



NASSAU CORPORATE CREDIT LLC

30 Kings Highway South, 2nd Floor
Darien, CT 06820

(203) 202-2120

FORM ADV PART 2A: FIRM BROCHURE

March 13, 2017

This brochure provides information about the qualifications and business practices of Nassau Corporate Credit LLC. If you have any questions about the contents of this brochure, please contact us by phone at (203) 202-2120. The information in this brochure has not been approved or verified by the U.S. Securities and Exchange Commission (the “SEC”) or by any state securities authority.

Additional information about Nassau Corporate Credit LLC also is available on the SEC’s website at www.adviserinfo.sec.gov. Nassau Corporate Credit LLC’s registration with the SEC does not imply a certain level of skill or training.

Item 2. Material Changes

This is the initial filing of Form ADV for Nassau Corporate Credit LLC.

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Item 4. Advisory Business

A. Firm Description

Nassau Corporate Credit LLC (the “*Firm*”) is a Delaware limited liability company founded in February 2017, and expects to commence operations in April 2017. It is an investment advisory firm with its principal place of business in Darien, Connecticut. Alexander Jackson IV is the Chief Investment Officer of the Firm, which is a wholly-owned subsidiary of Nassau Asset Management LLC (“*NAMCO*”).

B. Types of Advisory Services

The Firm was formed primarily for the purposes of providing investment advisory services (i) as a collateral manager for pooled investment vehicles that are collateralized loan obligation funds (“*CLOs*”) and (ii) directly and indirectly through a subadvisory agreement with NAMCO, both on discretionary and/or nondiscretionary bases, to institutions, including insurance companies with which the Firm and NAMCO are affiliated. The Firm may also, in the future, provide additional types of investment advisory services or may provide services to additional types of clients.

The CLOs for which we will perform investment advisory services are expected to invest primarily in senior bank loans and other corporate loans or debt instruments. In some cases, we may also implement and manage warehouse facilities used to facilitate the ramping of the loan portfolios of the CLOs. The Firm may employ leverage through total return swap facilities, cash flow financing, or other warehousing facilities either directly or in special purpose vehicles in order to facilitate an effective ramp-up during the warehouse period.

C. Availability of Customized Services

Each CLO will be managed based on its objectives, which will be specified in the relevant offering materials. Investment advisory services provided to our affiliated insurance companies will be specified in investment advisory agreements. In connection with managed accounts and CLOs having a limited number of investors, the Firm may in some cases agree to tailor advisory services to the individual needs of clients or investors in the CLO. The offering documents for each CLO will describe the terms and conditions of the fund, including fees and risk factors, and should be read carefully prior to investment. No offer to sell interests in the CLOs is made by the descriptions in this brochure, and CLOs are available only to investors that are properly qualified.

While much of this brochure applies to all of our clients, certain information included herein applies to specific clients only. Thus, it is crucial for any client or prospective client to closely review the applicable investment advisory agreement, offering document, organizational agreement or other governing documents with respect to, among other things, the terms, conditions and risks of investing.

D. Wrap Fee Programs

The Firm does not participate in wrap fee programs.

E. Assets Under Management

As of March 13, 2017, the Firm has not yet commenced providing advisory services and does not yet have any assets under management.

Item 5. Fees and Compensation

A. Compensation

Compensation to the Firm for services provided to CLOs and other clients may take the form of management or performance fees, carried interest or other incentive compensation related to the performance of such CLOs or client accounts. Such compensation may be paid to the Firm or an affiliate of the Firm. In some cases, it is possible that these fees may be negotiated with a client prior to engagement.

B. Payment of Fees

Management fees are expected to be paid quarterly in arrears by either (i) managed account client based on the fair market value of the assets within their account or (ii) CLOs or their trustee based on the principal and cash balances of the CLOs. Performance fees are typically paid later in a CLO's lifespan.

Although the foregoing is a brief summary of the management fee arrangements applicable to our clients, please note that this brief summary is not a substitute for the detailed terms provided in the advisory agreement, offering document, organizational agreement or other governing documents of our clients.

C. Additional Expenses

The expenses paid by our clients are set forth in detail in the advisory agreement, offering document, organizational agreement or other governing documents of the relevant client. Such expenses may differ among clients and within clients. Thus, although the following is a summary of expenses our clients will generally bear, it is not an exhaustive or complete list with respect to all clients. Clients and prospective clients should therefore review the applicable advisory agreement, offering document, organizational agreement or other governing documents carefully because such documents, and not the summary in this brochure, describe more specifically the expenses such client will bear.

