

Form ADV Part 2A

Newmarket Investment Management, LP

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This brochure provides information about the qualifications and business practices of Newmarket Investment Management, LP (“Newmarket Investment Management”). If you have any questions about the contents of this brochure, please contact Jeffrey Schellenger, Newmarket’s Chief Compliance Officer (“CCO”) at (215) 701-8970 or JSchellenger@marinercapital.com.

The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority.

Additional information about Newmarket Investment Management, LP also is available on the SEC’s website at www.adviserinfo.sec.gov.

Any reference to Newmarket Investment Management, LP as a “registered investment adviser” or being “registered” does not imply a certain level of skill or training.

ITEM 2 - MATERIAL CHANGES

This is the Firm's initial submission of this Brochure. In the future, this Item will be used to report any material changes.

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ITEM 4 – ADVISORY BUSINESS

Newmarket Investment Management, LP (“**Newmarket Investment Management**”), a Delaware limited partnership, was organized in February 2020 and is headquartered in Philadelphia, PA. The general partner of Newmarket Investment Management is NIM GP, LLC. The managing member of NIM GP, LLC is NIM Holdco, LLC. Andrew Hohns is the managing member and sole owner of NIM Holdco, LLC.

Newmarket Investment Management is primarily owned by Newmarket Investment Holdings, LP. The general partner of Newmarket Investment Holdings, LP is NIH GP, LLC, and Andrew Hohns is currently the sole limited partner of Newmarket Investment Holdings, LP. Andrew Hohns is also the managing member and sole owner of NIH GP, LLC.

Newmarket Global Management, LP (“**Newmarket Global**”) is an affiliated investment adviser of Newmarket Investment Management and a relying adviser of Newmarket Investment Management. The ownership of Newmarket Global is identical to the ownership of Newmarket Investment Management.

Newmarket and Newmarket Global are collectively referred to herein as “**Newmarket**” or the “**Firm**”.

Newmarket will provide investment advisory services to pooled investment vehicles (each a “**Fund**”, or together the “**Funds**”). Newmarket will manage the Funds pursuant to investment guidelines set forth in the relevant governing and offering documents of the Funds, including any limited partnership agreement, investment management agreement, private placement memorandum and/or subscription agreement (each an “**Offering Document**”, and collectively, the “**Offering Documents**”). The Offering Documents contain more detailed information about the Funds, including a description of the investment objective and strategy or strategies employed by the Funds and related restrictions that serve as a limitation on Newmarket’s advice or management. Each Investor is strongly encouraged to undertake appropriate due diligence, including but not limited to a review of relevant Offering Documents and the additional details about Newmarket’s investment strategies, methods of analysis and related risks in Item 8 of this Brochure in considering whether Newmarket’s advisory services or an investment in a Fund are appropriate to its own circumstances based on all relevant factors including, but not limited to, the Investor’s own investment objectives, liquidity requirements, tax situation and risk tolerance before making an investment decision.

Newmarket will not tailor its advisory services to the individual investors (each an “**Investor**” and collectively the “**Investors**”), or provide Investors with the right to specify, or restrict the Funds’ investment objectives or any investment or trading decisions. Accordingly, an investment in a Fund does not create a client-adviser relationship between such Investors and Newmarket. Each of the Funds are expected to rely on the exception from the definition of an “investment company” provided by Section 3(c) (7) of the U.S. Investment Company Act of 1940, as amended (the “**1940 Act**”).

Each of the Funds will have a general partner or other governing entity (each, a “**General Partner**”). Each General Partner will have ultimate responsibility for decisions relating to management and operations made on behalf of the relevant Funds and has ultimate responsibility for the investment decisions made on behalf of such Fund. Each General Partner intends to delegate investment management and advisory responsibilities for the relevant Fund to Newmarket.

Additional detailed information about Newmarket is provided below, including information about Newmarket’s advisory services, investment approach, personnel and affiliations.

Newmarket will not participate in wrap fee programs.

Newmarket currently have no assets under management but intends to advise assets in excess of the asset eligibility level requirements within 120 days of being approved as a registered investment adviser with the U.S. Securities and Exchange Commission (the “**SEC**”). In accordance with Rule 203A-2 of the Investment Advisers Act of 1940, as amended (the “**Advisers Act**”), Newmarket intends to update this Form ADV Part 2A (along with the Form ADV Part 1) to reflect, among other things, its regulatory assets under management within 120 days of registration to indicate that it has met the asset eligibility requirements for registration.

ITEM 5 – FEES AND COMPENSATION

Newmarket and its affiliates receive management fees and/or carried interest, a performance allocation or similar profit allocations from the Funds. The Funds may also indirectly incur or generate other fees payable to Newmarket, depending on the nature of the portfolio activities. Certain fees generally will reduce management fees otherwise payable to Newmarket as described below.

The Funds may also bear certain out-of-pocket expenses incurred by Newmarket in connection with the services provided. The following sections discuss the most common fees and expenses, which are described in more detail in the relevant Offering Documents for the Funds.

Management Fees

As an investment adviser to the Funds, as further described in the Offering Documents, Newmarket will receive a quarterly management fee, in advance, at a negotiated rate documented in the governing documents and/or investment advisory contract with respect to a Fund. Specific rates with respect to any Fund are set forth in that Fund’s Offering Documents. Additionally, Newmarket may waive or reduce management fees for certain investors in its discretion.

Generally, Newmarket's investment advisory contracts with the Funds will terminate within a reasonable period of time following one party's receipt of written notice of termination (for any (or no) reasons set forth in the investment advisory contract) from the other party. Investors in the Funds do not generally have the ability to terminate the investment advisory contracts between such Funds and Newmarket. Similar advisory services may be available from other investment advisers at lower cost.

Performance-Based Arrangements

Please see Item 6 for a discussion of the performance-based arrangements payable to affiliates of Newmarket in respect of the Funds.

Other Fees

In connection with the Funds and its investments, the General Partner or Newmarket may receive transaction, management, investment banking, monitoring, closing, topping, break-up, and other similar fees ("**Other Fees**"). If any, 100% of such Other Fees will be applied to reduce the management fee for the following quarterly period (net of any unrecouped expenses which Newmarket or the General Partner has elected to pay on behalf of the Funds), provided, that Other Fees shall not encompass any fees or other compensation paid (whether in cash or in-kind) to Newmarket or its affiliates in consideration of it providing bona fide consulting or other similar services to clients, including entities associated with an investment but shall encompass the portion of such consulting or other similar fees allocable to the Funds' investment in an investment; and provided, further, that Other Fees shall not include any of the foregoing fees that Newmarket has elected to share with the Funds, but shall include any of the foregoing fees that Newmarket or General Partner has retained. To the extent such offsets would reduce the management fee for a given quarterly period below zero, such offsets will be carried forward and reduce future installments of the management fee. If upon termination of the Funds there remains any unapplied balance of the management fee offset, Newmarket will promptly refund to each Investor a cash amount equal to the Investor's prorated share of the unapplied balance of the management fee offset, based on the share of the management fee funded by capital contributions by such Investor or otherwise attributable to such Investor. For the avoidance of doubt, any fees paid to the Funds in connection with investments will not be included in Other Fees, but rather will be considered as investment proceeds that are subject to the distribution provisions, as prescribed in the Offering Documents.

