter forward contracts. The purpose of trade financing is generally to exploit opportunities between spot and forward rates while using short to medium term instruments as a means of internally hedging the relevant trading position.

Amherst Capital uses TBAs in order to: (1) replicate mortgage securities; and (2) enhance portfolio returns (trade financing). TBAs for replication purposes are fully collateralized by US Treasury securities with less than 6 months to maturity.

Use of TBAs for trade financing is limited to a 100% notional percentage of the account's total market value. A maximum of 25% of the market value of the account may be collateralized by securities other than U.S. Treasury or Agency securities with less than six months until maturity. In using trade financing techniques, Amherst Capital takes into account, among other things, structural, operational and counterparty risks.

Cash Management

Most of our strategies are generally fully invested the majority of the time but will use cash for tactical or strategic purposes. We may hold some cash balances due to cash flows or limited availability of securities due to market conditions rather than tactical judgments. We will also from time to time hold cash balances as a means of reducing risk in portfolios. We manage cash conservatively and excess cash is typically invested in short-dated US Treasury bills or remains in the appropriate client selected cash sweep vehicle.

Private Fund Strategies

The primary investment strategy of the Funds is to originate and invest in Loans. The Governing Documents will specify the maximum term of any Loan, although the average Loan term is estimated to be two to four years. Most Loans are expected to have a floating interest rate, but the Fund may also hold fixed rate Loans, in which case it intends to enter into interest rate swaps to create a LIBOR based floating rate exposure to such Loans. In addition to originating first mortgage Loans, first mortgage Loans or participation interests in such Loans may be acquired from other lenders/investors, and will also be considered "Loans." Participation interests may be structured in the form of senior, pari passu, or solely with respect to the Levered Fund, subordinated interests. Loans originated or acquired are typically expected to be held until they are paid off.

Commercial real estate securing the Loans is expected to consist primarily of office, retail, multifamily, industrial, mixed-use, and hotel properties. Most properties are expected to have transitional characteristics (i.e., currently generating in-place income significantly below potential pro forma levels) where the borrower is looking to stabilize and/or reposition the property (typically within a two to three year timeframe) at which time the property would be sold or refinanced. Accordingly, the Firm believes borrowers will seek short-term financing with prepayment flexibility, although the Firm will endeavor to seek Loans with 12+ months of prepayment protection.

Targeted Loans will not include higher risk, more speculative transitional projects. Loans will be backed by projects the Firm believes are strong viable projects where repositioning/stabilization plans are straightforward, well supported, and where the Firm has a high confidence level in the borrower's ability to execute the plan. If the borrower's stabilization/reposition plans are unsuccessful, potential Loan loss exposure should be mitigated by moderate Loan leverage,

strong Loan structural features and good property quality. While individual loan to value ratios (“LTVs”) will vary from Loan to Loan based on the nature of the collateral property and its assessed risk profile, the targeted average LTV is expected not to exceed 75%. The Governing Documents will establish a maximum LTV for any individual Loan.

The Funds may from time to time hold cash and invest in cash equivalent securities and other short-term investments that will be held for future investment or other Fund purposes. These securities and investments may include U.S. Treasury securities and money market funds.

Investment in the Funds entails a high degree of risk and is suitable only for sophisticated institutions or individuals for whom an investment in the Funds is not a complete investment program and who fully understand and are capable of bearing the risks associated with an investment in the Funds. There can be no assurance that the Funds’ objectives will be achieved, and investors must be prepared to bear capital losses which might result from their investment. The risks set forth below represent a general summary of the material risks involved in the investment strategies We offer. Please refer to the “Risk Factors” sections in the Governing Documents for a more detailed discussion of the risks involved with an investment in a Fund.

Commercial Real Estate Mortgages. Each Fund’s investments will consist of a broad range of first mortgage loans secured by real property, all of which will derive their cash flow and value from the performance of the commercial real estate underlying such investments and/or the owners of such real estate. Consequently, all of the investments are subject to the risks of commercial real estate, including that commercial real estate properties may be difficult to value, entail environmental risks, have cash flows that are subject to volatility, and have repayment that generally is dependent upon the successful operation of the related real estate project rather than upon the liquidation value of the underlying real estate. Furthermore, the net operating income from and value of any commercial property is subject to various risks, including changes in general or local economic conditions and/or specific industry segments; declines in real estate values; declines in rental or occupancy rates; increases in interest rates, real estate tax rates and other operating expenses; changes in governmental rules, regulations and fiscal policies; weather and other acts of God; terrorist threats and attacks and social unrest and civil disturbances.

If the properties securing the mortgage loans do not generate sufficient income or have appropriate reserves to meet operating expenses, debt service, capital expenditure and tenant improvements, then the obligors under the mortgage loans may be unable to make payments of principal and interest in a timely fashion. Income from and values of commercial properties are also affected by such factors as the quality of the property manager, applicable laws, including tax laws, interest rate levels, the availability of financing for owners and tenants and the impact of and costs of compliance with environmental controls and regulations.

Commercial Mortgage Loans. Commercial mortgage loans, such as the mortgage loans in which the Partnership intends to invest, have certain distinct risk characteristics. Mortgage loans on commercial properties generally lack standardized terms, which may complicate their structure and increase due diligence costs.

Variable Rate Mortgages. The Funds may acquire debt investments that provide for adjustments in the interest rate associated with such investments at various monthly, annual or other intervals. The variable interest rate investments held by the Fund are subject to the risk that such interest rates may decline, which would reduce the amounts payable to the Fund with respect to such investments.

Prepayments. The Fund's investments may be subject to prepayment. Prepayments on Fund investments are affected by a number of factors described in the Governing Documents, and could have a negative effect on the Fund.

Creditor Risks. Most, if not all, of the Funds' investments are expected to be characterized as debt and as such will generally be subject to various creditor risks, including: (i) the possible invalidation of an investment as a "fraudulent conveyance" under relevant creditors' rights laws; (ii) so-called lender liability claims by the issuer of the obligations; and (iii) environmental liabilities that may arise with respect to collateral securing the obligations. Additionally, adverse credit events with respect to any borrower to which the Fund (directly or indirectly) lends, such as missed or delayed payment of interest and/or principal, bankruptcy, receivership or distressed exchange, can significantly diminish the value of the investments with respect to any such borrower.

Risk of Default or Insolvency of Borrowers. The leveraged capital structure of most of the borrowers which the Fund expects to finance, will increase these borrowers' exposure to adverse economic factors (such as rising interest rates, competitive pressures, downturns in the economy or deterioration in the condition of the borrower or its industry) and to the risk of unforeseen events. This leverage may result in more serious adverse consequences to any such borrower (including to its overall profitability or solvency) if these factors arise or events occur when compared to the consequences that may be suffered by less leveraged borrowers. For example, rising interest rates may significantly increase a borrower's interest expense, or a significant industry downturn may affect a borrower's ability to generate positive cash flow, in either case causing an inability to service outstanding debt. If a borrower cannot generate adequate cash flow to meet its debt obligations, then the borrower may default on its loan agreements or be forced into bankruptcy or insolvency (which may lead to restructuring or liquidation). As a result, the Fund may suffer a partial or total loss of capital invested in that borrower, particularly in light of the subordinated position of the investments.

Refinancing Market. The Firm anticipates utilizing the refinancing of Loans as an exit strategy for the Funds. The ability to successfully utilize loan refinancings as an exit strategy will depend on a number of factors beyond the control of the Firm such as market interest rates, mortgage spreads, underwriting standards, investor appetite for commercial mortgage securitizations, etc. Should it become more difficult to facilitate mortgage refinancings as a result of increased mortgage rates, tightening underwriting and lending standards, etc. such an event could have an adverse effect on the Funds.

Lack of Diversification. While the Firm intends to employ some degree of portfolio diversification as one of its risk management strategies, the Funds are expected to participate in a limited number of investments and there can be no assurances concerning the diversification by

geographic region, borrower or asset type. A limited degree of diversification increases risk because, as a consequence, the aggregate return of the Fund may be substantially adversely affected by the unfavorable performance of even a single investment.

