

## Item 1 – Cover Page



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### **Form ADV Part 2A Brochure March 2020**

This Brochure provides information about the qualifications and business practices of West Side Advisors, LLC ("West Side" or the "Firm"). If you have any questions about the contents of this Brochure, please contact the Firm at (212) 712-2100. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

West Side has been registered as an investment adviser with the SEC since 1998. The Firm's registration does not imply a certain level of skill or training.

A copy of this Brochure and additional information about West Side are also available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## **Item 2 – Material Changes**

This is West Side's Annual Updating Amendment to Form ADV for fiscal year ending December 31, 2019. Since the Firm's last Form ADV Amendment filed on March 29, 2019, there have been no material changes to this Brochure.

West Side will provide you with a new Brochure as necessary based on changes or new information, at any time, without charge.

Currently, the Firm's Brochure may be requested by contacting the Chief Compliance Officer at 212-712-2100.

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## Item 4 – Advisory Business

### Item 4.A.

Since West Side Advisors, LLC (“**West Side**” or the “**Firm**”) was founded in 1997, West Side has been dedicated to the preservation and growth of the Firm’s investors’ capital. West Side’s personnel are primarily based in New York, NY and it has been registered with the U.S. Securities and Exchange Commission (“**SEC**”) since 1998. Gary Lieberman, the Firm’s founder, has served as President since 1997 and is the Firm’s principal owner.

### Item 4.B.

West Side seeks to manage portfolios of agency mortgage-backed securities (“**MBS**”), , student loans (either directly or indirectly through trusts or other pooling vehicles, in each case, that may or may not be securitized), and servicing related thereto, in each case structured to maximize risk-adjusted returns through a discretionary relative-value approach. West Side evaluates opportunities within the market and seeks to profit from market inefficiencies.

WAF Master Fund, L.P. (“**WAF Master**”) was incorporated as an exempted limited partnership formed in the Cayman Islands under the Exempted Limited Partnership Law on May 29, 2008. WAF Master commenced operations on August 1, 2008 and operates under a master-feeder structure with four member feeder funds, WAF Fund, LP (“**WAF Onshore**”), a Delaware limited partnership, WAF (Ontario) Fund, LP (“**WAF Ontario**”), an Ontario limited partnership, West Side Opportunity Fund, LP (“**WOF**”), an Ontario limited partnership, and WAF Offshore Fund, Ltd. (“**WAF Offshore**,” together with WAF Onshore, WAF Ontario, WOF and WAF Master, the “**WAF Funds**”), a Cayman Islands exempt company, which invests substantially all of their investable assets in WAF Master. WAF GP, LLC provides the day-to-day management of WAF Master’s investment program and also has an investment in WAF Master. The general partner is an affiliated company of West Side and is the general partner to WAF Onshore, WOF, and WAF Ontario. WAF GP, LLC has also been registered as a foreign company with the Registrar of Companies in the Cayman Islands, in order to act as the general partner of WAF Master. WAF Master received 100% redemption requests from investors as of October 31, 2019, as such decided to proceed with a wind-down of the Funds.

West Side Student Loan Master Fund LP, was formed as an exempted limited partnership under the Exempted Limited Partnership Law (2014 Revision) of the Cayman Islands (the “**Loan Fund Master**”) on November 20, 2014, and operates as a master fund in a master-feeder structure with two member feeder funds West Side Student Loan Fund LP (“**Loan Fund Onshore**”), a Delaware limited partnership, and West Side Student Loan Offshore Fund Ltd, a Cayman Islands exempt company (the “**Loan Fund Offshore**”) (which was made dormant effective in 2017), an offshore feeder fund of the Loan Fund Master. The Loan Fund Onshore, together with the Loan Fund Master, the “**Loan Funds.**” The West Side Student Loan GP, LLC (the “**Loan Fund GP**”), a Delaware limited liability company, is an affiliated company of West Side and serves as the general partner of the Loan Fund Onshore and Loan Fund Master. The Loan Fund GP has also been registered as a foreign company with the Registrar of Companies in the Cayman Islands, in order to act as the general partner of the Loan Fund Master.

Loan Fund Onshore and (while currently dormant, when active) Loan Fund Offshore invest all or substantially all of their assets in the Loan Fund Master. The primary investment objective of the Loan Funds is to seek capital

appreciation through investments in student loans directly and/or indirectly through trusts or other pooling vehicles, in each case that may or may not be securitized.

The Loan Funds may be referred to herein as the “**Funds**” or individually as a “**Fund.**”

On occasion, West Side may permit clients meeting certain criteria to open a separately managed account.

**Item 4.C.**

The Firm’s advisory services are provided to its clients pursuant to the terms of the Funds’ relevant offering documents and/or the client’s investment advisory agreement and based on the specific investment objectives and strategies as disclosed therein. The advisory services each client receives are tailored to their individual needs and specified investment objectives and strategies as set forth in each client’s offering documents or investment advisory agreements. Each client may impose restrictions on investing in certain types of securities in accordance with achieving their investment objectives and strategies.

**Item 4.D.**

Not applicable. West Side does not participate in a wrap fee program.

**Item 4.E.**

As of December 31, 2019, West Side manages approximately 778,243,432 in client assets on a fully discretionary basis..

## **Item 5 – Fees and Compensation**

**Items 5.A. and 5.B.**

West Side’s current fee structure for the Funds, other pooled investment vehicles sub-advised by the Firm, is summarized below. Fees are subject to negotiation in certain circumstances and in West Side’s or the relevant general partner’s sole discretion.

The master funds for West Side’s Funds pay West Side a management fee accruing daily and calculated and payable monthly in arrears, which, depending on the share class will generally be in the range of 0.083% (1.00% on an annualized basis) to 0.166% (2.00% on an annualized basis) of the specific master fund’s net assets, each as determined and calculated as of the last day of the applicable calendar month, appropriately adjusted to reflect contributions, redemptions and distributions during the month. The management fee, when paid, reduces the capital account of the series of units to which it relates and accordingly, the net asset value (“NAV”) of the corresponding series of units in the master fund will be equally reduced. For the purpose of determining the management fee payable as of a particular date, the Funds’ master funds’ capital accounts as of such date are not reduced to reflect any accrued incentive allocation that is allocated to a capital account as of such date. In addition, the management fee will be appropriately prorated for any period that is less than a full calendar month. Notwithstanding the foregoing, West Side will not be paid a management fee by the Loan Fund Master until the

first calendar month-end as of which the NAV of the Loan Fund Master exceeds \$20 million. This management fee waiver has been applied retroactively to the Loan Fund's inception.

West Side, a Funds' general partner, or the board of directors of each offshore fund, as the case may be, may respectively, in its sole discretion, waive or impose different fees on any limited partner (regardless of the class of units held by such limited partner), as may be agreed to by West Side, the applicable general partner and/or board of directors on the one hand and such limited partner on the other hand, without notice to other limited partners. Such action may be taken, including, without limitation, by means of a rebate or issuance of a new class of units, as may be agreed to by West Side, the general partner or board of directors and such limited partner, without notice to other limited partners. If necessary, the applicable general partner or board of directors may make appropriate amendments to the partnership agreement and in its capacity as general partner or board of directors of the Fund may make appropriate amendments to the partnership agreement of the applicable Fund's master fund, to reflect any such fee arrangement. To the extent that Funds' master fund is unable to pay the management fee in cash, it will accrue as a debt of the applicable Funds' master fund due to West Side, together with interest at the broker's call rate as in effect from time to time during the relevant period, which interest shall be added to the management fee, provided that West Side shall be paid for any accrued management fees not later than March 15th following the end of the calendar year with respect to which such management fees accrue.

