



Form ADV Part 2A
Firm Brochure

Castle Creek Arbitrage, LLC
(d/b/a *Castle Creek Strategies, LLC*)

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This Brochure provides information about the qualifications and business practices of Castle Creek Arbitrage, LLC. If you have any questions about the contents of this Brochure, please contact us at (312) 692-5075. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission ("SEC") or by any state securities authority.

Castle Creek Arbitrage, LLC is registered with the SEC as an investment adviser. Registration as an investment adviser does not imply any level of skill or training.

Additional information about Castle Creek Arbitrage, LLC is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2: *Material Changes*

Item 2 requires Castle Creek Arbitrage, LLC to provide a summary of any material changes to the information provided in this Brochure between annual updates of the document. In the Firm's view, the Brochure had the following material changes since the last annual amendment filed on March 22, 2021:

- Items 8 and 10 have been amended to include disclosures regarding the potential conflict of interest that exists when Castle Creek receives material non-public information related to the companies in which it invests or intends to invest on behalf of clients;
- Item 15 has been amended to reflect Castle Creek's custody practices related to client assets considered to be "privately offered securities;" and
- Item 17 reflects updates to Castle Creek's proxy voting policies and procedures.

Table of Contents

<i>Item 2: Material Changes</i>	<i>2</i>
<i>Table of Contents</i>	<i>3</i>
<i>Item 4: Advisory Business</i>	<i>4</i>
<i>Item 5: Fees and Compensation</i>	<i>4</i>
<i>Item 6: Performance-Based Fees and Side by Side Management</i>	<i>6</i>
<i>Item 7: Types of Clients</i>	<i>6</i>
<i>Item 8: Methods of Analysis, Investment Strategies and Risk of Loss</i>	<i>7</i>
<i>Item 9: Disciplinary Information</i>	<i>10</i>
<i>Item 10: Other Financial Industry Activities and Affiliations</i>	<i>10</i>
<i>Item 11: Code of Ethics, Participation or Interest in Client Transactions and Personal Trading</i>	<i>11</i>
<i>Item 12: Brokerage Practices</i>	<i>12</i>
<i>Item 13: Review of Accounts</i>	<i>15</i>
<i>Item 14: Client Referrals and Other Compensation</i>	<i>16</i>
<i>Item 15: Custody</i>	<i>16</i>
<i>Item 16: Investment Discretion</i>	<i>17</i>
<i>Item 17: Voting Client Securities</i>	<i>17</i>
<i>Item 18: Financial Information</i>	<i>18</i>

Item 4: Advisory Business

Castle Creek Arbitrage, LLC (d/b/a Castle Creek Strategies, LLC; “Castle Creek” or the “Firm”) is a limited liability company organized under the laws of the State of Delaware and operates from its principal place of business in Chicago, Illinois. Castle Creek was established in March of 2003 as Castle Creek Convertible Arbitrage LLC and changed its name in 2005 to Castle Creek Arbitrage, LLC. From January 2002 to March of 2003 the Firm’s business was conducted through CC Investments LDC and after a transfer of assets, it formally began operations on April 1, 2003. The Firm has been registered with the U.S. Securities and Exchange Commission (“SEC”) as an investment adviser since February of 2006. Mr. Allen Weine, founder of Castle Creek, majority owns and controls the Firm. Additionally, Messrs. Peter Fletcher and Amir Ahmed, portfolio managers of Castle Creek, are non-controlling principals of the Firm.

Castle Creek provides investment advisory services to several private investment funds that were organized by the Firm (the “Funds”). In managing the Funds, the Firm implements several strategies, including convertible arbitrage, relative value, capital structure arbitrage, special purpose acquisition vehicles (“SPACs”), other credit related strategies, and equity-option related strategies and has recently launched a focused strategy in SPACs and their related securities. Each strategy is more fully described in the relevant Fund’s offering documents. In addition, Castle Creek may provide investment advisory services to other clients that generally replicate the investment strategies used by the Funds, including pooled investment vehicles organized by unaffiliated third parties or separately managed accounts (collectively, “Managed Accounts”, and together with the Funds, “Clients”).

The Funds, and the shares and interests offered by the Funds, are not registered under applicable securities regulations, including the U.S. Securities Act of 1933, as amended or the Investment Company Act of 1940, as amended. Accordingly, interests or shares of the Funds are offered and sold exclusively to investors that satisfy eligibility and suitability requirements under rules applicable to private placement transactions or offshore transactions.

The Firm’s advisory services are provided on a discretionary basis, which may be limited by conditions set forth in the governing documents for a Fund or may be imposed by a Managed Account in written investment guidelines or restrictions. As Castle Creek provides advisory services to the Funds, and not directly to any underlying investor as a result of investing in the Funds, the Firm does not take into consideration any specific investment condition requested by an investor in the Funds. Castle Creek does not manage any assets on a non-discretionary basis.

As of December 31, 2020, Castle Creek managed (on a fully discretionary basis) approximately \$2,176,857,000 of regulatory assets under management.

Item 5: Fees and Compensation

Castle Creek does not have a standard fee schedule for its advisory services. The Funds are typically structured such that the Firm receives an annual asset-based management fee (ranging from 0.50% to 1.5%) and an annual incentive fee (ranging from 15% to 20%). As more fully described in a Fund’s offering documents, the Firm has discretion to reduce or waive fees charged to any Fund or Fund investor, including where the Firm or Firm employees are investors in a Fund.