Illiquidity of Investments. The investments to be made by the Funds are likely to be illiquid, and it is unlikely that there will be a public market for any of them. In addition, the types of real estate securing the Loans held by the Funds may be such that it requires a substantial length of time to realize or sell.

Leverage. A Fund, or any special purpose vehicle it establishes, may borrow funds to pay Fund expenses, or in the case of the Levered Fund, to make or facilitate new or follow-on investments, or to make payments under guarantee, surety or hedging transactions. The use of borrowed funds creates the opportunity for greater total returns, but at the same time involves certain risks. A Fund may not be successful without the use of a substantial amount of leverage in its portfolio investments and leverage may be costly or unavailable. The inability of a Fund to obtain a desired amount of leverage may limit the Fund's overall investment exposure, thereby reducing the Fund's performance. Funds borrowed for leveraging will be subject to interest, transaction and other costs and other types of leverage also involve transaction and other costs. Any such costs may not be recovered by the return on a Fund's portfolio. The use of leverage will decrease the investment return if a Fund fails to recover the cost of such leverage.

Counterparty Risk. It is expected that many of the Funds' investment purchases and dispositions will transpire in private markets. To the extent consistent with the Levered Fund's intended use of leverage, these transactions may include swaps and financing trades including reverse repos, repos, bonds borrowed and bonds loaned. Differing market standards for counterparty credit evaluation may expose the Funds to the risk that a counterparty will not complete or settle a transaction in accordance with its terms and conditions because of a dispute over the terms of the contract (irrespective of whether bona fide), counterparty default, or inability to perform, causing the Partnership to suffer a loss. Such "counterparty" risk is accentuated for contracts with longer maturities or where the Fund has concentrated its transactions with a particular counterparty or group of counterparties.

Real Estate Market Risks. A Fund's business and the value of its investments may be adversely affected by the present continued period of slow economic recovery following the recent recession, which continues to be accompanied by stagnant or declining real estate values. Any material decline in real estate values reduces the ability of borrowers of mortgage loans to use equity to support borrowings and increases the LTV ratios of loans previously made, thereby weakening collateral coverage and increasing the possibility of a loss in the event of default. In addition, delinquencies, foreclosures and losses generally increase during periods of slow economic growth. The real estate capital markets are dynamic, continually evolving and impacted by many variables.

Business and Market Risks. The investments made by a Fund may involve a high degree of business and financial risk that can result in substantial losses. In particular, these risks could arise from changes in the financial condition or prospects of the entity in which the investment is made, changes in national or international economic and market conditions, and changes in laws,

regulations, fiscal policies or political conditions of countries in which investments are made, including the risks of war and the effects of terrorist attacks. The possibility of partial or total loss of capital will exist, and investors should not invest unless they can readily bear the consequences of such loss.

Risks

Each investment strategy we offer invests in a variety of securities and employs a number of investment techniques that involve certain risks. The table below sets forth information concerning the material risks involved with each strategy. An “X” in the table indicates that the strategy involves the corresponding risk. An empty box indicates that the strategy does not involve the corresponding risk in a material way. However, an empty box does not guarantee that the strategy will not be subject to the corresponding risk.

RISKS	Public Securities	Mortgage	Structured Products	Private Strategies	Mortgage
General risks		X	X		X
Asset-backed securities risk		X	X		
Banking industry risk		X	X		X
Call risk		X	X		
Convertible securities risk					
Country, industry & market sector risk					
Counterparty risk		X	X		X
Country & sector allocation risk					
Credit risk		X	X		X
Credit Default Swaps		X	X		X
Credit-linked notes		X	X		X
Derivatives risk		X	X		X
Emerging market risk					
Emerging market risk – fixed income					
Foreign currency options					
Foreign currency risk					
Foreign government obligations and securities of supranational entities risk					
Foreign investment risk					
Forward foreign currency exchange transactions					
Futures contracts		X	X		X
Government securities risk		X	X		X
High yield bond risk					
Inflation-indexed security risk		X	X		X
Interest rate risk		X	X		X
Issuer and market risk		X	X		
Leverage risk		X	X		X
Liquidity risk		X	X		X
Market & credit risk		X	X		X
Market risk		X	X		X
Market sector risk		X	X		X
Municipal bond market risk					

Municipal lease risk			
Municipal securities risk			
Non-diversification risk	X	X	X
Options	X	X	X
Prepayment and extension risk	X	X	X
State-specific risk			
Swap agreements	X	X	X
Tax risk			
Trading limitations	X	X	X
US Treasury securities risk	X	X	X

General Risks

Investing in securities involves risk of loss that you should be prepared to bear. We do not guarantee or represent that our investment program will be successful. Our past results are not necessarily indicative of our future performance and our investment results may vary over time. We cannot assure you that our investments of your money will be profitable, and in fact, you could incur substantial losses. Your investments with Us are not a bank deposit and are not insured or guaranteed by the FDIC or any other government agency.

The risks set forth below represent a general summary of the material risks involved in the investment strategies described above. If applicable, please refer to the “Risk Factors” section in the offering documents for a more detailed discussion of the risks involved in an investment in a fund.

- Allocation risk. The asset classes in which the strategy seeks investment exposure can perform differently from each other at any given time (as well as over the long term), so the strategy will be affected by its allocation among the various asset classes. If the strategy favors exposure to an asset class during a period when that class underperforms, performance may be hurt.
- Counterparty Creditworthiness. Under certain conditions, a counterparty to a transaction could default and the market for certain securities or financial instruments in which the counterparty deals may become illiquid.
- Counterparty risk. The risk that a counterparty in a repurchase agreement or other derivative investment could fail to honor the terms of its agreement.
- Interest rate risk. Prices of debt securities tend to move inversely with changes in interest rates. Typically, a rise in rates will adversely affect the prices of these securities and, accordingly, the value of your investment. The longer the effective maturity and duration of the strategy’s portfolio, the more the value of your investment is likely to react to interest rates. Mortgage-related securities can have a different interest rate sensitivity than other bonds, however, because of prepayments and other factors, and may carry additional risks and be more volatile than other types of debt securities due to unexpected changes in interest rates.
- Investment strategy risk. The strategy’s sustainability investment criteria may limit the number of investment opportunities available to the strategy, and, as a result, at times the strategy’s returns may be lower than those of strategies that are not subject to such special investment considerations.

- **Issuer risk.** The value of a security may decline for a number of reasons which directly relate to the issuer, such as management performance, financial leverage and reduced demand for the issuer's products or services.
- **Liquidity risk.** When there is little or no active trading market for specific types of securities, it can become more difficult to sell the securities at or near their perceived value. In such a market, the value of such securities and the value of your investment may fall dramatically, even during periods of declining interest rates. Liquidity risk also exists when a particular derivative instrument is difficult to purchase or sell. If a derivative transaction is particularly large or if the relevant market is illiquid (as is the case with many privately negotiated derivatives), it may not be possible to initiate a transaction or liquidate a position at an advantageous time or price. The secondary market for certain municipal bonds tends to be less well developed or liquid than many other securities markets, which may adversely affect the strategy's ability to sell such municipal bonds at attractive prices.
- **Market risk.** The market value of a security may decline due to general market conditions that are not specifically related to a particular company, such as real or perceived adverse economic conditions, changes in the outlook for corporate earnings, changes in interest or currency rates or adverse investor sentiment generally. A security's market value also may decline because of factors that affect a particular industry or industries, such as labor shortages or increased production costs and competitive conditions within an industry.
- **Market sector risk.** A given strategy may significantly overweight or underweight certain companies, industries or market sectors, which may cause the strategy's performance to be more or less sensitive to developments affecting those companies, industries or sectors.
- **Systemic Risk.** World events and/or the activities of one or more large participants in the financial markets and/or other events or activities of others could result in a temporary systemic breakdown in the normal operation of financial markets. Such events could result in a portfolio losing substantial value caused predominantly by liquidity and counterparty issues which could result in a portfolio incurring substantial losses.
- **U.S. Government Securities.** Each portfolio may invest in U.S. government securities, including bills, notes, bonds and other debt securities issued by the U.S. Treasury. These instruments are direct obligations of the U.S. government and, as such, are backed by the "full faith and credit" of the United States government. They differ primarily in their interest rates, the lengths of their maturities and the dates of their issuance. Each portfolio may also invest in securities issued by agencies or instrumentalities of the U.S. government. These obligations, including those guaranteed by federal agencies or instrumentalities, may or may not be backed by the "full faith and credit" of the United States government. All of the foregoing are referred to collectively as "U.S. government securities." Securities issued or guaranteed by agencies or instrumentalities are supported by (i) the full faith and credit of the United States; (ii) the limited authority of the issuer to borrow from the U.S. Treasury; or (iii) the authority of the U.S. government to purchase certain obligations of the issuer. No assurance can be given that the U.S. government will provide financial support to its agencies and instrumentalities as described in (ii) and (iii) above, other than as set forth, since it is not obligated to do so by law. In the case of securities not backed by the full faith and credit of the United States, a portfolio must look principally to the agency issuing or guaranteeing the