Expenses Applicable to the Funds

The Funds will generally be responsible for (and, as applicable, reimburse Newmarket or the General Partner for) all expenses relating to its own operations, including but not limited to fees, costs and expenses directly related to the purchase, ongoing monitoring and sale of investments, securities, or other instruments, investment-related travel expenses (which are expenses incurred by Newmarket or the General Partner related to the purchase

or sale of, monitoring, or due diligence regarding, the Funds' investments, whether or not such investments are consummated), any currency hedging costs, expenses of custodians, consultants, counsel and accountants, any insurance, indemnity or litigation expenses, all costs of the Funds' administration, including preparation of its financial statements and reports to Investors (including such expenses incurred in connection with any Offering Documents), costs of holding any meetings of partners or the investor committee including all reasonable out-of-pocket expenses of incurred by members of the investor committee, any taxes, fees or other governmental charges levied against the Funds and any fees charged by administrative service providers, ongoing regulatory expenses, including, without limitation, the fees and expenses associated with any preparation and filings related to Form PF, CPO-PQR, AIFMD and other regulatory filings which seek information about the Funds. In addition, the Funds shall be responsible for all fees and expenses due any legal, financial, accounting, consulting, or other advisors or any lenders, investment banks and other financing sources in connection with transactions, even if such transactions are not consummated. Out-of-pocket expenses associated with completed transactions generally will be capitalized as part of the acquisition price of the transaction.

The recipients of this Brochure should refer to the relevant governing documents of each Fund for specific information about expenses to be borne by each specific Fund advised by Newmarket.

Neither Newmarket nor any of its supervised persons accept compensation for the sale of securities or other investment products.

ITEM 6 – PERFORMANCE-BASED FEES

Each General Partner of the Funds shall be entitled to a performance-based “carried interest” that may vary from Fund to Fund. Performance-based arrangements for each of the Funds are described in the relevant Offering Documents for the Funds. All performance-based fees or allocations may be subject to modification (e.g., higher preferred return rates), waiver or reduction. Performance-based compensation arrangements are appropriate only for sophisticated clients and Investors as they may create certain risks and conflicts of interest, including those discussed further below.

Performance allocations for the Funds generally represent a share of distributions made by a Fund in excess of the relevant Investors' invested capital, its allocable share of fees and expenses and a preferred return hurdle.

Performance fees or carried interest profit allocations are subject to regulation under Section 205 of the Investment Advisers Act of 1940 (“**Advisers Act**”) and Rule 205-3 thereunder. Therefore, Newmarket seeks to ensure that any Fund or Investors that are directly or indirectly assessed performance fees or are subject to carried interest profit allocations satisfy the qualifications of Rule 205-3 under the Advisers Act and have been advised of such fees or allocations and their risks.

For any Fund, performance fees or carried interest allocations generally do not exceed 20% of profits, and may be subject to certain preferred return hurdles, catch-up allocations and clawback provisions. The manner of calculation and application of performance fees or carried interest profit allocations are disclosed in the Offering Documents for, and detailed in the governing agreements of, each Fund.

The existence of these performance-based distributions may create various potential conflicts of interest, including an incentive for a General Partner or Newmarket to make investments on behalf of the Funds that are riskier than would be the case if a General Partner were not entitled to receive such performance-based distributions, or to favor certain accounts based on pecuniary or compensatory interests. Newmarket maintains policies and procedures, including its Code of Ethics, reasonably designed to mitigate these and other conflicts.

ITEM 7 – TYPES OF CLIENTS

Newmarket shall provide discretionary investment advisory services to the Funds, each a privately offered pooled investment vehicle, and not individually to the Investors in the Funds. The Investors in the Funds will be “accredited investors” in reliance upon the exemption from registration provided by Section 4(a)(2) of the Securities Act of 1933, as amended (the “**Securities Act**”), and Regulation D promulgated thereunder and the Investors in certain of the Funds also are “qualified purchasers”, as such term is defined in Section 2(a)(51) of the Investment Company Act of 1940, as amended (the “**Investment Company Act**”), and the rules and regulations promulgated thereunder. In addition, Newmarket may, in the future, offer investment advisory services to other pooled investment vehicles.

Newmarket generally imposes an initial investment minimum to establish a client relationship or to invest in the Funds, but may waive or change any such minimums in its discretion. Investors or clients may also be subject to additional qualifications based on, among other things, legal or regulatory requirements associated with the vehicle or investment strategy. Account opening and maintenance requirements are described in more detail in the relevant Offering Documents.

ITEM 8 – METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

Newmarket intends to use various methods of analysis and investment strategies in formulating its investment advice to the Funds. Any investment in securities involves a risk of loss that all of Newmarket’s clients should be prepared to bear.

The investment strategy for the Funds shall be formulated by Newmarket in a manner that reflects its investment philosophy and will be consistent with each Fund’s objectives. Newmarket has not established any specific holding periods with respect to the Funds’

investments. The Funds are expected to have a primary investment objective of generating current income through investments in bank-owned portfolios of loans, bonds, and other debt instruments.

The Funds may seek to achieve their investment objectives through a number of investment techniques, including through the acquisition and financing of credit assets such as loan portfolios, the provision of credit loss protection to owners of such portfolios, often in the form of synthetic securitization, cash securitization, credit default swaps, or credit-linked notes. Generally speaking, the Funds' investments are designed to assist banks in the management of their risk-based capital, economic capital, and accounting capital within the evolving architecture of the international banking regulatory environment.

The Funds are expected to focus largely on investments related to loans, bonds, and other debt instruments associated with businesses operating in the infrastructure sector across a range of sub-sectors, including thermal and renewable power generation (e.g., offshore and onshore wind, distributed and utility-scale solar, and conventional thermal generation facilities); natural resources (e.g., energy transmission and distribution; oil and gas pipelines and exploration, production, and processing facilities; biofuels and petrochemicals processing facilities); transportation fixed assets (e.g., airports, ports, roads, bridges, rail, tunnels, and related facilities); transportation mobile assets (e.g., marine or over-land vessels, aircraft, locomotives, railcars, and passenger trains, containers, buses, trucks, cranes, FPSO vessels, and other freight and conveyance assets); utility assets (e.g., water processing and distribution and wastewater processing systems; projects, infrastructure, equipment, and facilities related to industrial, aquaculture, agriculture, and forestry); shipping and maritime infrastructure and assets, generally; social infrastructure facilities (e.g., affordable housing, schools, government office buildings, government logistics facilities, and recreational assets); and healthcare infrastructure (e.g., hospitals, clinics, medical goods and services businesses, as well as elderly care facilities). Additionally, the Funds may also seek investments in other esoteric asset classes including commercial real estate, subscription finance and equity bridge financing, financial institutions lending, energy efficiency financing (e.g. commercial and residential PACE programs, green RMBS and CMBS), data-related warehouses, electric vehicles, and sovereign lending.

