

PART 2A OF FORM ADV

FIRM BROCHURE

One River Asset Management, LLC

March 29, 2023

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This Brochure provides information about the qualifications and business practices of One River Asset Management, LLC (“ORAM” or the “Adviser”). If you have any questions about the contents of this Brochure, please contact William Wallin at (203) 489-1455 or by email at will.wallin@oneriveram.com. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state securities authority.

ORAM 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 ORAM is also available on the SEC’s website at www.adviserinfo.sec.gov.

ITEM 2 – MATERIAL CHANGES

Since the last annual update of this Brochure dated March 29, 2022, ORAM has the following material change to report, which have been reflected in appropriate sections of this Brochure.

- On July 7, 2022, One River Digital Asset Management, LLC, a majority owned subsidiary of ORAM, was removed from the same umbrella registration with the SEC as ORAM. Subsequently, on March 3, 2023, Coinbase Global Inc., acquired full ownership of One River Digital Asset Management, LLC.
- In September 2022, ORAM changed the address of its principal office and place of business from 3 River Road, 2nd Floor, Greenwich, CT 06807, to 2200 Atlantic Street, Suite 310, Stamford, CT 06902.
- The Charles Eric Peters Revocable Trust Agreement is no longer ORAM's majority owner. Following the establishment of the Peters Family Trust, The Charles Eric Peters Revocable Trust Agreement assigned 9.75% of its ownership interests in ORAM to the Peters Family Trust.

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ITEM 4 – ADVISORY BUSINESS

Item 4.A

Describe your advisory firm, including how long you have been in business. Identify your principal owner(s)

One River Asset Management LLC (formerly known as Peters Capital Group and, in this document, referred to as “**ORAM**” or the “**Adviser**”) was founded in March 2013 by Eric Peters, together with Steve Lisenby, Ian Malloch, and Chase Muller. The Adviser is a Delaware limited liability company.

Eric Peters is the principal and sole manager of ORAM and serves as Chief Executive Officer (“**CEO**”) and Chief Investment Officer (“**CIO**”) of the Adviser.

BHUS Holdings LLC, a Delaware limited liability company, which is part of the Brevan Howard Group (BHUS), owns 25.6% equity interest in ORAM. BHUS’s equity interest in ORAM consists both of voting and non-voting units.

ORAM is an investment management firm which delivers alternative investment products and services to institutional investors. ORAM provides discretionary investment advisory services to multiple private investment funds (the “**Funds**”) and advises separately managed accounts (together with the Funds, the “**Clients**”).

Any person acting on behalf of ORAM is subject to the supervision of ORAM and is required to adhere to ORAM’s compliance manual, code of ethics, and policies and procedures.

Item 4.B

Describe the types of advisory services you offer. If you hold yourself out as specializing in a particular type of advisory service, such as financial planning, quantitative analysis, or market timing, explain the nature of that service in greater detail. If you provide investment advice only with respect to limited types of investments, explain the type of investment advice you offer, and disclose that your advice is limited to those types of investments.

Generally, ORAM has discretionary investment authority with respect to the Clients. Each Client’s investment objectives and strategy are set forth in its investment management agreement, constituting documents and other supporting documents, as applicable (collectively, the “**Governing Documents**”). Investors are provided with a private placement memorandum (“**PPM**”) and are urged to review such document carefully.

ORAM offers thematic investment portfolios to a broad range of institutional investors. ORAM is the investment manager of the thematic investment portfolios which are typically launched using a Cayman Segregated Portfolio Company (the “**SPC**”) structure. Thematic portfolios are expressed as separate Segregated Portfolios (the “**SPs**”) within the SPC, with each SP a separate legal entity isolated from the liabilities of the other SPs. In this brochure, the SPCs are also referred to as the “**Funds**”. The firm believes that most well-managed hedge funds organize their portfolios using a limited number of investment themes. By offering a range of well-researched, sensibly constructed, high-conviction thematic investment portfolios to its investors – and allowing investors to allocate to only those themes that they want – ORAM is offering an unbundled hedge fund solution to institutional investors. ORAM believes this unbundled solution allows investors to get the precise thematic exposures that they seek, at a timing of their choosing. ORAM also believes these actively-managed thematic portfolios offer investors improved liquidity terms, transparency, risk analytics/reporting, and fees than average hedge funds. ORAM offers this strategy in a variety of formats, including funds-of-one, managed accounts,

and comingled fund vehicles.

ORAM sponsors and manages the following Funds:

- The Peters RMSF Thematic SPC Fund LTD – Peters Segregated Portfolio I;
- The Peters Thematic SPC Fund LTD One River Dynamic Convexity SP;
- The Peters Thematic SPC Fund LTD One River Long Volatility SP;
- The Peters Thematic SPC Fund LTD One River Systematic Alternative Markets Trend SP
- The Peters Thematic SPC Fund LTD One River Systematic Trend SP;
- The Peters Thematic SPC Fund LTD One River Volatility Relative Value SP;
- The Peters Thematic SPC Fund LTD One River Risk Responders SP; and
- The Peters Thematic SPC Fund LTD One River Equity Overlay Dynamic Convexity SP.

Client supervision is guided by the Clients' stated objectives (i.e., asset class, instruments, maximum capital appreciation, growth, income, or growth and income), as well as tax considerations.

ORAM's investment recommendations will generally include advice regarding the following securities:

- Corporate debt securities (other than commercial paper),
- United States governmental securities,
- Options contracts on securities,
- Options contracts on commodities,
- Futures contracts on tangibles,
- Futures contracts on intangibles
- FX spot and forward contracts and
- Options on futures contracts on tangibles and intangibles.

ORAM is authorized to enter into any type of investment transaction that it deems appropriate for its Clients, pursuant to the terms of the Governing Documents. ORAM also offers advice on futures, OTC foreign exchange products, OTC equity derivatives, OTC credit derivatives and OTC interest rate derivatives. ORAM does not currently advise clients on any type of investments other than those identified in this section.

Item 4.C

Explain whether (and, if so, how) you tailor your advisory services to the individual needs of *clients*. Explain whether *clients* may impose restrictions on investing in certain securities or types of securities.

ORAM typically tailors its advisory services to the individual needs of its Clients. The Adviser accepts investment restrictions from investors as it relates to the Funds. Because some types of investments involve certain additional degrees of risk, they will only be implemented/recommended when consistent with the Client's stated investment objectives, tolerance for risk, liquidity and suitability, as set forth in the Governing Documents.