obligation for ultimate repayment and may not be able to assert a claim against the United States if the agency or instrumentality does not meet its commitments.

Strategy-Specific Risks

- **Derivatives risk.** A small investment in derivatives could have a potentially large impact on the strategy's performance. The use of derivatives involves risks different from, or possibly greater than, the risks associated with investing directly in the underlying assets. Derivatives can be highly volatile, illiquid and difficult to value, and there is the risk that changes in the value of a derivative held by the strategy will not correlate with the underlying instruments or the strategy's other investments. Derivative instruments also involve the risk that a loss may be sustained as a result of the failure of the counterparty to the derivative instruments to make required payments or otherwise comply with the derivative instruments' terms. Certain types of derivatives involve greater risks than the underlying obligations because, in addition to general market risks, they are subject to illiquidity risk, counterparty risk and credit risk. Additionally, some derivatives involve economic leverage, which could increase the volatility of these investments as they may fluctuate in value more than the underlying instrument. See also "Leverage Risk."
- **Government securities risk.** Not all obligations of the U.S. government's agencies and instrumentalities are backed by the full faith and credit of the U.S. Treasury. Some obligations are backed only by the credit of the issuing agency or instrumentality, and in some cases there may be some risk of default by the issuer. Any guarantee by the U.S. government or its agencies or instrumentalities of a security held by the strategy does not apply to the market value of such security. A security backed by the U.S. Treasury or the full faith and credit of the United States is guaranteed only as to the timely payment of interest and principal when held to maturity. In addition, because many types of U.S. government securities trade actively outside the United States, their prices may rise and fall as changes in global economic conditions affect the demand for these securities.
- **Leverage risk.** The use of leverage, such as engaging in reverse repurchase agreements, lending portfolio securities, investing in inverse floaters, entering into short sales, the use of portfolio leverage or margin or entering into forwards, options or swaps contracts other than for hedging or replication purposes may magnify the strategy's gains or losses. Adverse changes in the value or level of the underlying asset, reference rate or index of derivatives can result in a loss substantially greater than the amount invested. Certain derivatives have the potential for unlimited loss, regardless of the size of the initial investment.
- **Non-diversification risk.** A strategy maybe non-diversified, which means that the strategy may invest a relatively high percentage of its assets in a limited number of issuers. Therefore, the strategy's performance may be more vulnerable to changes in the market value of a single issuer or group of issuers and more susceptible to risks associated with a single economic, political or regulatory occurrence than a diversified strategy.
- **Swap Agreements.** These transactions are entered into in an attempt to obtain a particular return when it is considered desirable to do so, possibly at a lower cost to a portfolio than if the portfolio had invested directly in an instrument that yielded that desired return. Swap agreements are two party contracts entered into primarily by institutional investors for periods ranging from a few weeks to more than one year. In a standard "swap"

transaction, two parties agree to exchange the returns (or differentials in rates of return) earned or realized on particular predetermined investments or instruments, which may be adjusted for an interest factor. The gross returns to be exchanged or “swapped” between the parties are generally calculated with respect to a “notional amount,” i.e., the return on or increase in value of a particular dollar amount invested at a particular interest rate, in a particular foreign currency, or in a “basket” of securities representing a particular index. Forms of swap agreements include interest rate caps, under which, in return for a premium, one party agrees to make payments to the other to the extent that interest rates exceed a specified rate, or “cap”; interest rate floors, under which, in return for a premium, one party agrees to make payments to the other to the extent that interest rates fall below a specified rate, or “floor”; and interest rate collars, under which a party sells a cap and purchases a floor or vice versa in an attempt to protect itself against interest rate movements exceeding given minimum or maximum levels. A swap option is a contract that gives a counterparty the right (but not the obligation) to enter into a new swap agreement or to shorten, extend, cancel or otherwise modify an existing swap agreement, at some designated future time on specified terms. Each Fund may write (sell) and purchase put and call swap options.

- Trading Limitations. For all securities, including options, listed on a public exchange, the exchange generally has the right to suspend or limit trading under certain circumstances. These suspensions or limits could render certain strategies difficult to execute or continue and subject a portfolio to loss.

Item 9. Disciplinary Information

The New York State Attorney General’s Office, the U.S. Attorney’s Office for the Southern District of New York and certain other plaintiffs have filed civil complaints against The Bank of New York Mellon (the “Bank”) and/or BNY Mellon. BNY Mellon is the parent company of the Bank and Amherst Capital Management LLC. These actions allege that the Bank and/or BNY Mellon improperly charged and reported prices for standing instruction foreign exchange (“FX”) transactions executed in connection with custody services provided by the Bank. The Firm was not a defendant to any of these actions. On March 19, 2015, BNY Mellon announced that it has resolved substantially all of the FX related actions currently pending against BNY Mellon, resulting in a total of \$714 million in settlement payments.

Item 10. Other Financial Industry Activities and Affiliations

BNY Mellon is a Global Financial Services Company:

BNY Mellon is a global financial services company providing a comprehensive array of financial services (including asset management, wealth management, asset servicing, clearing and execution services, issuer services and treasury services) through a world-wide client focused team that enables institutions and individuals to manage and service their financial assets. BNY Mellon Investment Management is the umbrella designation for BNY Mellon’s affiliated investment management firms and global distribution companies and is responsible, through various subsidiaries, for U.S. and non-U.S. retail, intermediary and institutional distribution of investment management and related services.

We may enter into transactions with unaffiliated counterparties or third party service providers who then use affiliates of the Firm to execute such transactions. These services may include, for example, clearance of trades, purchases or sales of ADRs, or other transactions not contemplated by Us. Although one of our affiliates may receive compensation for engaging in these transactions, the decision to use or not use an affiliate of ours is made by the unaffiliated counterparty or third party service provider. Further, We will likely be unaware that the affiliate is being used to enter into such transaction.

BNY Mellon and/or its other affiliates may gather data from Us about our investment activities, including information about holdings within client portfolios, which is required for regulatory filings to be made by Us or BNY Mellon or other affiliates (e.g., reporting beneficial ownership of equity securities) or for other compliance, legal or risk management purposes, pursuant to policies and procedures of the Firm, BNY Mellon or other affiliates. This data is deemed confidential and procedures are followed to ensure that any information is utilized solely for the purposes intended.

