COMMODITY TRADING ADVISOR DISCLOSURE DOCUMENT

OF

CHATHAM HEDGING ADVISORS, LLC

235 Whitehorse Lane
Kennett Square, Pennsylvania 19348
(610) 925-3120

The effective date and date of intended first use of this Disclosure Document is April 10, 2020. This document is considered outdated after April 9, 2021.

This Disclosure Document should be read carefully and in its entirety by all prospective clients.

No person or entity is authorized to give any information or make any representation not contained in this Disclosure Document in connection with the matters described herein, and, if given or made, such information or representation must not be relied upon as having been authorized by Chatham Hedging Advisors, LLC.

Pursuant to an exemption from the Commodity Futures Trading Commission (the "Commission") this document is not required to be, and has not been, filed with the Commission.

THE COMMODITY FUTURES TRADING COMMISSION HAS NOT PASSED UPON THE MERITS OF PARTICIPATING IN THIS TRADING PROGRAM NOR HAS THE COMMISSION PASSED ON THE ADEQUACY OR ACCURACY OF THIS DISCLOSURE DOCUMENT.

RISK DISCLOSURE STATEMENT

THE RISK OF LOSS IN TRADING COMMODITY INTERESTS CAN BE SUBSTANTIAL. YOU SHOULD THEREFORE CAREFULLY CONSIDER WHETHER SUCH TRADING IS SUITABLE FOR YOU IN LIGHT OF YOUR FINANCIAL CONDITION. IN CONSIDERING WHETHER TO TRADE OR TO AUTHORIZE SOMEONE ELSE TO TRADE FOR YOU, YOU SHOULD BE AWARE OF THE FOLLOWING:

IF YOU PURCHASE A COMMODITY OPTION, YOU MAY SUSTAIN A TOTAL LOSS OF THE PREMIUM AND OF ALL TRANSACTION COSTS.

IF YOU PURCHASE OR SELL A COMMODITY FUTURES CONTRACT OR SELL A COMMODITY OPTION OR ENGAGE IN OFF-EXCHANGE FOREIGN CURRENCY TRADING YOU MAY SUSTAIN A TOTAL LOSS OF THE INITIAL MARGIN FUNDS OR SECURITY DEPOSIT AND ANY ADDITIONAL FUNDS THAT YOU DEPOSIT WITH YOUR BROKER TO ESTABLISH OR MAINTAIN YOUR POSITION. IF THE MARKET MOVES AGAINST YOUR POSITION, YOU MAY BE CALLED UPON BY YOUR BROKER TO DEPOSIT A SUBSTANTIAL AMOUNT OF ADDITIONAL MARGIN FUNDS, ON SHORT NOTICE, IN ORDER TO MAINTAIN YOUR POSITION. IF YOU DO NOT PROVIDE THE REQUESTED FUNDS WITHIN THE PRESCRIBED TIME, YOUR POSITION MAY BE LIQUIDATED AT A LOSS, AND YOU WILL BE LIABLE FOR ANY RESULTING DEFICIT IN YOUR ACCOUNT.

UNDER CERTAIN MARKET CONDITIONS, YOU MAY FIND IT DIFFICULT OR IMPOSSIBLE TO LIQUIDATE A POSITION. THIS CAN OCCUR, FOR EXAMPLE, WHEN THE MARKET MAKES A "LIMIT MOVE."

THE PLACEMENT OF CONTINGENT ORDERS BY YOU OR YOUR TRADING ADVISOR, SUCH AS A "STOP-LOSS" OR "STOP LIMIT" ORDER, WILL NOT NECESSARILY LIMIT YOUR LOSSES TO THE INTENDED AMOUNTS, SINCE MARKET CONDITIONS MAY MAKE IT IMPOSSIBLE TO EXECUTE SUCH ORDERS.

A "SPREAD" POSITION MAY NOT BE LESS RISKY THAN A SIMPLE "LONG" OR "SHORT" POSITION.