Item 4.D

If you participate in *wrap fee programs* by providing portfolio management services, (1) describe the differences, if any, between how you manage wrap fee accounts and how you manage other accounts, and (2) explain that you receive a portion of the wrap fee for your services.

Not applicable. ORAM does not participate in wrap fee programs.

Item 4.E

If you manage *client* assets, disclose the amount of *client* assets you manage on a *discretionary basis* and the amount of *client* assets you manage on a *non-discretionary basis*. Disclose the date “as of” which you calculated the amounts.

As of December 31, 2022, One River manages approximately \$2,548,165,000 of *regulatory* assets, on a discretionary basis. ORAM does not currently manage any client assets on a non-discretionary basis.

ITEM 5 – FEES AND COMPENSATION

Item 5.A

Describe how you are compensated for your advisory services. Provide your fee schedule. Disclose whether the fees are negotiable.

Clients will pay at the end of each month a management fee (the “Management Fee”) to ORAM equal to a percentage per annum of the net asset value of the applicable Client SP and share class as of the beginning of each calendar month. The Management Fee is calculated and paid in arrears. An additional Management Fee will be charged on a prorated basis on any subscription on any date other than the first day of a calendar month, and a prorated portion of the Management Fee will be repaid to the Client and distributed to redeeming investors on any redemption on any date other than as of the last day of a calendar month; provided that the Management Fee is in excess of the minimum per annum Management Fee. Investors should carefully review the Clients’ Governing Documents for additional details regarding ORAM’s fee schedule.

At the end of each calendar year, the Client SPs will pay ORAM a performance fee (the “Performance Fee”) equal to a percentage of the net appreciation in the net asset value of the Client SP and share class during such calendar year in excess of the highest net asset value of such share as of the end of any prior calendar year or, if higher, on the date of issuance of such share.

In certain cases, ORAM may waive the Management Fee or the Performance Fee for select investors in a vehicle. Investors should carefully review the Client’s Governing Documents for additional details regarding ORAM’s fee schedule. Fees related to ORAM’s separately managed account Clients (when applicable) are individually negotiated.

Item 5.B

Describe whether you deduct fees from *clients*’ assets or bill *clients* for fees incurred. If *clients* may select either method, disclose this fact. Explain how often you bill *clients* or deduct your fees.

With respect to the private investment funds that ORAM manages (included in its Form ADV Part 1, Schedule D), ORAM typically receives its fees from the applicable Client directly from the Client’s assets. Investors do not have the ability to choose to be billed directly for fees incurred.

As noted above, Management Fee is generally payable on arrears at the end of each month and the Performance Fee is payable at the end of each calendar year.

With respect to ORAM’s separately managed account Clients (when applicable), ORAM does not deduct fees or other expenses directly from such managed accounts, nor does it have the authority to do so without the consent of the managed account Client. Payment of fees for ORAM’s managed account Clients is processed via an invoice that is delivered to the managed account Client, and the managed account Client must then authorize payment.

It is critical that investors and Clients refer to the relevant Governing Documents, as applicable, for a complete understanding of how fees are paid to ORAM. The information contained herein is a summary only and is qualified in its entirety by such documents.

Item 5.C

Describe any other types of fees or expenses *clients* may pay in connection with your advisory services, such as custodian fees or mutual fund expenses. Disclose that *clients* will incur brokerage and other transaction costs, and direct *clients* to the section(s) of your *brochure* that

discuss brokerage.

ORAM will bear the cost of all personnel, office space, office equipment, supplies and other necessary operating, administrative and clerical services, and all of their own operating expenses and all due diligence expenses (including, without limitation, all travel, lodging and meals associated with due diligence-related matters) related to actual or potential investments of the Clients (whether or not consummated).

All other expenses are borne by the Clients, including, without limitation, legal, internal and external accounting, auditing, administrator and other professional expenses, insurance, actual and proposed transaction expenses (including for transactions that fail to close), transaction-related research expenses, pricing and valuation costs and expenses, custodian fees, taxes on securities transactions and other tax services and fees, entity- level taxes, interest on borrowed moneys, brokerage fees and commissions and any other similar fees, clearing expenses, litigation expenses, expenses related to regulatory filings (including but not limited to Form PF), costs of communication with or holding meetings of investors/Clients, expenses incurred in connection with the preparation and delivery of reports of the Clients and extraordinary expenses.

The offering and organizational expenses, including external legal and accounting expenses, incurred in connection with the offerings of interests in the Clients are allocated to the applicable Client.

Each Client SP shall bear all expenses associated with its investment activities and operations and will bear its pro rata share of all expenses incurred in connection with transactions effected or positions held on its behalf. Generally, each SP will pay its pro rata share of Client expenses that are not specifically allocable to any particular SP (including, without limitation, custodial fees, clearing fees, brokerage commissions, interest and commitment fees on loans and debit balances, withholding or transfer taxes, research, data, trade management, and risk analytics or any other expenses described in the relevant Governing Documents).

Please refer to Item 12 of this Brochure for information regarding ORAM's brokerage practices.

It is critical that investors and Clients refer to the relevant Governing Documents, as applicable, for a complete understanding of expenses they may pay through an investment in the Clients. The information contained herein is a summary only and is qualified in its entirety by such documents.

Item 5.D

If your *clients* either may or must pay your fees in advance, disclose this fact. Explain how a *client* may obtain a refund of a pre-paid fee if the advisory contract is terminated before the end of the billing period. Explain how you will determine the amount of the refund.

Please refer to Item 5.A., above.

It is critical that investors and Clients refer to the relevant Governing Documents, as applicable, for a complete understanding of expenses they may pay through an investment in the Clients or through a separately managed account. The information contained herein is a summary only and is qualified in its entirety by such documents.

Item 5.E

If you or any of your *Access Persons* accepts compensation for the sale of securities or other investment products, including asset-based sales charges or service fees from the sale of mutual funds, disclose this fact and respond to Items 5.E.1, 5.E.2, 5.E.3 and 5.E.4.

Not applicable to ORAM.

Item 5.E. 1

Explain that this practice presents a conflict of interest and gives you or your *Access Persons* an incentive to recommend investment products based on the compensation received, rather than on a *client's* needs. Describe generally how you address conflicts that arise, including your procedures for disclosing the conflicts to *clients*. If you primarily recommend mutual funds, disclose whether you will recommend “no-load” funds.