Asset-based management fees are paid monthly in arrears based on the average net asset value of the Fund at the end of each month. Incentive fees are generally payable as of each December 31 and upon any investor redemption from a Fund, subject to a “high water mark.” The “high water mark” for each investment in a Fund is the higher of the most recent December 31 net asset value on which an incentive fee was computed and paid or the last December 31 net asset value on which an incentive fee was computed (adjusted for contributions and withdrawals / redemptions since the prior December 31). The “high water mark” is proportionately reduced each time a Fund investor makes a redemption / withdrawal when there is a loss carry forward attributable to the investment. Fund investors that make redemptions / withdrawals on quarter ends other than as of December 31 are subject to incentive fees on the portion of their investment redeemed.

For advisory services provided to a Managed Account, the Firm charges asset-based management and incentive fees that are similar to the fees charged to the Funds. The Firm will generally negotiate such fees based on various factors, including the amount of assets managed, the investment restrictions imposed by the account, the nature and extent of the relationship with the client or other business factors.

In addition to the asset-based management fee and incentive fee, each Client is responsible for the costs and expenses arising from its organization and operation. Such costs and expenses typically include without limitation: (i) accounting, (ii) administrative (including, as applicable, expenses related to reporting to underlying Fund investors and the on-going offering of Fund interests), (iii) tax and audit fees and expenses, (iv) custodial fees, (v) legal (including, investment-related, litigation-related and indemnification expenses), (vi) directors and officers and errors and omissions insurance premiums, (vii) brokerage commissions, clearing and settlement charges, (viii) investment-related research and expenses, (ix) costs of systems utilized to carry out the Client’s investment strategy, including without limitation order management, risk management and portfolio accounting systems, (x) director expenses, (xi) taxes, including withholding taxes, (xii) governmental and regulatory charges, including those related to regulatory, state and county filing fees and (xiii) other operating expenses and all other expenses and liabilities reasonably incurred in connection with or arising out of the business of the Fund or Client. The brokerage and trading expenses are further described in the *Brokerage Practices* section of this Brochure. The expenses of a Fund, including the asset-based management and incentive fees, may constitute a higher percentage of average net assets than would be typically found in other investment options.

Castle Creek will render its services to Clients at its own expense and will be responsible for its overhead expenses including office rent, utilities, furniture and fixtures, stationery, secretarial/internal administrative services, salaries and bonuses, entertainment expenses, employee insurance and payroll taxes.

Investors in a Fund are generally limited in their ability to terminate their participation in the Fund. In addition to other redemption and transfer restrictions that are described in a Fund’s offering documents, Funds may impose early redemption fees on redemptions within the first twelve months of an investment in the Fund or impose a “lock-up” period such that investors may not withdraw capital that has not been invested for a specified period of time.

As Castle Creek organized each Fund specifically to offer its advisory services to the Fund, the advisory agreement between Castle Creek and each Fund provides for limited instances under which the agreement may be terminated.

It is very important that investors refer to their respective Fund's offering documents for a complete understanding of how Castle Creek is compensated for its advisory services, eligible Fund expenses, and investor withdrawal and redemption rights. The information contained herein is a summary only and is qualified in its entirety by the relevant Fund offering documents.

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

As noted under the *Fees and Compensation* section, Castle Creek charges performance-based fees (*i.e.*, incentive fees) that are based on a share of capital gains on, or capital appreciation of, a Client's assets. Castle Creek does not currently manage a Fund or Managed Account that is not charged a performance-based fee. The Firm structures performance-based fee arrangements in accordance with applicable rules, including Rule 205-3 of the Investment Advisers Act of 1940, as amended (the "Advisers Act").

Performance-based fees may create an incentive for Castle Creek to make investments that are riskier or more speculative than would be the case in the absence of such fees. However, this incentive may be tempered somewhat by the fact that losses will reduce the Fund's performance and thus the fees earned. As performance-based fees are calculated on an annual basis, which includes unrealized appreciation of a Client's assets, the fees may be greater than if based solely on realized gains. In addition, performance-based fees could be based on unrealized gains that Clients may never realize. Castle Creek has implemented various procedures (including with respect to trade allocation and valuation of assets) to address the conflicts of interest arising due to charging performance-based fees.

Item 7: Types of Clients

Castle Creek currently serves as managing member or investment manager to the Funds, which are exempt from registration under applicable securities regulations. Investors in the Funds must meet certain eligibility provisions: interests in the Funds are generally offered to (A) U.S. investors who are "qualified purchasers" and "accredited investors" (as those terms are defined under applicable SEC rules) and (B) non-U.S. investors (as applicable). Investors may include fund of funds, institutions, business entities, trusts, pension and profit-sharing plans, government entities, and high net worth individuals. Investors in the Funds are generally required to make a minimum initial investment of \$1,000,000 (USD) and are subject to redemption restrictions. At its discretion, and subject to any applicable regulatory requirements, the Firm may modify the minimum initial investment amount and/or redemption restrictions for certain Fund investors including those affiliated with Castle Creek. Investors in a Fund must independently make a determination with respect to the suitability of making or continuing any investment in a Fund. Castle Creek does not make any such suitability determination or otherwise provide investment advisory services to Fund investors solely as a result of their investing in a Fund.

