

November 23, 2021

ADV PART 2A: FIRM BROCHURE

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This brochure (the “Brochure”) provides information about the qualifications and business practices of First Trust Capital Management L.P. (“FTCM”) and certain of its personnel. FTCM is an investment adviser registered with the United States Securities and Exchange Commission (the “SEC”). Registration with the SEC or any state securities authority does not imply a certain level of skill or training. The information in this brochure has not been approved or verified by the SEC or by any state securities authority.

If you have any questions about the contents of this brochure, please contact us at 872-260-4182 or info@FirstTrustCapital.com. Additional information about FTCM is also available on the SEC’s website at www.adviserinfo.sec.gov.

Item 2 - Material Changes

This is the first Brochure of First Trust Capital Management L.P. (“FTCM”). FTCM is the successor-in-interest to Vivaldi Asset Management, LLC, which was exempt from the brochure delivery requirements for SEC-registered advisers.

We will ensure that you receive a summary of any material changes to this and any subsequently issued Brochure within one hundred and twenty (120) days of the close of our fiscal year-end. We may provide other disclosure information about material changes to our business, products, services or personnel as necessary.

You may obtain a copy of the Brochure at any time, without charge, by contacting FTCM at 872-260-4182. The Firm’s Brochure is also available free of charge on the SEC’s Investment Adviser Public Disclosure web site (www.adviserinfo.sec.gov).

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Item 4 - Advisory Business

Firm Overview

First Trust Capital Management L.P. (“FTCM”), is the successor to Vivaldi Asset Management, LLC (“VAM”), which has been registered with the SEC as an investment adviser since February 2012. On November 1, 2021, Vivaldi Holdings, LLC (renamed VFT Holdings LP), the controlling member of VAM, partnered with First Trust Capital Partners, LLC in a joint venture to create a new entity called First Trust Capital Solutions L.P. (“FTCS”). FTCM is owned by FTCS, and as a result of VAM’s change in ownership and change in its form of legal entity from a Delaware limited liability company to a Delaware limited partnership, FTCM is hereby filing its initial application for registration as an investment adviser with the SEC. As part of this arrangement, FTCM acquired certain investment advisory services to several private funds previously managed by VAM’s affiliate, Vivaldi Capital Management, LLC (renamed Vivaldi Capital Management LP).

As of November 1, 2021, FTCM’s assets under management valued as of December 31, 2020 were \$1,919,622,474, of which \$1,832,430,090 were managed on a discretionary basis and \$87,192,384 were managed on a non-discretionary basis.

Firm Products & Services

FTCM is an asset management firm that specializes in providing investment management services as the adviser, sub-adviser or manager to pooled investment vehicles which include funds registered under the Investment Company Act of 1940, as amended (the “Investment Company Act”) (the “Registered Funds”), private investment funds (including funds offering alternative investments) (the registered and private funds are jointly referred to as “FTCM Funds”) and separately managed accounts for other RIAs (collectively with the FTCM Funds, “Clients”).

FTCM Registered Funds

FTCM provides discretionary investment management services to open-end funds, closed-end funds, exchange-traded funds as well as sub-advisory services to certain affiliated and unaffiliated funds. The services are described in the prospectus of each registered fund.

FTCM Private Funds

FTCM serves as the investment manager of five privately offered alternative investment allocation vehicles (together, the “FTCM Private Funds”):

- FT Alternative Platform I LLC;
- FT Private Investment Platform I LLC;
- FT Real Estate Platform I LLC;
- VCM Core Opportunities Fund LLC; and
- FT Offshore I LP.

The FTCM Private Funds provide investors with the ability to customize their investment allocations to various underlying funds through the selection of different single-manager or multi-manager classes within each investment strategy group (i.e.: arbitrage; credit; equity long/short; event driven; mortgages; private equity; and real estate). The investment programs of each class of the FTCM Private Funds are based upon the specific objectives of each over-arching strategy and the underlying fund(s) in which the class invests. Investors should refer to the FTCM Private Funds’ private placement memoranda and class supplement documents, as well as the underlying funds’ private placement memoranda, for a more complete discussion of these investments.

The FTCM Private Funds are limited liability companies or limited partnerships and are exempt from

registration under federal securities regulations, including the Investment Company Act and the Securities Act of 1933, as amended (the “Securities Act”). As a result, investment in the FTCM Private Funds is limited to persons who are “accredited investors” as defined under the Securities Act and “qualified purchasers” as defined in the Investment Company Act.

FTCM also serves as the Managing Member of two privately-offered alternative investment funds, Destiny Alternative Fund I LLC and Destiny Alternative Fund II LLC (the “Destiny Funds”), which are sub-advised by Destiny Wealth Partners, LLC (“Destiny”), an unaffiliated registered investment adviser. The Destiny Funds provide Destiny the ability to allocate its clients’ investments among various underlying funds.

The Destiny Funds are limited liability companies exempt from registration under federal securities regulations, including the Investment Company Act and the Securities Act. Investment in the Destiny Funds is limited to persons who are “accredited investors” as defined under the Securities Act and in the case of Destiny Alternative Fund II, to persons who are “qualified purchasers” as defined under the Investment Company Act.