At the close of business on the last day of each fiscal quarter (or annually, depending on the Fund and share class) of the Funds, the applicable general partner (in its capacity as general partner of a Fund's master fund) will be entitled to receive an incentive allocation which will generally equal 20%, 17.5% or 15% (depending on share class) of the aggregate net investment profits, both realized and unrealized, in the account (after the deduction of expenses and management fees but before deducting the incentive allocation accrual) and is subject to a high watermark for each limited partner. The incentive allocation accrues daily and is credited to the incentive allocation account as of the close of business on the last day of the applicable period. The incentive allocation may be subject to specified hurdle rates of returns as may be agreed to by the general partner and the applicable limited partner. In the event of an intra-quarter or intra-year redemption, any accrued incentive allocation will be credited to the incentive allocation account upon redemption.

Investors in any fund that West Side may advise in the future or in additional classes of interests of existing funds may bear different fees than those described above.

West Side does not have a standard fee structure for managed accounts and may negotiate fees with break-points, or performance based incentives with or without additional features such as high water marks.

#### **Item 5.C.**

Investors in each Fund's feeder funds will bear not only the management fee and incentive allocation, but also other expenses, such as, but not limited to, organizational expenses, initial and ongoing offering expenses, brokerage, custodial, audit, legal, regulatory, administration fees, and other fund related expenses. Each feeder fund will each bear, through their investment in their related master fund, a *pro rata* portion of its master fund's expenses. West Side is eligible for reimbursement of certain expenses described in the applicable offering memoranda, supplements, if any, and audited financial statements for details. Investors in any fund that West Side may advise in the future may bear different expenses.

As noted in Item 4.B, Loan Fund Offshore is currently, and has been dormant since 2017, , , and currently has no expenses to bear.

To the extent that fees and expenses of the Funds (including management fees) are identifiable with a particular class of interests or class or series of shares, West Side charges such fees and expenses solely to the relevant interests, class or series, as applicable. Investors bear other expenses of the fund *pro rata* in accordance with their account balances.

Regulatory expenses borne by the Funds include those incurred in the preparation, review and filing of mandatory disclosure documents relating to the Funds, their general partners and West Side, including but not limited to filings with the U.S. Securities and Exchange Commission (e.g., Form PF, Form D and Form ADV), the Commodities Futures Trading Commission (e.g., Form PR and Form PQR), the U.S. Bureau of Economic Analysis and the Cayman Islands Monetary Authority.

The maximum annual operating expenses of the WAF Funds (other than the Management Fee, the initial offering and initial organizational expenses, or the litigation-related expenses described in the offering or governing documents) (collectively, the “**Capped Expenses**”), shall not exceed: (i) one-twelfth of 0.50% (0.50% on an annualized basis) of the aggregate NAV of WAF Master as of the beginning of each calendar month, at any time that the NAV of WAF Master is less than \$375 million, (ii) one-twelfth of 0.40% (0.40% on an annualized basis) of the aggregate NAV of WAF Master as of the beginning of each calendar month, at any time that the NAV of WAF Master is equal to or greater than \$375 million and less than or equal to \$550 million, and (iii) one-twelfth of 0.30% (0.30% on an annualized basis) of the aggregate NAV of WAF Master as of the beginning of each calendar month, at any time that the NAV of WAF Master is greater than \$550 million. The foregoing cap on the Capped Expenses is calculated and applied on a monthly (rather than annual) basis at the level of WAF Master, and West Side will bear the Capped Expenses in excess of such monthly cap. However, to the extent that the Capped Expenses in a given month are less than the cap for such month, for some share classes, the amount of such underage will be carried forward to subsequent months in such year until it is utilized (i.e., it will be applied as a credit against West Side’s obligations under this paragraph in subsequent months) but will not be carried forward from one calendar year to the next. Expenses incurred by the Loan Funds are similarly capped at 0.50% per annum of the Loan Funds’ net assets.

Separate accounts and other pooled investment vehicles advised or sub-advised by West Side, respectively, are generally responsible for expenses incurred by the account such as, but not limited to, custodial fees, brokerage expenses, audit, and administration fees.

#### **Item 5.D.**

As discussed above in response to Item 5.A., the management fees for all accounts and Funds are payable monthly in arrears.

#### **Item 5.E.**

Not Applicable.

## **Item 6 – Performance-Based Fees and Side-by-Side Management**

As described above in Item 5, West Side (through the relevant general partner) receives performance-based fees from WAF Master, Loan Fund Master, and other pooled investment vehicles managed on a discretionary basis.

West Side manages the Funds, and provides investment advisory services to other pooled investment vehicles and separately managed accounts with similar investment objectives, but different rates and methods of compensation. Accordingly, West Side has adopted and implemented policies and procedures intended to address conflicts of interest that may arise relating to the management of these accounts, including accounts with different fee arrangements, and the allocation of investment opportunities. West Side periodically reviews investment decisions for the purpose of ensuring that all accounts with substantially similar investment objectives hold similar investments and are treated equitably for the allocation of investments. The performance of the Funds, other pooled investment vehicles and managed accounts with substantially similar investment objectives is also compared on an ongoing basis by the portfolio managers and no less than semi-annually by the Firm's Investment Committee to determine whether there are any unexplained significant discrepancies. Finally, West Side also considers a client's investment objective when determining the allocation for limited investment opportunities to provide fair and equitable allocation among its clients, over time. These areas and activities are also overseen by the Chief Compliance Officer.

## **Item 7 – Types of Clients**

West Side provides investment advisory services to pooled investments vehicles on a fully discretionary basis. The underlying investors in the pooled investment vehicles can be corporate pension plans, charitable institutions, endowments, private investment funds, family offices, and/or high net worth individuals. West Side may also permit such investors to invest in institutional separate accounts..

There are no standard requirements for opening a separate account and are subject to negotiation, and considered in conjunction with negotiated fees, expenses, level of reporting required as well as target growth. Investments in the Funds are subject to a \$1 million-dollar minimum initial investment. However, the GP for each onshore fund maintains the right to waive the investment minimums. In the case of the offshore funds, the board of directors maintain the right to waive the investment minimums.



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

### **Item 8.A.**

WAF Funds are fixed income relative value, arbitrage funds which employ a discretionary approach. WAF Funds are structured to achieve above market returns by profiting from various market inefficiencies that exist within the liquid fixed income, agency MBS market. West Side extracts value from arbitrage opportunities by purchasing securities and/or whole loans poised for capital gains and hedging out prevailing market risk. West Side employs a top-down macroeconomic analysis based on the likely path of interest rates and Federal Reserve Board policy. That information is then translated into bottom-up security selection. West Side utilizes loan level and pool level data to find borrower attributes that fit the Firm's investment goals. Third party and proprietary tools are used to perform dynamic sensitivity analysis by monitoring interest rate and prepayment sensitivities. To the extent West Side utilizes a hedging strategy, it may investment in liquid interest rate products such as, but not limited to, Treasury Notes, "to-be-announced" mortgage pools, interest-only synthetic swaps, interest rate swaps, Eurodollars, and options on these instruments to hedge out interest rate exposure. Risks related to prepayments are hedged using structured products and mortgage pass-through securities. West Side expects to actively manage and trade securities comprising the portfolio.