In providing advisory services to the Funds, Castle Creek generally disfavors "side letters" with Fund investors, even if the terms of a side letter do not adversely affect other Fund investors. As such, it has incorporated in each Fund's offering documents as general terms (applicable to all Fund investors) many of the undertakings that the Firm most frequently encounters in side letter requests. However, Castle Creek reserves the right to enter into side letters and other agreements and arrangements with certain investors, which may provide terms and conditions that are more advantageous than those set forth in the applicable Fund's offering documents. Such terms and conditions may include without limitation special rights to make future investments in the Funds

or other investment vehicles or accounts managed by Castle Creek, different transparency rights, reporting rights, different withdrawal/redemptions rights and/or different fee terms.

When deemed appropriate for a large or strategic investor, Castle Creek may elect to establish an advisory relationship with a Managed Account, which may include investment objectives tailored to the underlying investor and/or be subject to different terms and fees than those of other Clients. Such investment objectives, fee arrangements and terms will be individually negotiated, and such Managed Account relationships generally are subject to significant account minimums at the discretion of Castle Creek.

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

Investing in securities involves the risk of loss that clients should be prepared to bear. The Firm does not offer any products or services that guarantee rates of return on investments. The Funds, investors in the Funds and Managed Accounts all assume the risk that investment returns may be negative or below the rates of return of other investment advisers, market indices or investment products.

Investment Strategies and Methods of Analysis

Castle Creek's investment strategies primarily include convertible arbitrage, relative value, capital structure arbitrage, other credit related strategies, SPACs, and other equity-option related strategies. When implementing these strategies, the Firm strives to construct a diversified portfolio of convertible securities, high-yield corporate bonds, derivatives, corporate debt, bank debt, bank loans, distressed loans and claims, leveraged loans, equity securities, SPACs, and other securities both on U.S. and non-U.S. exchanges. In addition, the Firm looks to generate returns from a combination of attractive coupon or dividend yields and interest generated on the proceeds of short holdings, and, in the case of convertible securities, by trading on the underlying security's volatility or credit spread. The Firm also utilizes derivatives and participates in swap transactions.

The Firm's convertible arbitrage strategy consists of buying and selling U.S. and non-U.S. convertible securities, typically including hedging a portion of the risk inherent in such securities. Convertible securities are securities that may be exchanged or converted into a predetermined number of an issuer's underlying common shares at the option of the holder during a specified time period. They may take the form of convertible preferred stock, convertible bonds or debentures, stock purchase warrants or other securities combining the features of these securities. Convertible hedging combines the use of other instruments in conjunction with a convertible security with a view to controlling risk while seeking capital gains. Convertible securities may be hedged by selling short some or all of the common stock issuable upon conversion of such securities, or by establishing "synthetic" short positions through derivatives and options transactions. The Firm utilizes fundamental credit research along with quantitative analysis and modeling in selecting investments with regard to the equity and fixed income components of any particular investment in this strategy.

The Firm's relative value strategy focuses on spread relationships between the pricing components of financial assets. This strategy seeks to avoid exposure to significant outright market risk. However, the "spread" risk of the relative values of positions diverging rather than converging or vice versa may be significant. The Firm employs mathematical and statistical techniques and models in an attempt to identify and hedge trading opportunities in this strategy.

Capital structure arbitrage involves buying long and selling short different classes of securities of the same issuer in anticipation of profiting from a relative mispricing among them. Other credit related strategies take various different forms, including, but not limited to, buying and selling different credit sensitive instruments relating to one issuer, selling “short” bonds of an issuer subject to potential credit deterioration and buying distressed and high-yield securities offering favorable return profiles.

The Firm’s SPAC strategies seek consistent income and capital appreciation based on the asymmetric return profile of SPACs by investing predominantly in a diversified portfolio of SPACs and their related securities. The strategy primarily focuses on long investments in SPAC units, SPAC trust securities and SPAC warrants. Castle Creek uses quantitative and qualitative analysis to determine which SPACs to purchase and when to enter and exit positions. When appropriate, long exposure may be hedged by shorting SPAC securities or their related derivatives.

It is very important that investors in the Funds refer to the respective Fund’s offering documents for a complete understanding of Castle Creek’s investment strategies and methods of analysis. The information contained herein is a summary only and is qualified in its entirety by the relevant Fund offering documents.