BNY Mellon's Status as a Bank Holding Company

BNY Mellon and its direct and indirect subsidiaries, including the Firm, are subject to certain U.S. banking laws, including the Bank Holding Company Act of 1956, as amended (the "BHCA"), and to regulation and supervision by the Board of Governors of the Federal Reserve System (the "Federal Reserve"). The BHCA (and other applicable banking laws, and their interpretation and administration by the appropriate regulatory agencies, including but not limited to the Federal Reserve) may restrict the transactions and relationships among BNY Mellon, its affiliates (including Us) and our clients, and may restrict our investments, transactions and operations. For example, the BHCA regulations applicable to BNY Mellon and Us may, among other things, restrict our ability to make certain investments or the size of certain investments, impose a maximum holding period on some or all of our investments, and restrict our ability to participate in the management and operations of the companies in which We invest. In addition, certain BHCA regulations may require aggregation of the positions owned, held or controlled by related entities. Thus, in certain circumstances, positions held by BNY Mellon and its affiliates (including Us) for client and proprietary accounts may need to be aggregated and may be subject to a limitation on the amount of a position that may be held. These limitations may have an adverse effect on our ability to manage client investment portfolios. For example, depending on the percentage of a company We and our affiliates (in the aggregate) control at any given time, the limits may: (x) restrict our ability to invest in that company for certain clients and/or (y) require Us to sell certain client holdings of that company at a time when it may be undesirable to take such action. Additionally, BNY Mellon may in the future, in its sole discretion and without notice, engage in activities impacting Us in order to comply with the BHCA or other legal requirements applicable to (or reduce or eliminate the impact or applicability of any bank regulatory or other restrictions on) Us and accounts managed by Us and our affiliates.

BNY Mellon Incentive Compensation Plan

BNY Mellon has adopted an incentive compensation program ("Program") designed to:

- (i) Help clients understand and gain access to the full range of products and services offered by BNY Mellon and its subsidiaries; and
- (ii) Expand and develop client relationships.

The Program promotes BNY Mellon's corporate values of Client Focus, Trust, Teamwork and Outperformance by encouraging the cross-selling of BNY Mellon's broad array of services and products throughout the organization to better meet a current or prospective client's full range of needs for financial products and services, and to expand customer relationships. The Program seeks to financially reward (via bonus or referral fee) eligible employees who offer a business lead that results in a sale of certain affiliated products or services to existing clients and prospects. These bonuses and referral fees may be paid to Us and our employees for referring business (services or products) to our affiliates, and our affiliates and their employees may receive bonuses and referral fees for referring business to Us. The bonuses and referral fees may be based on the number of referrals made and/or the revenue generated by the referral. Certain types of regulated entities, employees and referrals may be ineligible for the Program or subject to restrictions under applicable law or internal procedures governing the earning of such rewards. These referral fees and bonuses may create conflicts of interest for Us and our employees because We have an incentive to encourage our clients to engage in transactions with our affiliates, based on the compensation that We will receive for these referrals, rather than our clients' needs.

Amherst is a Financial Services Holding Company

Amherst Holdings is a financial services holding company that provides advice and services to institutional investors, issuers and financial companies. Amherst Holdings owns [x] a minority interest in Amherst Capital. Amherst Holdings has expertise in the real estate and related structured finance markets including sales and trading, investment banking, advisory services and asset management programs.

Similar to Our relationship with BNY Mellon, We are also an affiliate of Amherst Holdings. We may enter into transactions with unaffiliated counterparties or third party service providers who then use affiliates of the Firm to execute such transactions. Although one of our affiliates may receive compensation for engaging in these transactions, the decision to use or not use an affiliate of ours is made by the unaffiliated counterparty or third party service provider. Further, We will likely be unaware that the affiliate is being used to enter into such transaction.

Outside Business Activities

Certain of Amherst Capital's officers/directors may also hold management or board of director positions with the affiliates listed in Item 7.A. of Part 1A of Form ADV. ("Affiliate Parties"). For example, Sean Dobson is the Chief Executive Office ("CEO") of Amherst Capital. He also serves as the CEO and Chairman of the Board of Managers of Amherst Holdings, LLC, and the CEO of various other subsidiaries of Amherst Holdings including a registered investment adviser and a non-executive board member of a broker dealer. In these positions, such persons may have

some responsibility with respect to the Affiliate Parties and the compensation of these persons may be based, in part, upon the profitability of both Amherst Capital and such Affiliate Parties. Consequently, in carrying out their dual roles, these persons may be subject to conflicts of interest. None of the Affiliate Parties is under any obligation to offer investment opportunities of which they become aware to Amherst Capital or its clients or share with Amherst Capital or inform Amherst Capital of any such transaction or any benefit received by them from any such transaction or to inform Amherst Capital of any investments before offering any investments to Affiliate Parties' clients. Amherst Capital has established certain information barriers and other policies to address the sharing of information between different businesses. As a result of information barriers, the Firm generally will have limited access, to information and personnel in other areas of BNY Mellon, or other Affiliate Parties (such as Amherst Holdings) and generally will not be able to manage the Firm with the benefit of information held by such other areas.

As a result of the foregoing, the Affiliate Parties may have conflicts of interest in allocating their time and activity between, allocating investments among and effecting transactions for Amherst Capital or its clients or Affiliate Parties.

Dual Officers and Employees

Effective November 4, 2015, some of our employees act as dual officers of Dreyfus, an affiliated registered investment adviser, and/or as dual officers of Standish for the purpose of performing investment management functions. For these services, Amherst Capital receives a portion of the investment management fee based upon the assets under management within the relevant account(s).

Acting in their capacities as Dreyfus officers, Amherst Capital employees provide investment advisory services to one or more registered mutual funds.

Acting in their capacity as Standish officers, certain Amherst Capital personnel provide investment advisory services for Standish client accounts utilizing a real estate mortgage strategy. These employees are subject to the supervision of the Standish investment team and its CIO when acting in this capacity as Standish officers.

Affiliated Placement Agents

We intend to have affiliated "placement agents," including MBSC Securities Corporation ("MBSC") and BNY Mellon Investment Management EMEA Limited, who will solicit persons to invest in various private funds, including our Funds. The Funds will enter into agreements with these placement agents to pay them commissions or fees for such solicitations. We or our affiliates will be solely responsible for the payment of these commissions and fees – they will not be borne by the Funds and their investors. We or our affiliates will pay these commissions and fees out of our profits, and these payments will not increase the fees paid by the Funds' investors. These financial incentives may cause the placement agents and their employees and/or salespersons to steer investors toward those Funds that will generate higher commissions and fees. Please see Item 14 of this brochure for more information on the compensation arrangements related to client referrals.

Our sales and client service employees will be registered representatives of our affiliate, MBSC, a registered investment adviser under the Investment Company Act of 1940, as amended, a registered broker-dealer under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and a member of FINRA. In their capacity as registered representatives of MBSC, these employees will sell and provide services regarding the private funds under our management. We expect to have a financial arrangement in place between Us and MBSC.

Affiliated Service Providers

In addition, to the extent permitted by law, placement agents and their respective affiliates may provide brokerage and certain other financial and securities services to Us, our affiliates or related private funds. Such services, if any, will be provided at competitive rates. BNY Mellon is also affiliated with service providers, distributors and consultants that may provide services and may receive fees from BNY Mellon in connection with such services, which may incentivize such persons to distribute interests in a private fund or other BNY Mellon products.

Amherst Capital has entered into an agreement with its affiliate, BNY Mellon Asset Management Operations LLC (“BNYM AM Ops”) to provide certain operational and systems support. BNYM AM Ops provides similar services to other affiliates of Amherst Capital.

Amherst Capital has also entered into an agreement with its parent, Standish, to receive certain middle office operational, surveillance, client service, trade and marketing support services.

Other Relationships

In addition, BNY Mellon personnel, including certain of our employees, may have board, advisory, or other relationships with issuers, distributors, consultants and others that may have investments in a private fund and/or related funds or that may recommend investments in a private fund or distribute interests in a private fund. To the extent permitted by applicable law, BNY Mellon and its affiliates, including Us and our personnel, may make charitable contributions to institutions, including those that have relationships with investors or personnel of investors. As a result of the relationships and arrangements described in this paragraph, placement agents, consultants, distributors and other parties may have conflicts associated with their promotion of a private fund, or other dealings with a private fund, that create incentives for them to promote a private fund.