The primary investment objective of the Loan Funds is to seek capital appreciation through investments in student loans directly and/or indirectly through trusts or other pooling vehicles, in each case that may or may not be securitized. In addition, the Loan Fund may make investments in student loan servicing rights (which is an asset distinct from student loans and pooling vehicles holding student loans).

Investing in the Funds involves risk of loss that investors must be prepared to bear. West Side also employs similar strategies, and risk management in providing investment advisory services for accounts of other pooled investment vehicles which it advises or sub-advises. West Side has a fiduciary obligation to allocate investment opportunities among its Funds and accounts in a manner that is fair and equitable and does not favor one Fund or account over another. When an investment opportunity arises, West Side will determine whether the investment is suitable for more than one fund/account based upon factors it deems relevant, which may include, among others: whether the investment complements the existing portfolio; availability of funds for investment; current leverage position based on needs; change in working capital; hedging and perceived credit risk.

The following includes a description of certain material risks for the investment strategy that West Side uses to manage each Fund and account. This description is not a complete explanation of the risks associated with the investment strategy or the risks involved in investments made by West Side. Prior to making a commitment to invest in an investment program, prospective investors are encouraged to carefully read the offering memoranda and the governing documents for the applicable investment program or Fund and consult with their own financial and legal advisors.

Unless otherwise noted, the accounts and other pooled investment vehicles advised by West Side trade pursuant to similar investment strategies as the Funds and are therefore subject to similar investment strategy-related risks as the Funds.

## **Items 8.B. and 8.C.**

*Investment Strategies.* The Funds' investment strategies may result in highly concentrated, illiquid and leveraged positions. The Funds' risk of loss is greatly increased by this strategy. An investment in the Funds is suitable only for an investor that does not need liquidity in its investment, can accept volatility in its investment, and can sustain the total loss of its investment in the Funds.

### **General Risks Applicable to all Funds:**

*Investments May Be Speculative.* Substantial risks are involved in trading loans and securities backed by commercial and residential real estate, as well as student loan repayment obligations. For this reason, a potential investor should note that the prices of the Funds' investments may be highly volatile. Market movements are difficult to predict and are influenced by, among other factors, interest rates, general economic conditions, governmental actions, domestic and international political developments, governmental trade and fiscal policies, patterns of trade and other factors, as applicable.

*Use of Swap Agreements.* The Funds also may engage in interest rate swap agreements, including interest rate cap and collar swap agreements for hedging purposes. Interest rate swaps are transactions in which two parties, usually one paying, or being paid, a fixed rate of interest on a notional principal amount and one paying, or being paid, a variable rate of interest, exchange their respective commitments, so that the party formerly paying or being paid a fixed rate pays or is paid a variable rate, and vice versa. West Side usually will enter into interest rate swap agreements for hedging purposes and on a net basis so that the Funds receive or pay, as the case may be, only the difference between the fixed and the variable rate on the notional amount of principal. There is a risk that the index with reference to which the variable rate is set may not correlate perfectly with the market and other portfolio investments. Imperfect correlation may make West Side's hedging strategy on behalf of the Funds less effective.

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. If the other party to an interest rate swap defaults, the Funds' risk of credit loss may be the amount of interest payments that it is contractually entitled to receive on a net basis. However, where swap agreements require one party's payments to be "up-front" and timed differently than the other party's payments, the entire principal value of the swap may be subject to the risk that the other party to the swap will default on its contractual delivery obligations. If there is a default by the counterparty, the Funds may have contractual remedies pursuant to the agreements related to the transaction. The swap market has grown substantially in recent years, and has become relatively more liquid, with a large number of banks and investment banking firms acting both as principals and as agents utilizing standardized swap documentation. The investment performance of the Funds, however, may be adversely affected by the use of swaps if West Side's forecasts of market values, interest rates or currency exchange rates are inaccurate.

The WAF Funds may invest in interest only swaps (IOS). An IOS is the exchange of cash flows according to a predetermined agreement, usually between two parties. Upon the payment date of the swap, typically only the difference between the two payment amounts is given to the party that is entitled to it. IOS may be used for hedging purposes, for example the WAF Funds may enter into interest only swaps to gain or reduce exposure to interest rates, as a vehicle to manage duration, or to gain or reduce sensitivity to prepayments. However, the WAF

Funds may also use IOS as an investment asset class if the portfolio managers determine market conditions present opportunities for the WAF Funds under their investment strategies.

*Repurchase Agreements.* Repurchase agreements involve the simultaneous purchase of, and an agreement to resell, securities and/or loans. For example, at the same time the Funds buy a security, it agrees to resell it to the original seller and is obligated to deliver the security to such seller at a fixed price and time, thereby determining the yield during its holding period. The agreements are either executed for a one day term or, if for a longer term, the collateral exposure is repriced daily and positions may be subject to a margin call. The repurchase price is in excess of the sale price and reflects an agreed upon market price unrelated to the coupon date on the purchased security. Such transactions afford an opportunity for the Funds to invest temporarily available cash. There is a risk of the inability of the original seller to pay the agreed upon sum on the delivery date; in the event of default the repurchase agreement provides that the Fund is entitled to sell the underlying collateral and the value of the collateral at the time the transaction is entered into always exceeds the agreed upon sum to be paid to the Fund. However, if the value of the collateral declines after the agreement is entered into and if the seller defaults under a repurchase agreement when the value of the underlying collateral is less than the repurchase price, then the Fund will incur a loss. Also, securities positions held by dealers in repurchase transactions that are transferred to others by such dealers are subject to the risk of such dealers' default or bankruptcy.

The Funds also may enter into reverse repurchase agreements. A reverse repurchase agreement typically involves the sale of a security (or a loan) by a party to a bank or securities dealer and the selling party's simultaneous agreement to repurchase that security for a fixed price (reflecting a rate of interest) on a specific date, and may be considered a form of borrowing for some purposes. These transactions involve risks that the value of portfolio securities being relinquished may decline below the price that must be paid when the transaction closes or that the other party to a reverse repurchase agreement will be unable or unwilling to complete the transaction as scheduled, which may result in losses to the Fund. Reverse repurchase agreements are a form of leverage that may also increase the volatility of the Funds' investment portfolio.

*Futures Trading.* The Funds may engage in futures transactions (subject to all applicable regulatory requirements) as a hedging strategy. Futures contracts are usually made on a futures exchange which call for the future delivery of a specified "commodity" at a specified time and place. These contractual obligations, depending on whether one is a buyer or a seller, may be satisfied either by taking or making physical delivery of the "commodity" or by making an offsetting sale or purchase of an equivalent futures contract on the same exchange prior to the end of trading in the contract month. Futures prices are highly volatile. Financial instrument and foreign currency futures prices are influenced by, among other things, interest rates, changes in balances of payments and trade, domestic and international rates of inflation, international trade restrictions and currency devaluations and revaluations. The Funds' profitability will depend on West Side's ability to analyze price movements in those markets. Because low margin deposits are normally required, an extremely high degree of leverage is obtainable in futures trading. A relatively small price movement in a futures contract, consequently, may result in large losses. Thus, like other highly leveraged investments, any purchase or sale of a futures contract may result in losses which exceed the amount invested.