Investment Risks

There are various risks associated with implementing the Firm’s investment strategies, including, among others:

- *Portfolio management:* The Firm’s strategies are dependent on the services of Mr. Weine and his (as well as other Firm portfolio managers’) discretionary market judgment. The absence of Mr. Weine and/or other key personnel could have a material adverse effect on the Firm.
- *Arbitrage trading:* The Firm will engage in arbitrage trading when implementing its strategies. Arbitrage opportunities are often short lived and arbitrage trading can involve large transaction costs because of the need to simultaneously buy and sell many different securities.
- *Leverage and the availability of credit:* The Firm’s trading activities will utilize leverage, which typically increases the risk of loss and the volatility of a portfolio. The greater the leverage that is incorporated, the more likely it is that a sudden, substantial change will occur in the value of a portfolio. There is generally no restriction on the amount of leverage that the Firm may use and the amount of leverage may be significant from time to time. The Firm depends on the availability of credit to finance the portfolios for its Clients. While the Firm attempts to negotiate the terms of its financing arrangements with brokers and dealers, its ability to do so is limited. There can be no assurance that the Firm will be able to maintain adequate financing arrangements to implement its investment strategies.
- *Debt and other income securities:* Fixed income securities are typically subject to interest rate, market, credit, and currency risk. Interest rate risk generally relates to changes in a security’s value as a result of changes in interest rates. Market risk relates to the changes in the risk or perceived risk of an issuer, country or region. Credit risk relates to the ability of the issuer to make payments of principal and interest. Fixed income securities denominated in non-U.S. currencies are also subject to the risk of a decline in the value of the denominating currency relative to the U.S. dollar.

- *Distressed securities:* The Firm may invest in securities issued by companies in weak financial condition, experiencing poor operating results, needing substantial capital investment, facing special competitive or product obsolescence problems or even bankruptcy or reorganization proceedings. Investing in distressed securities may be unusually complicated and may involve an unusually high degree of risk and illiquidity.
- *SPAC investments:* The Firm invests in SPACs which are companies that may be unseasoned and lack trading or operational history, a track record of reporting to investors, and widely available research coverage. SPACs may be purchased through initial public offerings which are often subject to extreme price volatility and speculative trading. Because SPACs have no operating history or ongoing business other than seeking acquisitions, the value of their securities is particularly dependent on the ability of the entity's management to identify and complete a profitable acquisition. There is no guarantee that the SPACs in which the Fund invests will complete an acquisition or that any acquisitions that are completed will be profitable.
- *Short sales:* The Firm may engage in short sales as part of hedging transactions or when it believes securities are overvalued. A short sale theoretically presents greater risk than purchasing a security outright since there is no ceiling on the possible cost of replacing the borrowed security, whereas the risk of loss on a "long" position is limited to the purchase price of the security. Closing out a short position may cause the security to rise further in value, creating a greater loss. In addition, the ability to continue borrowing the security is not guaranteed. If the short seller loses the ability to continue borrowing the security, a "buy-in" may occur, forcing the short seller to purchase the security at an inopportune time.
- *Derivative instruments:* The Firm invests in derivative instruments, including futures, options, swaps, structured securities and other instruments and contracts, which involve risks applicable to trading the underlying asset and also other risks such as risks associated with trading on an unregulated market, counterparty risks relating to the creditworthiness of the counterparty, market risk, and operations risk.
- *Reliance on corporate management and financial reporting:* Many of the Firm's strategies rely upon financial information made available to the public by issuers of securities. The Firm may have no ability to independently verify the financial information disseminated by issuers and is dependent upon the integrity of both the management of such issuers and the financial reporting process in general.
- *High Turnover:* The Firm's trading and investing activities will utilize leverage and will result in a substantial turnover rate of portfolio holdings, high concentration in certain types of positions, short selling and use of derivative instruments. Short-term results are extremely difficult to predict and may vary widely. The Firm's investment strategies may result in frequent losses on individual investments, even during periods when overall performance is profitable.
- *Concentration:* In general, the Firm is not restricted as to the percentage of assets that may be invested in any particular issuer, industry, instrument, market or strategy. As such, a portfolio may have a high concentration in certain types of positions.
- *Global market exposure:* By investing in foreign markets, a portfolio is subject to, among other risks: (i) currency exchange-rate risk; (ii) the possible imposition of withholding, income or excise taxes; (iii) the absence of uniform accounting, auditing and financial reporting standards and practices; (iv) less rigorous disclosure requirements and little or potentially biased government supervision and regulation; and (v) economic and political

risks, including expropriation, exchange controls and potential restrictions on foreign investment and repatriation of capital.

- *Insider Information:* From time to time, Castle Creek comes into possession of material non-public information concerning a company in which Clients have invested or intend to invest. The possession of such information typically limits the ability of Castle Creek to cause Clients to buy or sell the securities issued by such company. Therefore, Castle Creek could be required to refrain from buying or selling such securities for Clients at times when Castle Creek might otherwise wish to cause Clients to buy or sell such securities. Castle Creek is not obligated to avoid acquisition of material non-public information.

It is very important that investors refer to the respective Fund's offering documents for a complete understanding of the material risks involved with the Funds' investment strategies. The information contained herein is a summary only and is qualified in its entirety by the relevant governing documents.

Item 9: Disciplinary Information

SEC-registered investment advisers like Castle Creek are required to disclose all material facts regarding any legal or disciplinary events that are material to a client's evaluation of the Firm's advisory business or the integrity of the Firm's management. In the Firm's view, there is no information to disclose that is applicable to this item.

Item 10: Other Financial Industry Activities and Affiliations

Castle Creek serves as the investment manager of the Funds, the managing member of the domestic feeder Funds, and certain affiliates serve, as applicable, as the general partner or director of the offshore funds. Castle Creek, its affiliates, employees and/or their related persons may invest directly in the Funds. It should be noted that investments in the Funds made by such persons may not be subject to the management fees and/or performance-based fees.