FTCM also serves as the Managing Member of Highland Capital Management Institutional Fund II, LLC and an FTCM affiliate is the General Partner of Highland Capital Management, LP (the “Highland Funds”). The Highland Funds are exempt from registration under federal securities regulations, including the Investment Company Act. Investment in the Highland Funds is limited to persons who are “accredited investors” as defined under the Securities Act, and in the case of Highland Capital Management Institutional Fund II, LLC, to persons who are “qualified purchasers” as defined under the Investment Company Act.

First Trust Innovative Technologies L.P.

FTCS also owns First Trust Innovative Technologies L.P. (“FTIT”), a relying adviser of FTCM which offers specialized services to a select group of Registered Investment Advisors (“RIA”s), Family Offices, and Institutional clients. FTCM’s investment research team, First Trust Alternative Investment Research (“FTAIR”) is housed within FTIT and performs due diligence on managers across all asset classes and strategies, and maintains a proprietary database of firms, portfolio managers, and all related correspondence. FTAIR performs ongoing due diligence on FTIT-approved managers that includes both investment and operational oversight.

In addition to manager due diligence, FTIT is also responsible for the oversight of strategy models (referred to as building blocks) which span a range of asset classes and objectives. See “**Investment Strategies – Managed Portfolios**” below. RIAs utilize these building blocks to construct diversified client portfolios to meet client goals and objectives.

FTCS holds the intellectual property relating to its proprietary databases, strategy models and other technology systems that FTIT has developed or may develop in the future to provide tools and efficiencies to wealth and asset management businesses. FTCS licenses that intellectual property to FTCM as well as to select third parties in return for licensing fees. FTCS pays for management services from FTCM.

Technology services include:

- Access to Institutional-Quality Managers
- Research & Due Diligence
- Customized Portfolios Solutions

Item 5 - Fees & Compensation

FTCM Fund Management Fees

The FTCM Funds are subject to a variety of fees and expenses. These fees and expenses generally include

management fees and may include performance-based incentive allocations collected by the unaffiliated managers chosen by FTCM; fund legal, administrative, and audit costs; costs incurred in connection with the acquisition, ownership, financing, hedging or sale of investments; and taxes for the FTCM Funds and for the underlying funds in which they invest. These fees and expenses are described in detail in each registered fund's prospectus, each private fund's confidential offering materials, and the offering materials for the underlying funds.

Each investor that invests in the FTCM Funds indirectly bears his or her proportional share of the fees and expenses of the applicable fund. These fees and expenses are charged to the relevant FTCM Fund and not billed directly to each investor. If the above expenses are incurred jointly for the accounts of an FTCM Fund and any other fund managed by FTCM or its affiliates, such expenses will generally be allocated in proportion to the size of the investment made by each fund to which the expense relates, or in such other manner as FTCM considers fair and reasonable to all of the funds over time.

The payment of management fees, performance-based fees, and administrative and operating expenses at the underlying fund, and possibly sub-fund levels, as well as the payment of administrative and operating expenses incurred by the FTCM Funds, may result in a layering of fees and significant expenses.

Additional Services

Fees for institutional due diligence and other services are negotiated on a project-by-project basis.

Other Fees & Expenses

FTCM's fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses which may be imposed by custodians, brokers, third party managers, and other third parties. These additional charges may include custodial fees, deferred sales charges, transfer taxes, wire transfer fees, electronic fund fees, commissions or mark-ups, and other fees and taxes on brokerage accounts and transactions in those accounts. These fees are paid directly to the custodian and/or broker. See "Brokerage Practices" below for a description of the factors that FTCM considers in selecting or recommending broker-dealers for Client transactions and in determining the reasonableness of their compensation (e.g., commissions).

Separately managed accounts, non-affiliated managed funds, mutual funds, ETFs, and other investment products (including certificates of deposit ("CDs") and other instruments) are subject to additional fees, commissions and administrative costs that are borne by their investors. Clients' trading activity in stocks, bonds, mutual funds, ETFs, and other financial instruments (including CDs) will result in commissions and other transaction costs in accordance with each Client's arrangements with its broker/dealer and custodian. Mutual funds, ETFs and private funds also charge internal management fees, which are disclosed in a fund's prospectus or offering documents.

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

Transactions or Arrangement between Certain Related Parties

As a component of FTCM Funds' investment strategies, FTCM may utilize underlying mutual funds, ETFs or FTCM Private Funds advised by FTCM or its affiliate(s) or distributed by a registered broker-dealer affiliate, First Trust Portfolios L.P. ("FTP") ("Affiliated Funds"). In such situations, FTCM or its affiliate(s) receive fees from the Affiliated Funds for serving as investment adviser, distributor or other service provider to the Affiliated Fund, as detailed in the Affiliated Fund's offering materials. These fees create a financial incentive for FTCM to utilize Affiliated Funds so that fees and expenses charged by the fund or manager are earned by

FTCM or its affiliate, rather than a non-affiliate.

FTCS and Vivaldi Capital Management LP (“VCM”) are parties to a Platform Access Agreement that provides VCM advisors access to FTCS’s proprietary investment platform (“FTCS Investment Platform”), including the FTCM Private Funds, the proprietary strategy models, research materials and technology systems, as well as certain administrative and other services, for a fixed annual fee. VCM advisors utilize the models’ building blocks to construct diversified client portfolios to meet client goals and objectives, which may include investments in FTCM Private Funds and other investment vehicles (whether managed by FTCM or unrelated managers). VCM utilizes the technology provided by the FTCS Investment Platform for tracking, reporting and creating a more seamless and effective client experience. VCM is controlled by VFT Holdings LP, which in turn controls one of the members of FTCS.