The Management Fee and Performance Fee may be higher than those charged by other advisers to pooled investment vehicles or separately managed accounts. The incentive fee may also create an incentive for ORAM to cause the Clients to make investments that are riskier than it would otherwise make.

ORAM addresses this potential conflict by disclosing its fee schedule in the applicable Clients' Governing Documents, and by providing investors with periodic reports which detail the Clients' investing activities.

Item 5.E.2

Explain that *clients* have the option to purchase investment products that you recommend through other brokers or agents that are not affiliated with you.

Not applicable to ORAM.

Item 5.E.3

If more than 50% of your revenue from advisory *clients* results from commissions and other compensation for the sale of investment products you recommend to your *clients*, including asset-based distribution fees from the sale of mutual funds, disclose that commissions provide your primary or, if applicable, your exclusive compensation.

Not applicable to ORAM.

Item 5.E.4

If you charge advisory fees in addition to commissions or markups, disclose whether you reduce your advisory fees to offset the commissions or markups.

Not applicable to ORAM.

TEM 6 – PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

If you or any of your *Access Persons* accepts *performance-based fees* – that is, fees based on a share of capital gains on or capital appreciation of the assets of a *client* (such as a *client* that is a hedge fund or other pooled investment vehicle) – disclose this fact. If you or any of your *Access Persons* manage both accounts that are charged a *performance-based fee* and accounts that are charged another type of fee, such as an hourly or flat fee or an asset-based fee, disclose this fact. Explain the conflicts of interest that you or your *Access Persons* face by managing these accounts at the same time, including that you or your *Access Persons* have an incentive to favor accounts for which you or your *Access Persons* receive a *performance-based fee*, and describe generally how you address these conflicts.

As described in Item 5 above, ORAM generally receives a Performance Fee from the Clients (although the Performance Fee may be waived or reduced for certain investors).

It should be noted that the possibility that ORAM may receive performance-based compensation creates a potential conflict of interest in that it may create an incentive for ORAM to make investments that are riskier or more speculative than in the absence of such performance-based compensation. In addition, certain Client SPs have higher Management Fee and/or Performance Fee arrangements that are more favorable to ORAM than other SPs. As such, ORAM has a greater incentive to favor the Client SPs that pay ORAM (and indirectly its investment personnel) higher performance-based compensation or otherwise pay higher fees.

ORAM has adopted and implemented policies and procedures intended to address potential conflicts of interest relating to the management of multiple Client accounts, and ORAM reviews investment decisions for all Clients on a regular basis in order to ensure that all Clients or Client SPs with similar investment objectives are treated equitably.

It is critical that investors and Clients refer to the relevant Governing Documents for a complete understanding of expenses they may pay through an investment in the Clients or through a separately managed account, and any conflicts that result from such fees. The information contained herein is a summary only and is qualified in its entirety by such documents.

ITEM 7 – TYPES OF CLIENTS

Describe the types of *clients* to whom you generally provide investment advice, such as individuals, trusts, investment companies, or pension plans. If you have any requirements for opening or maintaining an account, such as a minimum account size, disclose the requirements.

ORAM provides investment advisory services to the Funds and separately managed accounts. Investors in the Funds must satisfy certain eligibility requirements. Specifically, interests in the Funds are offered to investors who are (i) accredited investors within the meaning of Rule 501(a) of Regulation D under the U.S. Securities Act of 1933, as amended (“Accredited Investors”); (ii) qualified purchasers as defined in Section 2(a)(51) of the U.S. Investment Company Act of 1940, as amended (“Qualified Purchasers”); and (iii) non-U.S. Investor. The minimum initial investment amount is either \$100 thousand or \$10 million, depending on the Fund (or SP) in which an investor subscribes. Lesser amounts may be accepted at the sole discretion of ORAM.

In the future, ORAM fully expects that any new investment funds or SPs it launches will have similar eligibility and capital commitment requirements.

Minimum investment amounts related to ORAM’s separately managed account clients (when applicable) are individually negotiated.

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

Item 8.A

Describe the methods of analysis and investment strategies you use in formulating investment advice or managing assets. Explain that investing in securities involves risk of loss that *clients* should be prepared to bear.

Investing in securities involves risk of loss that investors should be prepared to bear. There can be no assurance that ORAM and the Clients will achieve their investment objectives or that the investment strategies employed by ORAM will be successful. Similarly, investing in commodity interests involves substantial risk of loss and past performance is not indicative of future results.

The Clients seek to achieve their investment objectives by engaging in highly speculative trading in a variety of financial assets. The Clients trade and invest by taking long and short positions in currencies, government bonds, commodities, interest rates, inflation rates, equity indices, credit indices, sovereign CDS and single name corporate securities including equities, warrants, bonds, and credit instruments. The Clients may use financial futures, forwards, swaps, options and other derivative instruments to meet its investment objective. The Clients have a worldwide scope and can buy and sell instruments or assets on a variety of exchanges around the world as well as on the inter-bank and over the counter markets. Certain of the strategies will be executed by sub-advisors on a discretionary or nondiscretionary basis under the operational and risk management of ORAM. ORAM will also execute some of the Clients' strategies directly, based on its own views and/or the advice of other parties.

As a general matter, ORAM utilizes the methods of analysis and investment strategies described in the Clients' Governing Documents provided to all investors prior to the time of an investment. The information contained herein is a summary only and investors and prospective investors should refer to the respective Client's Governing Documents for a complete overview of ORAM's methods of analysis and investment strategies.

Item 8.B

For each significant investment strategy or method of analysis you use, explain the material risks involved. If the method of analysis or strategy involves significant or unusual risks, discuss these risks in detail. If your primary strategy involves frequent trading of securities, explain how frequent trading can affect investment performance, particularly through increased brokerage and other transaction costs and taxes.

An investment in the Clients or a Client investment through a separately managed account involves a significant degree of risk. There can be no assurance that the Clients' targeted rate of return will be achieved or that there will be any return of capital. The environment for investments is increasingly competitive and an Investor or Client should only invest if it can withstand the potential for a total loss of its investment.