Most U.S. futures exchanges limit fluctuations during a single day in futures contract prices by regulations referred to as "daily price fluctuation limits" or "daily limits." During a single trading day, no trade may be executed at prices beyond the daily limits, and positions in a particular contract can neither be taken nor liquidated at a price beyond the applicable limit. Futures prices in various commodities have occasionally moved the daily limit for several consecutive days with little or no trading. Similar occurrences could prevent the Funds from promptly liquidating unfavorable positions and subject it to substantial losses, which could exceed the margin initially committed to such trades. In addition, even if futures prices have not moved the daily limit, West Side may not

be able to execute futures trades at favorable prices if little trading in the contracts West Side wishes to trade is taking place.

*Market and Credit Risks of Debt Securities.* Certain of WAF Funds' investment in fixed rate and floating rate MBS, may entail normal credit risks such as the risk of non-payment of principal and interest on the security, and market risks such as the risk that interest rates, softening economic conditions, and other factors will cause the value of a loan or a security to decline or the return of cash flow on the underlying loan or securities to diminish.

*Lack of Liquidity of Certain Investments.* During periods of limited liquidity and higher price volatility, the Funds' ability to acquire or dispose of investments at a price and time that the Funds deem advantageous may be impaired. As a result, in periods of rising market prices, the Funds may be unable to participate in price increases fully to the extent that it is unable to acquire desired positions quickly; the Funds' inability to dispose fully and promptly of positions in declining markets will conversely cause the value of an interest in the Funds, and in turn the value of an investment in the Funds, to decline as the value of unsold positions is marked to lower prices. Student loan repayment obligations may be less liquid given the smaller number of dealers and market participants that trade this type of asset. The Loan Funds may have difficulty disposing of student loan asset-backed securities because there may be a thin trading market for such securities.

*Concentration of Investments.* Although West Side will follow a general policy of seeking to diversify WAF Funds' capital among a number of investments, West Side may depart from such policy from time to time and may hold a few, relatively large positions in relation to WAF Funds' capital. Consequently, a loss in any such position could result in a proportionately higher reduction in WAF Funds' capital than if such capital had been spread among a wider number of investments.

The Loan Funds do not have any diversification requirements, other than requirements (if any) that may be imposed by applicable law or regulation. The Loan Funds will invest a substantial portion of their assets in private student loans originated by, among others, Laurel Road Bank under the bank's then-current underwriting criteria with the Loan Funds will review from time to time. As a result, the investments in the Loan Funds' portfolio may be concentrated in loans issued to younger borrowers with higher debt loads in addition to having other shared characteristics. Such borrowers may be concentrated in particular employment fields such as law and medicine, and in larger cities that draw these types of professionals. In general, less diversification will tend to expose the limited partners and investors to greater volatility and/or risk than would be the case with a more broadly diversified portfolio.

*Leverage.* The Funds expect that they will make investments using little to substantial amounts of leverage. As the credit markets change the Funds may utilize significant leverage (subject to limits imposed in the Funds' Offering Documents), in each case to increase the overall return on capital. Although not required, the Funds have the flexibility, to use leverage, which increases the volatility of the Funds.

Leverage may take the form of borrowings pursuant to credit facilities (including asset-based facilities), loans for borrowed money, lines of credit, trading on margin, derivative instruments that are inherently leveraged (including, among other things, forward contracts, futures contracts, options, swaps, repurchase agreements and reverse repurchase agreements), other forms of direct and indirect borrowings and other instruments and transactions that are inherently leveraged. To the extent permitted by applicable law, the Funds may borrow funds from their general partner, its affiliates or other parties, for purposes of employing leverage in its investment program or when otherwise deemed appropriate by the general partner, for the purposes of, among other things, meeting operational needs, funding anticipated withdrawals, making investments, or for other purposes. The Funds may pledge their assets in order to secure any such borrowings. Borrowing increases certain risks and the

rights of any lenders to the Funds to receive payments of interest or repayments of principal will be senior to those of the limited partners and the investors in the Funds, respectively, and the terms of any borrowings may contain provisions that limit certain activities of the Funds.

Leveraging through borrowing will exaggerate the effect on the value of interests in the Funds of any increase or decrease in the market value of the securities in the Funds' portfolio. Monies borrowed will be subject to interest costs that may or may not be recovered through appreciation of the securities purchased or the yield from such securities. Consequently, the level of interest rates generally, and the rates at which the Funds can borrow in particular, will affect the operating results of the Funds. As the Funds may invest their assets in restricted securities, their respective ability to borrow on margin may be limited.

If the Funds utilize leverage, the possibilities for profit and the risk of loss are increased and the debt the Funds may have outstanding at any time might be large in relation to its capital. Furthermore, if the Funds' revenues are not sufficient to pay the principal of, and interest on, the Funds' debt when due, the Funds could sustain a total loss of its assets.

*Conflicts of Interest of the Underwriters of Securities.* The activities of the underwriters of securities may result in certain conflicts of interest. The underwriter entities may retain, or own classes of securities, and any voting rights of that class could be exercised by them in a manner that could adversely impact the securities. If an underwriter entity becomes a holder of any of the securities, through market-making activity or otherwise, any actions that it takes in its capacity as a holder, including voting, providing consents or otherwise, will not necessarily be aligned with the interests of other holders of the same class or other classes of the deal. To the extent an underwriter entity makes a market in the securities (which it is under no obligation to do), it would expect to receive income from the spreads between its bid and offer prices for the securities. The price at which an underwriter entity may be willing to purchase certificates, if it makes a market, will depend on market conditions and other relevant factors and may be significantly lower than the issue price for the certificates and significantly lower than the price at which it may be willing to sell the securities. Certain activities and interests of the underwriter entities will not align with, and may in fact be directly contrary to, those of certain noteholders.

*General Market Risk.* The market value of the any securities can decline even if those securities and the student loans are performing at or above expectations.

The market value of securities will be sensitive to fluctuations in current interest rates. However, a change in the market value of the securities as a result of an upward or downward movement in current interest rates may not equal the change in the market value of the securities as a result of an equal but opposite movement in interest rates.

The market value of the securities will also be influenced by the supply of and demand for asset-backed securities generally. The supply of asset-backed securities collateralized by student loans will depend on, among other things, the amount of student loans, whether newly originated or held in the portfolio, which are available for securitization. A number of factors will affect investors' demand for asset-backed securities, including:

- the availability of alternative investments that offer higher yields or are perceived as being a better credit risk, having a less volatile market value or being more liquid;
- legal and other restrictions that prohibit a particular entity from investing in certain asset-backed securities or limit the amount or types of certain asset-backed securities that it may acquire;
- investors' perceptions regarding the economy generally and the job market, which may be adversely affected by, among other things, an increase in defaults on student loans;

- investors' perceptions regarding credit, liquidity and the capital markets in general, which may be adversely affected by political, social and economic events completely unrelated to the student loan markets; and
- the impact on demand generally for asset-backed securities as a result of the existence or cancellation of government-sponsored economic programs.