Item 6 - Performance Based Fees & Side by Side Management

Payment of management fees, performance-based fees, and administrative and operating expenses charged by any of the funds in which a Client directly or indirectly invests results in a layering of fees which may result in a significant cost of investment.

Performance Based Fees

FTCM generally does not charge performance-based fees on the FTCM Private Funds, except on occasion and only as set forth in the offering materials for a particular fund offering. The Destiny Funds do not charge performance-based fees. However, investors in the FTCM Private Funds and the Destiny Funds are subject to performance-based fees on the underlying funds in the FTCM Private Funds and the Destiny Funds. These performance-based fees usually are calculated based on a percentage share of the net profit on, or capital appreciation of, the assets of the applicable fund. A performance allocation payable by a FTCM Private Fund to FTCM may create an incentive for FTCM to cause the fund to make investments that are riskier or more speculative than if FTCM were allocated only a fixed amount. For additional information, please see the FTCM Private Funds’ offering materials (in particular, the Class Supplements, if applicable, and supporting documentation).

FTCM may earn a performance fee from the Highland Funds. These performance-based fees are calculated based on a percentage share of the net profit on, or capital appreciation of, the assets of the fund. The performance allocation may create an incentive for FTCM to cause the Highland Funds to make investments that are riskier or more speculative than would be the case if FTCM were allocated only a fixed amount. The Highland Funds’ offering materials provide additional information about the performance-based fees.

Performance-based fees are only charged in accordance with the provisions of Rule 205-3 of the Investment Advisers Act of 1940 (the “Advisers Act”) and any applicable state regulations.

Side by Side Management

From time to time, conflicts could exist between the allocation of investment opportunities for sub-advised assets, separately managed accounts, investment company assets managed by FTCM, the Destiny Fund, the Highland Funds and other affiliates. Conflicts may exist due to available funds or restrictions defined in the investment management agreement. FTCM has designed its procedures to provide fair and equitable allocation among the private funds, sub-advised assets, separately managed accounts and the registered investment company assets advised by FTCM and affiliates.

Because we endeavor at all times to put the interest of our Clients first, we take the following additional steps to address any potential conflicts:

- We disclose the existence of material conflicts of interest, including the potential for our firm and its employees to earn more compensation from some Clients than others; and
- We have implemented policies and procedures for fair and consistent allocation of investment opportunities among any funds, subject to the fund's underlying strategy, cash availability, availability of interests in the underlying funds, and other appropriate considerations.

Item 7 - Types of Clients

FTCM provides investment management services to institutional accounts such as funds registered under the Investment Company Act, separately managed accounts and private investment funds (including funds offering alternative investments). FTCM currently serves as the investment adviser to two daily liquid mutual funds (the First Trust Merger Arbitrage Fund and the First Trust Multi-Strategy Fund) and to two closed-end funds (the First Trust Alternative Opportunities Fund and the Infinity Core Alternative Fund). Additionally, FTCM is also a sub-advisor to the First Trust Merger Arbitrage ETF. FTIT provides research, model strategies and technology-related services to FTCM and third-party investment advisory firms on a contract basis.

Item 8 - Investment Strategies, Methods of Analysis & Risk of Loss

Model Portfolio Managers and Investment Committee

FTCM's Investment Committee, which is comprised of FTCM's executive team and certain other FTCM employees, is responsible for the construction, management and oversight of holdings in the FTCM Private Funds and the Destiny Funds. The Investment Committee meets at least quarterly to review detailed investment and due diligence reports prepared by FTAIR to determine whether changes should be made to the list of investments made available through the FTCM Private Funds and the Destiny Funds. All Investment Committee approval decisions must be unanimous. Any vote to remove a manager must be approved by a simple majority of the members of the Investment Committee.

Investment Strategies

Managed Portfolios

Within each core asset class, FTCM employs a variety of strategies that form the "building blocks" for client portfolio construction. These strategies and their relative emphasis will change over time, depending upon market conditions and perceived opportunities. Some of these strategies are managed by FTAIR, while others are managed by third-party managers selected by FTAIR. The strategies differ in structure (e.g. mutual funds, ETFs, limited partnerships, closed-end funds), liquidity (e.g. daily, monthly, quarterly or longer), investment minimums and investor qualifications.

Below is a list of FTCM's core asset classes and some of the strategies within each class. Investments within these strategies usually are in the form of mutual funds, ETFs, closed-end funds, interval or tender offer funds, private funds, or individual securities.

- Equities
 - Global Equities
 - Domestic Equities
 - Tax Managed Equities
 - Active Equities
 - Thematic Equities
 - Master Limited Partnerships
- Fixed Income

- Core Fixed Income Strategies
- Flexible Fixed Income Strategies
- Alternatives
 - Strategic Alternatives
 - Multi-Manager Models
 - Individual Managers
- Real Estate
 - Real Estate Strategies (REITs)
 - Select Real Estate
 - Qualified Opportunity Zone Funds
- Private Equity
 - Private Equity Strategies
 - Select Private Equity
 - Co-investments

Registered Funds

Each fund's prospectus contains a detailed discussion of the fund's investment objectives and investment strategies, which are summarized below.