No guarantee or representation is made that the Clients' investment program will be successful. Past performance is not indicative of future returns. The following is a summary of some of the risks that investors and Clients should consider:

No Assurance of Investment Return. There is no assurance that the Clients will be able to generate returns for their investors or that returns will be commensurate with the risks of investing in the type of transactions described in the relevant PPM and/or other Governing Documents, as applicable. An investment in the Clients or a Client investment through a separately managed account should only be considered by persons who can afford a loss of their entire investment. There can be no assurance that the Clients' investment objectives will be achieved, or that an Investor or Client will receive a return of its capital.

Highly Competitive Market for Investment Opportunities. The Clients expect to encounter competition from other entities having similar investment objectives. Potential competitors include other investment partnerships and corporations, business development companies, strategic industry acquirers and other financial investors investing directly or through affiliates. There can be no assurance that the Clients will be able to identify or consummate investments satisfying its investment criteria or that such investments will satisfy the Clients' rate of return objective.

Recent Developments in Global Credit and Equity Markets. Global credit and equity markets have recently experienced, and may continue to experience, significant market events, including decreasing liquidity, declining market values, tightening of credit, valuation problems, deleveraging and mass liquidation of investment portfolios, that have generated extreme volatility and illiquidity in worldwide capital markets. The duration and ultimate effect of such market conditions cannot be predicted. Such conditions could adversely affect the market value of the Clients' investments, prevent the Clients from successfully executing its investment strategy, or cause the Clients to dispose of investments at a loss.

Equity Securities. The Clients may acquire long or short positions in common stocks, preferred stocks and convertible securities of U.S. and foreign issuers. Equity securities fluctuate in value, often based on factors unrelated to the value of the issuer of the securities. The market price of equity securities may be affected by general economic and market conditions, such as a broad decline in stock market prices, or by conditions affecting specific issuers, such as changes in earnings forecasts.

Side Letters. A Client may enter into side letters or other writings with certain investors in connection with their admission, without the approval of any other Investor, which has the effect of establishing rights under or altering or supplementing the terms of the PPM, the governing agreements of each Client and the subscription agreement of such Client. Any rights or terms so established in a side letter with an Investor will govern solely with respect to such Investor (but not any of such Investor's assignees or transferees unless so specified in such side letter) and will not require the approval of any other Investor notwithstanding any other provision of the governing agreements of each Client.

Fixed Income Investments. The Clients will invest in bonds, loans and other fixed income securities and instruments, including, without limitation, second lien loans, mezzanine debt, unsecured debt and other "higher yielding" (and, therefore, higher risk) debt securities and instruments. Such securities and instruments will be primarily below "investment grade" or nonrated and may face ongoing uncertainties and exposure to adverse business, financial or economic conditions which could lead to the obligor's inability to meet timely interest and principal payments. The market prices, if any, of such investments are also subject to abrupt and erratic market movements and changes in liquidity and above-average price volatility, and the spread between the bid and asked prices of such investments may be greater than those prevailing in other more liquid markets.

Segregated Portfolio Investments. Certain of the Clients are established as segregated portfolio companies in the Cayman Islands. As a matter of Cayman Islands law, the assets of one segregated portfolio will not be available to meet the liabilities of another. However, each such Client is treated as a single legal entity which may operate or have assets held on its behalf or be subject to claims in other jurisdictions which may not necessarily recognize such segregation.

Macroeconomic Factors. The performance of the Clients' investments could be adversely affected by macroeconomic factors, including general economic conditions affecting capital markets and participants therein (such as the obligations on or issuers of the Clients' investments). Such macroeconomic factors include the economic downturn and continuing uncertainties affecting economies and capital markets worldwide due to the COVID-19 pandemic. While the duration and intensity of business disruption and related financial and social impact associated with the COVID-19 epidemic have diminished, the impact of the epidemic could change, should newer strains of COVID-19 emerge. Other macroeconomic factors that may adversely affect the Clients' investments include war, incidents of terrorism, political or social unrest and similar events; concerns about financial performance, accounting and other issues relating

to various companies; and recent and proposed changes to laws and regulations affecting the financial industry, including banking, credit default swaps and other derivatives, mortgage lending, accounting and reporting standards.

Work From Home. In response to the spread of COVID-19, many businesses, including ORAM, have encouraged or mandated that their personnel work from home in an effort to help slow the spread of the coronavirus pandemic. Notwithstanding such precautionary measures, ORAM may still experience a significant increase in illness of its respective personnel. Work-at-home arrangements could also lead to employee fatigue, reduced collaboration and less optimal communication and supervision relative to traditional office structures which could severely impair our and/or such service **providers'** operational capabilities, potentially having a detrimental impact on our business and operations. To the extent personnel, as a result of working remotely, rely more heavily on external sources for information and technology systems for their business-related communications and information sharing, that business will likely be more vulnerable to cybersecurity incidents and cyberattacks and could have more difficulty resuming normal operations in the event it is the target of such incident or attack.

Synthetic and Other Derivative Assets. The Clients may invest in synthetic assets such as credit linked notes, credit default swap indices, tranches options, and total return swaps, and engage in credit default swaps and loan credit default swap transactions, in lieu of investing in bonds or loans in "cash" form. Such transactions do not perfectly replicate direct ownership of the referenced or underlying assets, and present additional risks, such as exposure to the creditworthiness of the counterparty, leverage, and relatively lower liquidity. These obligations are subject to a number of risks, including prepayment risk, credit risk, liquidity risk, structural risk, legal risk, counterparty risk and interest rate risk, which may be different from those of other types of debt obligations. The performance of a reference obligation may be affected by a variety of factors, including the amount and timing of payments and recoveries on the underlying assets.

Futures. Futures prices are highly volatile. Such volatility may lead to substantial risks and returns, generally much larger than in the case of equity or fixed-income investments. The Clients trade futures on a leveraged basis due to the low margin deposits normally required for trading. As a result, a relatively small price movement in a futures contract may result in immediate and substantial gains or losses for the Clients.

Currencies. The Clients may invest in debt and equity securities denominated in currencies other than the U.S. dollar and in other financial instruments, the price of which is determined with reference to currencies other than the U.S. dollar. However, the Clients value their securities and other assets in U.S. dollars. To the extent unhedged, the value of the Client's assets will fluctuate with U.S. dollar exchange rates as well as with price changes of the Client's investments in the various local markets and currencies. Thus, an increase in the value of the U.S. dollar compared to the other currencies in which a Client makes its investments will reduce the effect of increases and magnify the effect of decreases in the prices of the Client's securities in their local markets. Conversely, a decrease in the value of the U.S. dollar will have the opposite effect of magnifying the effect of increases and reducing the effect of decreases in the prices of the Client's non-U.S. dollar securities.