Some of Our clients may retain consulting firms to assist them in selecting investment managers. Some consulting firms provide services to both those who hire managers and to investment management firms, and We may provide separate advisory services directly or indirectly to employees of such consulting firms. We may pay to attend conferences sponsored by consulting firms and/or purchase services from consulting firms where We believe those services will be useful to Us in operating our investment management business. We do not pay referral fees to consultants. However, our clients and prospective clients should be aware that consulting firms might have business relationships with investment management firms that they recommend to their clients.

BNY Mellon maintains, and We will adopt, a Code of Conduct that addresses these types of relationships and the potential conflicts of interest they may present, including the provision and receipt of gifts and entertainment.

BNY Mellon, among several other leading investment management firms, has a minority equity interest in Luminex Trading and Analytics, LLC (“Luminex”), a registered broker-dealer under the Exchange Act, which was formed for the purpose of establishing and operating a “buy-side” owned and controlled electronic utility for trading securities (the “Alternate Trading System”). Transactions for clients for which We serve as adviser or sub-adviser may be executed through the Alternate Trading System. We and BNY Mellon disclaim that either is an affiliate of Luminex.

Affiliated Broker-Dealers and Investment Advisers

We are affiliated with a significant number of advisers and broker/dealers. Please see Form ADV, Part 1 – Schedule D, Section 7.A for a list of our affiliated advisers and broker-dealers. Several of our investment adviser affiliates have, collectively, a significant number of investment-related private funds for which a related person serves as sponsor, general partner or managing member (or equivalent), respectively. Please refer to the Form ADV, Part I – Schedule D, Section 7.B for each of our affiliated investment advisers for information regarding such firm’s private funds (if applicable) and such firm’s Form ADV, Part I – Schedule D, Section 7.A for information regarding related persons that serve in a sponsor, general partner or managing member capacity, if applicable).

Where We select the broker to effect transactions for client accounts, We may use either an affiliated or unaffiliated broker (unless otherwise restricted by an agreement, law or regulation). We may have an incentive to enter into transactions with an affiliated broker-dealer in an effort to direct more commission dollars to the affiliate.

Amherst Pierpont Securities (“APS”), an affiliate of Amherst capital and subsidiary of Amherst Holdings, is a registered broker dealer focused on mortgage-related securities and securitized products. Amherst Capital will not direct client securities transactions to APS.

We have broker selection policies in place that require our selection of a broker-dealer to be consistent with its duties of best execution, and subject to any client and regulatory proscriptions. Please see Item 12 of this brochure for more information on our broker selection process.

We may be prohibited or limited from effecting transactions for clients because of rules in the marketplace, foreign laws or our own policies and procedures. In certain cases, We may face further limitations because of aggregation issues due to our relationship with affiliated investment management firms. Please also refer to Item 12 of this brochure for a discussion of trade aggregation issues.

Affiliated Private Funds and Sponsors

As discussed in Items 4-8 above, We act as investment adviser to various private funds. Affiliated Parties, owned in part by our management persons but ultimately controlled by BNY Mellon, may sponsor and/or act as the general partner of such private funds. Please see Form ADV, Part 1 - Schedule D, Section 7.B for a list of our affiliated private funds and sponsors. Our management persons' relationship to these funds, the affiliated general partner and other affiliates as well as the related conflicts of interest are disclosed to underlying investors in the fund's offering materials before they invest. For example, the general partner receives performance-based compensation (i.e. carried interest) from the private funds, which may create an incentive for our management persons to recommend investments that are riskier than might otherwise be the case. Also, such management persons may have conflicts of interest in allocating their time and service among such funds, the Firm and certain other BNY Mellon entities. Please see the applicable fund's offering materials for further information regarding such conflicts.

Affiliated Banking Institutions

BNY Mellon engages in trust and investment business through various banking institutions, including the Bank and BNY Mellon, National Association. These affiliated banking institutions may provide certain services to Us, such as recordkeeping, accounting, marketing services, and referrals of clients. We may provide the affiliated banking institutions with sales and marketing materials regarding our investment management services that may be distributed under the name of certain marketing "umbrella designations" such as BNY Mellon, BNY Mellon Wealth Management, and BNYM IM EMEA.

We may provide certain investment advice and/or security valuation services to the Bank. We also may provide certain investment advisory and trading services to certain Bank clients and separately managed accounts (including separately managed accounts for which the Bank acts as trustee, custodian, or investment manager).

Certain clients may have established custodial or sub-custodial arrangements with the Bank and other financial institutions that are affiliated with Us. Furthermore, the Bank and other financial institutions that are affiliated with Us may provide services (such as trustee, custodial or administrative services) to issuers of securities. Because of their affiliation with Us, our ability to purchase securities of such issuers and to take advantage of certain market opportunities may be subject to certain restrictions and in some cases, prohibited.

Affiliated Underwriters

Our broker-dealer affiliates occasionally act as underwriter or as a member of the underwriting syndicate for certain new issue securities, which may create an incentive for Us to purchase these new issue securities, in an effort to provide additional fees to the broker-dealer affiliate. BNY Mellon has established a policy regarding purchases of securities in an offering in which an affiliate acts as an underwriter or as a member of the underwriting syndicate. In compliance with applicable banking, securities and ERISA regulations, We may purchase on behalf of our clients securities in an offering in which an affiliate is acting as an underwriter or as a member of the underwriting syndicate during the syndication period, so long as requirements of the policy,

including written approval and compliance with certain investment criteria are met. The policy prohibits direct purchases from an affiliate for any fiduciary account under any circumstances.

BNY Mellon is frequently engaged to serve as trustee, indenture trustee, custodian, paying agent or other similar capacities for the issuers of corporate bonds and other fixed income securities, including asset-backed and/or mortgage-backed securities. Because the receipt of compensation for such services by its affiliate may be affected by the success and/or size of a primary offering of such securities, Amherst Capital may be prohibited from purchasing such securities in the primary offering for its ERISA clients in order to avoid a violation of ERISA's prohibited transaction rules. Amherst Capital, through its parent company, has received an exemption from the U.S. Department of Labor in order to provide relief from these restrictions for its ERISA clients.

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

We will adopt a Code of Ethics that is made up of two parts:

- (i) BNY Mellon Code of Conduct and Interpretive Guidance (the "BNY Mellon Code"); and
- (ii) BNY Mellon Personal Securities Trading Policy (the "PSTP").

The BNY Mellon Code provides to employees the framework and sets the expectations for business conduct. In addition, it clarifies our responsibilities to clients, suppliers, government officials, competitors and the communities We serve and outlines important legal and ethical issues:

- (i) Conflicts of Interest: gifts, entertainment and other payments; personal conflicts of interest; fiduciary appointments and bequests; outside affiliations, outside employment and certain outside compensation issues; and disclosure of relationships and transactions;
- (ii) Proper Use and Care of Information and Proper Recordkeeping: proprietary information and intellectual property; data integrity and corporate information; use of e-mail and internet; accurate accounting and internal controls; use of non-public or "inside" information; talking to the media; and document retention;
- (iii) Dealing with Customers, Prospects, Suppliers, and Competitors: business relationships with customers, prospects, suppliers, and competitors; business decisions; exploitation of relationships and use of the company's name, letterhead or facilities; knowing your customer; and recognizing and reporting illegal, suspicious, or unusual activities;
- (iv) Doing Business With the Government: complying with government contracts, government contracting laws and regulations; integrity in the sales and marketing process; truthful, accurate statements and recordkeeping; safeguarding government information and property; cooperating with government audits and investigations; and meeting employment and labor obligations;

- (v) Personal Finances: personal investments; personal brokerage accounts; political campaign contributions; contributions to not-for-profit entities; and individual employees' regulatory requirements; and
- (vi) Compliance with the Law: among other matters illegal or criminal activities; investigations; and protection of company assets.