Castle Creek and the Funds rely upon available exemptions and are not registered with the U.S. Commodity Futures Trading Commission.

From time-to-time in the ordinary course of business, Castle Creek's employees interact with senior executives of public or private companies, the securities of which Castle Creek may recommend to Clients, and other investment firms and broker/dealers that also invest or deal in securities (or related securities) that Castle Creek may recommend to Clients. Such communications may potentially give rise to conflicts of interest. For example, it is possible that senior executives of the underlying companies could seek to exert influence on Castle Creek to invest in such a company or may give Castle Creek information that is not publicly known. As such, Castle Creek maintains insider trading procedures which forbid any employee from trading, either personally or on behalf of others, including Clients, on material non-public information or communicating material non-public information to others in violation of the law. Therefore, Castle Creek could be required to refrain from buying or selling such securities for Clients at times when Castle Creek might otherwise wish to cause Clients to buy or sell such securities.

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

Castle Creek has adopted a Code of Ethics designed to promote honest and ethical conduct in its business dealings. The Firm believes it is important to create an environment where ethics are valued and promoted and that employees recognize their fiduciary duty to the Firm's clients. As a fiduciary, Castle Creek has an obligation to, among other things, protect the confidentiality of client information, to prevent the misuse of material non-public information and to the extent feasible, to avoid or mitigate conflicts of interests. Although no amount of procedures can guarantee an individual's behavior, Castle Creek believes starting with a Code of Ethics that is enforced by the Firm should promote honest and ethical conduct by its employees.

The Code of Ethics imposes various requirements on all Castle Creek employees, including pre-clearance of most personal securities transactions, periodic reporting of personal securities transactions and holdings and disclosure of outside business activities. Employees must provide or arrange for automatic delivery to the Firm's compliance department of duplicate copies of accounts statements for personal securities accounts. These reports are reviewed to determine if personal trading by employees is done in a manner consistent with the Code of Ethics.

In addition, the Code of Ethics sets forth general guidelines when an employee may accept or provide non-cash compensation, such as gifts, meals or event tickets to individuals (including Fund investors, other clients, broker/dealers, company management or service providers) who conduct business with the Firm. In general, the Code of Ethics requires an employee to internally report certain non-cash compensation items or to decline receipt, based on a consideration of various factors, including the market value of the item.

Castle Creek also maintains an Insider Trading policy designed to prevent the misuse of material, non-public information. In accordance with the Insider Trading Policy, Castle Creek employees may not trade, for their personal accounts or for the account of any Client, while in the possession of material non-public information. Any employee who believes he or she has come into possession of material non-public information is required to inform the Chief Compliance Officer or Chief Investment Officer so that appropriate steps may be taken.

All Castle Creek employees are required to certify their compliance with the Firm's Code of Ethics and the Insider Trading Policy at least annually. Existing and prospective clients may obtain a copy of Castle Creek's Code of Ethics by contacting the Firm at (312) 692-5075.

Castle Creek's duty of loyalty to one Client may potentially conflict with its duty of loyalty to another, particularly with respect to allocations of trades. Furthermore, Castle Creek employees also invest directly in certain Funds managed by Castle Creek which could create a potential conflict of interest to favor such Funds over Funds in which employees are not invested. However, as noted under *Trade Allocation* below, Castle Creek seeks to allocate investment opportunities and treat all similarly situated Clients fairly and equitably over time to the extent such opportunities are determined to be appropriate.

The Firm generally does not engage in principal transactions. However, as part of a Fund's liquidation, the Firm may intermittently be assigned certain legal rights by a liquidating Fund with the knowledgeable consent of the Fund's liquidating investors or their representatives. In the event that a proposed transaction could be considered a "principal transaction" under the Advisers Act (i.e., where the Firm or an affiliate acts as principal for its own account in purchasing a security from, or selling a security to, a Client account), the Firm will engage in such transaction

only where (i) the Firm considers the transaction to be in the Client's best interest and (ii) in executing such principal transaction, the Firm complies with the provisions of Section 206(3) under the Advisers Act (i.e., the Firm will obtain the Client's knowledgeable consent to the transaction). Principal transactions create a conflict of interest in that the Firm has an incentive to favor the proprietary account over the Client account. The Firm addresses this conflict by avoiding principal transactions.

Item 12: Brokerage Practices

Trade Execution

In managing Client assets, Castle Creek is granted discretionary authority to make decisions with respect to investments that are bought or sold for a Client, the quantity and prices of transactions with respect to those investments, the broker/dealers used for a particular transaction and the commissions paid. The Firm's discretion may be limited by conditions imposed by a Client, such as by restricting the purchase of a particular security or limiting the aggregate percentage of securities in a particular sector.

When placing trades for a Client, the Firm will generally seek "best execution" in light of the circumstances involved in each transaction. In selecting a broker/dealer for any transaction, Castle Creek will consider a variety of factors (both specific to the broker/dealer and in general with respect to the security being traded), including net price, reputation, financial strength and stability, efficiency of execution and error resolution, the size of the transaction and the market for the security. Taking these factors into consideration, the Firm may cause a Client's account to pay a brokerage commission in excess of that which another broker/dealer may have charged for executing the same transaction. The Firm is not obligated to obtain the lowest commission or best price for any particular transaction.