THE HIGH DEGREE OF LEVERAGE THAT IS OFTEN OBTAINABLE IN COMMODITY INTEREST TRADING CAN WORK AGAINST YOU AS WELL AS FOR YOU. THE USE OF LEVERAGE CAN LEAD TO LARGE LOSSES AS WELL AS GAINS.

IN SOME CASES, MANAGED COMMODITY ACCOUNTS ARE SUBJECT TO SUBSTANTIAL CHARGES FOR MANAGEMENT AND ADVISORY FEES. IT MAY BE NECESSARY FOR THOSE ACCOUNTS THAT ARE SUBJECT TO THESE CHARGES TO MAKE SUBSTANTIAL TRADING PROFITS TO AVOID DEPLETION OR EXHAUSTION OF THEIR ASSETS. THIS DISCLOSURE DOCUMENT CONTAINS, AT PAGE 19, A COMPLETE DESCRIPTION OF EACH FEE TO BE CHARGED TO YOUR ACCOUNT BY THE COMMODITY TRADING ADVISOR.

THIS BRIEF STATEMENT CANNOT DISCLOSE ALL THE RISKS AND OTHER SIGNIFICANT ASPECTS OF THE COMMODITY INTEREST MARKETS. YOU SHOULD, THEREFORE, CAREFULLY STUDY THIS DISCLOSURE DOCUMENT AND COMMODITY INTEREST TRADING BEFORE YOU TRADE, INCLUDING THE DESCRIPTION OF THE PRINCIPAL RISK FACTORS OF THIS INVESTMENT, AT PAGE 11.

YOU SHOULD ALSO BE AWARE THAT THIS COMMODITY TRADING ADVISOR MAY ENGAGE IN TRADING FOREIGN FUTURES OR OPTIONS CONTRACTS. TRANSACTIONS ON MARKETS LOCATED OUTSIDE THE UNITED STATES, INCLUDING MARKETS FORMALLY LINKED TO A UNITED STATES MARKET, MAY BE SUBJECT TO REGULATIONS WHICH OFFER DIFFERENT OR DIMINISHED PROTECTION. FURTHER, UNITED STATES REGULATORY AUTHORITIES MAY BE UNABLE TO COMPEL THE ENFORCEMENT OF THE RULES OF REGULATORY AUTHORITIES OR MARKETS IN NON-UNITED STATES JURISDICTIONS WHERE YOUR TRANSACTIONS MAY BE EFFECTED. BEFORE YOU TRADE YOU SHOULD INQUIRE ABOUT ANY RULES RELEVANT TO YOUR PARTICULAR CONTEMPLATED TRANSACTIONS AND ASK THE FIRM WITH WHICH YOU INTEND TO TRADE FOR DETAILS ABOUT THE TYPES OF REDRESS AVAILABLE IN BOTH YOUR LOCAL AND OTHER RELEVANT JURISDICTIONS.

YOU SHOULD ALSO BE AWARE THAT THIS COMMODITY TRADING ADVISOR MAY ENGAGE IN OFF-EXCHANGE FOREIGN CURRENCY TRADING. SUCH TRADING IS NOT CONDUCTED IN THE INTERBANK MARKET. THE FUNDS DEPOSITED WITH A COUNTERPARTY FOR SUCH TRANSACTIONS WILL NOT RECEIVE THE SAME PROTECTIONS AS FUNDS USED TO MARGIN OR GUARANTEE EXCHANGE-TRADED FUTURES AND OPTION CONTRACTS. IF THE COUNTERPARTY BECOMES INSOLVENT AND YOU HAVE A CLAIM FOR AMOUNTS DEPOSITED OR PROFITS EARNED ON TRANSACTIONS WITH THE COUNTERPARTY, YOUR CLAIM MAY NOT BE TREATED AS A COMMODITY CUSTOMER CLAIM FOR PURPOSES OF SUBCHAPTER IV OF CHAPTER 7 OF THE BANKRUPTCY CODE AND REGULATIONS THEREUNDER. YOU MAY BE A GENERAL CREDITOR AND YOUR CLAIM MAY BE PAID, ALONG WITH THE CLAIMS OF OTHER GENERAL CREDITORS, FROM ANY MONIES STILL AVAILABLE AFTER PRIORITY CLAIMS ARE PAID. EVEN FUNDS THAT THE COUNTERPARTY KEEPS SEPARATE FROM ITS OWN FUNDS MAY NOT BE SAFE FROM THE CLAIMS OF PRIORITY AND OTHER GENERAL CREDITORS.