Forward Currency Contracts. The Clients may invest in forward currency contracts with banks, financial institutions or dealers acting as principal. Forward currency contracts may not be liquid in all circumstances, so that in volatile markets, to the extent a Client wishes to do so, it may not be able to close out a position by taking another position equal and opposite to such position on a timely basis or without incurring a sizeable loss. Closing transactions with respect to forward currency contracts usually are effected with the currency trader who is a party to the original forward contract and generally require the consent of such trader. There can be no assurance that a Client will be able to close out its obligations.

Options. The Clients may invest in, or write, options. The purchaser of a put or call option runs the risk of losing its entire investment in a relatively short period of time if an option expires unexercised. The uncovered writer of a call option is subject to a risk of loss should the price of the underlying security

increase, and the uncovered writer of a put option is subject to a risk of loss should the price of the underlying security decrease.

Swaps and Derivatives. The Clients may invest and trade in swaps, including credit default swaps, "synthetic" or derivative instruments, over-the-counter options and other customized financial instruments issued by banks, brokerage firms or other financial institutions. Swaps and other derivatives are subject to the risk of nonperformance by the—swap - counterparty, including risks relating to the financial soundness and credit worthiness of the swap counterparty. Many swaps and other forms of derivative instruments are not guaranteed by an exchange or clearing house and are subject to more limited oversight by U.S. and foreign governmental authority. It may not be possible to dispose of or close out a swap or other derivative position without the consent of the counterparty, and the Clients may not be able to enter into an offsetting contract in order to be able to cover its risk.

Currency Hedging. There can be no assurance that currency hedging activities in which ORAM engages in connection with certain SPs and share classes will be effective, and there can be no assurance that the currency hedging activities will fully protect investors from a decline in the value of the U.S. dollar against other currencies. Investors in applicable SPs and share classes will not generally benefit when the U.S. dollar appreciates against other currencies.

There may be circumstances in which ORAM, on behalf of the applicable Client SP and share class, determines not to conduct any currency hedging activities in whole or in part for a certain period of time, including, without limitation, when ORAM determines, in its sole discretion, without notice to investors, that currency hedging is not practicable or possible or may materially and adversely affect the Client or any of its direct or indirect investors. As a result, foreign currency exposure could go fully or partially unhedged for that period of time.

In periods of market stress, the instruments necessary to permit hedging activity may not generally be available or may not, in ORAM's judgment, be economically practical. In addition, there may be instances in which counterparties might be unwilling to continue to offer currency hedges and might have the ability to terminate existing agreements relating to currency hedges and all currency hedging transactions documented under those agreements. Hedging counterparties are not contractually obligated to offer currency hedges following the maturity of a given transaction or to increase the size of a hedging transaction at ORAM's request. In such circumstances, the entire value in the relevant currency of such SP and share class at any given time may not be completely hedged (and may be completely unhedged) against a decline in the relative value of the U.S. dollar.

The instruments that may be used to effect currency hedges, including derivative transactions such as currency futures contracts, options on currency futures contracts, forward currency exchange contracts, swaps, swaptions, exchange-listed and over-the-counter put and call options on securities or on financial indices and various interest rate and foreign exchange transactions, entail other risks. There can be no assurance that the currency hedges will eliminate all or any of the currency risk associated with investing in foreign currencies.

Financial Institution Risk; Distress Events. Investments in a ORAM's Fund are subject to the risk that one of the Funds' banks, brokers, hedging counterparties, lenders or other custodians of some or all of the Fund's assets (each, a "Financial Institution") fails to perform its obligations or experiences insolvency, closure, receivership or other financial distress or difficulty (each, a "Distress Event"). Distress Events can be caused by factors including eroding market sentiment, significant withdrawals, fraud, malfeasance, poor performance or accounting irregularities. In the event a Financial Institution experiences a Distress Event, ORAM and the Funds may not be able to access deposits, borrowing facilities or other services for an extended period of time or ever. Although assets held by regulated Financial Institutions in the United States frequently are insured up to stated balance amounts by organizations such as the Federal Deposit Insurance Corporation ("FDIC"), in the case of banks, or the Securities Investor Protection Corporation ("SIPC"), in the case of certain broker-dealers, amounts in excess of the relevant insurance are subject to

risk of loss, and any non-U.S. Financial Institutions that are not subject to similar regimes pose increased risk of loss. Although in recent years governmental intervention has resulted in additional protections for depositors, there can be no assurance that governmental intervention will be successful or avoid the risk of loss, substantial delays or negative impact on banking or brokerage conditions or markets.

Any Distress Event has a potentially adverse effect on ORAM's ability to manage the Funds and their investments, which may result into losses. Such losses could potentially: (i) cause a Fund to pay fees and expenses in the event the Fund is not able to close a transaction (whether due to the inability to draw capital on a credit line provided by a Financial Institution experiencing a Distress Event, the inability of investors to make capital contributions or otherwise); and (ii) result in a Fund being unable to acquire or dispose of investments at prices that it believes reflect the fair value of such investments. Although ORAM expects to exercise contractual remedies under the agreements with Financial Institutions in the event of a Distress Event, there can be no assurance that such remedies will be successful or avoid losses or delays.

Many Financial Institutions require, as a condition to using their services or otherwise, that ORAM and/or the relevant Funds maintain all or a set amount or percentage of their respective accounts or assets with such Financial Institutions, which heightens the risks associated with a Distress Event with respect to such Financial Institutions. Although ORAM seeks to do business with Financial Institutions that it believes are creditworthy and capable of fulfilling their respective obligations to the Funds, ORAM is under no obligation to use a minimum number of Financial Institutions with respect to any of the Funds, or to maintain account balances at or below the relevant insured amounts.

ERISA Considerations. ORAM anticipates that the assets of certain Clients or SPs may, from time to time, be treated as "plan assets" for purposes of ERISA, of those Investors that are subject to ERISA. In such event, ORAM would be a fiduciary with respect to such Investors. In addition, in the event that the assets of a Client or SP are treated as "plan assets" for purposes of ERISA, ERISA may impose certain limitations on the operation of such Client or SP. Such limitations could result in the inability of such Client or SP to participate in certain investments or conduct business with certain counterparties. Accordingly, ERISA could materially restrict the activities of a Client or SP and, as a result, Investors should expect that such Client or SP will not be able to take advantage of certain investment opportunities, will have a different portfolio and could have a lower rate of return than if it were not subject to ERISA.