First Trust Merger Arbitrage Fund and First Trust Merger Arbitrage ETF. The funds' investment objective is to seek returns that are largely uncorrelated with the returns of the general stock market, and capital appreciation by investing in companies that are involved in a publicly-announced significant corporate event, such as a merger or acquisition, including investments in special purpose acquisition corporations or "SPACs".

First Trust Alternative Opportunities Fund and First Trust Multi-Strategy Fund. The funds' investment objective is to seek long-term capital appreciation by pursuing positive absolute returns across market cycles using a multi-manager approach. FTCM is responsible for overall supervisory responsibility for the general management of the funds and is responsible for selecting and determining the percentage of fund assets allocated to itself and each sub-advisor.

Infinity Core Alternative Fund. The fund's investment objective is to seek long-term capital growth. The fund is a "fund of funds" that invests primarily in general or limited partnerships, funds, corporations, trusts or other investment vehicles based primarily in the United States.

Private Funds

Each fund's offering materials contain a detailed discussion of the fund's investment objective and investment strategies, which are summarized below.

FTCM Private Funds. The FTCM Private Funds' investment objective is to achieve capital appreciation by providing investors with access to a variety of investment advisors who implement various proprietary investment programs. An investment in the FTCM Private Funds provides investors with the opportunity to invest indirectly in various underlying hedge funds, managed accounts, or other investment vehicles, the assets of which are traded and/or managed by third-party hedge fund, real estate and private equity advisors (some of whom may be affiliated with FTCM).

Destiny Funds. The Destiny Funds' investment objective is to achieve capital appreciation by investing in various hedge funds, private equity funds, growth equity funds, venture capital funds, credit funds, real estate funds, co-investment vehicles, managed accounts or other types of investment vehicles, each of which is managed by a third-party investment advisor (which could be Destiny), or by FTCM or an affiliate of FTCM. A majority of the Funds' capital is expected to be invested in liquid investment strategies, although the Destiny Funds will also invest some capital in illiquid investment strategies.

Highland Funds. The principal investment objective of the Highland Funds is to achieve superior risk adjusted returns. The Highland Funds have the broad authority to trade, buy, sell (including sell short), and otherwise acquire (potentially through the use of margin and other forms of leverage), hold, dispose of, and deal in (directly and indirectly through pooled investments, other investment vehicles, participations and otherwise) such other instruments or interests as the fund managers deem appropriate. The Highland Funds currently engage primarily in merger arbitrage transactions (i.e. buying, selling and selling short securities of issuers undergoing fundamental corporate transactions), including investments in SPACs.

Methods of Analysis

FTCM Private Funds and Destiny Funds

When FTCM examines potential investment managers in which to invest, to recommend or to make available via the FTCM Private Funds and the Destiny Funds, FTAIR reviews the manager's performance record and methods of evaluating and managing risk, as well as its back-office support, infrastructure and service providers to confirm that controls are in place that are designed to safeguard investor assets. The due diligence process includes both direct research (such as examining underlying governing documents and offering materials, past audits, the investment team's experience, sophistication and depth, and the firm's operational processes and infrastructure) as well as indirect methods of analysis (such as background checks, reference checks, public filings, valuation confirmations, regulatory history reviews, and confirmation of third-party service providers). FTCM monitors chosen managers continuously to confirm, and understand factors impacting, their performance as well as periodically to review any material changes to the manager's business, discuss the manager's views on the market and/or their targeted industry, and assess whether there are factors that warrant revisiting whether and to what extent a particular investment opportunity should continue to be offered.

Registered Funds

The Portfolio Managers of the Registered Funds rely on the procedures mentioned above performed by FTAIR for potential investment opportunities for the funds, such as alternative investments (including private funds and REITs) and sub-advisors to manage a portion of the assets in the funds. The typical merger arbitrage strategy employed by the funds seek to generate returns by purchasing the stock of the company being acquired, while shorting the stock of the acquiring company. The Portfolio Managers look for opportunities to capture upside movements, as well as protect from downside draws. The Portfolio Managers have a call weekly to discuss performance, research and potential investment opportunities for the Registered Funds.

Principal Investment Risks

No investment is free of risk. Current and prospective investors are cautioned that investments in securities involve risk of loss, including the possibility of a complete loss of the amount invested, and that they should be prepared to bear these risks. Based on the types of investments that FTCM may recommend, all investors should be aware of certain risk factors, which include, but are not limited to, those discussed in the following paragraphs. Investors also should carefully review the offering materials of any investment funds recommended by FTCM to ensure that they are aware of and understand the risks and costs involved with such investments.

Risks Associated with Equity Securities

All investments in equity securities are subject to market risks that may cause their prices to fluctuate over time. Historically, the equity markets have moved in cycles and the value of the securities may fluctuate substantially from day to day. Owning an equity security can also subject an investor to the risk that the issuer may discontinue paying dividends. Investments in common stocks are subject to the risk that in the

event a company is liquidated, the holders of preferred stock and creditors of that company will be paid in full before any payments are made to the holder of common stock. It is possible that all assets of that company will be exhausted before any payments are made to a common stockholder.