The ability to sell certain securities will depend on, among other things, whether and to what extent a secondary market then exists for those securities, and if a sale is required it may have to be at a discount from the price paid for reasons unrelated to the performance of the securities or the underlying student loans. Pricing information regarding certain securities may not be generally available on an ongoing basis or on any particular date.

*Illiquidity.* Because there are significant restrictions on the transferability and withdrawal of the Funds' interests, an investor may not be able to liquidate its investment promptly and may be required to bear the economic risk of its investment for an indefinite period of time. Furthermore, the Funds may distribute securities (which may themselves have limited liquidity) rather than cash to satisfy such withdrawals.

There is no market for the interests and none is expected to develop. There are also significant restrictions on the transferability of the interests. The Funds interests have not been registered under the securities laws of any jurisdiction, including the United States and the states thereof, and cannot be sold or otherwise transferred by investors unless they are subsequently registered under applicable law or an exemption from registration is available. No transfer of an interest in a Fund interests, in whole or in part, may be made without first obtaining the written consent of the Fund, which consent may be withheld in the applicable general partner's sole discretion.

*Cybersecurity.* The computer systems, networks and devices used by us and service providers to us and a client to carry out routine business operations employ a variety of protections 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. A client and its investors could be negatively impacted as a result of a cybersecurity breach.

Cybersecurity breaches can include unauthorized access to systems, networks, or devices; infection from computer viruses or other malicious software code; and attacks that shut down, disable, slow, or otherwise disrupt operations, business processes, or website access or functionality. Cybersecurity breaches may cause disruptions and impact business operations, potentially resulting in financial losses to a client; interference with our ability to calculate the value of an investment in a client; impediments to trading; the inability us and other service providers to transact business; violations of applicable privacy and other laws; regulatory fines, penalties, reputational damage, reimbursement or other compensation costs, or additional compliance costs; as well as the inadvertent release of confidential information.

Similar adverse consequences could result from cybersecurity breaches affecting issuers of securities in which a client invests; counterparties with which a client engages in transactions; governmental and other regulatory authorities; exchange and other financial market operators, banks, brokers, dealers, insurance companies, and other financial institutions; and other parties. In addition, substantial costs may be incurred by these entities in order to prevent any cybersecurity breaches in the future.

## Risks of WAF Funds

*Yield Curve Changes.* Changes in the shape of the yield curve can cause significant changes in the profitability of hedging operations. In the event of the inversion of the yield curve, the reversal of the interest differential between positions of different maturities can make previously profitable hedging techniques unprofitable.

*Prepayment and Redemption Risks.* MBS reflect an interest in monthly payments made by the borrowers who received the underlying mortgage loans. Although the underlying mortgage loans are for specified periods of time, such as 15 or 30 years, borrowers can, and typically do, pay them off sooner. The increased likelihood of prepayment when interest rates decline also limits market price appreciation of most MBS securities at a time when the prices of most fixed-income securities rise. While commercial loans most often have call protection, which may mitigate this risk, the CMBS Fund may hold whole loans where call protection may have expired in accordance with its terms.

*Collateralized Mortgage Obligations.* There are certain risks associated specifically with Collateralized Mortgage Obligations (“**CMOs**”). CMOs issued by private entities are not U.S. Government securities and are not guaranteed by any government agency, although the securities underlying a CMO may be subject to a guarantee. Therefore, if the collateral securing the CMO, as well as any third party credit support or guarantees, is insufficient to make payment, the holder of a CMO could sustain a loss.

*Stripped Mortgage Backed Securities (“**SMBS**”) and Inverse Floaters.* Both of these investments are highly sensitive to changes in interest and prepayment rates and as a result, each individually is highly volatile. This risk is not measured by the credit rating of the underlying pool. Changes in the value of inverse floaters tend to be inversely proportional to the direction of interest rates as is the case with traditional fixed income securities, while the value of interest-only SMBS often is directly proportional to the direction of interest rates.

*Structured Products.* WAF Funds may invest in debt-related structured products. Many structured products contain covenants designed to protect the providers of debt financing to such structured products. A failure to satisfy those covenants could result in the untimely liquidation of the structured product and a complete loss of WAF Funds and the CMBS Funds’ investment therein.

*Real Estate Investment Trusts.* From time to time, WAF Funds may invest, directly or indirectly, in real estate investment trusts (“**REITs**”). REITs can be subject to extreme volatility due to fluctuations in the demand for real estate or mortgages, changes in interest rates, and adverse economic conditions. Additionally, the failure of a REIT to continue to qualify as a REIT for tax purposes can materially affect its value.

## Risks of the Loan Funds

*Most of the Investments Will Not be Insured or Guaranteed.* The Loan Funds will invest a substantial portion of its capital in student loans directly and/or indirectly through trusts or other pooling vehicles, in each case that may or may not be securitized, as well as in the contractual rights to service these loans. It is anticipated that most or all such loans will be “private education loans” that were not originated through U.S. federal education loan programs, are not federally guaranteed, and may or may not be insured by a private guarantor.

Private education loans are not secured by any collateral of the borrowers and are not insured by any governmental agency. Consequently, if a borrower defaults on a private education loan held by the Loan Funds, the Loan Funds will bear the risk of such loss. Even if a private education loan is guaranteed by a private guarantor, there is a risk that the guarantor will default on its guarantee obligations, resulting in losses to the Loan Funds.

Some student loans originated through U.S. federal education loan programs are not fully guaranteed. To the extent that borrowers default on such loans that are held by the Loan Funds, the Loan Funds may experience losses. In addition, federal education loans issued under the Federal Family Education Loan Program (which is no longer in effect) are generally guaranteed by a state guaranty agency or a private non-profit guarantor and are reinsured by the U.S. Department of Education, subject to certain conditions. Any deterioration of a guarantor’s ability to honor guarantee claims or any failure to comply with conditions imposed by the Department of Education’s reinsurance program could adversely affect the value of and recoveries under such loans.

*Default and Delinquency Risk.* Borrowers under private education loans typically have already borrowed up to the maximum annual or aggregate limits under federal education loan programs and, as a result, may be more likely than other student loan borrowers to default on their payments or to be entitled to mandatory forbearance, in which case payments will not have to be made or will be reduced for a period of time.

Certain student loans may be extended as a result of grace periods, deferment periods, and, under some circumstances, forbearance periods. For example, various laws provide student loan payment relief to certain borrowers, including those engaged in active military duty, performing teaching services, or serving in a medical or dental internship. These extensions, to the extent they apply to private education loans, could lengthen the remaining term of such loans and delay principal and interest payments to the Loan Funds.

In addition, the performance of individual student loans may be highly correlated with each other because certain events, such as economic downturns, are likely to affect a large number of student loan borrowers and their ability to repay such loans.

*Refinance and Prepayment Risk.* Student loan borrowers generally may prepay a loan in whole or in part, at any time, without penalty. The rate of prepayments may be influenced by a variety of economic, social, competitive, and other factors, including changes in interest rates, the availability of alternative financing, and general economic conditions. Various loan consolidation programs that are available to eligible borrowers may increase the likelihood of prepayments. In addition, there are no origination fees on many of the student loans in which the Loan Fund will invest, incentivizing borrowers to refinance even if the shift in underlying interest rates is small. Consequently, the length of time that a loan is outstanding and accruing interest may be shorter than the Loan Fund expects. Prepayment or call risk can increase in likelihood in declining interest rate environments if lenders concurrently reduce rates on their product offerings.