Clients/investors and prospective Clients/investors are provided with relevant Governing Documents that contain detailed descriptions of the material risks related to their investment, and are advised to carefully review all risk factors set forth in the relevant Governing Documents.

Item 8.C

If you recommend primarily a particular type of security, explain the material risks involved. If the type of security involves significant or unusual risks, discuss these risks in detail.

Please see Item 8.B above.

ITEM 9 – DISCIPLINARY INFORMATION

If there are legal or disciplinary events that are material to a client's or prospective client's evaluation of your advisory business or the integrity of your management, disclose all material facts regarding those events.

ORAM is required to disclose all material facts regarding any legal or disciplinary events that would be material to an Investor's evaluation of ORAM or the integrity of its management. ORAM has no legal or disciplinary information to disclose.

ITEM 10 – OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

<p>Item 10.A If you or any of your management persons are registered, or have an application pending to register, as a broker-dealer or a registered representative of a broker- dealer, disclose this fact.</p>
<p>ORAM is not registered as a broker-dealer.</p>
<p>Item 10.B If you or any of your management persons are registered, or have an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading advisor, or an associated person of the foregoing entities, disclose this fact.</p>
<p>ORAM is currently registered with the Commodity Futures Trading Commission (the “CFTC”) and is a member of the National Futures Association (the “NFA”) as a swap firm and a commodity pool operator (“CPO”). In connection with ORAM’s CPO registration, certain personnel of the Adviser are also listed as principals and/or registered as associated persons.</p> <p>ORAM’s registrations and memberships do not imply that any of the SEC, the CFTC or the NFA have endorsed a certain level of skills or experience.</p>
<p>Item 10.C Describe any relationship or arrangement that is material to your advisory business or to your clients that you or any of your management persons have with any related person listed below. Identify the related person and if the relationship or arrangement creates a material conflict of interest with clients, describe the nature of the conflict and how you address it.</p> <ul style="list-style-type: none"> • broker-dealer, municipal securities dealer, or government securities dealer or broker • investment company or other pooled investment vehicle (including a mutual fund, closed-end investment company, unit investment trust, private investment company or “hedge fund,” and offshore fund) • other investment adviser or financial planner • futures commission merchant, commodity pool operator, or commodity trading advisor • banking or thrift institution • accountant or accounting firm • lawyer or law firm • insurance company or agency • pension consultant • real estate broker or dealer • sponsor or syndicator of limited partnerships
<p>On July 7, 2022, One River Digital Asset Management, LLC, a ORAM’s fully owned subsidiary and an adviser relying on the same SEC umbrella registration as ORAM, submitted an individual registration request to the SEC. On March 3, 2023, Coinbase Global Inc. acquired full ownership of One River Digital Asset Management, LLC, which was re-named Coinbase Asset Management, LLC.</p> <p>Eric Peters serves as the CEO and CIO both of ORAM and Coinbase Asset Management, LLC. Although this situation may give rise to potential conflicts of interest, ORAM addresses any potential conflicts by strictly adhering to the investment strategies described in the offering documents and investment management agreements pertaining to each of its Clients, which are substantially different from the Coinbase Asset Management LLC’s investment strategies. Further, appropriate Compliance personnel of ORAM and</p>

Coinbase Asset Management, LLC, with the support of outside consultants and legal counsels, monitor and address potential conflicts through periodic communications and the enforcement of Information Barrier Policies and Procedures prohibiting the breach or misuse of confidential or proprietary information.

Item 10.D

If you recommend or select other investment advisers for your clients and you receive compensation directly or indirectly from those advisers that creates a material conflict of interest, or if you have other business relationships with those advisers that create a material conflict of interest, describe these practices and discuss the material conflicts of interest these practices create and how you address them.

Not applicable to ORAM.

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

Item 11.A

If you are an SEC-registered adviser, briefly describe your code of ethics adopted pursuant to SEC rule 204A-1 or similar state rules. Explain that you will provide a copy of your code of ethics to any *client* or prospective *client* upon request.

ORAM's Code of Ethics (the "Code") is designed to meet the requirements of Rule 204A-1 of the Investment Advisers Act of 1940 (the "Advisers Act"). The Code applies to ORAM's "Access Persons." ORAM has deemed all of its employees that have direct access to the portfolio to be Access Persons.

The Code sets forth a standard of business conduct that takes into account ORAM's status as a fiduciary to the Clients and requires Access Persons to place the interests of Clients above their own interests and the interests of ORAM. The Code requires Access Persons to comply with applicable federal securities laws. Further, Access Persons are required to promptly bring violations of the Code to the attention of ORAM's Chief Compliance Officer. All Access Persons are provided with a copy of the Code and are required to acknowledge receipt of the Code upon hire and on at least an annual basis thereafter.

The Code also sets forth certain reporting and pre-clearance requirements with respect to personal trading by Access Persons. Access Persons must provide ORAM's Chief Compliance Officer with a list of their personal accounts and an initial holdings report listing the holdings of such personal accounts within 10 days of becoming an Access Person. In addition, ORAM's Access Persons must provide annual holdings reports and quarterly transaction reports detailing, respectively, the holdings and quarterly transactions in their personal accounts in accordance with Advisers Act Rule 204A-1.

The Code also describes ORAM's duty to protect material non-public information about securities/investment recommendations provided to (or made on behalf of) the Clients. Underlying these policies and procedures are two primary principles. First, confidential information must be maintained in confidence. Second, employees of ORAM who possess non-public information, whether or not it is material, must not trade in the securities affected by such information, must not disclose such information to anyone who does not have a legitimate need to know it and must immediately disclose such information to the Chief Compliance Officer.

Investors/Clients or prospective investors/Clients may obtain a copy of the Code by contacting ORAM's Chief Compliance Officer at will.wallin@oneriveram.com.

Item 11.B

If you or a *related person* recommends to *clients*, or buys or sells for *client* accounts, securities in which you or a *related person* has a material financial interest, describe your practice and discuss the conflicts of interest it presents. Describe generally how you address conflicts that arise.