The PSTP is designed to reinforce our reputation for integrity by avoiding even the appearance of impropriety and to ensure compliance with applicable laws in the conduct of our business. The PSTP sets forth procedures and limitations that govern the personal securities transactions of our employees in accounts held in their own names as well as accounts in which they have indirect ownership. We, and our related persons and employees, may, under certain circumstances and consistent with the PSTP, purchase or sell for their own accounts securities that We also recommend to clients.

The PSTP imposes different requirements and limitations on employees based on the nature of their business activities for the Firm. Each of our employees is classified as one of the following:

- (i) Investment Employee ("IE"): IEs are employees who, as part of their responsibilities, have access to nonpublic information regarding any advisory client's purchase or sale of securities or nonpublic information regarding the portfolio holdings of any Proprietary Account, or are involved in making securities recommendations to advisory clients or have access to such recommendations before they are public.
- (ii) Access Decision Maker ("ADM"): ADMs (generally portfolio managers and research analysts who make recommendations or decisions regarding the purchase or sale of equity, convertible debt and non-investment grade debt securities for mutual funds and other managed accounts) are subject to the most extensive procedures under the PSTP.
- (iii) Other Employee ("OE"): Our employees are considered OEs if they are not an IE or ADM.

PSTP Overview:

- (i) IEs and ADMs are subject to preclearance and personal securities reporting requirements, with respect to discretionary accounts in which they have direct or indirect ownership;
- (ii) Transaction reporting is not required for non-discretionary accounts, transactions in exempt securities or certain other transactions that are not deemed to present any potential conflicts of interest;
- (iii) Preclearance is not required for transactions involving certain exempt securities (such as open-end investment company securities that are not managed, advised or

sponsored by an affiliate, or money market funds and short-term instruments, non-financial commodities; transactions in non-discretionary accounts (approved accounts over which the employee has no direct or indirect influence or control over the investment decision-making process); transactions done pursuant to automatic investment plans; and certain other transactions detailed in the PSTP which are either involuntary or deemed not to present any potential conflict of interest;

- (iv) We have a “Precognance Compliance Officer” who maintains a “restricted list” of companies whose securities are subject to trading restrictions. This list is used by the Preclearance Compliance Officer to determine whether or not to grant trading authorization;
- (v) The acquisition of any securities in a private placement requires prior written approvals;
- (vi) With respect to transactions involving BNY Mellon securities, all employees are also prohibited from engaging in short sales, purchases on margin, option transactions (other than employee option plans), and short-term trading (i.e., purchasing and selling, or selling and purchasing BNY Mellon securities within any 60 calendar day period);
- (vii) With respect to non-BNY Mellon securities purchasing and selling, or selling and purchasing the same or equivalent security within 60 calendar days is discouraged, and any profits must be disgorged;
- (viii) No covered employee should knowingly participate in or facilitate late trading, market timing or any other activity with respect to any fund in violation of applicable law or the provisions of such fund’s disclosure documents; and
- (ix) A copy of our Code of Ethics will be provided upon request.

Interest in Client Transactions:

Note that while each of the following types of transactions present conflicts of interest for Us, as described below, We manage our accounts consistent with applicable law, and We follow procedures that are reasonably designed to treat our clients fairly and to prevent any client or group of clients from being systematically favored or disadvantaged.

Principal Transactions

“Principal transactions” are generally defined as transactions where an adviser, acting as principal for its own account or the account of an affiliated broker-dealer, buys any security from or sells any security to any client. A principal transaction may also be deemed to have occurred if a security is crossed between an affiliated pooled investment vehicle and another client account. In this regard, BNY Mellon is expected to make a material investment in the Unlevered Fund and the Unlevered Fund is expected to constitute an affiliated or proprietary account. We may

engage in principal transactions subject to the consent requirements under the Advisers Act and as permitted under applicable law. When We engage in a principal transaction, We may have an incentive to favor our own interests (and those of our affected affiliates) over the interests of our client. The Firm will adopt policies to seek any necessary consent to such transactions, which may include the consent of the investor advisory committee of the Funds in accordance with the Governing Documents.

Cross Transactions

Generally, the Firm will not effect cross transactions between client account. In the unusual event that the Firm does effect cross transactions between client accounts, the Firm generally will seek to ensure that such transactions and any related disclosures are made consistent with applicable laws and agreements (including obtaining any requisite approvals thereunder) and the Firm's policies and procedures. In particular, the Firm generally will seek to ensure that each transaction is:

- in the Firm's judgment, in the best interests of each client account involved in the transaction; and
- in compliance with any investment guidelines or restrictions for these client accounts.

In effecting these transactions, the Firm will seek to ensure that the purchase or sale is affected at a price that is comparable to the price that could be obtained through an arm's-length transaction with a third party and that is otherwise fair to both parties. Documentation shall be maintained by the Firm to memorialize the basis for determining fairness in pricing. Neither the Firm nor any of its affiliates may receive any compensation for effecting a cross-fund transaction.

Transactions in Same Securities

We or our affiliates may make the same investments that We or our affiliates recommend to clients, and in particular may invest through one or more Funds. When We or an affiliate hold, for our own benefit, the same investment as a client, We could be viewed as having a potential conflict of interest. For example, We or our affiliate could be seen as harming the performance of the client's account for our own benefit if We short-sell the securities in our own account while holding the same securities long in the client account, causing the market value of the securities to move lower. If our portfolio managers make inconsistent trading decisions, the basis for those decisions must be documented, and may be reviewed periodically by our compliance department to determine whether they were made on an appropriate basis.

Interests in Recommended Securities/Products

We or our affiliates may recommend investments to clients, or buy or sell assets for client accounts, at or about the same time that We or one of our affiliates buys or sells the same assets for our (or the affiliate's) own account. This practice may give rise to a variety of potential conflicts of interest, particularly with respect to aggregating, allocating and sequencing assets being purchased on both our (or its affiliate's) behalf and our clients' behalf. Allocation and

sequencing of investment opportunities might likewise raise a potential conflict of interest as We may have an incentive to allocate investment opportunities that are expected to increase in value to our self, including to the Unlevered Fund in which BNY Mellon is expected to have a material interest. See Item 12 of this brochure for a discussion of our brokerage and allocations practices and policies. Further, a potential conflict of interest could be viewed as arising if a transaction in our own account closely precedes a transaction in related securities in a client account, such as when a subsequent purchase by a client account increases the value of securities that were previously purchased for our self.

Investments by Related Persons and Employees

We and our existing and future employees, our board members, and our affiliates and their employees may from time to time invest in products managed by Us. We will develop policies and procedures to address any conflicts of interest created by such investment. We are part of a large diversified financial organization that includes banks and broker-dealers. As a result, it is possible that a related person may, as principal, purchase securities or sell securities for itself that We also recommend to clients. We do permit our employees to invest for their own account within the guidelines and restrictions of the Code of Ethics, as described above. For more information, please see “Interests in Recommended Securities/Products” in this Item 11.

Agency Transactions Involving Affiliated Brokers

Neither We nor any of our officers or directors, acting as broker or agent, effects securities transactions for compensation for any client. We are part of a large diversified financial organization that includes broker-dealers. As a result, it is possible that a related person, other than our officers and directors, may, as agent, effect securities transactions for our clients for compensation. Please also see Schedule D, Section 7A of our Form ADV Part 1 for a list of broker-dealers which are our affiliates.

Item 12. Brokerage Practices

Broker-Dealer Selection. On behalf of our clients, the Firm will have discretion over the purchase and sale of investments (including the size of such transactions) and the authority to direct transactions on behalf of our clients to broker-dealers, banks and other intermediaries We select. In doing so, We will seek best execution of such transactions. When seeking best execution, We will consider the full range and quality of a broker-dealer’s services including, among other things, competitive commission rates, expertise, reputation and integrity, facilities, financial services offered, willingness and ability to commit capital, access to under-written offerings and secondary markets, reliability both in executing trades and keeping records, fairness in resolving disputes, value provided, execution capability, financial responsibility and responsiveness to the Firm.