The Funds expect to invest with a preference for loans to assets that are operational, that have experienced no payment defaults or material uncured covenant defaults, and that have no material negative financial operating track record. Additionally, the Funds will seek portfolios of loans that are well-structured, including, by way of example, loans with strong covenant packages, supplemental security or collateral, and gradual amortization profiles, with an emphasis on businesses that have downside resiliency under a range of scenarios. The Funds may also take limited exposure to projects that have not completed construction, have historically experienced covenant defaults, and/or have experienced material negative variances, provided that these loans otherwise comply with the relevant Fund's underwriting criteria and portfolio management objectives.

The Funds intend to work primarily with bank counterparties, but may also target other holders of credit assets or whole assets, by purchasing loans, loan portfolios, providing credit protection on loan portfolios, or otherwise securitizing or structuring financial transactions related to such assets.

An investment in the Funds involves a high degree of risk. The following list of risk factors does not purport to be a complete disclosure of all risks that may be relevant to a decision to purchase an interest in the Funds. Prospective Investors in the Funds should carefully consider the following investment risks and considerations, as well as the risks and considerations described in the relevant Offering Documents for the Funds, in evaluating the Funds and their business before deciding to purchase an interest in the Funds. As a result of these considerations, as well as other risks inherent in any investment, there can be no assurance that the Funds will meet their investment objectives or otherwise be able to successfully carry out their investment programs, or that an Investor in the Funds will receive a return of capital.

No Assurance of Investment Return

Neither the General Partner nor Newmarket can provide assurance that they will be able to choose, make, and realize investments in any particular opportunity. There can be no assurance that the Funds will be able to generate returns for its Investors or that the returns will be commensurate with the risks of investing in the type of transactions described herein. There can be no assurance that any Investor will receive any distribution from the Funds. Accordingly, an investment in the Funds should only be considered by persons who can afford a loss of their entire investment. There can be no assurance that the General Partner will be successful in executing the Funds' strategies, and notwithstanding prior experience of Newmarket, past performance is not indicative of future results.

Market Conditions

The Funds' strategies rely, in part, upon the continuation of existing market conditions (including, for example, supply and demand characteristics) through the expiration of the term of the Funds. Additionally, the underlying credit performance of project finance, real estate, commercial lending and infrastructure assets may deteriorate to the extent that economic or market conditions worsen. The recent global outbreak of COVID-19 (more commonly known as the Coronavirus) has disrupted economic markets and the prolonged economic impact is uncertain. Some economists and major investment banks have expressed concern that the continued spread of the virus globally could prolong a worldwide economic downturn. No assurance can be given that the investments can be acquired or disposed of on favorable terms or that the market for such assets will remain stable or improve, since this will depend, in part, upon events and factors outside of the control of the General Partner and Newmarket.

Derivatives

The Funds may utilize derivative instruments as part of its investment strategy as well as for hedging purposes. These instruments are highly volatile, involve certain special risks, and expose investors to a high risk of loss. The low initial margin deposits normally required to establish a position in such instruments permit a high degree of leverage. As a result, a relatively small movement in the price of a contract may result in a profit or a loss, which is high in proportion to the amount of funds, actually placed as initial margin and may result in unquantifiable further loss exceeding any margin deposit. Further, when used for hedging purposes there may be an imperfect correlation between these instruments and the investments or market sectors being hedged. Transactions in over-the-counter derivatives may involve additional risk as there is no exchange or market on which to close out an open position. It may be impossible to liquidate an existing position, to access the value of a position, or to assess the exposure to risk.

Subordination

The Funds are expected to invest in junior tranches of certain investment portfolios, including in some cases highly-leveraged junior tranches referencing portfolios of project finance loans, infrastructure loans, real estate loans, commercial loans or other financial instruments. As a result, any deterioration in the performance of such reference portfolios, including defaults and losses, would have a significant effect on such junior tranches representing investments by the Funds, and, accordingly, the return of the Funds.

Ability to Lend on Advantageous Terms; Competition and Supply

The Funds may make and purchase loans. The Funds' success in this area will depend, in part, on the Funds' ability to obtain or originate loans on advantageous terms. In making and purchasing loans, the Funds will compete with a broad spectrum of lenders, many of which have substantially greater financial resources and are better known than the Funds. Increased competition for, or a diminution in the available supply of, qualifying loans could result in lower yields on such loans, which could reduce returns to investors.

Reliance on General Partner, Newmarket, the Portfolio Management Team, and Key Principals

The success of the Funds are substantially dependent on certain Newmarket employees, including the portfolio management team, and the ability of Newmarket and/or the General Partner to identify and consummate suitable investments. Should one or more of these individuals become incapacitated or in some other way cease to participate in the Funds, its performance could be adversely affected. There can be no assurance that any of these individuals will continue to be affiliated with the Funds throughout its term.

Debt Securities

The Funds may invest in debt securities, which may be rated below investment grade or unrated by any recognized credit-rating agency. Such securities are typically subject to greater risk of loss of principal and interest than higher-rated debt securities, due to a possible default by, or bankruptcy of, the issuers of the securities. The Funds may invest in debt securities which rank junior to other outstanding securities and obligations of the issuer, all or a significant portion of which may be secured on substantially all of that issuer's assets. The Funds may invest in debt securities, which are not protected by financial covenants or limitations on additional indebtedness. The Funds may invest in distressed debt securities which are subject to the significant risk of the issuer's inability to meet principal and interest payments on the obligations (credit risk) and may also be subject to price volatility due to such factors as interest rate sensitivity, market perception of the creditworthiness of the issuer, and general market liquidity risk (market risk). The Funds will therefore be subject to credit, liquidity, and interest rate risks. In addition, evaluating credit risk for debt securities involves uncertainty because credit rating agencies throughout the world have different standards, making comparison across countries difficult. Furthermore, the market for credit spreads is often inefficient and illiquid, which can make it difficult to accurately calculate discounting spreads for valuing financial instruments.

Bank Loans Generally

There are special risks associated with investments in bank loans and participations, which include (i) the possible invalidation of an investment transaction as a fraudulent conveyance under relevant creditors' rights laws, (ii) so-called lender-liability claims by the issuer of the obligations, (iii) environmental liabilities that may arise with respect to collateral securing the obligations, and (iv) limitations on the ability of the Funds to enforce its rights directly with respect to participations. Funds' claims by third parties arising from these and other risks, absent bad faith, will be borne by the Funds.

Lower Credit Quality Loans.

There are no restrictions on the credit quality of the Funds' loans. Loans purchased by the Funds can have substantial vulnerability to default in payment of interest and/or principal. Certain of the loans which the Funds may fund may have large uncertainties or major risk exposures to adverse conditions and may be considered to be predominantly speculative. Generally, such loans offer a higher return potential than better quality loans but involve greater volatility of price and greater risk of loss of income and principal. The market values of certain of these loans also tend to be more sensitive to changes in economic conditions than better quality loans.