SWAPS TRANSACTIONS, LIKE OTHER FINANCIAL TRANSACTIONS, INVOLVE A VARIETY OF SIGNIFICANT RISKS. THE SPECIFIC RISKS PRESENTED BY A PARTICULAR SWAP TRANSACTION NECESSARILY DEPEND UPON THE TERMS OF THE TRANSACTION AND YOUR CIRCUMSTANCES. IN GENERAL, HOWEVER, ALL SWAPS TRANSACTIONS INVOLVE SOME COMBINATION OF MARKET RISK, CREDIT RISK, FUNDING RISK, AND OPERATIONAL RISK. HIGHLY CUSTOMIZED SWAPS TRANSACTIONS IN PARTICULAR MAY INCREASE LIQUIDITY RISK,

WHICH MAY RESULT IN YOUR ABILITY TO WITHDRAW YOUR FUNDS BEING LIMITED. HIGHLY LEVERAGED TRANSACTIONS MAY EXPERIENCE SUBSTANTIAL GAINS OR LOSSES IN VALUE AS A RESULT OF RELATIVELY SMALL CHANGES IN THE VALUE OR LEVEL OF AN UNDERLYING OR RELATED MARKET FACTOR. IN EVALUATING THE RISKS AND CONTRACTUAL OBLIGATIONS ASSOCIATED WITH A PARTICULAR SWAP TRANSACTION, IT IS IMPORTANT TO CONSIDER THAT A SWAP TRANSACTION MAY BE MODIFIED OR TERMINATED ONLY BY MUTUAL CONSENT OF THE ORIGINAL PARTIES AND SUBJECT TO AGREEMENT ON INDIVIDUALLY NEGOTIATED TERMS. THEREFORE, IT MAY NOT BE POSSIBLE TO MODIFY, TERMINATE, OR OFFSET YOUR OBLIGATIONS OR YOUR EXPOSURE TO THE RISKS ASSOCIATED WITH A TRANSACTION PRIOR TO ITS SCHEDULED TERMINATION DATE.

FURTHER, YOU SHOULD CAREFULLY REVIEW THE INFORMATION CONTAINED IN THE RISK DISCLOSURE STATEMENT OF THE FUTURES COMMISSION MERCHANT OR RETAIL FOREIGN EXCHANGE DEALER THAT YOU SELECT TO CARRY YOUR ACCOUNT.

THIS COMMODITY TRADING ADVISOR IS PROHIBITED BY LAW FROM ACCEPTING FUNDS IN THE TRADING ADVISOR'S NAME FROM A CLIENT FOR TRADING COMMODITY INTERESTS. YOU MUST PLACE ALL FUNDS FOR TRADING IN THIS TRADING PROGRAM DIRECTLY WITH A FUTURES COMMISSION MERCHANT OR RETAIL FOREIGN EXCHANGE DEALER, AS APPLICABLE.

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THE ADVISOR'S BUSINESS BACKGROUND

Chatham Hedging Advisors, LLC (or the "Advisor") is wholly owned by Chatham Financial Corp. (or "CFC"), its sole Member. CFC is a privately-owned Pennsylvania corporation with over 650 employees worldwide. With headquarters in Kennett Square, Pennsylvania, an office in Colorado and wholly-owned subsidiaries in Australia, Krakow, London, Singapore, and Toronto, CFC's primary business worldwide is providing advisory services or technology solutions to manage risks inherent in its clients' balance sheets, and to assist its clients in arranging hedging positions to offset those risks. CFC's risk management focuses on foreign currency, interest rate or commodities exposures, and using certain over-the-counter derivatives (or "swaps") to create hedge transactions with a bank with which the client has a credit relationship or other suitable counterparty. Prior to forming the Advisor, CFC advised clients only with respect to swaps, and did not provide advisory or execution services with respect to exchange traded futures and options or futures markets.