Generally, each of our clients will bear its own operating and other expenses, including, but not limited to:

- Investment-related costs and expenses;
- Research/information-related expenses;
- Interest expense;
- Brokerage fees, commissions, mark-ups or mark-downs;
- Legal expenses;
- Professional fees;
- Expenses related to the purchase, monitoring, sale, settlement, custody or transmittal of assets;
- Expenses of forming and maintaining fund vehicles and transaction vehicles or subsidiaries;
- Government fees, taxes and levies;
- Trustee and administrative expenses; and
- Other costs, expenses and fees to be described in the offering circular of each CLO.

Expenses to be borne by more than one client will be allocated across the applicable clients in a manner determined by the Firm to be fair and equitable and consistent with our policies and procedures, generally *pro rata* based on the size of the applicable investment, client or account (as applicable).

D. Advance Payment of Fees

As a general matter, the Firm is expected to bill for services quarterly in arrears.

E. Compensation for Sale of Securities or Other Investment Products

Neither the Firm nor any of our supervised persons is expected to receive any transaction-based compensation for the sale of investment instruments.

A description of the brokerage and other transaction costs that are expected to be borne by our clients is in Item 12 of this brochure.

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

As described in Item 5 above, the Firm and/or its affiliates may receive compensation from each client partly in the form of performance-based compensation. However, such performance-based compensation may not be charged in the same amount or manner for all clients. The variation of performance-based compensation structures among clients may give rise to conflicts of interest. For example, variations create an incentive for the Firm to (i) disproportionately allocate time, services or functions to, (ii) direct the best investment ideas to, or (iii) allocate the sequence of trades in favor of, clients that have a performance-based compensation arrangement more favorable to the Firm. We are committed to allocating investment opportunities on a fair and equitable basis and have established policies and procedures to address such conflicts of interest. These policies and procedures are described in more detail in Item 11 of this brochure.

Item 7. Types of Clients

It is expected that the Firm's primary activity will initially be to provide investment advisory services to CLOs, which are pooled investment vehicles generally offered to investors that are, in the case of U.S. investors, "qualified purchasers" as defined in the Investment Company Act of 1940 (the "***Investment Company Act***") and/or "qualified institutional buyers" as defined in Rule 144A under the Securities Act of 1933. It is expected that the Firm will generally provide investment advice to our clients, and not individually to the investors in our clients. We also expect to advise clients that are insurance companies with which we are affiliated.

With respect to any client that is a CLO or other pooled investment vehicle, minimum subscription or investment amounts will be disclosed in the relevant offering memorandum.

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

The descriptions set forth in this brochure of specific advisory services that the Firm will offer to our clients, and investment strategies pursued and investments made on behalf of our clients, should not be understood to limit in any way the Firm's investment activities. We may offer any advisory services, engage in any investment strategy and make any investment, including any not described in this brochure, that we consider appropriate, subject in each case to the relevant client's investment objectives and guidelines.

A. Methods of Analysis and Investment Strategies

The Firm will utilize a variety of methods to make investment decisions and recommendations. We actively manage our clients' portfolios using a fundamental, research-driven approach, employing both bottom-up and top-down analyses. The Firm generally conducts an in-depth review of the target investments, which may include, without limitation, (i) analyses of corporate activities and financials, (ii) reviews of annual reports, prospectuses and other filings with the U.S. Securities and Exchange Commission (the "**SEC**"), if any, and (iii) where appropriate, interviews and meetings with senior management of such target investments.

Generally, we seek to capitalize on both long- and short-term inefficiencies in the market while investing across a range of investments. Potential investments will be analyzed through a thorough review of the fundamentals of the economy in general, as well as a review of the particular industry, and the strengths and weaknesses of each individual investment, using a variety of internal and external resources.

Clients, and investors in CLOs or other clients that are pooled investment vehicles, should be aware that investing in securities and other investment instruments involves risk of loss that clients and investors should be prepared to bear.