Loan Participations and Assignments

The Funds may invest in fixed and floating-rate loans, which investments may be in the form of loan participations and assignments of portions of such loans. Participations and assignments involve special types of risk, including credit risk, interest-rate risk, liquidity risk, and the risks of being a lender generally. Participations in commercial loans may be secured or unsecured. Loan participations typically represent direct participation in a loan to a corporate borrower, and generally are offered by banks or other financial institutions or lending syndicates. When purchasing loan participations, the Funds assume the credit risk associated with the corporate borrower and may assume the credit risk associated with an interposed bank or other financial intermediary, and may only be able to enforce its rights through the lender, and may assume the credit risk of the lender in addition to the borrower. The participation interests in which the Funds invest may not be rated by any nationally recognized rating service.

Investments in loans through a direct assignment of a financial institution's interests with respect to the loan may involve additional risks to the Funds. For example, if a loan is foreclosed, the Funds could become part owner of any collateral, and would bear the costs and liabilities (including tax liabilities) associated with owning and disposing of the collateral. In addition, it is conceivable that, under emerging legal theories of lender liability, the Funds could be held liable as a co-lender. It is unclear whether loans and other forms of direct indebtedness offer securities laws protections against fraud and misrepresentation. In the absence of definitive regulatory guidance, the Funds rely on Newmarket's research in an attempt to avoid situations where fraud or misrepresentation could adversely affect the Funds.

It is possible that the General Partner and Newmarket may find it necessary or desirable to foreclose on collateral securing one or more loans purchased by one or more of the Funds. The foreclosure process can be lengthy and expensive. Borrowers often resist foreclosure actions by asserting numerous claims, counterclaims, and defenses against the holder of a loan including, without limitation, numerous lender liability claims and defenses, even when such assertions may have no basis in fact, in an effort to prolong the foreclosure action. In some jurisdictions, foreclosure actions can take up to several years or more to litigate. At any time during the foreclosure proceedings, the borrower may file for bankruptcy, which would have the effect of staying the foreclosure action and further delaying the foreclosure process. Foreclosure litigation tends to create a negative public image of the collateral property. In addition, certain of the loans in which one or more of the Funds invest may be structured so that all or a substantial portion of the principal will not be paid until maturity, which increases the risk of default at that time.

It is anticipated that some of the Funds' debt investments may not be rated by any recognized rating agency. Generally, the value of unrated classes is more subject to fluctuation due to economic conditions than rated classes. Overall credit quality may move up or down frequently within this category. A Fund's acquisition of credit support classes

of securitizations (which generally are expected to be first loss classes) which are unrated at the time of acquisition or which have lower ratings, incrementally increases the risk of nonpayment or of a significant delay in payments on these classes. Should assets be downgraded, it may adversely affect their value and may adversely affect the value of a particular Fund.

Asset-Backed Securities

The Funds may acquire subordinated tranches of asset-backed securities (“ABS”) issuances. In general, subordinated tranches of ABS are entitled to receive repayment of principal only after all principal payments have been made on more senior tranches and also have subordinated rights as to receipt of interest distributions. Such subordinated tranches are subject to a greater risk of nonpayment than senior tranches of ABS or ABS-backed by third-party credit enhancement. In addition, an active secondary market for such subordinated securities is not as well developed as the market for certain other asset-backed securities. Accordingly, such subordinated ABS may have limited marketability and there can be no assurance that a more efficient secondary market will develop.

Investments in Troubled Assets and in Assets Held by Troubled Financial Institutions

The Funds may make investments in nonperforming, underperforming, or other troubled loans that involve a degree of financial risk that may never be overcome and, as a result, may lead to a loss of some or all of the investments. The investments may have been originated by financial institutions that are insolvent, in serious financial difficulty, or no longer in existence; and, as a result, the standards by which such investments were originated, the recourse to the selling institution, or the standards by which such investments are being serviced or operated may be adversely affected. In addition, certain of the investments may become subject to compromise and/or discharge under applicable bankruptcy laws and may be subject to litigation, which could further impair the value of the investment. Bankruptcy laws may delay the ability of the Funds to realize on collateral for loan positions held by it or may adversely affect the priority of such loans through doctrines such as equitable subordination. Bankruptcy laws may also result in a restructure of the debt without the Funds’ consent under the “cramdown” provisions of applicable bankruptcy laws and may also result in a discharge of all or part of the debt without payment to the Funds.

Regulatory and Governmental Risk

The investment strategy of the Funds is reliant on national and international regulatory rules and restrictions relating to the banking industry, over which neither the General Partners, Newmarket, nor the Funds have any control. The primary investment strategy of the Funds is developed to operate in the context of a specific set of international financial rules and regulations, including Basel III and IV, and such rules may change. For example, the EU recently adopted regulations on securitization transparency and amendments to the

EU capital requirements regulation that may impact certain types of transactions in which the Funds invest.

There are additional regulatory risks at the underlying asset level of the Funds' infrastructure-related investments. In many instances, the operation of infrastructure projects involves an ongoing relationship with a government agency. The nature of the arrangements can expose the projects to a higher level of regulatory control than typically imposed on other businesses. The repealing, amending, or enacting of new laws or regulations (or a new interpretation of such laws and regulations) can have a material adverse effect on the results of operations, financial condition, liquidity, and prospects of an infrastructure project's ability to generate cash flow that will be used, in part, to meet its debt service obligations.

Many of the loans, bonds, or debt instruments to which the Funds will be exposed via its investments will be made to infrastructure projects that are operated pursuant to government permits, licenses, leases, concessions, or contracts which are generally very complex and may result in a dispute over interpretation or enforceability. The failure of the project owners/operators to comply with the terms of these permits, licenses, leases, concessions, or contracts can have a material adverse effect on the results of operations, financial condition, liquidity, and prospects of an infrastructure project's ability to generate cash flow that would be used, in part, to meet its debt service obligations. Further, where the ability of a project to operate is subject to a concession or lease from the government, the concession or lease may restrict the ability of the owner/operator to operate the business in a way that maximizes cash flows and profitability. The leases or concessions may also contain clauses more favorable to the government counterparty than a typical commercial contract. For instance, a lease or concession may enable the government to terminate the lease or concession in certain circumstances without requiring it to pay adequate compensation. In addition, government counterparties also may have the discretion to change or increase regulation of projects related to our underlying assets operations, or implement laws or regulations affecting our underlying assets, separate from any contractual rights. Governments have considerable discretion in implementing regulations that could impact the businesses carried on by our investments, and because such businesses provide basic, everyday services, and face limited competition, governments may be influenced by political considerations and may make decisions that adversely affect such businesses. Where a project is the sole or predominant service provider in its service area and provides services that are essential to the community, it may be subject to rate regulation by governmental agencies that will determine the prices it may charge. Thus, these projects may be subject to unfavorable price determinations that may be final with no right of appeal or which, despite a right of appeal, can have a material adverse effect on the results of operations, financial condition, liquidity, and prospects of an infrastructure project's ability to generate cash flow that would be used, in part, to meet its debt service obligations.