Soft Dollars

In addition to execution quality, Castle Creek may consider the value of various products and services a broker/dealer provides to the Firm. Selecting a broker/dealer in the recognition of products or services other than simply transaction execution is known as paying for those products or services with "soft dollars." Because many of those products or services could be considered to provide some benefit to Castle Creek and because the soft dollars used to acquire them are Client assets, the Firm has a conflict of interest in allocating Client brokerage business under these circumstances. In addition, Castle Creek may have an incentive to cause Clients to engage in more securities transactions than would otherwise be optimal in order to generate brokerage commissions with which to acquire additional products and services.

Castle Creek will make decisions involving soft dollars in a manner that it reasonably believes satisfies the requirements of the safe harbor provided by section 28(e) of the Securities Exchange Act of 1934, as amended. That is, considering all appropriate factors, the Firm will generally determine that commissions paid are reasonable in relation to the value of the brokerage and research products and services provided by the broker/dealer. That reasonableness may be viewed in terms of a particular transaction (or transactions) or in terms of the Firm's overall responsibilities to its Clients. In some cases, the commission charged by a broker/dealer for a particular transaction may be greater than the amount another broker/dealer who did not provide research products or services might charge. Additionally, in some cases, a transaction may be executed by a broker/dealer in recognition of research products or services that are not used in managing that Client's account.

Where a particular product or service that a broker/dealer is willing to provide for soft dollars has not only a “research” application, but is also useful to the Firm for non-“research” purposes (*i.e.*, a “mixed use”), Castle Creek may allocate the cost of the product or service between its “research and non-research” uses and pay only the “research” portion with the soft dollars. The Firm’s interest in making such an allocation may differ from a Client’s interest, as the Firm has an incentive to designate as great a portion of the cost as “research” as possible in order to permit payment with soft dollars.

Soft dollar eligible products and services currently received by the Firm include research reports (including reports specific to issuers, industries and/or regions), subscriptions to specialized publications, propriety research, portfolio evaluation services, financial database software and services, and computerized news, pricing and order entry services.

When a broker/dealer provides products or services in expectation of brokerage business, it may suggest the level of business it would like to receive as compensation. In making its brokerage selections, the Firm considers those suggestions as part of its evaluation of the factors described above. Actual transactional business received by a particular broker/dealer during any period may be less than the suggested level but may (and the Firm expects that it often will) exceed that level. This may be in part because the total brokerage business generated may exceed the aggregate amounts requested by all broker/dealers from which the Firm receives products and services, and in part because the broker/dealers that provide such products and services may also provide superior execution and may therefore be the most appropriate broker/dealers for particular transactions regardless of whether or not they provided such products or services.

To facilitate the receipt of third-party research products and services, the Firm has entered into arrangements with broker/dealers whereby the Firm executes securities transactions with such broker/dealers at negotiated commission rates. A portion of the commissions is retained by the broker/dealers as compensation for the execution services provided and a portion is credited to the Firm to pay for soft dollar eligible third-party research products and services. The broker/dealer will pay the portion credited to the Firm to a third-party commission management vendor hired by the Firm to manage research commission dollars. The Firm will submit invoices from third party providers of the eligible research products or services to the commission management vendor and payments of the invoices will be made directly to the provider from the pool of commission credits.

Prime brokers used by the Funds for financing, clearing, settlement and custody services may also offer capital introduction services. Capital introduction services are made available to the Firm on an unsolicited basis, generally without regard to the rates of commissions charged to the Funds or the volume of business placed through the prime broker. The Firm may or may not utilize the capital introduction services offered by the prime brokers for the Funds. Because such referrals, if any, are likely to benefit Castle Creek but will provide an insignificant (if any) benefit to Clients, Castle Creek will have a conflict of interest with Clients when allocating Client brokerage business to a broker who has referred investors to Clients. In light of this conflict, it should be noted that Castle Creek will only place transactions with a broker if doing so is consistent with seeking best execution; provided that Castle Creek is not selecting the broker-dealer in recognition of the opportunity to participate in such capital introduction events or the referral of investors.

Trade Allocation and Aggregation

Castle Creek seeks to allocate investment opportunities and treat all similarly situated Clients fairly and equitably over time to the extent such opportunities are determined to be appropriate. Nonetheless, the Firm will have a conflict of interest between allocating investment opportunities in a manner that treats all such Clients fairly over time and allocating investment opportunities in a manner that maximizes incentive fees, as well as in accommodating varying Fund investor redemption terms. Any allocation or apportionment of a particular investment opportunity generally will be made on a trade-by-trade basis pro rata between (or among) relevant accounts based on relative assets under management in accordance with pre-determined target allocations, or another relevant metric as determined by the Firm to be fair and equitable on an overall basis to all applicable accounts under the circumstances.

In accordance with its Trade Aggregation and Allocation Policy, Castle Creek is not obligated to make an identical investment decision for one Client that it makes for any other Client, when the Firm believes that the investment would be unsuitable, impractical or undesirable for a particular Client. Although the Firm's Trade Aggregation and Allocation Policy is designed to treat all Clients fairly over time, the performance of one Client may differ even though the investment objectives may be substantially the same or similar. Castle Creek may trade on behalf of a Client in a way that may differ from or conflict with trades made on behalf of another Client (even though they implement similar or overlapping investment programs) due to different overall investment objectives and strategies, individual Client instructions, Client-specific risk management policies or other factors.