As explained in Item 4.A. above, ORAM serves as the investment adviser to the Clients, and may serve in a similar capacity to other pooled investment vehicles or separately managed accounts in the future.

The fact that ORAM employees may have financial ownership interests in certain Clients creates a potential conflict in that it could cause ORAM to make different investment decisions than if such parties did not have such financial ownership interests. Such potential conflicts are addressed by the personal securities transaction pre-clearance and reporting requirements described in Item 11. A. and 11. C.

ORAM seeks to address these potential conflicts through regular monitoring of the Clients' portfolios for consistency with objectives, strategies, and investment guidelines. Further, the ORAM's investment personnel carefully consider the risks involved in any investments and ORAM provides extensive disclosure to investors regarding the potential risks that come with an investment in the Clients. As stated in Item 11.A., the Code requires Access Persons to place the interests of the Clients over their own or those of ORAM, and all Access

Persons are required to acknowledge their receipt and understanding of the Code.

Further, ORAM receives management fees and performance-based compensation. The management fees are payable without regard to the overall success or income earned by the Clients and therefore may create an incentive on the part of ORAM to raise or otherwise increase assets under management to a higher level than would be the case if ORAM were receiving a lower or no management fee. Performance-based compensation may create an incentive for ORAM to make investments that are riskier or more speculative than in the absence of such performance-based compensation. Please refer to Items 5 and 6 above for additional information relating to the fees and compensation payable to ORAM in connection with services provided to the Clients.

Item 11.C

If you or a *related person* invests in the same securities (or related securities, *e.g.*, warrants, options or futures) that you or a *related person* recommends to *clients*, describe your practice and discuss the conflicts of interest this presents and generally how you address the conflicts that arise in connection with personal trading.

ORAM Access Persons are permitted to make certain securities transactions in their personal accounts. This presents potential conflicts in that an employee could make improper use of information regarding the Clients' holdings or future transactions or research paid for by the Client. Although unlikely, an Access Person could theoretically take for himself or herself an investment opportunity available to a Client.

ORAM manages the potential conflicts of interest inherent in Access Person personal trading by rigorous enforcement of its Code, which contains strict pre-clearance and reporting requirements for Access Persons. ORAM requires that Access Persons pre-clear certain transactions, including any virtual currency transactions with the Chief Compliance Officer. Further details are available in the Code which is available to investors upon request.

If deemed necessary, ORAM may maintain a "Restricted List" with the names of issuers of securities about which ORAM or its affiliates (including Access Persons) have (or may have) obtained material, non-public information. In addition, ORAM receives transaction and holdings reports in accordance with Advisers Act Rule 204A-1. The Chief Compliance Officer or his designee also reviews Access Persons' personal transaction and holdings reports to help ensure each Access Person is conducting his or her personal securities transactions in a manner that is consistent with the Code.

Item 11.D

If you or a *related person* recommends securities to *clients*, or buys or sells securities for *client* accounts, at or about the same time that you or a *related person* buys or sells the same securities for your own (or the *related person's* own) account, describe your practice and discuss the conflicts of interest it presents. Describe generally how you address conflicts that arise.

Please refer to responses to Items 11.A, 11.B, and 11.C.

ITEM 12 – BROKERAGE PRACTICES

Item 12.A.1

Describe the factors that you consider in selecting or recommending broker-dealers for *client* transactions and determining the reasonableness of their compensation (*e.g.*, commissions).

Research and Other Soft Dollar Benefits. If you receive research or other products or services other than execution from a broker-dealer or a third party in connection with client securities transactions (“soft dollar benefits”), disclose your practices and discuss the conflicts of interest they create.

In selecting brokers or dealers to effect portfolio transactions on behalf of the Clients, ORAM considers such factors as price, the ability to effect the transactions, the brokers' or dealers' facilities, reliability and financial responsibility, special execution capabilities, block trading and block positioning capabilities, willingness to execute related or unrelated difficult transactions in the future, efficiency of execution and error resolution, quotation services, the availability of stocks to borrow for short trades, custody, recordkeeping and similar services, and any research or investment management-related services and equipment provided by such brokers or dealers. ORAM need not solicit competitive bids and does not have an obligation to seek the lowest available commission cost.

ORAM does not utilize soft dollars.

Item 12.A.2

Brokerage for Client Referrals. If you consider, in selecting or recommending broker-dealers, whether you or a *related person* receives *client* referrals from a broker-dealer or third party, disclose this practice and discuss the conflicts of interest it creates.

Disclose that you may have an incentive to select or recommend a broker-dealer based on your interest in receiving client referrals, rather than on your clients' interest in receiving most favorable execution.

Explain the procedures you used during your last fiscal year to direct client transactions to a particular broker-dealer in return for client referrals.

Not applicable to ORAM.

Item 12.A.3

Directed Brokerage.

If you routinely recommend, request or require that a *client* direct you to execute transactions through a specified broker-dealer, describe your practice or policy. Explain that not all advisers require their *clients* to direct brokerage. If you and the broker-dealer are affiliates or have another economic relationship that creates a material conflict of interest, describe the relationship and discuss the conflicts of interest it presents. Explain that by directing brokerage you may be unable to achieve most favorable execution of *client* transactions, and that this practice may cost *clients* more money.

If you permit a *client* to direct brokerage, describe your practice. If applicable, explain that you may be unable to achieve most favorable execution of *client* transactions. Explain that directing brokerage may cost *clients* more money. For example, in a directed brokerage account, the *client* may pay higher brokerage commissions because you may not be able to aggregate orders to reduce transaction costs, or the *client* may receive less favorable prices.

ORAM does not have directed brokerage arrangements.

Item 12.B

Discuss whether and under what conditions you aggregate the purchase or sale of securities for

various *client* accounts. If you do not aggregate orders when you have the opportunity to do so, explain your practice and describe the costs to *clients* of not aggregating.

ORAM recognizes its duty to treat all of its Clients fairly and equitably. Consistent with this overriding principle, ORAM has adopted procedures regarding the allocation of investment opportunities and the combination and allocation of orders.

ITEM 13 – REVIEW OF ACCOUNTS

Item 13.A

Indicate whether you periodically review *client* accounts or financial plans. If you do, describe the frequency and nature of the review, and the titles of the *Access Persons* who conduct the review.