EU Securitization Regulation

On January 1, 2019, the EU Securitization Regulation (EU) 2017/2402 (the “**Securitization Regulation**”) entered into force (subject to certain transitional provisions), replacing the current EU risk retention rules with new risk retention rules that apply to regulated institutional investors. The Securitization Regulation restricts certain institutional investors subject to the Securitization Regulation from investing in securitizations unless: (i) the “originator”, “sponsor”, or “original lender” has explicitly disclosed that it will retain, on an on-going basis, a net economic interest of not less than 5% with respect to certain securitized exposures; (ii) such investor is able to demonstrate that they have undertaken certain due diligence in respect of various matters, including the underlying assets, and on certain institutional investors in a securitization; and (iii) the “originator”, “sponsor”, and “securitization special purpose entity” of a securitization complies with the prescribed on-going transparency obligations, where applicable. Investors should be aware that, in general, the requirements imposed under the Securitization Regulation are more onerous and have a wider scope than those imposed under the previous legislation. For example, the Securitization Regulation included changes amending the calculation of risk-weighted exposure amounts for securitization positions, effectively increasing the risk weight floor on senior retained exposures of securitizations from 7% to 15%. As a result, bank counterparties will experience less regulatory capital relief than they otherwise would have prior to the application of the Securitization Regulation.

The extra-territorial reach of certain provisions under the Securitization Regulation are unclear and, consequently, its impact on the Funds remains uncertain. The ability of the Funds to invest in securitizations that do not meet the requirements under the Securitization Regulation may be restricted, and the Funds may not be available or suitable to Investors subject to the Securitization Regulation and, consequently, the value and volume of assets available for investment may be restricted.

Environmental Risks

Many of our the loans, bonds or debt instruments to which the Funds will be exposed via its investments will be made to infrastructure projects and other projects that may be subject to numerous statutes, rules, and regulations relating to environmental protection. Under various federal, state, local, and foreign environmental statutes, rules, and regulations, a current or previous owner or operator of real property may be liable for non-compliance with applicable environmental and health and safety requirements and for the costs of investigation, monitoring, removal, or remediation of hazardous materials. These laws often impose liability whether or not the owner or operator knew of, or was responsible for, the presence of hazardous materials. The presence of these hazardous materials on a property could also result in personal injury, property damage or similar claims by private parties. Any liability resulting from non-compliance or other claims relating to environmental matters can have a material adverse effect on the results of

operations, financial condition, liquidity and prospects of an infrastructure project's ability to generate cash flow that would be used, in part, to meet its debt service obligations.

Climate change and climate change legislation or regulations may adversely impact one or more of the Fund's operations and markets. There is growing recognition that energy consumption is a contributor to global warming, greenhouse effects, and potential climate change. A number of governments or governmental bodies have introduced or are contemplating legislative and regulatory change in response to the potential impacts of climate change including pending U.S. legislation. Assessments of the potential impact of future climate change legislation, regulation, and international treaties and accords are uncertain, given the wide scope of potential regulatory change in countries in which the Funds operate. The potential physical impacts of climate change on the Funds' operations are highly uncertain, and will be particular to the geographic circumstances. These may include changes in rainfall patterns, shortages of water or other natural resources, changing sea levels, changing storm patterns and intensities, and changing temperature levels. It is possible that assets could be destroyed by climate change consequences and assets could be "stranded" by new climate change regulation. If such events were to occur, one or more of the Funds could be adversely impacted.

Equipment Finance Activities

One or more of the Funds may be involved in equipment finance activities. Such equipment finance activities are subject to the risk of cyclical downturns and other adverse economic developments. In an adverse economic environment, there may be a decline in the demand for some types of equipment which one or more of the Funds finance, resulting in a decline in the amount of new equipment being placed in service as well as the decline in equipment values for equipment previously placed in service.

There are a number of uncertainties associated with the equipment finance industry that may have an adverse effect on the Funds. These include, but are not limited to fluctuations in demand for equipment and fluctuations in interest rates and inflation rates; fluctuations in the availability and cost of credit for the Funds to borrow to make and/or realize on its investments; the continuing economic life and value of equipment at the time one or more of the Fund's investments mature; the technological and economic obsolescence of equipment; potential defaults by borrowers, lessees or other counterparties; supervision and regulation by governmental authorities; and increases in the one or more of the Fund's expenses, including taxes and insurance expenses.

The Funds, like all owners and lessors of commercial equipment, may also be exposed to liability claims resulting from injuries or accidents involving that equipment. In advising the Funds, Newmarket seeks to mitigate a Fund's overall exposure to lessor's liability risk by requiring certain lessees to furnish evidence of liability insurance prior to lease inception and to maintain that insurance throughout the term of the lease and through its own insurance programs.

International Investments

The Funds are expected to make investments in a number of different countries, some of which may prove to be unstable. As a general matter, international investments pose numerous risks, including the risk of adverse political developments, nationalization, confiscation without fair compensation, civil unrest, or war. In addition, laws, regulations and conditions in foreign countries may impose restrictions or risks that would not exist in the United States and may require financing and structuring alternatives that differ significantly from those customarily used in the United States. Newmarket will analyze risks in the applicable foreign countries before making such investments, but no assurance can be given that a political or economic climate, or particular legal or regulatory risks, might not adversely affect an investment by the Funds. Certain of the aforementioned risks may be increased with respect to one or more of the Fund's investments in developing and emerging markets.

Currency and Exchange Rate Risks

The Funds' functional currency is the U.S. dollar, but the investments may be denominated in other currencies. Consequently, the return realized on the investments as well as returns realized by investors may be adversely affected by movements in currency exchange rates, costs of conversion, costs of hedging, and exchange control regulations, in addition to the actual performance of the investments.

European Recession-Related Risks

A significant portion of the investments of the Funds may be located throughout Europe. As with all European investments, there are risks related to investing within the Eurozone including a risk of recession in certain European countries. If a recession were to occur in one or more of such countries, the investments, and indirectly the Funds, could be materially impacted.

Brexit-Related Risks

The Fund may be exposed to reference obligations located in the United Kingdom and bank counterparties domiciled in the United Kingdom. Following a 2016 national referendum in which the United Kingdom voted to withdraw as a member of the European Union (the "EU"), the United Kingdom exited the EU on January 31, 2020 ("**Exit Day**"). A post-Brexit transition period commenced on Exit Day and is scheduled to expire on December 31, 2020. During this transitional period most EU law continues to apply to the United Kingdom while the future relationship between the United Kingdom and the EU is formally negotiated.

It is difficult to predict the precise impact of Brexit on the Funds and their investments. Areas where the uncertainty created by Brexit is relevant include, but are not limited to,

the terms of which the United Kingdom may trade within Europe, foreign direct investment in Europe, the scope and functioning of European regulatory frameworks (including with respect to the Securitization Regulation, the regulation of alternative investment fund managers and the distribution and marketing of alternative investment funds, and the trading of certain financial instruments traded both on EU and non-EU markets), industrial policy pursued within European countries, immigration policy pursued within European countries, the regulation of the provision of financial services within and to persons in Europe and trade policy within European countries and internationally.

In light of the aforementioned risks, the volatility and uncertainty caused by the political ramifications of Brexit may adversely affect the value of the Funds investments and the ability of Newmarket to achieve the investment objective of the Funds. Furthermore, investing within the United Kingdom may include risk of recession and other ramifications resulting from Brexit. If a recession were to occur in the United Kingdom, the Funds could be materially impacted.