Soft Dollar Arrangements. Section 28(e) of the Exchange Act provides a safe harbor that allows an adviser to use dollars generated from brokerage commissions from client transactions (“soft dollars”) to pay for brokerage and research services provided by broker-dealers or third parties. In the selection of qualified brokers to execute certain transactions, a broker or dealer may be selected that provides, along with trade execution services, proprietary or third party brokerage

and research services and products. Such services and products may include: (i) models and research databases; (ii) company, industry and market analysis; (iii) market data; (iv) security exchange pricing and news services; and (v) independent or proprietary research.

The Firm has no formal arrangements with specific brokers or dealers to receive research or other services beyond transaction execution in exchange for brokerage commissions from client transactions (so-called “soft dollar” arrangements). However, brokers or dealers may be selected who provide research reports and services to the Firm, including: proprietary broker-dealer company research and analyses; oral and written reports, statistics and advice about the economy, industries and individual securities’ or company investment opportunities; and reports on underwriting activity, bank rates, loan defaults, loan new issuance volumes and other capital markets statistics, both of which may be attractive for one or more Funds or to the Firm; and opportunities to confer with company management. In accordance with Section 28(e) of the Exchange Act, broker-dealers providing such services may be paid commissions on transactions for the Funds in excess of those that other broker-dealers not providing such services might charge so long as the Firm determines in good faith the amount of commissions is reasonable in relation to the value of the brokerage and research services provided, taking into account all of the accounts over which the Firm exercises investment discretion. Recognizing the value of the brokerage and research services provided, the Firm may allow a brokerage commission or negotiated term in excess of that which another broker might have charged for effecting the same transaction.

The Firm will periodically evaluate the overall reasonableness of the brokerage commissions and negotiated terms paid to or made with broker-dealers with respect to client transactions by, among other things, seeking to compare such commissions and terms with the commission rates and negotiated terms being charged by and entered into with other comparable broker-dealers. The Firm will also periodically review the past performance of the broker-dealers with whom it has placed orders to execute Fund transactions in light of the factors discussed above.

The use of client commissions to obtain research services and products benefits Us because We will not have to produce or pay for the research itself. Further, certain research services and products received may benefit:

- (i) certain other accounts also under our management;
- (ii) accounts of affiliates managed by our employees who are also employees of such affiliates; or
- (iii) nondiscretionary accounts of affiliates over which We retain investment discretion.

Certain client assets of affiliates may be managed by our portfolio managers acting in a “dual officer” capacity. Because those clients may benefit from the services and products We receive from brokers, commissions generated by those clients may be used to pay for those research services and products.

Other Brokerage Practices Conflicts of Interest: The following brokerage practices may lead to an actual or potential conflict of interest when selecting broker-dealers to execute client trades:

1. receiving client referrals from a broker-dealer;

2. acting on a client's direction to use a particular broker-dealer; and
3. using affiliated broker-dealers.

Brokerage for Client Referrals: We do not direct securities transactions to any broker-dealer in exchange for referral of investment management clients.

Directed Brokerage: We may accept direction from a client to place trades for a client's account with a particular broker-dealer. At times, a client will instruct Us to execute certain trades in their portfolio with a specified broker-dealer. In the event that such direction occurs, We may have limited capability to negotiate prices or obtain volume discounts. In addition, in meeting the client's brokerage directive, We may not be able to aggregate these transactions with transactions We effect for other accounts We manages and We may delay placing the orders for directed accounts until our orders for other accounts have been completed. As a result, the net price paid or received by the directed account may be different than the price paid or received by our other accounts, as We may be unable to achieve the most favorable execution. Directing brokerage may cost clients more money.

Use of Affiliate Broker-Dealers: We do not use affiliate broker-dealers for trade execution.

Trade Aggregation:

When a trade is placed for more than one advisory client, Amherst Capital may, in its discretion, aggregate orders or block trades when Amherst Capital believes this will result in more favorable execution. All Amherst Capital's clients may participate in block trades to the extent it is consistent with the accounts' investment policy, guidelines and restrictions.

Amherst Capital may aggregate transactions for its managed accounts with affiliate managed accounts for which Amherst Capital's officers are also officers of such affiliates. When trades are aggregated, each account within the block will receive the same price.

With regard to multi sector client accounts managed by Amherst Capital employees in their capacity as dual officers of Standish, trades may be aggregated with those for Amherst Capital's own clients.

It is not expected that the Levered Fund and the Unlevered Fund will co-invest in the same Loan.

Trade Allocation: If a block order is filled in its entirety, the order will be allocated in accordance with the pre-trade allocation specified. If a block order is partially filled, the order is allocated among the accounts specified on the trade ticket on a pro rata basis in proportion to the intended pre-trade allocation. When trades are aggregated, each account within the block will receive the same price and execution. Any deviation from the pro rata allocation policy must be for good cause. On a daily basis the Head of Investment Operations checks the partial fill report which shows any deviations from pro-rata allocation policy. Deviations are usually due to a cash flow in an account, minimum denomination increments or diminimus allocations.

Investment Allocation: The Firm expects to allocate investment opportunities between the Levered Fund and the Unlevered Fund when a Loan term sheet is first issued. The Firm will alternate between the two Funds unless a particular opportunity is an ineligible investment for a Fund for reasons detailed in the Firm's policies and the Governing Documents, including because the investment violates any investment restriction criteria for the Fund on queue, or the Fund on queue does not have sufficient remaining uncommitted, unreserved or unallocated capital for that specific investment. If during the rotation, the Firm believes in its discretion that a particular opportunity may not be appropriate for the Fund next in the rotation, the Firm may allocate that opportunity to the other Fund subject to the approval of the investor advisory committee of both Funds.

Trade Error Procedures:

Trade errors occur when intended securities transactions are incorrectly executed or processed, or not executed or processed when or as intended. Amherst Capital takes an active role in all error corrections, and requires that all errors must be promptly corrected. Amherst Capital's policy is that We may not use other client accounts, a client's brokerage account, or any proprietary account of Amherst Capital or of its affiliates to correct a trade error. In addition, Amherst Capital requires that no client be disadvantaged as the result of a trade error We have caused.

Pursuant to this policy, clients retain any gain associated with a trade error caused by Amherst Capital, and are reimbursed for any losses resulting from a trade error caused by Amherst Capital. Gains from one error may not be netted against losses created by another error; netting is permitted only if gains and losses are attributable to the same investment decision and if the account involved is not subject to ERISA.

Amherst Capital's goal is to avoid errors by taking preventive measures. After errors have been corrected, Amherst Capital's practice is to examine its order management and trading procedures and implement any revisions needed to limit the likelihood of recurrence.

Amherst Capital is responsible for its own errors and not the errors of other persons, including third party brokers and custodians, unless otherwise expressly agreed to by Amherst Capital. Amherst Capital, in its sole discretion, may assist, to the extent possible, with the appropriate correction of errors committed by third parties.

Item 13. Review of Accounts

Public Mortgage Securities Strategies: Portfolio Managers review their portfolios with the CIO monthly. The review covers absolute and relative to benchmark positioning and changes over the course of the previous month. The review also covers performance of each portfolio, attribution of performance, and reasons for any performance dispersion between like strategies. The Portfolio Manager for the strategy provides documentation on those topics and minutes are taken. These meetings are open for any other investment team members and client service personnel.