An investment in rights and warrants may entail greater risks than certain other types of investments. A right is a privilege granted to existing shareholders of a corporation to subscribe to shares of a new issue of common stock and it is issued at a predetermined price in proportion to the number of shares already owned. Rights normally have a short life, usually two to four weeks, are freely transferable and entitle the holder to buy the new common stock at a lower price than the current market. Warrants are options to purchase equity securities at a specific price for a specific period of time. They do not represent ownership of the securities, but only the right to buy them. Hence, warrants have no voting rights, pay no dividends and have no rights with respect to the assets of the corporation issuing them. Warrants differ from call options in that the underlying corporation issues warrants, whereas call options may be written by anyone. Generally, rights and warrants do not carry the right to receive dividends or exercise voting rights with respect to the underlying securities, and they do not represent any rights in the assets of the issuer. In addition, although their value is influenced by the value of the underlying security, their value does not necessarily change with the value of the underlying securities, and they cease to have value if they are not exercised on or before their expiration date.

Risks Associated with Fixed Income Investments

The issuer of a fixed income security may not be able to make interest and principal payments when due. Generally, the lower the credit rating of a security, the greater the risk that the issuer will default on its obligation. As nominal interest rates rise, the value of fixed income securities is likely to decrease. A nominal interest rate is the sum of a real interest rate and an expected inflation rate.

Traditional convertible securities include corporate bonds, notes and preferred stocks that may be converted into or exchanged for common stock, and other securities that also provide an opportunity for equity participation. These securities are convertible either at a stated price or a stated rate (that is, for a specific number of shares of common stock or other security). As with other fixed income securities, the price of a convertible security generally varies inversely with interest rates. While providing a fixed income stream, a convertible security also affords the investor an opportunity, through its conversion feature, to participate in the capital appreciation of the common stock into which it is convertible. As the market price of the underlying common stock declines, convertible securities tend to trade increasingly on a yield basis and so may not experience market value declines to the same extent as the underlying common stock. When the market price of the underlying common stock increases, the price of a convertible security tends to rise as a reflection of higher yield or capital appreciation. In such situations, an investor may have to pay more for a convertible security than the value of the underlying common stock.

Risks Associated with Exchange-Traded Funds

ETFs are open-end investment companies whose shares are listed on a national securities exchange. An ETF is similar to a traditional mutual fund, but trades at different prices during the day on a securities exchange like a stock. To the extent that a Client invests in ETFs which focus on a particular market segment or industry, the Client will also be subject to the risks associated with investing in those sectors or industries. To the extent the Client invests in inverse ETFs, these are subject to the risk that their performance will decline as the value of their benchmark indices rises. As a purchaser of ETF shares on the secondary market, a Client will be subject to the market risk associated with owning any security whose value is based on market price. ETF shares historically have tended to trade at or near their net asset value, but there is no guarantee that they will continue to do so.

Risks Associated with Alternative Investments

FTCM may recommend the use of alternative investments such as investments in real estate, private equity, or hedge funds. FTCM may also recommend a direct investment into a private company. Investments in such

“alternative assets” may be illiquid, which may impair the ability of the Client or direct investors to exit such investments in times of adversity. Alternative investments may utilize highly speculative investment techniques, including leverage, highly concentrated portfolios, senior and/or subordinated securities positions, control positions and illiquid investments. In addition, they may utilize derivative instruments to attempt to hedge the risks associated with certain of their investments. Transactions in such derivative instruments may expose the assets of investment funds to the risks of material financial loss. Clients that invest in or investors who directly invest in alternative investments will pay FTCM’s advisory fees and those of the underlying investment managers, and certain other fees and expenses of underlying investment funds in which the Client or direct investor invests. Investors in alternative investments may also pay carried interest, performance or incentive allocations to an underlying manager or sponsor of an underlying investment fund in which they invest, all of which contribute to the overall cost of the investment.

Risks Associated with Investments in Private Funds

Investments in pooled investments and other investment vehicles generally are subject to legal or contractual restrictions on their resale. If the fund requests a complete or partial withdrawal of its interest in an underlying fund, the investment adviser of the underlying fund generally may, in its discretion or at the election of the fund, (i) not satisfy the fund’s withdrawal request with respect to the portion of the investment’s assets represented by illiquid investments until the disposition of those illiquid investments, (ii) satisfy the fund’s withdrawal request with an in-kind distribution of illiquid investments (either directly or through an in-kind distribution of interests in a special purpose vehicle or other investment vehicle established to hold such illiquid investments), or (iii) in some cases, satisfy the withdrawal amount by valuing illiquid investments at the lower of cost or market or otherwise in the sole discretion of the applicable investment adviser. If the fund receives distributions in-kind from an investment, the fund may incur additional costs and risks to dispose of such assets. In addition, certain underlying funds may require maintenance of investment minimums and/or have holding periods and/or other withdrawal provisions more restrictive than those of the fund. These may include, but are not limited to, lock-ups, “side pockets,” withdrawal “gates” and fees, suspensions and delays of withdrawals and other similar limitations. In addition, investors should realize that FTCM has no control over the day-to-day operations of the underlying managers in the FTCM Private Funds or the Destiny Funds.

Item 9 - Disciplinary Information

Neither FTCM nor any of its management has been involved in any legal or disciplinary events that would be material to a Client’s evaluation of FTCM or its management.