Investments Longer than Term

The Funds may invest in investments, which may not be advantageously disposed of prior to the expiration of the one or more of the Fund's term. Although Newmarket expects that the investments will be disposed of prior to the expiration of the Funds' term, one or more of the Funds may take a reasonable period of time from the expiration of a particular Fund's term to wind up the affairs and dispose of assets, in accordance with the terms of the Offering Documents of the particular Fund(s). In light of the foregoing, prospective investors should note that one or more of the Funds may have to sell, distribute, or otherwise dispose of investments at a disadvantageous time.

Risk of Limited Number of Investments; Lack of Diversity; Concentration of Investments in a Single Industry

The Funds may participate in a limited number of investments and, as a consequence, the aggregate return of the Funds may be substantially adversely affected by the unfavorable performance of even a single investment. Investors have no assurance as to the degree of diversification among the investments, either by geographic region or asset type. The investments are expected to be concentrated in project finance, real estate, commercial lending and infrastructure assets. Concentration in a single sector may involve risks greater than those generally associated with more diversified funds, including significant fluctuations in returns.

Multilateral Development Bank Counterparty Risk

It is possible that the Funds will invest in transactions with or alongside Multilateral Development Bank ("MDB") counterparties. Because MDBs operate independently of commercial bank regulators and oftentimes fund projects in riskier geographies,

investments with or alongside such counterparties may feature a contrasting risk profile as compared to the Funds' bank regulatory capital relief transactions. There can be no guarantee that the Funds will be able to fully mitigate such risks. Additionally, MDBs are typically organized as treaty-based organizations, benefitting from certain legal immunities. These immunities may limit a Fund's ability to litigate or receive damages in the event of a dispute between such Fund and an MDB.

Use of Swap Agreements

The Funds may use interest rate and currency swap agreements. Swap agreements are two-party contracts entered into primarily by institutional investors for periods ranging from a few weeks to more than a year. In a standard swap transaction, two parties agree to exchange the returns earned on specified assets, such as the return on, or increase in value of, a particular dollar amount invested at a particular interest rate, or in a particular non-U.S. currency. The use of swaps is a highly specialized activity that involves investment techniques and risks different from those associated with ordinary securities transactions. Interest rate swaps, for example, do not typically involve the delivery of securities, other underlying assets or principal. Accordingly, the market risk of loss with respect to an interest rate swap is often limited to the amount of interest payments that the Funds are contractually obligated to make on a net basis.

Prepayment Risk

The frequency at which prepayments (including voluntary prepayments by obligors and accelerations due to defaults) occur on bonds and loans will be affected by a variety of factors including the prevailing level of interest rates and spreads as well as economic, demographic, tax, social, legal and other factors. Generally, obligors tend to prepay their fixed-rate obligations when prevailing interest rates fall below the coupon rates on their obligations. Similarly, floating rate issuers and borrowers tend to prepay their obligations when spreads narrow.

In general, "premium" securities (securities whose market values exceed their principal or par amounts) are adversely affected by faster than anticipated prepayments. Since many fixed-rate obligations will be premium instruments when interest rates and/or spreads are low, such debt instruments and asset-backed instruments may be adversely affected by changes in prepayments in any interest rate environment.

Investing in CMBS

Commercial mortgage-backed securities ("CMBS") represent an interest in, or an interest secured by, a single mortgage loan or a pool of mortgage loans. Investing in CMBS involves the general risks typically associated with investing in traditional fixed-income securities, in the case of fixed rate CMBS, and those risks typically associated with adjustable rate instruments, in the case of floating rate CMBS, which in each case includes

interest rate risk and credit rate risk. CMBS also are subject to several risks created through the securitization process. CMBS may not be structured with significant or any overcollateralization, so their performance will be sensitive to delays or reductions in payments, particularly in the case of subordinated CMBS. To the extent that CMBS provide for writedowns of principal, interest will cease to accrue on the portion of principal of a security that has been written down. In addition, subordinate CMBS are paid interest only to the extent that there are funds available to make payments. Subordinate tranches of such securities also are subject to greater credit risk. CMBS may contain certain credit enhancement features intended to enhance the likelihood that holders of such securities will receive regular payments of interest and principal. There can be no assurance that the credit enhancement, if any, will adequately cover any shortfalls in cash available to make payments on such securities as a result of such delinquencies or defaults. Further, the risks of investing in CMBS involve all of the risks of the underlying mortgage loans, including the credit quality of the underlying loans, decreases in property values underlying the loans and the risk that borrowers will default on the mortgages underlying the CMBS.

Investing in CMBS often requires Newmarket to estimate loss-adjusted yields related to such investments. Newmarket expects to value potential CMBS investments based on loss-adjusted yields, taking into account estimated future losses on the mortgage loans included in the securitization's pool of loans, and the estimated impact of these losses on expected future cash flows. Based on these loss estimates, Newmarket typically either adjusts the pool composition accordingly through loan removals and other credit enhancement mechanisms or leaves loans in place and negotiates for a price adjustment. Newmarket's loss estimates may not prove accurate, as actual results may vary from estimates. In the event that Newmarket overestimates the pool level losses relative to the price the Funds pay for a particular CMBS investment, the Funds may experience losses with respect to such investment.

The commercial mortgage loans underlying CMBS are secured by multifamily residential properties, retail properties or other types of commercial properties and are subject to risks of delinquency and foreclosure and risks of loss that are greater than similar risks associated with residential mortgage loans that are secured by single-family residential property. In the event of the bankruptcy of a mortgage loan borrower, the mortgage loan to such borrower will be deemed to be secured only to the extent of the value of the underlying collateral at the time of bankruptcy, and the lien securing the mortgage loan will be subject to the avoidance powers of the bankruptcy trustee or debtor-in-possession to the extent the lien is unenforceable under state law.

The ability of a commercial borrower to repay a loan secured by a commercial property typically is dependent primarily upon the successful operation of such property rather than upon the existence of independent income or assets of the borrower. If the net operating income of the property is reduced, the borrower's ability to repay the loan may be impaired. Net operating income of an income producing property can be affected by, among other things: tenant mix, success of tenant business, property management decisions, property

location and condition, competition from comparable types of properties, changes in laws that increase operating expense or limit rents that may be charged, any need to address environmental contamination at the property, the occurrence of any uninsured casualty at the property, changes in national, regional or local economic conditions and/or specific industry segments, current and potential future capital markets uncertainty, declines in regional or local real estate values, declines in regional or local rental or occupancy rates, increases in interest rates, real estate tax rates and other operating expenses, changes in governmental rules, regulations and fiscal policies, including environmental legislation, acts of God, terrorism, social unrest and civil disturbances.