When appropriate, the Firm will aggregate or bunch purchases or sales of a security and allocate such trades among the participating Client accounts. When an order is filled in full, Castle Creek will generally allocate the order between participating accounts (based on the pre-determined target allocation described above) and all accounts will pay the specific price for the security based on that particular allocation. If the Firm is unable to allocate a particular order in such a manner, but instead must wait to allocate an order based on multiple fills throughout a day, the Firm will calculate an average daily price for all such trades and all accounts participating in an allocation that day will receive that average daily price. In addition, all participating accounts will share the non-account specific transaction costs on a pro rata basis.

In some circumstances, it may be appropriate for Castle Creek to buy or sell a security on behalf of more than one Client over a period of time. For example, if Castle Creek is buying an illiquid security for more than one Client, Castle Creek may wish to fill the order over a period of days or even weeks. Although it may not be possible to place aggregate orders for all the participating Clients in such circumstances, Castle Creek must allocate Clients' orders pursuant to the allocation guidelines (as applicable). However, in the event Castle Creek determines the need to buy or sell a security on behalf of multiple Clients over a period of time, there can be no assurance of equality of treatment among all Clients.

In limited circumstances and when consistent with a Client's investment objectives and policies, the Firm may determine it appropriate to effect an internal cross transaction between Clients. In an internal cross trade, the Firm causes one Client to purchase (or sell) a security and a different Client to sell (or purchase) the same security. In general, there are inherent conflicts of interest in effecting a cross trade between client accounts. An adviser may be viewed as advantaging (or favoring) one client over another, or as benefiting itself to accommodate a client, as the adviser determines the clients impacted by the trade, what security (or securities) to trade, the quantity to

trade and under certain circumstances, may be viewed as determining the price at which a security is traded.

To address the inherent conflicts of interest in effecting an internal cross trade, the Firm: (1) will only effect the trade when it deems the trade to be in the best interests of each participating Client; (2) will obtain prior consent from each participating Client (or Client representative); (3) will effect the trade at a price determined in accordance with the Firm's then-current Valuation Policy; (4) will not receive any compensation as a result of effecting the trade (other than the fees described in the *Fees and Compensation* section above); and (5) will ensure the trade complies with applicable securities regulations, including Rule 206(3)-2 of the Advisers Act. The Firm does not engage in cross transactions between, (on the one hand) a Client account; and (on the other hand) any personal account held by the Firm or a Firm employee; or any Fund which could constitute a principal account due to employee investment in such Fund. Please refer to Item 11: *Code of Ethics, Participation or Interest in Client Transactions and Personal Trading* for additional information regarding principal transactions and the assignment of certain legal rights upon a Fund's liquidation.

Trade Errors

From time to time, Castle Creek may make a trade error when trading for a Client. Trade errors are not errors in judgment, strategy, market analysis or economic outlook, but rather errors in implementing a specific trade. Examples of trade errors would be buying 10,000 shares of a security rather than the 1,000 that was intended or taking a long rather than an intended short position in a particular security. In the case of a trade error caused by the broker executing a particular trade, the Firm will hold the particular broker responsible. In the case of a trade error caused by the Firm, Castle Creek determines whether to have any costs arising from the trade error borne by the Client, or by the Firm, by applying the relevant standard of liability for the Firm in its management of the Client's assets (as set forth in the applicable agreement with the Client). Accordingly, with respect to the Funds, Castle Creek will generally be obligated to reimburse a Fund for any trade error resulting from the Firm's gross negligence, intentional misconduct or bad faith, and not otherwise.

Castle Creek will itself determine in good faith whether or not a given trade error is required to be reimbursed under the general standard of liability applicable to the Client. This approach does not contemplate that the Firm would determine whether any individual trade error resulted from the Firm's gross negligence, intentional misconduct or bad faith per se; rather, the Firm would likely consider itself to have been grossly negligent if it determines that its procedures were inadequate to prevent such error from recurring with any frequency. Castle Creek will have a conflict of interest in determining the resolution of any trade error and it will attempt to resolve any such conflict by making an objective determination of the status of any trade error under the applicable liability standard. Trade error costs may be significant, including market losses resulting from the position incorrectly acquired as well as the additional brokerage costs of closing out or reversing the error. The opportunity cost (lost profits) of not having made a trade intended to be made is not considered a trade error cost. Any gains recognized on a trade error will be for the benefit of the affected Client and none will be retained by the Firm.

Item 13: Review of Accounts

Castle Creek's Chief Investment Officer reviews strategy parameters, portfolio structure, and security selection on a routine basis. Portfolio managers also monitor the overall portfolio structure, as well as the selection and execution of investment opportunities, on an ongoing basis.

Other employees of the Firm, including the Firm's Risk Manager and the Chief Financial Officer/Chief Compliance Officer also perform periodic reviews of accounts to ensure the accounts are managed consistent with applicable investment guidelines or restrictions and applicable legal and regulatory requirements.