Item 10 - Other Financial Industry Activities & Affiliations

FTCM is not actively engaged in a business other than (i) providing investment advice to its Clients, and (ii) structuring, offering and managing private investment vehicles. Neither FTCM nor any of its management is registered, or has an application pending to register, as a broker-dealer, futures commission merchant, commodity pool operator, commodity trading adviser, or associated person of the foregoing, and FTCM does not anticipate such affiliations in the future.

VCM, an SEC-registered investment advisory firm that provides integrated wealth management to high-net-worth individuals and their related trusts, retirement plans and other entities, family offices and other institutional clients, is owned by VTF Holdings, LP and its affiliates. Clients should note that FTCM and VCM have certain overlapping officers and employees and share office space and certain expenses, although they operate independently. FTCS and FTCM are related parties to VCM, and FTCS and VCM are parties to the Platform Access Agreements described above. See “**Fees & Compensation - Transactions or Arrangement between Certain Related Parties**” above.

VFT Holdings LP is party to a joint venture agreement with an unrelated private real estate investment firm. The joint venture provides management services to a private real estate investment trust (REIT) and related real estate operating company.

First Trust Capital Partners LLC ("FTCP"), an owner of FTCS, is affiliated with FTP, which is an SEC-registered broker-dealer that specializes in sponsoring the First Trust series of unit investment trusts and is the distributor of ETF creation units, mutual fund shares, and non-affiliated third-party structured investments.

FTCP also is affiliated with First Trust Advisors L.P. ("FTA"), which is an SEC-registered investment adviser that specializes in providing supervisory, evaluation and administrative services provided to unit investment trusts sponsored by FTP; and investment management services provided to institutional clients such as exchange traded funds, mutual funds, and closed-end funds and separately managed accounts. FTA is also registered with the National Futures Association (NFA) as an NFA member, Commodity Pool Operator and Commodity Trading Advisor. In addition, FTA is registered as a Portfolio Manager with the Ontario Securities Commission.

Mr. Michael D. Peck is President and Co-Chief Investment Officer of VCM and is a registered investment adviser representative of VCM.

Mr. Chad Eisenberg is Chief Operating Officer of VCM.

Mr. James A. Bowen is Chief Executive Officer of FTA and FTP. Mr. Bowen is also Chairman of the Board of Stonebridge Advisors LLC (Stonebridge), BondWave LLC (BondWave), and FTCP. He is also a Director of First Trust Global Portfolios Limited (FTGP). Stonebridge and First Trust Global Portfolios are registered investment advisors and affiliates of FTA. BondWave is a financial software developer. FTCP primarily invests in private investment opportunities. Mr. Bowen is also registered with FTP.

Mr. Andrew S. Roggensack is President of FTA, FTP and FTCP and a Director of FTGP. Mr. Roggensack is also registered with FTP.

Mr. James M. Dykas is Managing Director and Chief Financial Officer of FTA and FTP, and Chief Financial Officer of Stonebridge, BondWave and FTCP. Mr. Dykas is also registered with FTP.

FTCM has and will continue to develop relationships with professionals who provide services it does not provide, including legal, accounting, banking, tax preparation, insurance brokerage, certain boutique investment strategies, and other services. None of these relationships creates a material conflict of interest with any of FTCM's Clients.

Item 11 - Code of Ethics, Interest in Client Transactions & Personal Trading

Code of Ethics

FTCM has adopted a Code of Ethics for all supervised persons that includes policies and procedures governing their conduct and addressing the firm's fiduciary duty to its Clients. The Code of Ethics includes provisions relating to standards of business conduct, the confidentiality of Client information, and a prohibition on insider trading. At the beginning of employment and at least annually thereafter, all FTCM supervised persons must acknowledge in writing the terms of the Code of Ethics and agree to be bound by it. FTCM employees who violate the Code of Ethics may be subject to disciplinary action, including, but not limited to, profit disgorgement, fines, censure, suspension or dismissal. Personnel are also required to promptly report any violations of the Code of Ethics of which they become aware.

Subject to satisfying FTCM's policies as set forth in the Code of Ethics and applicable laws, officers, directors and employees of FTCM and its affiliates may trade for their own accounts in securities which are recommended to and/or purchased for FTCM's Clients. The Code of Ethics is designed to allow employees to invest for their own accounts while assuring that material non-public information is not being used and the personal securities transactions, activities and interests of FTCM's employees will not interfere with making and implementing decisions in the best interest of FTCM's Clients.

FTCM's Clients or prospective clients may request a copy of the firm's Code of Ethics by contacting us at 872-260-4182.

Conflicts of Interest

Participation or Interest in Client Transactions

FTCM anticipates that, in appropriate circumstances consistent with a Clients' investment objectives, it will recommend to the Clients the purchase or sale of securities in which FTCM, its affiliates directly or indirectly, have a position or interest. FTCM and certain employees and affiliates of FTCM may invest in and alongside funds it manages, either through the general partner, as direct investors in the fund, with outside fund managers, or otherwise.

FTCM will not affect any principal or agency cross securities transactions for Client accounts without pre-approval. Principal transactions are generally transactions where an adviser, acting as principal for its own account or the account of an affiliate, buys from or sells any security to any advisory client. A principal transaction may also be deemed to have occurred if a security is crossed between affiliated funds. An agency cross transaction is a transaction where an investment adviser, or any person controlled by or under common control with the investment adviser, acts as broker for both the advisory client and for another person on the other side of the transaction. FTCM will seek the necessary pre-approvals prior to executing a cross trade.