Volatility of the Mortgage Market

If Newmarket invests one or more of the Fund's assets in CMBS this will expose those Funds to the general risks associated with investing in the mortgage and commercial real estate markets. A Fund's results of operations may be materially affected by conditions in these markets, as well as the financial markets and the economy generally. Recently, concerns about the mortgage market and a declining real estate market, as well as inflation, energy costs, geopolitical issues and the availability and cost of credit, have contributed to increased volatility and diminished expectations for the economy and markets going forward. The mortgage market has been severely affected by changes in the lending landscape and there is no assurance that these conditions have stabilized or that they will not worsen. The further deterioration of the CMBS market may cause a Fund to experience losses related to its assets or to sell assets at a loss. Declines in the market values of a Fund's investments may adversely affect its results of operations and credit availability, which may reduce earnings and, in turn, the value of the investment.

Structured Investments

The Funds may invest in interests in entities organized and operated for the purpose of restructuring the investment characteristics of commercial mortgage loans. The cash flow on the underlying investments may be apportioned among the newly issued security to create securities with different investment characteristics such as varying maturities, payment priorities and interest rate provisions, and the extent of the payments made with respect to such securities is dependent on the extent of the cash flow of the underlying mortgage loans. The value of an investment in a structured product by the Funds will depend on the investment performance of the mortgages in which the structured product invests and will be subject to all of the risks associated with an investment in those assets. The Funds will not own such assets directly and therefore will not benefit from general rights applicable to the holders of assets, and in such cases, all decisions related to such assets, including whether to exercise certain remedies, will be controlled by a third-party service-provider. Additionally, the securities in which the Funds are authorized to invest include securities that are subject to legal or contractual restrictions on their resale or for which there is a relatively inactive trading market. Securities subject to resale restrictions may sell at a price lower than similar securities that are not subject to such restrictions.

Indirect Holdings of Real Estate

The issuers in which the Funds invest may in turn make investments, directly or indirectly, in real property or will issue securities for which real property will serve as collateral. Real property investments are subject to varying degrees of risk. Real estate values are affected by a number of factors, including changes in the general economic climate, local conditions (such as an oversupply of space or a reduction in demand for space), the quality and philosophy of management, competition based on rental rates, attractiveness and location of the properties, financial condition of tenants, buyers and sellers of properties, quality maintenance, insurance and management services, and changes in operating costs. Real estate values are also affected by such factors as government regulations (including those governing usage, improvements, zoning and taxes), interest rate levels, the availability of financing and potential liability under changing environmental and other laws.

Investments in Loans Secured by Real Estate

The Funds may, directly or through affiliated entities, invest in loans secured by real estate and may, as a result of default, foreclosure or otherwise, hold real estate assets. Special risks associated with such investments include changes in the general economic climate or local conditions (such as an oversupply of space or a reduction in demand for space), competition based on rental rates, attractiveness and location of the properties, changes in the financial condition of tenants, and changes in operating costs. Real estate values are also affected by such factors as government regulations (including those governing usage, improvements, zoning and taxes), interest rate levels, the availability of financing and potential liability under changing environmental and other laws. Of particular concern may be those mortgaged properties which are, or have been, the site of manufacturing, industrial or disposal activity. Such environmental risks may give rise to a diminution in the value of property (including real property securing any investment) or liability for cleanup costs or other remedial actions, which liability could exceed the value of such property or the principal balance of the related investment. In certain circumstances, a lender may choose not to foreclose on contaminated property rather than risk incurring liability for remedial actions.

Credit Default Swaps; Credit-Linked Notes; Tax Treatment

Newmarket may utilize credit default swaps to take exposure to certain underlying credit transactions. Generally, swap agreements are contracts in which one party agrees to make payments to another party on the basis of a change in market value or level of a specified rate, index or asset, or the occurrence of a specified event. In return, the other party agrees to make periodical and/or non-periodical payments to the first party on agreed upon terms. In the case of credit default swaps, one party (the “protection buyer”) will make such payments to the other party (the “protection seller”) to protect itself against the occurrence of certain credit events, such as bankruptcy, failure to pay, or certain restructuring transactions, with respect to an underlying obligation (the “reference obligation”). Swaps

are subject to the risk that the swap counterparty will default on its obligations or, in the case of a credit default swap, that a default (or other credit event) on the reference obligation occurs. If such a default occurs, then the Funds may not have contractual remedies pursuant to the swap agreements. To the extent the Funds would have any such remedies, they may be subject to bankruptcy and insolvency laws in a variety of jurisdictions which could affect the Funds' rights as a creditor.

Investors should also note that the U.S. federal income tax consequences of credit default swaps are uncertain. The United States Internal Revenue Service has issued Notice 2004-52 with respect to credit default swaps, which indicates that alternative treatments or characterizations are possible that may affect the amount, timing, or character of the income realized by the Funds and allocated or distributed to its Investors.

Alternatively, Newmarket may directly or indirectly acquire certain credit-linked notes or other instruments for the Funds that give rise to payments subject to the occurrence of certain credit events and that are issued by one or more special purpose vehicles that take exposure to certain underlying credit transactions, including credit default swaps. Depending on the entity tax classification of such special purposes vehicles and, under circumstances, the tax status of the Funds' investors, such exposure to credit transactions and any associated items of income may be attributed to the Funds and/or its investors for U.S. federal income tax purposes. In addition, if the relevant special purpose vehicle is treated as a foreign corporation for such purposes, U.S. Investors may be subject to special rules, including rules applicable to investments in "controlled foreign corporations" and "passive foreign investment companies."

Investors are recommended to contact their own tax advisers with respect to the U.S. federal income, foreign, and other tax consequences of credit default swaps and credit-linked notes.

Potential for Insufficient Investment Opportunities

The activity of identifying, completing, and realizing attractive investments on a global basis is competitive and involves a high degree of uncertainty. The availability of investment opportunities generally will be subject to market conditions as well as to the prevailing regulatory and political climate. The Funds will be competing with other financial investors and strategic buyers for the investments that the Funds will make. Additional funds with similar investment objectives may be formed in the future by other unrelated parties. As a result, there can be no assurance that the Funds will be able to identify and execute portfolio investments that satisfy the Funds' return objectives or realize their potential values or that the Funds will be able to become fully invested for a significant period of time, if at all.

Illiquid and Long-Term Investments

An investment in the Funds require a long-term commitment with no certainty of return. Many of the investments of the Funds will be highly illiquid, and there can be no assurance that the Funds will be able to realize on such investments in a timely manner. While an investment may be sold at any time, it is generally expected that the Funds will hold its investments until maturity, which will not occur for a number of years after the investment is made. In addition, in some cases the Funds may be prohibited by contract or legal or regulatory reasons from selling certain investments for a period of time.

Cybersecurity Risk

As part of its business, Newmarket processes, stores and transmits large amounts of electronic information, including information relating to the transactions of the Funds and personally identifiable information of the Investors. Similarly, service providers of Newmarket or the Funds, especially the administrator, may process, store and transmit such information. Newmarket has procedures and systems in place to protect such information and prevent data loss and security breaches. However, such measures cannot provide absolute security. 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. Hardware or software acquired from third parties may contain defects in design or manufacture or other problems that could unexpectedly compromise information security.