The Amherst Capital Mortgage strategy team meets daily to go over current issues, potential strategy shifts, and market changes. Portfolio Managers and Portfolio Analysts for each

investment team review all trades for all accounts daily and meet formally on a weekly basis. The Portfolio Manager and Portfolio Analyst for each team reviews daily the account summary data for each account relating to quality, diversification, duration, and yield curve distribution, which shall be consistent with the current investment policy of the Firm. Such reviews take into account, but are not limited to, computer-generated reports that identify targets, and any dispersion from targets, on sectors, curve, duration, etc. The Portfolio Managers also review performance on a daily basis, for daily, month-to-date, and year-to-date performance. Portfolio Analysts review each trade prior to allocation, keeping in mind the above targets as well. On a regular basis, Portfolio Managers review holdings and themes with other Portfolio Managers and their investment teams. The teams undertake an in-depth, more detailed review when certain rank levels are triggered and during other circumstances, as required.

Private Fund Mortgage Strategies: The investment portfolios of the Funds will be generally private, illiquid and long-term in nature; accordingly, the Firm's review of them is not directed toward a short-term decision to dispose of investments. With respect to investments such as bank and other loans, financings, originations and related credit, fixed income and other instruments and claims, the Firm and its affiliates' professionals will continually review and analyze existing investment positions to attempt to identify issues early on and to take action when necessary.

The Firm will make available the books and records of the Funds as to the extent provided in the Funds' Governing Documents. Generally, the Firm will provide annual audited reports to the investors in Funds, and may receive other reports pursuant to the terms of the applicable Governing Documents of the Fund. Each year, the Firm will assist the Funds in the preparation of reports setting forth information necessary for the Fund investors to complete their tax returns.

Item 14. Client Referrals and Other Compensation

Unaffiliated Solicitors and Placement Agents. We may hire third parties to solicit new investment advisory clients. The commissions or fees, if any, payable to such solicitors (also referred to as placement agents) with respect to solicitation of investments with Us will be paid solely by Us. Clients will not pay fees for these solicitations. These solicitors have an incentive for the client to hire Us because We will pay the solicitor for the referral. The prospect of receiving solicitation/placement fees may provide such placement agents and/or their salespersons with an incentive to favor these sales over the sale of interests of other investments with respect to which the placement agent does not receive such compensation, or receives lower levels of compensation. In addition, to the extent permitted by law, certain placement agents and their respective affiliates may provide brokerage and certain other financial and securities services to Us or our affiliates. Such services, if any, will be provided at competitive rates.

From time to time, We may enter into agreements with third parties, providing cash compensation to solicitors who secure clients for Amherst Capital. These agreements require that the solicitor meet the disclosure and other requirements of Rule 206(4)-3 under the Investment Advisers Act of 1940 ("Advisers Act"), and are in compliance with the requirement that each client subject to a referral arrangement receive a copy of the referral agreement prior to or at the time of entering into an agreement with Us. They generally provide either for compensation equal to a specified percentage of fees received by Amherst Capital from clients referred by the solicitor, or for fixed compensation payable monthly or quarterly.

Affiliated Solicitors and Placement Agents. We may pay referral fees to our affiliates (and/or their employees) for referrals that result in additional investment management business. Please see the discussion of affiliated placement agents in Item 10 of this brochure.

Our ultimate parent, BNY Mellon, has organized its lines of business into two groups: Investment Management and Investment Services (collectively “Groups”). We are part of the Investment Management Group. A sales force has been created to focus on developing new customer relationships and developing and coordinating large complex existing customer relationships within those Groups.

In certain circumstances, Investment Management sales representatives are paid fees for sales. The fees may be based on revenues and may be a one-time payment or paid out over a number of years. In addition, our sales representatives and sales representatives of our affiliates within the Investment Management Group are paid for intra-Group referrals to Group counterparts. Those fees are based on the first year’s revenue for the Group counterpart.

Sales of any alternative investment products (such as private funds) may be made through a broker-dealer affiliate. Only registered representatives of such broker-dealer receive compensation for sales of alternative investments.

We may pay a fee to an affiliate (or directly to employees of the affiliate) that has a pre-existing relationship with a new client in the Investment Services Group. The fees may be based on revenues and may provide for a one-time payment or payments over a number of years.

We and our affiliates also participate in the BNY Mellon Incentive Compensation Plan, which presents certain conflicts of interest, all as described in Item 10 of this brochure.

Item 15. Custody

Rule 206(4)-2 under the Advisers Act (the “Custody Rule”) defines “custody” to include a situation in which an adviser or a related person holds, directly or indirectly, client funds or securities or has any authority to obtain possession of them, in connection with advisory services provided by the adviser.

As of the date of this brochure, We do not have “custody” of client assets for purposes of the Custody Rule.

Generally, an adviser that is deemed to have custody of a client’s funds or securities, among other things, is required to arrange for an annual independent verification of such funds or securities in accordance with the Custody Rule (the “Surprise Exam Requirement”). However, the Custody Rule contains the following exceptions from the Surprise Exam Requirement:

1. **Ability to Deduct Fees:** advisers deemed to have custody of client assets solely because of their ability to deduct fees from client accounts are not subject to the Surprise Exam Requirement. Amherst Capital will rely upon this exemption to avoid a surprise audit for certain clients.

2. Related Person & Operational Independence: advisers deemed to have custody of client assets solely because a related person holds client assets will not be subject to the Surprise Exam Requirement, provided the adviser and the related person are “operationally independent.” Amherst Capital will rely upon this exemption to avoid a surprise audit for certain clients. We have determined that our operations are independent from those of the related person holding client assets.
3. Pooled Investment Vehicles: advisers who are deemed to have custody of the assets of clients formed as pooled investment vehicles may comply with the rule if the pool has audited financial statements that are prepared in accordance with generally accepted accounting principles and such statements are distributed to investors in the pool within 120 days (or 180 days for funds of funds) of the end of the fiscal year. Amherst Capital advises certain pooled investment vehicles and intends to cause such pooled investment vehicles to receive and distribute audited financial statements to their investors.

Separate account clients: you will receive from your bank, broker-dealer or other qualified custodian an account statement, at least quarterly, identifying the amount of funds and each security in the account at the end of the period and setting forth all transactions in the account during that period. Please review these statements carefully. You will also receive account statements separately from Us. You are strongly urged to compare the account statements you receive from Us with those that you receive from your qualified custodian.

Item 16. Investment Discretion

Separate accounts: We typically accept discretionary investment authority over client assets, and clients must grant this discretionary authority to Us in writing via a contract, and/or through an appointment to become the investment adviser of a private fund. In all cases, however, such discretion is to be exercised in a manner consistent with the stated investment objectives and guidelines for the particular client account.

Clients must deliver their investment guidelines and restrictions to Us in writing, and We will adhere to such guidelines and restrictions when making investment decisions.

Private funds: Pursuant to the Investment Management Agreement of each Fund, and subject to the direction and control of the General Partner of such Fund, the Firm will perform the day-to-day investment operations of each such Fund in accordance with the terms and conditions of the Advisory Services Agreement and Governing Documents of such Fund. In all cases, however, such discretion is to be exercised in a manner consistent with the stated investment objectives and guidelines of each Fund. See Item 4 of this brochure for more information.

Item 17. Voting Client Securities

The Advisers Act requires investment advisers that have proxy voting authority to: (i) adopt policies and procedures for voting proxies in the best interest of the client; (ii) describe the procedures to clients; and (iii) inform clients how they may obtain information about how the adviser has actually voted their proxies.

As a result of the investment strategy employed by the Funds, the Firm does not anticipate receiving proxy ballots. In the unusual circumstance that it receives proxy ballots, the Firm will generally abstain from voting any proxies if it determines that the costs associated with exercising the proxy outweigh the benefits.

The complete proxy voting policy and procedures will be memorialized in writing and available for review. In addition, the Firm will maintain a record of all of the proxy votes cast on behalf of the Funds and such records may be reviewed upon request.

Item 18. Financial Information

In certain circumstances, registered investment advisers are required to provide you with financial information or disclosures about their financial condition in this Item. The Firm has no financial commitment that impairs our ability to meet contractual and fiduciary commitments to clients and has never been the subject of a bankruptcy proceeding.