Revenue Sharing Arrangements

A related party of FTCM has negotiated arrangements with several unrelated third-party fund managers to receive payments (called "revenue sharing payments") from those managers equal to a portion of the management fees or other revenues they earn for managing their funds. These arrangements are tied to FTCM Funds investing in these unrelated third-party funds and in some cases FTCM or its affiliates performing services for the third-party fund manager or a joint venture that FTCM has formed with that manager. Revenue sharing payments are allocated to the FTCM Fund class making the investment, or in some cases a portion of the payments may be split with FTCM or an affiliate. These revenue sharing payments create a financial incentive for FTCM to invest with third-party fund managers with whom such an arrangement is in place. FTCM provides specific disclosures regarding these payments in the FTCM Fund offering materials for the classes where there are revenue sharing arrangements.

Transactions or Arrangements between Certain Related Parties

As a component of its investment strategy, FTCM may utilize Affiliated Funds (private funds managed by FTCM or mutual funds or ETFs for which it is the adviser or funds where FTP is the distributor).

When applicable, FTCM aggregates and allocates investment opportunities amongst its Clients by applying such considerations as it deems appropriate, including the Client's relative size, amount of available capital, size of existing positions in the same or similar securities, leverage and other factors. FTCM will attempt to allocate investment opportunities pro rata, when possible, among participating Clients. FTCM may, however, increase or decrease the amount of securities allocated to each account if necessary to avoid holding odd-lot or small numbers of shares for particular Clients. Additionally, if FTCM is unable to fully execute a batched transaction and it is determined that it would be impractical to allocate a small number of

securities/investments among the participating accounts in the transaction on a pro-rata basis, FTCM may allocate such securities/investments in a manner determined in good faith to be a reasonable and fair allocation.

FTCM's principals devote as much of their time to the business of FTCM as in their judgment is reasonably required but are not required to devote a particular amount of time to this business. As described above, the principals are currently involved in other business ventures (including VCM) and/or may organize or become involved in other business ventures in the future. FTCM Clients will not share in the risks or rewards of such other ventures, which may compete with current investments made by FTCM Clients for the time and attention of the principals and therefore create additional conflicts of interest.

Item 12 - Brokerage Practices

In selecting a broker or dealer, FTCM may consider, among other things, the broker or dealer's execution capabilities, reputation and access to the markets for the securities being traded. Other considerations include the amount of transaction costs, the quality of execution, the expertise in particular markets, the experience and financial stability of the firm, the availability of stock loans, the quality of service, the familiarity both with investment practices generally and the techniques employed by FTCM particularly, the research and analytic services, clearing and settlement capabilities. FTCM generally will seek competitive commission rates but will not necessarily attempt to obtain the lowest possible transaction commission. FTCM will arrange for the execution of securities transactions through brokers or dealers that it reasonably believes will provide "best execution". FTCM seeks to execute Client transactions in such a manner that the Client's total cost or proceeds in each transaction is the most favorable under the circumstances.

Soft Dollars

FTCM may effect transactions with broker-dealers who provide research or brokerage services meant to assist FTCM in making investment and trading decisions on behalf of its Clients. The negotiated commissions paid to broker-dealers supplying such research or brokerage services may not represent the lowest obtainable commission rates. Section 28(e) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), provides a "safe harbor" to investment managers like FTCM who use commission dollars generated by their advisory accounts to obtain investment research, brokerage and other services that provide lawful and appropriate assistance to the manager in performing investment decision-making responsibilities ("soft-dollar" arrangements), provided that the amount of any increased commission costs on account of such research or other services is reasonable relative to the value of the services so provided. FTCM complies with this soft-dollar "safe harbor" afforded by Section 28(e) under the Exchange Act.

FTCM utilizes allocations of commission dollars solely to pay for (i) certain expenses which would otherwise be borne by its Clients (and which therefore do not involve the conflict of interest issues normally presented by "soft dollar" arrangements covered by Section 28(e)) and/or (ii) products or services that qualify as "research and brokerage services," within the meaning of Section 28(e), pursuant to arrangements that meet the other requirements of that section. Services, other than research, obtained by the use of commissions arising from Client transactions will only be used for the benefit of FTCM's Clients, and such services will be limited to services that would otherwise constitute an expense borne by its Clients.

FTCM may have an incentive to select or recommend a broker-dealer based on its interest in establishing soft-dollar arrangements with that firm. Further, FTCM may, in its discretion, cause an account to pay one or more brokers a commission greater than another qualified broker might charge to effect the same transaction where FTCM determines in good faith that the commission is reasonable in relation to the value of the brokerage and research services received. Such arrangements are periodically reviewed along with the broker's execution performance to ensure that any potential conflict of interest issues are identified and addressed.

The benefits of research and other services obtained through the use of soft-dollars are not limited to those Clients who have helped to acquire the particular benefit through the payment of commissions generated by transactions in their accounts. Rather, the research obtained through FTFCM's brokerage allocations may be used by FTFCM in connection with services rendered to all of FTFCM's Clients, to only certain Clients, or to other accounts or entities managed by FTFCM – and consequently brokerage commissions paid by a particular Client may be used to pay for research that is not used in managing that particular Client's account.