B. Material Risks of Investment Strategies

The investment strategies we use entail substantial risks, including, but not limited to, those identified below. Further details regarding these risks and other applicable other risk factors will be included in the offering documents of the CLOs for which we will perform investment advisory services, or in the advisory agreement or other documentation furnished to other clients. Clients and investors in the CLOs are advised to carefully review all risk factors described in such documents. The following is not intended to supersede the material contained in such documents.

Dependence on Key Individual. Investors in the CLOs will have no authority to make decisions on behalf of such CLOs. The success of our clients will depend upon the ability of the Firm, particularly those of Mr. Jackson, to develop and implement investment strategies that achieve our clients' investment objectives. If our clients were to lose the services of Mr. Jackson, the consequence to our clients could be material and adverse.

Absence of Regulatory Oversight. While the CLOs for which we will perform investment advisory services may be considered similar to investment companies, no CLO will be required to, nor will it, register as an investment company under the Investment Company Act or the laws of any jurisdiction and, accordingly, the provisions of such statutes (which may provide certain regulatory safeguards to investors) will not be applicable.

Lack of Diversification. The CLOs will often be limited in the types of investments they acquire. Such lack of diversification could increase volatility.

Execution Risks and Investment Manager Error. The execution of the trading and investment strategies employed by the Firm will often require complex trades, difficult to execute trades, the use of negotiated terms with counterparties, and the execution of trades involving less common or novel instruments. In each case, the Firm will seek best execution through the efforts of our staff and service providers to execute, settle and clear such trades. However, in light of the complexity involved, some errors and miscommunications with brokers and counterparties are inevitable and could result in losses to our clients.

Interest Rate Risk. The value of fixed-income securities often declines as interest rates rise. This risk is greater for long-term securities than for short-term securities.

Market Risk. The performance of the CLOs for which the Firm will perform investment advisory services is often partly tied to the overall performance of the market, as well as being affected by changes in laws, currency exchange controls, and national and international political and socioeconomic circumstances. Such instability and change may increase the risk of our client's investments.

Leverage. The Firm may use leverage as part of our investment strategy, which could increase volatility.

Liquidity Risk. Historically, the fixed-income market has at times seen declines in liquidity. During such periods, we may be unable to sell assets from clients' portfolios. Loans in which the CLOs invest, in particular, may have restrictions on transfer.

No Assurance of Investment Return. There is no assurance that the Firm will be able to generate returns for its clients or that the returns will be commensurate with the risks of investing in the type of investments described herein. An investment in one or more CLOs should only be considered by persons who can afford a loss of their entire investment.

Cybersecurity. The Firm, as well as service providers to the Firm and/or our clients, will store and transmit large amounts of electronic information, including information relating to our clients' transactions. The computer systems, networks and devices used by the Firm and service providers to us and/or our clients to carry out routine business operations will employ a variety of protections that we believe are reasonably designed to prevent damage or interruption from computer viruses, network failures, computer and telecommunication failures, infiltration by unauthorized persons and security breaches. Despite the various protections utilized, systems, networks or devices potentially can be breached because the techniques used to obtain unauthorized access to data, disable or degrade service, or sabotage systems change frequently and may be difficult to detect for long periods of time. Our clients and/or investors in the CLOs for which we will perform investment advisory services could be negatively impacted as a result of a cybersecurity breach.

C. Material Risks of Securities Used in Investment Strategies

The following summary identifies the material risks related to certain types of investments expected to be made for our clients, but does not intend to identify all possible investments that may be made or all possible risks related to such investments. Further details regarding these risks and other applicable other risk factors will be included in the offering documents of the CLOs for which the Firm will perform investment advisory services or in the advisory agreement or other documentation furnished to other clients. Clients and investors in the CLOs are advised to carefully review all risk factors described in such documents. The following is not intended to supersede the material contained in such documents.

Credit Risk. The creditworthiness of the obligors and any guarantors of loans may be impaired by many factors, including any adverse changes in the financial condition of such obligors or guarantors and general market conditions. If an obligor or guarantor is unable or unwilling to pay scheduled interest or principal on a loan in a client portfolio, the income to that client, and/or the value of that client portfolio, will decrease.

Prepayment/Call Risk. The loans in which clients invest will generally be prepayable in whole or in part by the obligor and, particularly in the case of loans with higher interest rates or in times of falling interest rates, may be called before their maturity dates. The call proceeds may then be reinvested into loans with

reduced coupons or with higher risk, potentially reducing returns. In addition, loans in client portfolios may experience a capital loss if purchased at a price greater than par.