The yield to maturity on student loans or asset backed securities collateralized by student loans, will depend, in significant part, upon the rate and timing of principal payments on the student loans as well as any accumulation



of losses. Defaults by borrowers may result in substantial principal losses to securities collateralized by student loans.

Any changes in the weighted average lives of a security may adversely affect yield. Prepayments resulting in a shortening of weighted average lives may be made at a time of low interest rates when reinvestment of the resulting payment of principal are at a rate lower than the effective yield when making the initial investment. Conversely, delays and extensions resulting in a lengthening of those weighted average lives may occur at a time of high interest rates when reinvestment of principal payments otherwise could have been reinvested at higher rates.

*Limited Performance History.* The private student loans in which the Loan Funds expect to invest are a relatively new asset class. As a result, there is limited prepayment, loss and delinquency data on private loans on which to base loss projections. If the losses and delinquencies exceed the projected losses, the performance of the Loan Funds may be adversely affected.

*Servicer Performance.* The performance of the Loan Funds will be affected by the performance of the servicer of the student loans in the Loan Funds' portfolio or in the portfolio of any securitization vehicles in which the Loan Funds invest. The servicing of student loans, in particular private student loans, requires special expertise. Any failure of servicers to properly service the student loans could adversely affect the performance of an investment in the Loan Funds.

It is expected that the Loan Funds will acquire a significant amount of the student loans in its portfolio, and may invest in securities backed by student loans, that were originated by an affiliate of West Side, DR Bank (f/k/a Laurel Road Bank). The business that originated those student loans was sold to KeyBank during 2019, resulting in the servicing transferring to KeyBank. While DKeyBank is a large commercial bank with significant experience servicing many different asset classes, it is less experienced in the student loan origination and servicing business. If KeyBank's lack of experience results in a failure to properly service student loans, the Loan Funds may be materially adversely affected.

*Asset-Backed Securities; Asset Pools.* It is expected that the Loan Funds will invest directly or indirectly in asset-backed securities, which are structured securities collateralized or backed by student loans. Asset-backed securities are often extremely complex, and their values and returns may be subject to significant fluctuations as a result of relatively small changes in interest rates; the rates of prepayments, defaults, or late payments with respect to the relevant underlying assets; or other factors. The value of an asset-backed security is highly dependent upon the performance of its underlying assets and upon the expected quality of the underlying assets.

Substantial leverage may be inherent in the structure of some asset-backed securities. Consequently, asset-backed securities may present a greater degree of risk than other types of fixed income securities and may be more volatile, less liquid, and more difficult to price accurately than less complex securities. The Loan Funds may enter into hedging transactions in certain circumstances to protect against interest rate movements, prepayment risk, defaults, or other factors, but there can be no assurance that such hedging transactions, if any are undertaken, would fully protect the Loan Funds against such risks.

Asset-backed securities are typically separated into tranches representing different degrees of credit quality, with lower-rated tranches being subordinate to senior tranches. Since there are no assets underlying student loans, recovery of principal is dependent upon the ability of the borrower to repay. While student loans are currently not dischargeable in bankruptcy (except under certain specified circumstances), full recovery of principal may never happen or would be extended far out into the future, effecting recovery and severity rates for certain

tranches. Accordingly, any defaults may materially adversely affect any long positions the Loan Funds hold in asset-backed securities. In addition, the quality of the Loan Funds' investments in certain asset-backed securities are subject to the accuracy and completeness of representations made by the underlying obligors. Accordingly, the Loan Funds are subject to the risk that originators of certain asset-backed securities fail to adequately verify such representations, whether because of defects in the verification systems used by such originators or otherwise.

The Loan Funds may, directly or indirectly, issue asset-backed securities collateralized by student loans. Such asset-backed securities generally would be for resale in the secondary market. In connection with any such issuance, it is possible that the Loan Funds would not be able to sell all or a portion of the subordinated tranches, whether debt or equity, and such tranches would generally be the first to bear any losses with respect to the underlying collateral. Issuing asset-backed securities may not be feasible in the current market environment.

The Loan Funds may also invest directly in pools of assets that typically would be used to collateralize asset-backed securities. Such pools of assets are subject to many of the same risks of asset-backed securities, including that returns may be subject to fluctuations as a result of changes in payment rates, defaults, and other factors. Such pools may be subject to additional risks, including that the Loan Funds would own the entire risk of loss on the pool, rather than owning the risk of loss on a particular tranche as is typically the case when investing in an asset-backed security. Additionally, the Loan Funds may invest in the contractual rights to service these loans. The Loan Funds are not expected to service loans directly and therefore bear the risk of its designated servicers failing to properly service student loans.

*Legislative and Regulatory Risk.* Laws relating to, and the regulation of, student loans generally are evolving, and changes in such laws and regulation may materially adversely affect the Loan Funds. The remedies available to the Loan Funds upon an event of default with respect to loans and other forms of indebtedness may be limited by applicable federal and state laws. For example, numerous federal and state consumer protection laws, including various state usury laws and related regulations, impose substantial requirements upon lenders and servicers involved in consumer finance. Some states impose finance charge ceilings and other restrictions on certain consumer transactions and require contract disclosures in addition to those required under federal law. These requirements impose specific statutory liability that could affect the Loan Funds' ability to enforce its rights with respect to such Investments, including student loans. In addition, certain states have passed legislation requiring cost-free installment repayment plan options in many cases for borrowers who request them, who default on their loans, or who claim an inability to repay their loans. Similar laws and restrictions also may exist in certain non-U.S. jurisdictions in which the Loan Funds make investments.

Pursuant to the Dodd-Frank Act, lenders will be subject to regulations promulgated by the Consumer Financial Protection Bureau (the "**CFPB**"). The CFPB has substantial power to define the rights of consumers and the responsibilities of lenders, and consumer advocacy groups are likely to press the CFPB to promulgate new regulations that would reduce the profitability of consumer financial products and services. Any such regulations could have a material adverse effect on the Loan Funds.

Under current federal law, private education loans made for qualified education expenses generally are not dischargeable by a borrower in bankruptcy, except under certain specified circumstances. Any change in the general rule that private education loans are not dischargeable in bankruptcy or any expansion of the exceptions to such rule could have a material adverse effect on such loans.