Given that research obtained by FTFCM may be useful to a variety of Clients, FTFCM will not generally attempt to allocate the relative costs or benefits of research among its Clients. Accordingly, brokerage allocations from one Client may have the effect of indirectly benefiting other investment accounts managed by FTFCM or its affiliates.

Order Aggregation

As a matter of general policy and practice, FTFCM will aggregate transactions for its Clients where practicable, except in the case of alternative investments. Aggregating transactions allows the trading of aggregate blocks of securities from multiple Client accounts. Generally, aggregating transactions allows FTFCM to execute transactions in a more timely, efficient and equitable manner and to seek best execution and/or to reduce commission charges.

FTFCM may not necessarily apportion shares to participating Clients in equal percentage amounts but endeavors to achieve balance where possible. In general, FTFCM will endeavor to make all investment allocations in a manner that it considers to be the most equitable to all managed Clients. All participants in an aggregated trade generally will be allocated securities on a pro rata, average price per share basis, subject to adjustment if necessary to avoid holding odd-lot or small numbers of shares for particular Clients.

Trade Errors

FTFCM has policies and procedures in place to minimize the occurrence of trade errors and, should a trade error occur, detect and correct such trade errors in a timely manner. While the method of correction may vary depending on the nature of the error, the intent is to make the Client whole.

Item 13 - Review of Accounts

FTFCM has an Investment Committee, which is comprised of FTFCM's executive team and certain other FTFCM employees. The Investment Committee is responsible for the construction, management and oversight of holdings in the FTFCM Private Funds and the Destiny Funds. The Investment Committee meets at least quarterly to review detailed investment and due diligence reports prepared by FTAIR to approve certain investments and determine whether any changes should be made to the list of investments made available through the FTFCM Private Funds and the Destiny Funds, but may review accounts more often if investment conditions require. In the case of the Highland Funds and the Registered Funds, these accounts are monitored by the portfolio managers of each respective fund on a daily basis. The Co-Chief Investment Officers have a weekly call to discuss their review of the performance for the week and month-to-date to determine whether any changes need to be made to the portfolios. They also monitor economic, investment and market conditions that might dictate changes in strategy or portfolio holdings.

Item 14 – Client Referrals and Other Compensation

FTFCM does not compensate any third party for referring clients to FTFCM.

However, FTCM and FTP are parties to a Placement Agent Agreement whereby FTP is retained to assist FTCM in the offer and sale of interests in the FTCM Private Funds. As compensation for such services, FTCM agrees to pay FTP a percentage of all fees received by FTCM in connection with such sale of investment made by FTP. An affiliate of FTP has an ownership interest in FTCM, providing an additional incentive for FTP to offer the interests in the FTCM Private Funds. These arrangements create a conflict of interest for FTP and FTCM, which manage such conflict through disclosure of the arrangement.

Item 15 - Custody

Private Funds

In its capacity as the managing member of the FTCM Private Funds, the Destiny Funds, and the Highland Funds, FTCM is deemed to have custody of assets managed on a discretionary basis in those entities. In order to abide by the Custody Rule, these funds are audited annually by an independent public accountant and the audited financial statements are delivered to each investor within 120 days (or 180 days for “fund of funds”) of the fund’s fiscal year end. In addition, the third-party administrator for the FTCM Private Funds, the Destiny Funds, and the Highland Funds distributes statements at least quarterly to each of the funds’ investors.

Item 16 - Investment Discretion

Discretionary Trading Authority

FTCM is retained on a fully discretionary basis and is authorized to determine and direct execution of portfolio transactions pursuant to the terms of a fund’s prospectus or offering documents, or any other documents executed between FTCM and each Client. The terms upon which FTCM serves as an adviser are established at the time each Client retains FTCM as its investment manager.

FTCM Private Funds, the Destiny Funds and the Highland Funds

FTCM generally has complete discretionary authority via the relevant organizational documents and/or advisory agreements to manage the funds’ investment portfolios, without any specific limitations.

Item 17 - Voting Client Securities

FTCM generally votes proxies for Clients on all matters when FTCM has discretionary investment authority.

When FTCM votes proxies in accordance with its Proxy Voting Policy, a copy of which is available from our Chief Compliance Officer upon request. FTCM’s Proxy Voting Policy is based on the principle that proxies are voted in the best long-term economic interest of the Client. FTCM maintains records pertaining to its proxy voting as required under the Advisers Act. Our Chief Compliance Officer may be contacted for information pertaining to how FTCM voted proxies on any specific proxy issue.

When FTCM has voting authority with respect to proxies solicited by Affiliated Funds, it votes those proxies in accordance with FTCM’s Proxy Voting Policy.

The FTCM Private Funds and the Destiny Funds invest predominantly in unaffiliated private funds rather than publicly traded securities, so FTCM does not exercise proxy voting authority for these investments in the conventional sense. From time-to-time private fund managers seek consent from FTCM and other investors in their funds. FTCM’s investment team will carefully evaluate all such proposals and seek to act in the affected fund’s best interests. Similarly, FTCM seeks to act in the funds’ best interests in voting proxies

for securities held by the Highland Funds.

Item 18 - Financial Information

FTCM has no financial condition that impairs its ability to meet contractual or any other obligations to Clients and has not been the subject of a bankruptcy proceeding.