Illiquidity and Trading Restrictions. Loans are not traded on established trading exchanges and, to the extent there is liquidity in the syndicated loan market, it is generally limited due to the small volume of trading as compared to, for example, the high-yield bond market. Additionally, trading may be subject to transfer restrictions or delays as a result of the loans' unique and customized nature, and transfers may require extensive documentation.

Collateral Impairment; Bankruptcy Risk. Although loans in which clients invest may be secured by assets or property of the obligor, in the event of nonpayment the liquidation value of the collateral may be less than the initial valuation of such collateral and/or may be insufficient to satisfy the obligor's obligations to the client. In addition, if the obligor enters bankruptcy, the client portfolio may experience delays or limitations in its ability to realize benefits from any collateral and bears the risk of subordination or invalidation of its interest, for example on a claim of fraudulent conveyance.

Non-Investment Grade Loans. Non-investment grade loans are expected to make up a significant part of client portfolios. Such loans are subject to an increased likelihood, relative to loans that receive higher ratings, that economic conditions and/or the obligor's financial condition will affect the obligor's ability to make payments of principal or interest or cause the obligor's insolvency. All such cases could affect the income on or value of the client portfolio.

Second Lien and Unsecured Loans. In addition to the risks common to all commercial loans, second lien loans are subordinated to senior secured loans and are generally riskier investments. Holding second lien loans in a client portfolio could decrease the chance that the client will receive payment. Some loans held by client portfolios may be unsecured.

Assignments and Participations. The loan investments in our client portfolios will generally take the form of loan participations and assignments. When investing in a loan participation, the client will assume the credit risk not only of the borrower, but potentially that of the lender as well. Participations limit clients' ability to enforce rights against the borrower. Assignments bear related but separate risks, including the risk that the client could become part owner of collateral during foreclosure, or that the client could be held liable as a co-lender.

Non-U.S. Leveraged Loans. Client portfolios may include non-U.S. loans, which could involve greater risks than U.S. investments. Such risks include varying levels of government regulation, less developed trading markets, less publicly available information, difficulty enforcing legal rights in foreign jurisdictions, and different accounting and reporting standards.

Item 9. Disciplinary Information

Neither the Firm nor any of our directors, officers or principals has been involved in any criminal or civil action in a domestic, foreign or military court that is material to a client's or prospective client's evaluation of our advisory business or the integrity of the Firm's management.

Neither the Firm nor any of our directors, officers or principals has been involved in any administrative proceedings before the SEC, any other federal regulatory agency, any state regulatory agency or any foreign financial regulatory authority.

Neither the Firm nor any of our directors, officers or principals has been involved in any self-regulatory organization proceedings.

Item 10. Other Financial Industry Activities and Affiliations

A. Broker-Dealer Registrations

Neither the Firm nor any of our directors, officers or principals is registered, or has an application pending to register, as a broker-dealer or registered representative of a broker-dealer.

B. CFTC Registrations

Neither the Firm nor any of our directors, officers or principals is registered, or has an application pending to register, as a futures commission merchant, commodity pool operator or commodity trading advisor, or is an associated person of any of the above.

C. Affiliates

The Firm is affiliated with the following advisers, broker-dealers and insurance companies, although we do not believe at this time that our affiliation with any will create a material conflict of interest with respect to our clients:

- 1851 Securities Inc.
- Angel Island Capital Management, LLC
- Angel Island Capital Services, LLC
- Constitution Life Insurance Company
- CorAmerica Capital, LLC
- CorAmerica Loan Company, LLC
- GGCOF Co-Invest Management, L.P.
- GGCOF Executive Co-Invest, L.P.
- GGC Opportunity Fund Management, L.P.
- Golden Gate Capital Management, LLC
- Golden Gate Capital Management II, LLC
- Golden Gate Private Equity Inc.
- Green Street Advisors, LLC
- Green Street Advisors (UK) Limited
- Green Street Investors, LLC
- Green Street Trading LLC
- Nassau Re (Cayman) Ltd.
- PHL Variable Insurance Company
- Phoenix Life Insurance Company
- Saybrus Equity Services, Inc.
- The Pyramid Life Insurance Company

D. Other Investment Advisers

The Firm does not recommend or select other investment advisers for our clients, nor do we have other business relationships with advisers that create material conflicts of interest.