The Clients are under continuous review by the investment personnel of ORAM, which include the Chief Investment Officer, the Chief Risk Officer, and the Portfolio Manager (“Account Reviewers”). Such reviews include a review of investment performance, the suitability of the investments used to meet policy and investment objectives. Account Reviewers consider, among other things, investment performance, and the overall portfolio’s sensitivity to economic and market changes, and whether anything has changed subsequent to an initial investment decision that impacts the risk or potential return.

Item 13.B

If you review client accounts on other than a periodic basis, describe the factors that trigger a review

Please see Item 13.A. The Clients’ investments are under continuous review.

Item 13.C

Describe the content and indicate the frequency of regular reports you provide to *clients* regarding their accounts. State whether these reports are written.

The nature and frequency of reports are negotiated with each Client or Investor, as applicable.

ITEM 14 – CLIENT REFERRALS AND OTHER COMPENSATION

Item 14.A

If someone who is not a client provides an economic benefit to you for providing investment advice or other advisory services to your clients, generally describe the arrangement, explain the conflicts of interest, and describe how you address the conflicts of interest. For purposes of this Item, economic benefits include any sales awards or other prizes.

Not applicable to ORAM.

Item 14.B

If you or a related person directly or indirectly compensates any person who is not your Access Person for client referrals, describe the arrangement and the compensation.

Not applicable to ORAM.

ITEM 15 – CUSTODY

If you have *custody* of *client* funds or securities and a qualified custodian sends quarterly, or more frequent, account statements directly to your *clients*, explain that *clients* will receive account statements from the broker- dealer, bank or other qualified custodian and that *clients* should carefully review those statements. If your *clients* also receive account statements from you, your explanation must include a statement urging *clients* to compare the account statements they receive from the qualified custodian with those they receive from you.

In accordance with Rule 206(4)-2 under the Advisers Act (the “Custody Rule”), ORAM is deemed to have custody of certain Client assets; namely, the Funds that ORAM manages (included in its Form ADV Part 1, Schedule D). ORAM is not deemed to have custody of its separately managed account Clients (when applicable).

All of the Clients’ assets are held with one or more “qualified custodians” as defined in the Custody Rule (i.e., banks or broker-dealers) that are unaffiliated with ORAM.

With respect to the Clients for which ORAM is deemed to have custody, ORAM is exempt from the quarterly account statement delivery obligations under the Custody Rule and from the surprise audit requirement of the Custody Rule because such Clients are subject to an annual audit by an independent public accountant registered with, and subject to regular inspection by, the Public Company Accounting Oversight Board (“PCAOB”). Investors will not receive statements from the custodian. Instead, the Clients’ audited financial statements prepared in accordance with generally accepted accounting principles will be distributed to each Investor within 90 days (or no more than 120 days) of each Client’s fiscal year end.

Investors in the Funds generally receive statements from ORAM and the Funds’ administrator. These statements should be carefully reviewed. Investors are urged to compare such statements to the information provided to them in the audited financial statements provided by the Clients’ auditor.

ITEM 16 – INVESTMENT DISCRETION

If you accept discretionary authority to manage securities accounts on behalf of clients, disclose this fact and describe any limitations clients may (or customarily do) place on this authority. Describe the procedures you follow before you assume this authority (e.g., execution of a power of attorney).

In accordance with the terms and conditions of the applicable Client's Governing Documents, ORAM has discretionary authority to manage the investment activities on behalf of the Clients. As explained in Item 4.C above, the Clients' investment strategies are set forth in detail in such Client's Governing Documents. Investors must execute a subscription agreement in which they make various representations, including representations regarding their eligibility to invest in the Clients. Further, prospective investors must execute a subscription agreement for the Clients, a limited partnership agreement or a limited liability company agreement (as the case may be), in which they make various representations, including representations regarding their suitability to invest in the respective Client. Such agreements include a power of attorney. For separately managed accounts, Clients will execute an advisory agreement with applicable representations.

ITEM 17 – VOTING CLIENT SECURITIES

Item 17.A

If you have, or will accept, authority to vote *client* securities, briefly describe your voting policies and procedures, including those adopted pursuant to SEC rule 206(4)-6. Describe whether (and, if so, how) your *clients* can direct your vote in a particular solicitation. Describe how you address conflicts of interest between you and your *clients* with respect to voting their securities. Describe how *clients* may obtain information from you about how you voted their securities. Explain to *clients* that they may obtain a copy of your proxy voting policies and procedures upon request.

The Clients' Governing Documents generally give ORAM authority to vote proxies received on behalf of its Clients. To the extent that ORAM has or operates its discretion to vote a proxy, ORAM understands its role as a fiduciary to its Clients and obligation to vote proxies in its Clients' best interests.

Investors generally do not have the ability to direct proxy votes. Investors may obtain additional information regarding how ORAM voted proxies and may obtain a copy of ORAM proxy voting policies and procedures by contacting William Wallin at will.wallin@oneriveram.com.

It should be noted that based on ORAM's investment strategy it is expected that no or very little proxy voting will be required.

Item 17.B

If you do not have authority to vote *client* securities, disclose this fact. Explain whether *clients* will receive their proxies or other solicitations directly from their custodian or a transfer agent or from you, and discuss whether (and, if so, how) *clients* can contact you with questions about a particular solicitation.

Please see Item 17.A above.

ITEM 18 – FINANCIAL INFORMATION

Item 18.A

If you require or solicit prepayment of more than \$1,200 in fees per *client*, six months or more in advance, include a balance sheet for your most recent fiscal year.

The balance sheet must be prepared in accordance with generally accepted accounting principles, audited by an independent public accountant, and accompanied by a note stating the principles used to prepare it, the basis of securities included, and any other explanations required for clarity.

Show parenthetically the market or fair value of securities included at cost.

Qualifications of the independent public accountant and any accompanying independent public accountant's report must conform to Article 2 of SEC Regulation S-X.

Not applicable to ORAM.

Item 18.B

If you have *discretionary authority* or *custody* of *client* funds or securities, or you require or solicit prepayment of more than \$1,200 in fees per *client*, six months or more in advance, disclose any financial condition that is reasonably likely to impair your ability to meet contractual commitments to *clients*.

ORAM is not currently aware of any financial condition that is reasonably likely to impair its ability to meet contractual commitments to the Clients or investors.

Item 18.C

If you have been the subject of a bankruptcy petition at any time during the past ten years, disclose this fact, the date the petition was first brought, and the current status.

ORAM has not been the subject of any such bankruptcy petition.