Network connected services provided by third parties to Newmarket may be susceptible to compromise, leading to a breach of Newmarket's network. Newmarket's systems or facilities may be susceptible to employee error or malfeasance, government surveillance, or other security threats. On-line services provided by Newmarket to the Investors may also be susceptible to compromise. Breach of Newmarket's information systems may cause information relating to the transactions of the Funds and personally identifiable information of the Investors to be lost or improperly accessed, used or disclosed.

The service providers of Newmarket and the Funds are subject to the same electronic information security threats as Newmarket. If a service provider fails to adopt or adhere to adequate data security policies, or in the event of a breach of its networks, information relating to the transactions of the Funds and personally identifiable information of the Investors may be lost or improperly accessed, used or disclosed.

The loss or improper access, use or disclosure of Newmarket's or the Funds' proprietary information may cause Newmarket or the Funds to suffer, among other things, financial loss, the disruption of its business, liability to third parties, regulatory intervention or reputational damage. Any of the foregoing events.

ITEM 9 – DISCIPLINARY INFORMATION

Neither Newmarket nor any of its officers or employees have been sanctioned or disciplined by any federal securities or commodities regulatory agency, self-regulatory organization or state for any violation of their statutes, regulations or rules nor have they ever been involved in any civil or criminal action relating to any violation of the federal or state securities or commodities laws.

ITEM 10 – OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

Neither Newmarket nor any General Partner is registered or have an application pending to register as a broker-dealer or a registered representative of a broker-dealer.

Neither Newmarket nor any General Partner is registered or have an application pending to register as a futures commission merchant, commodity pool operator, a commodity trading advisor, or an associated person of the foregoing entities.

The General Partners are affiliated entities of, and under common control with, Newmarket.

Newmarket Global is an affiliated entity and a relying adviser of Newmarket.

Neither Newmarket nor the General Partners recommend or select other investment advisers for the Funds.

ITEM 11 – CODE OF ETHICS, PARTICIPATION/INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

Pursuant to Rule 204A-1 of the Investment Advisers Act of 1940, as amended (the “**Advisers Act**”), Newmarket has adopted a Code of Ethics (the “**Code**”) that establishes various procedures with respect to investment transactions in accounts (“**Covered Accounts**”) in which any of Newmarket’s employees have discretionary investment authority or exercise effective influence or control.

Newmarket’s Code was adopted to avoid possible conflicts of interest, avoid the inappropriate use of material, non-public information and ensure the propriety of its employees’ and its principals’ trading activity.

The foundation of the Code is based on the underlying principles that:

- Employees must at all times place the interests of the client first;
- Employees must make sure that all personal securities transactions are conducted consistent with the Code; and
- Employees should not take inappropriate advantage of their position.

A copy of Newmarket's Code is available to any client or prospective client upon request.

Personal Trading Policy and Reporting of Transactions

Covered Account transactions in certain types of securities require pre-approval by the CCO. Employees must also obtain pre-approval from the CCO before participating in an initial public offering or private placement.

Covered Account transactions are subject to review by Newmarket's CCO. These records are used to monitor compliance with the foregoing policies.

Gifts and Entertainment, Political Activities and Outside Activities

The Code provides that gifts and entertainment must be reasonable in light of industry practices and should never be given or received if the purpose is to influence the recipient. Newmarket requires access persons to report or receive approval for the receipt or giving of gifts and entertainment under certain circumstances.

The Code also generally requires access persons to obtain prior approval before the access person, a spouse or certain other immediate family members makes a political contribution or engages in certain campaign-related fundraising activities. This policy is intended to prevent scenarios whereby an access person may make a contribution or engage in an activity for the selection of Newmarket as an investment adviser for a governmental equity.

Finally, the Code provides that, without prior approval, access persons are generally not permitted to engage in certain types of outside business activities. This policy is intended to prevent material conflicts of interest that could arise from an access person's personal activities.

Privacy Policy

Newmarket is committed to maintaining the confidentiality, integrity and security of its Investors' personal information. It is Newmarket's policy to collect only information necessary or relevant to its management business and use only legitimate means to collect such information. Newmarket does not disclose any non-public, personal information about its underlying Investors to anyone except for servicing and processing transactions and as required by law. Newmarket restricts access to non-public, personal information about its Investors to those employees with a legitimate business need for the information. Newmarket maintains security practices, physical, electronic and procedural safeguards to guard each Investor's non-public, personal information. Upon request, Newmarket will provide a copy of its written privacy policies and procedures.

ITEM 12 – BROKERAGE PRACTICES

Newmarket provides discretionary investment advice to the Funds and does not have an active brokerage relationship due to the type of investments made by Newmarket for the Funds.

ITEM 13 – REVIEW OF ACCOUNTS

Newmarket will review the Funds' investments on a regular basis with a view to evaluating, among other things, economic developments, industry outlook and other issues related to the investments. The Funds' investments are reviewed by a team consisting of Newmarket's principals and other investment professionals. This team monitors overall performance, portfolio composition, credit events in the underlying portfolios, financial performance and compliance with the investment guidelines of the relevant Funds. Reviews also consider, and may be triggered by, market, legal or regulatory developments.

Newmarket will typically provide the investors in the Funds with the following written reports: (i) audited annual financial statements; (ii) quarterly unaudited performance reports; and (iii) annual tax information necessary to complete any applicable tax returns.

ITEM 14 – CLIENT REFERRALS AND OTHER COMPENSATION

Newmarket may engage a third-party placement agent to introduce prospective investors to the Funds and to any future clients. Newmarket expects that any placement agent fees will be borne by Newmarket directly, or indirectly through a corresponding reduction in the management fee that Newmarket receives from the relevant Fund, and not by Investors themselves.

ITEM 15 – CUSTODY

Newmarket will be deemed to have custody of the assets of the Funds. Therefore, in order to comply with Rule 206(4)-2 of the Advisers Act (the “**Custody Rule**”), Newmarket will comply with the pooled vehicle annual audit provision. Annually, upon completion of the annual audit of the Funds, Newmarket shall seek to ensure that the audited financial statements are delivered to Investors in each Fund within 120 days of each Fund's fiscal year end. The audited financial statements will be prepared by an independent accounting firm that is registered with and subject to review by the Public Company Accounting Oversight Board (“**PCAOB**”), in accordance with U.S. Generally Accepted Accounting Principles (“**GAAP**”). Investors should carefully review these audited financial statements, and any Investors who have not received audited financial statements timely should contact Newmarket immediately.

ITEM 16 – INVESTMENT DISCRETION

Newmarket, subject to the direction and control of the General Partner of the Funds, will have investment discretion in managing the investments of the Funds. The terms of these investments as well as the investment strategy and guidelines around the use of this discretion are described in detail in the Funds' Offering Documents.

Newmarket will assume, subject to the direction and control of the General Partner of the Funds, investment discretion and day-to-day operations over the Funds by virtue of the execution of the investment advisory contracts with the Funds, as contemplated in the limited partnership agreements of the Funds.

ITEM 17 – VOTING CLIENT SECURITIES

Neither Newmarket nor the Funds will vote public company proxies.

ITEM 18 – FINANCIAL INFORMATION

Registered investment advisers are required in this Item to provide certain financial information or disclosures about the registered investment adviser's financial condition. Newmarket has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.