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

A. Code of Ethics

We have adopted a Code of Ethics, which is designed to comply with SEC requirements. The purpose of our Code of Ethics is to identify the ethical and legal framework in which the Firm and its personnel are required to operate and to highlight some of the guiding principles and mechanisms for upholding the Firm's standard of business conduct. Our Code of Ethics is designed to ensure that all applicable personnel are aware of and adhere to the Firm's policies and procedures. The description below is a summary only. We will provide a complete copy of our Code of Ethics to our clients and prospective clients.

Standard of Business Conduct. The Firm and its personnel have a fiduciary duty to our clients, and in this fiduciary capacity, we must place the interests of our clients before our own interests.

Basic Principles. Our Code of Ethics is based on a few basic principles: (i) the Firm and its personnel must place the interests of our clients above their own; (ii) the professional activities and personal investment activities of the Firm's personnel must be consistent with our Code of Ethics and avoid any actual or potential conflict between the interests of clients and those of the Firm or its personnel; (iii) the activities of the Firm's personnel must be conducted in a way that avoids any abuse of any such person's position of trust with and responsibility to the Firm and our clients; (iv) our employees must not take any inappropriate advantage of their positions at the Firm; (v) we must maintain independent in our investment decision-making process; and (vi) the Firm's personnel may not engage in any act, practice or course of conduct that would violate the provisions of Rule 204A-1 of the Investment Advisers Act of 1940, as amended (the "***Advisers Act***"), and other applicable securities laws.

Conflicts of Interest. As a fiduciary, the Firm has an affirmative duty of care, loyalty, honesty and good faith to act in the best interests of our clients. We make every effort to avoid conflicts of interest and fully disclose all material facts concerning any conflict of interest that may arise with respect to any of our clients. The Firm stresses that individuals subject to our Code of Ethics must try to avoid situations that have even the appearance of conflict or impropriety.

Insider Trading. The Firm's personnel may not trade, either personally or on behalf of another, on material non-public information or communicate material non-public information to another person in violation of the law. This policy applies to all of the Firm's personnel and extends to their activities both within and outside their duties for the Firm. We have also implemented policies and procedures designed to detect and prevent insider trading.

Personal Securities Transactions. All personnel must comply with the Firm's policy on personal trading. Except with respect to certain securities (including, indices, mutual funds, exchange-traded funds and certain government securities) and with respect to certain accounts for which a person does not exercise investment discretion, personal securities transactions by our personnel must be pre-approved by the Firm's Chief Compliance Officer (the "***Chief Compliance Officer***").

Holdings and Transactions Reports. Every employee and access person must submit both initial and annual holdings reports to the Chief Compliance Officer that disclose all covered securities held in any personal account. Every employee and access person must also submit a quarterly transaction report to the Chief Compliance Officer for each covered securities transaction in any personal account.

Service as a Director. The Firm's employees are prohibited from serving on the boards of directors of any outside company, unless the service (i) would be in the best interests of the Firm or our clients and

(ii) has been approved in writing by the Chief Compliance Officer; provided that our employees will not be required to obtain prior written approval for service on the boards of directors of charitable or civic organizations. In addition, any employee serving on the board of a private company which is about to go public may be required to resign either immediately or at the end of the current term.

Reporting of Violations. The Firm has implemented policies and procedures whereby our personnel are required to report any violation, apparent violation or potential violation of our Code of Ethics to the Chief Compliance Officer.

Review and Enforcement. The Chief Compliance Officer is responsible for ensuring adequate supervision over the activities of all persons who act on the Firm's behalf in order to prevent and detect violations of our Code of Ethics by such persons.

B. Material Financial Interest in Client Transactions

Generally, neither the Firm nor any related person of the Firm recommends to our clients, or buys or sells for our clients, securities in which we or a related person of the Firm has a material financial interest, except with respect to transactions effected pursuant to a warehousing arrangement.

C. Participation in Client Transactions

Generally, neither the Firm and nor any related persons of the Firm invest in the same securities or related securities that we or a related person of the Firm recommends to our clients, except with respect to investments in CLOs.