*Student Loan Servicing Rights.* Student loans typically obligate the borrower to pay a servicing fee (the "**Servicing Fee**") that is included in the regular debt service payments and is earmarked to compensate the entity or entities responsible for originating and/or servicing the loan. The Servicing Fee is normally in excess of the actual cost of

servicing the loan. As a result, the Servicing Fee may be thought of as having two components – one of which reimburses the servicer for its servicing activities (the “**Cost Component**”) and the other of which represents a potential excess above the Cost Component (the “**Excess Component**”). The entity or entities that are entitled to receive the Excess Component may sell the right to receive the Excess Component to a financial investor, effectively exchanging a right to the future cash flow represented by the Excess Component for current cash consideration. The Loan Funds may acquire the Excess Components of Servicing Fees directly from the entity or entities that are entitled to receive the Excess Component or may acquire Excess Components indirectly, for example through a securitization or other vehicle. A servicer or sub-servicer would continue to service the loans in exchange for receipt of the Cost Component. The Loan Funds may acquire Excess Components from Laurel Road Bank, an affiliate of the Firm. Investments in Servicing Fees involve certain risks that are not present in investments in student loans and student loan pooling vehicles. These risks include the following:

- The value of any such investment is contingent upon the loan originator, servicer and/or sub-servicer continuing to satisfactorily perform their obligations with respect to the underlying student loans. These parties may experience business difficulties and not be incentivized to perform their obligations with respect to the underlying student loans (including because they no longer have an interest in the Excess Component). A failure of such entities to perform or to adequately perform such duties or a bankruptcy or other issues affecting such entities could result in such parties being removed from their roles, which could in turn result in the Servicing Fees no longer being paid to them and there being no further Excess Component for such party to pay over to the Loan Funds. The Loan Funds may have limited recourse against any such party in connection with the foregoing
- The price paid by the Loan Funds will be based on assumptions as to the actual cost of servicing the underlying student loans, which will dictate the size of the Cost Component and the Excess Component. There can be no assurance that such assumptions will be accurate. If the actual cost of servicing the underlying student loans increases, the Cost Component will increase and the Excess Component will decrease accordingly. The Cost Component could in fact take up the entire Servicing Fee, resulting in there being no remaining Excess Component to pay to the Loan Funds.
- Some or all of the underlying student loans may be prepaid or default, which would result in lower Servicing Fees with respect to such loans and in turn reduce the Excess Component.

## **Item 9 – Disciplinary Information**

### **Items 9.A., 9.B., and 9.C.**

West Side is not aware of any legal or disciplinary events or actions that are material to its advisory business or the integrity of its management.

## **Item 10 – Other Financial Industry Activities and Affiliations**

### **Item 10.A.**

Not Applicable. West Side is currently not applying to register as a broker-dealer and has no intention to do so in the future.

### **Item 10.B.**

West Side is registered as a commodity pool operator and commodity trading advisor with the Commodity Futures Trading Commission (“CFTC”) and is a member of the National Futures Association (“NFA”) but had been operating the Funds pursuant to exemptions from the requirements associated with registration as a commodity pool operator. As of February 2018, the Firm in connection with the WAF Funds (referred to by the NFA as pools) withdrew its CFTC 4.13(a)(3) exemptions and claimed exemption 4.7 on the same pools. Gary Lieberman, Erin Rewalt, Andrew Ball, and Vlad Kotlyarsky are associated persons of the Firm.

### **Item 10.C.**

West Side has a material business relationship with each of WAF GP, LLC, , and West Side Student Loan Fund GP LLC, none of which are registered investment advisers. There is overlapping, but not identical ownership of the Firm (on the one hand) and each of the general partners (on the other hand). Each of these companies perform services related to the investment management business and are compensated under the terms of agreements directly and indirectly with West Side.

WAF GP, LLC is the general partner of WAF Master, WOF, WAF Ontario and WAF Onshore.. The West Side Student Loan Fund GP LLC is the general partner of Loan Fund Onshore and Loan Fund Master.

Each general partner is entitled to a performance allocation of shares from the respective master fund accounts. These entities were created for reasons not directly related to West Side’s clients and generally perform functions that would be performed by West Side itself, if they did not exist.

As discussed in response to Item 7, West Side is the investment manager to a diverse group of clients. West Side does not believe that the contemporaneous management of the Funds, other pooled investment vehicles, and its institutional separate account causes a conflict as all the discretionary client accounts utilize the same strategy as one or more of the Funds and the remaining account is advised on a non-discretionary basis only executing trades as instructed. The allocation of investment opportunities and any related conflicts are discussed in response to Item 6.

West Side has a relationship with Alcar Inc, which is the bank holding company and majority shareholder of DR Bank, f/k/a Laurel Road Bank (“DRB”), Gary Lieberman, West Side’s President and principal owner, is also chairman of the Board of DRB, and is the majority shareholder, board member and a control person of Alcar Inc.. Additionally, one or more portfolio managers may, from time to time, own an equity investment in Alcar (as well serve on its board of directors), and/ or DRB as well as receive a residential mortgage (on terms identical to those received by other non-affiliated borrowers with similar credit and collateral attributes at the time the loan was made).

### **Item 10.D.**

Not Applicable. West Side does not recommend or select other investment advisers for its clients.

## **Item 11 – Code of Ethics, Participation or Interest in Client Transactions and Personal Trading**

### **Item 11.A.**

West Side's Code of Ethics (the “**Code**”) was adopted in an effort to avoid possible conflicts of interest, the inappropriate use of material, nonpublic information and ensure the propriety of its employees’ and partners’ personal trading activity.

West Side is an SEC registered investment adviser who maintains a Code of Ethics. The Firm’s reputation in the investment community, with its limited partners, investors and clients, and with those individuals and organizations with which it has contact, depends upon the trust and professionalism with which the Firm and its employees and partners conduct the affairs of West Side. To this end, West Side has adopted its Code as part of its compliance program to guide the Firm and to help West Side to ensure that it complies with all the applicable laws, rules and regulations set forth by the United States governing bodies and the states in which West Side conducts its business and, more generally, to comply with the Firm’s fiduciary duty to West Side’s clients. Failure to adhere to both the letter and spirit of this Code and with the compliance manual may result in disciplinary action, including termination.

The Code is based on the principle that, as employees of West Side, the Firm owes a fiduciary duty to its clients. Accordingly, West Side must avoid activities, interests, and relationships that might interfere, or appear to interfere, with making decisions that are in the best interests of its clients.

The Code is distributed to each employee at the time of hire and at least annually thereafter. West Side’s employees are required to pre-clear most securities transactions as well as have duplicate copies of confirmations and periodic statements with respect to their personal brokerage accounts sent to the Chief Compliance Officer at West Side.

Clients and prospective clients may obtain a copy of the Code by addressing a request to West Side's Chief Compliance Officer, 1995 Broadway, 8th Floor, New York, NY 10023.

### **Items 11.B., 11.C., and 11.D.**

West Side, as a fiduciary to its clients and endeavoring to be honest and truthful to its clients at all times, prohibits investments in the personal account of any Firm personnel or related person in a security that is currently held or intended to be held by the applicable Fund or account. West Side has policies and procedures reasonably designed to identify and resolve potential conflicts of interest that may arise in the operation of the business. From time to time, Mr. Lieberman may beneficially own a controlling interest in each of the Funds. Potential conflicts could arise related to matters impacting limited partners and investors in the Funds due to his level of ownership and control of the limited partnership interests in each onshore fund. In compliance with the Advisers Act, West Side would not buy securities from or sell securities to a West Side client without making appropriate disclosures to the client and obtaining the appropriate consent. As referenced above, the President of the Firm is the indirect majority shareholder and Chairman of the Board of Directors of Laurel Road Bank, which is the originator of student loans. Potential conflicts could arise related to matters involving the loan origination business and the Loan Funds’ willingness and desire to acquire loans originated by Laurel Road Bank and/or securities issued by

trusts or other pooling vehicles which acquire loans originated by Laurel Road Bank. For purposes of this paragraph, references to West Side include any West Side-related person.