Fund investors (and/or their designated representatives) receive (i) a weekly and monthly estimate of the Fund's performance, (ii) a monthly unaudited account statement, (iii) a monthly newsletter that provides an overview of the market and the Fund for the particular reporting period and (iv) an annual audited financial statement for the Fund within 120 days after the end of the Fund's fiscal year. The monthly account statements, monthly newsletters, and the annual financial statements are all delivered by the administrator of each Fund directly to Fund investors. Certain investors will receive tax information to assist the investors in completing their tax returns.

Castle Creek also provides more detailed information regarding the Funds to those investors who enter into a non-disclosure agreement with the Firm with respect to such information. Among others, the supplemental information includes risk reports, transparency reports and detailed portfolio holdings information, which is generally provided on a monthly or quarterly lag. While all Fund investors have the opportunity to receive this supplemental information, not all investors will receive it if they choose to not enter into a non-disclosure agreement with the Firm.

For Managed Accounts, Castle Creek will provide reporting specific to the Client's account in a format and at a frequency as agreed upon with the Client. Such reporting will generally be done on a monthly basis but may be more or less frequent depending on the Client's needs.

Item 14: Client Referrals and Other Compensation

Castle Creek does not currently compensate any person for Client referrals. From time to time, the Firm may pay a fee to facilitate the inclusion of information about the Firm or the Funds in databases maintained by various third-party data providers who make such information available to users of the databases.

Item 15: Custody

Qualified custodians maintain custody for all Client assets with the exception of assets that are considered to be "privately offered securities" under Rule 206(4)-2(b) of the Advisers Act. As defined under applicable securities rules, qualified custodians generally include banks, registered broker/dealers, registered futures commission merchants and certain foreign financial institutions. Castle Creek does not have physical custody of any Client assets; however, the Firm may be deemed to have custody due to the Firm's role as managing member of a Fund or to the extent the Firm automatically deducts advisory fees.

Castle Creek selects qualified custodians for Fund assets and the Fund is responsible for all costs and expenses associated with such custodians. Prime brokers for the Funds act as clearing brokers and custodians for Fund assets, holding such assets in prime brokerage accounts in the name of the Funds.

Castle Creek has arranged for an annual audit of each Fund, to be prepared in accordance with generally accepted accounting principles and to be performed by an independent audit firm that is registered with, and subject to regular inspection by, the Public Company Accounting Oversight Board. The Firm will ensure a copy of a Fund's annual audited financial statement is distributed

to each Fund investor (or Fund investor representative) within 120 days of the end of the Fund's fiscal year.

For a Managed Account, the Client is responsible for selecting its own qualified custodians and for incurring all costs and expenses associated with such qualified custodians. Castle Creek will reconcile positions held by the Managed Account with the Client-selected custodian(s) on a routine basis. In addition, the Client's custodian(s) are responsible for delivering account statements directly to the Client on at least a quarterly basis. These statements should be reviewed carefully by the Client.

Item 16: Investment Discretion

Castle Creek's investment advisory services are provided on a discretionary basis subject to any investment objectives, guidelines and/or restrictions as set forth in the governing documents for a Fund or as agreed upon in writing with a Managed Account. The grant of the Firm's discretionary authority is documented in a written agreement with each Client. In acting with discretionary authority, the Firm determines what securities or other financial instruments to trade, when and in what amount to trade and the broker/dealers to execute each trade.

Item 17: Voting Client Securities

Rule 206(4)-6 under the Advisers Act requires SEC registered investment advisers who exercise voting authority with respect to client securities to adopt and implement proxy voting policies and procedures. To the extent that Castle Creek has discretion to vote proxies on behalf of its Clients, the Firm will vote any such proxies in accordance with its written proxy policy and procedures (the "Proxy Procedures") reasonably designed to ensure proxy voting by the Firm is done in the best interests of its Clients.

The Firm reviews all proxy proposals on a case-by-case basis and generally votes in favor of routine corporate proposals, such as electing directors and selecting auditors. The Proxy Procedures permit the Firm to abstain from voting proxies in the event that a Client's economic interest in the matter being voted upon is limited relative to the Client's overall portfolio or in the determination that the vote would not have a material effect on a proposal's outcome or on the Client's economic interests.

Where Castle Creek believes a proxy proposal raises a material conflict between the Firm's interests and interests of a Client, the Firm will seek to resolve or mitigate the conflict. For each proxy voted, Castle Creek maintains all related records as required by applicable law. A Client may obtain a copy of the Firm's Proxy Procedures or a copy of the specific voting record for its account by contacting Castle Creek at (312) 692-5075.

Corporate Actions

Consistent with its fiduciary duties and in accordance with any contractual delegation of authority to act by a Client, Castle Creek will generally act on corporate actions that it receives for current holdings in a Client account. Corporate actions include, for example, tender offers, warrant exercises, exchanges or conversions, bankruptcy proceedings and class actions. In particular for class actions that impact the Funds, each Fund has retained an unaffiliated, third party service provider to assist with identifying class actions and filing necessary documents on behalf of the Fund. The service provider monitors class actions and is paid a percentage of any proceeds recovered. Upon termination of a Client relationship, Castle Creek will use reasonable efforts to

forward any notices that it receives relating to corporate actions to the Client and the Firm will be under no obligation to act on such notices.

Item 18: *Financial Information*

Castle Creek is not aware of any financial condition that impairs or is reasonably expected to impair the Firm's ability to meet its contractual commitments to its Clients.