D. Transactions Simultaneous with Client Transactions

Generally, neither the Firm nor any related persons of the Firm recommends securities to our clients, or buys or sells securities for our clients, at or about the same time that we or a related person buys or sells the same securities for the Firm's own (or the related person's own) account. However, exceptions are made under limited circumstances.

From time to time, subject to client or investment guidelines and restrictions, the Firm is authorized to direct one of our clients to sell investments to another of our clients through an internal cross transaction in which we will receive no compensation. In most cases, an independent pricing mechanism will be used to ensure objectivity. However, there could be times in which that pricing mechanism is not feasible or fair to our clients, in which case the Firm will seek some pricing mechanism that is fair to both such clients.

To the extent that any such transaction may be viewed as a principal transaction due to the ownership interest in our client by the Firm and its personnel, we will comply with the requirements of Section 206(3) of the Advisers Act, and provide written notification to such client and obtain client consent either prior to the principal transaction or prior to its settlement.

In addition, the Firm may give advice or take action with respect to investments of one or more of our clients that may not be given or taken with respect to our other clients with similar investment programs, objectives and strategies. Accordingly, our clients with similar investment strategies may not hold the same investments or achieve the same performance. We may also advise our clients with conflicting programs, objectives or strategies. These activities may also adversely affect the prices and availability of other investments held or potentially considered for one or more clients.

From time to time, the Firm may acquire securities or other financial instruments of an issuer for one of our clients which are senior or junior to securities or financial instruments of the same issuer that are held by, or acquired by, another of our clients. We recognize that conflicts may arise under such circumstances and will endeavor to treat all of our clients fairly and equitably.

Item 12. Brokerage Practices

A. Selection of Broker-Dealers

It is expected that the Firm will have full authority to select broker-dealers to execute our clients' investment transactions. We will allocate a portion of each client's brokerage business to such brokers on the basis of certain considerations, which may include:

- The amount of commission;
- The quality of execution;
- Reputation, financial strength and stability;
- Block trading and block positioning capabilities;
- Willingness to execute difficult transactions;
- Willingness and ability to commit capital;
- Access to underwritten offerings and secondary markets;
- Ongoing reliability;
- Overall costs of a trade;
- Nature of the security and the available market makers;
- Desired timing of the transaction and size of trade;
- Confidentiality of trading activity; and/or
- Market intelligence regarding trading activity.

Although the Firm will seek competitive rates, it may not necessarily obtain the lowest possible commission for client account transactions. The commissions and/or transaction fees charged by a broker-dealer may be higher or lower than those charged by other broker-dealers.

Neither the Firm nor any related person receives client referrals from any broker-dealer or third party that provides brokerage services to our clients.

At this time the Firm is not a party to, and does not anticipate entering into, any formal "soft dollar" arrangements. However, one or more of our clients may permit the Firm to use "soft dollars" generated by such clients to pay for the research related services. In the event that we utilize allocations of commission dollars, we would do so solely to pay for products or services that qualify as "research and brokerage services" within the "safe harbor" of Section 28(e) of the Securities Exchange Act of 1934, as amended.

B. Aggregation of Orders

From time to time, the Firm places, as an aggregated order for execution, orders for publicly traded securities at the same time for the accounts of two or more of our clients. This practice enables our clients

to seek more favorable executions and net prices for the combined order. If the order cannot be executed in full at the same price or time, the securities actually purchased or sold by the close of each business day are generally allocated *pro rata* among the participating clients in accordance with the initial amounts ordered by each client. However, the *pro rata* allocation may be adjusted to avoid having odd amounts of shares held in any client's account, or to avoid deviations from any pre-determined minimum/maximum holdings limits established for any client. Each client that participates in the order shall do so at the average price for all the transactions and shall share in commissions or other transaction costs on a *pro rata* basis.

Item 13. Review of Accounts

Mr. Jackson, in his capacity as the Firm's Chief Investment Officer, will review client portfolios on a continuous basis.

Item 14. Client Referrals and Other Compensation

A. Non-Client Economic Benefits

The Firm does not, nor do any of our principals or employees, receive any economic benefit from non-clients for providing advisory services to our clients.

B. Compensation for Client Referrals

At this time the Firm is not a party to an arrangement to pay a third party for the referral or solicitation of clients or investors in the CLOs to which we will provide investment advisory services.

Item 15. Custody

The Firm will not have custody over the assets of our clients.