Subject to applicable laws and rules, from time to time, West Side may effect cross transactions between client accounts when West Side believes such transactions are appropriate based on investment strategies or objectives of both clients. Cross transactions enable West Side to effect a trade between two clients for the same security at a set price, thereby possibly avoiding an unfavorable price movement that may be created by dynamic market forces and by reducing transactional expenses by minimizing bid/offer spreads. Cross transactions include rebalancing transactions that are undertaken so that, after withdrawals or contributions have occurred, the portfolio compositions of similarly managed funds or accounts remain substantially similar. West Side has a potentially conflicting division of loyalties and responsibilities regarding both parties to cross transactions. West Side does not receive additional compensation in connection with such any cross transactions. Cross transactions between client accounts are not permitted if they would constitute principal trades or trades for which West Side or its affiliates are compensated as a broker unless client consent has been obtained based upon written disclosure to the client regarding the capacity in which West Side or its affiliates will act.

## **Item 12 – Brokerage Practices**

### **Item 12.A.**

In selecting broker-dealers with and through whom to effect transactions, West Side will consider a number of factors, including primarily price, dealer spread or commission, size of the transaction, difficulty of execution; and secondarily, the value and to a quality of any research, statistical, quotation or valuation services provided by the broker-dealer. Research services provided by broker-dealers may include advice, either directly or through publications or writings, as to the value of securities, the advisability of purchasing or selling securities, the availability of securities or purchasers or sellers of securities, and analyses and reports concerning issuers, industries, securities, economic factors and trends and investment strategy. West Side does not enter into arrangements with brokers serving the Firm's clients providing for the use of commissions or "soft dollars" to pay the costs of research products or services.

### **Item 12.B.**

Purchases and sales of securities for the Funds and/or accounts may be aggregated or bunched with orders for other funds/accounts managed or advised by West Side or its affiliates. Neither West Side nor any of its affiliates, however, is required to bunch or aggregate orders if investment advisory decisions for different accounts are made separately, or if the general partner or one of its affiliates determines that bunching or aggregating would be inconsistent with its investment management duties or with client direction.

## **Item 13 – Review of Accounts**

### **Items 13.A. and 13.B.**

On a monthly basis, West Side obtains from its fund administrator a detailed trial balance, financial statements, and a sub-ledger of capital accounts for each of the Funds. West Side reviews these documents on a monthly basis for completeness and accuracy.

On a monthly basis, West Side obtains from the pooled investment vehicles the Firm sub-advises, a detailed portfolio holdings report and a profit and loss report, by security. West Side reviews these documents on a monthly basis for completeness and accuracy.

West Side's back office personnel perform reconciliations and reviews of portfolio data on a monthly basis for the Funds. The applicable portfolio managers and the Firm's Investment Committee members each performs on-going portfolio reviews to ensure that investments in each client's portfolio fits within the overall investment strategy for that client.

### **Item 13.C.**

West Side provides unaudited monthly statements to investors in each of the Funds which set forth various data and information. The Funds are audited annually by an independent certified public accounting firm that is both registered with, and subject to regular inspection by, the Public Companies Accounting Oversight Board, and investors in Loan Funds receive the audited financial reports within 120 days of year-end. If applicable, the information necessary for the investor to complete its annual federal income tax return will also be provided. Investors in WAF Funds will receive the audited financial reports within 90 days of year-end as a result of the 2018 withdrawal of the CFTC 4.13(a)(3) exemptions and contemporaneous claims of the CFTC 4.7 exemption by the WAF Funds.

With respect to the pooled investment vehicles West Side sub-advises, West Side relies upon the account reporting issued by the applicable administrator or custodian.

Such reports may be delivered electronically to investors in each of the Funds in accordance with the client's agreement with West Side.

## **Item 14 – Client Referrals and Other Compensation**

### **Item 14.A.**

As noted in the response to Item 12, West Side does not currently have any soft dollar arrangements.

Additionally, West Side does not receive a direct economic benefit from any third party for providing investment advice or other advisory services to its Funds related to the selection or recommendation of broker-dealers.

As the largest shareholder in DRB (through his investment in Alcar, Inc), Mr. Lieberman may be considered to be receiving an indirect economic benefit whenever a client purchases loans or securities which are collateralized by loans originated by DRB. West Side ameliorates the impact of this potential conflict of interest by having Mr. Lieberman recuse himself from investment decisions relating to the Loan Funds (and other privately offered pooled investment vehicles West Side sub-advises when they invest in student loans and student loan securities) as well as having the Loan Funds engage an independent approval party to consider and approve such transactions on behalf of the Loan Funds pursuant to Section 206(3) of the Advisers Act.

Andrew Ball, a portfolio manager for the Loan Funds, is a member of the board of directors of Alcar and has a residential mortgage loan originated by DRB. The terms of this loan were commercially reasonable and underwritten in accordance with DRB's underwriting guidelines in place at the time the loan was originated.

### **Item 14.B.**

West Side does not currently utilize the services of any third-party marketers to solicit investors on behalf of any of its Funds. In exchange for a referral, the agreements allow for the third-party marketer to be paid a fee, on a contingent basis, for any fees which West Side may earn and receive in connection with any referral.

## **Item 15 – Custody**

West Side is deemed to have custody of each Fund's cash and securities by virtue of its relationship with each general partner. Cash and securities of the Funds are held by "qualified custodians" as defined in Rule 206(4)-2 of the Advisers Act, as amended (the "Custody Rule"). Each investor in the Funds receives audited financial statements prepared in accordance with generally accepted accounting principles within 120 days of the end of the Funds' fiscal year.

West Side does not maintain custody over the assets of its separate account client or other pooled investment vehicles which it advises as West Side's ability to transfer assets of these clients is limited to "delivery versus payment." To the extent West Side may be deemed to have custody of client assets, West Side will comply with the safekeeping requirement the Custody Rule.



## **Item 16 – Investment Discretion**

West Side has been granted discretionary authority to manage the accounts of certain of its clients pursuant to the relevant investment management agreements entered into with such clients. West Side endeavors to buy and sell assets for its clients on a discretionary and non-discretionary basis, depending on the client account, in a manner consistent with each client's stated investment objectives and restrictions.

## **Item 17 – Voting Client Securities**

### **Items 17.A. and 17.B.**

West Side's advisory clients do not invest in equity securities and, as such, would have no voting rights in underlying investments. If a West Side client invests in an equity security and West Side is in a position to vote a proxy, the Chief Compliance Officer, with the assistance of counsel, determines the appropriate procedure for voting such proxy on a case-by-case basis. Investors may obtain a copy of West Side's proxy voting policies and procedures by addressing a request to West Side's Chief Compliance Officer, 1995 Broadway, 8th Floor, New York, NY 10023.

## **Item 18 – Financial Information**

### **Item 18.A.**

Not Applicable. West Side does not require or solicit prepayment of more than \$1,200 in fees per client, six months or more in advance.

### **Item 18.B.**

West Side is not aware of any financial condition that is reasonably likely to impact its ability to meet its contractual commitments to clients.

### **Item 18.C.**

Not Applicable. West Side has not been the subject of a bankruptcy petition at any time during the past ten years.