Item 16. Investment Discretion

It is anticipated that the Firm will be provided with discretionary authority to manage the investment accounts of each of our clients as set forth in, and limited by, the terms and conditions of the relevant advisory agreement, offering document, organizational agreement or other governing documents of such clients.

Item 17. Voting Client Securities

The Firm is expected to have the authority to vote proxies relating to securities in client accounts. Accordingly, we have adopted policies and procedures governing the voting of proxies that include the elements set forth below.

General Policy. The general policy is to vote proxies, which includes proxy proposals, amendments, consents or resolutions relating to client securities, including interests in private investment funds, if any, in a manner that serves the best interests of the investing client(s), as determined by the Firm in its discretion, and taking into account relevant factors, including, but not limited to:

- The impact on the value of the securities;

- The anticipated costs and benefits associated with the proposal;
- The effect on liquidity; and
- Customary industry and business practices.

Specific Policies. Specific policies set forth in the Firm's policies and procedures include:

- Routine matters are typically proposed by company's management, directors, general partners, managing members or trustees and (i) do not measurably change the structure, management, control or operation of the company; (ii) do not measurably change the terms of, or fees or expenses associated with, an investment in the company; and (iii) are consistent with customary industry standards and practices, as well as the laws of the state of incorporation applicable to the company. For routine matters, the Firm will vote in accordance with the recommendation of the company's management, directors, general partners, managing members or trustees, as applicable, unless, in our opinion, such recommendation is not in the best interests of the investing client(s).
- Non-routine matters involve a variety of issues and may be proposed by a company's management or beneficial owners, and may involve (i) a measurable change in the structure, management, control or operation of the company; (ii) a measurable change in the terms of, or fees or expenses associated with, an investment in the company; or (iii) a change that is inconsistent with industry standards and/or the laws of the state of incorporation applicable to the company. We have specific proxy voting policies for non-routine matters, and in some cases, the Firm votes on a case-by-case basis.

Abstaining from Voting or Affirmatively Not Voting. The Firm will abstain from voting (which generally requires submission of a proxy voting card) or affirmatively decide not to vote if the Firm determines that abstaining or not voting is in the best interests of the investing client(s). In making such a determination, we will consider various factors including, but not limited to, (i) the costs associated with exercising the proxy (e.g., translation or travel costs); and (ii) any legal restrictions on trading resulting from the exercise of a proxy. Furthermore, the Firm will not abstain from voting or affirmatively decide not to vote merely to avoid a conflict of interest.

Conflicts of Interest. At times, conflicts may arise between the interests of the investing client(s), on the one hand, and the interests of the Firm or its affiliates, on the other hand. If the Firm determines that it has, or may be perceived to have, a conflict of interest when voting a proxy, we will address matters involving such conflicts of interest as follows:

- If a proposal is addressed by the specific policies in these procedures, the Firm will vote in accordance with such policies.
- If we believe it is in the best interest of the investing client(s) to depart from the specific policies provided for in these procedures, the Firm will be subject to the requirements of the third and fourth bullet points below, as applicable.
- If the proxy proposal is (i) not addressed by the specific policies or (ii) requires a case-by-case determination by the Firm, we may vote such proxy as we determine to be in the best interest of the investing client(s), without taking any action described in the fourth bullet point below, provided that such vote would be against the Firm's own interest in the matter (i.e., against the perceived or actual conflict).
- If the proxy proposal is (i) not addressed by the specific policies or (ii) requires a case-by-case determination by the Firm, and (iii) we believe we should vote in a way that may also

benefit, or be perceived to benefit, the Firm's own interest, then the Firm must take one of the following actions in voting such proxy:

- Delegate the voting decision for such proxy proposal to an independent third party;
- Delegate the voting decision to an independent committee of partners, members, directors or other representatives of the investing client, as applicable;
- Inform the investing client of the conflict of interest and obtain consent to vote the proxy as recommended by the Firm; or
- Obtain approval of the decision from the Chief Compliance Officer and third party legal advisors.

A complete copy of the Firm's policies and procedures governing the voting of proxies, together with information regarding how we voted particular proxies, will be provided to clients and prospective clients upon request.

Item 18. Financial Information

The Firm does not require, nor do we solicit, prepayment of more than \$1,200 in fees per client, six months or more in advance.

The Firm has never been the subject of a bankruptcy petition.