CFC transferred its U.S. hedge transaction and advisory services to the Advisor upon the effectiveness of the Dodd-Frank Act, and the Advisor is regulated by the Commodity Futures Trading Commission (or "CFTC") and National Futures Association (or "NFA"). CFC formed the Advisor to house the regulated activities, and to offer advisory services to CFC clients who required advice with respect to swaps or exchange traded futures and options or futures markets.

The Advisor became registered as a commodity trading advisor (or "CTA") with the Commodity Futures Trading Commission (or "CFTC") on December 30, 2011. On November 17, 2011, the Advisor became a Member of National Futures Association (or "NFA"). On January 3, 2012, the Advisor filed for an exemption pursuant to CFTC Regulation 4.7 whereby the Advisor may only offer its services to Qualified Eligible Persons as defined pursuant to regulation 4.7. The exemption provides relief from certain reporting and disclosure requirements. On October 10, 2012, the Advisor became a swap firm with the NFA.

The Advisor's main business address is 235 Whitehorse Lane, Kennett Square, Pennsylvania, 19348. The Advisor's books and records are maintained at this location. The Advisor's telephone number is (610) 925-3120. The Advisor's email is corporatesecretary@chathamfinancial.com.

The Advisor does not presently trade commodities, futures, options on futures, or swaps for its own account. However, CFC, the Advisor's parent, may from time to time trade futures, options on futures or swaps for its own account in order to hedge the foreign currency risk associated with its operations in Asia and Europe and manage interest rate risk associated with its line of credit and similar indebtedness. Trading activity in the Advisor's and CFC's accounts along with any written policies related to such trading would not be made available for client inspection.

The effective date and date of intended first use of this Disclosure Document is April 10, 2020. This document is considered outdated after April 9, 2021.

THE PRINCIPALS

Clark Beesley Maxwell

Clark Beesley Maxwell is the Chief Executive Officer of CFC, and became a principal of the Advisor on February 11, 2013. Prior to serving as the Chief Executive Officer, Mr. Maxwell served as the Chief Operating Officer of CFC from 2013 through 2018. Before joining CFC in 2002, Mr. Maxwell worked in the assurance practice at Ernst & Young, LLP. Prior to Ernst & Young, Mr. Maxwell worked at the Financial Accounting Standards Board on the development of SFAS 133, *Accounting for Derivative Instruments and Hedging Activities*. Mr. Maxwell is a Certified Public Accountant (CPA). Mr. Maxwell has served on the Board of Directors of the Federal Agricultural Mortgage Corporation (Farmer Mac) since June 2008 and his term will expire on May 7, 2020.

Mr. Maxwell does not currently trade commodities, futures, options on futures, or swaps for his own personal account. If such trading takes place in the future, trading records along with any written policies related to such trading would not be made available for clients' inspection.

Steven Pingree Castleton

Steven Pingree Castleton is the leader of the Advisor's financial services advisory team, which offers risk management advisory and technology solutions to insurance companies, GSEs, and other large financial companies, and became a principal of the Advisor on August 21, 2013. Prior to leading the financial services advisory team, Mr. Castleton was co-leader of the Advisor's accounting advisory team. Prior to joining CFC, Mr. Castleton was with Ernst & Young, LLP, where he specialized in audits of financial institutions. Prior to Ernst & Young, he worked at the Financial Accounting Standards Board on the Derivatives Implementation Group and worked on FAS 138, an amendment of FAS 133. Mr. Castleton is a CPA.

Mr. Castleton does not currently trade commodities, futures, options on futures, or swaps for his own personal account. If such trading takes place in the future, trading records along with any written policies related to such trading would not be made available for clients' inspection.

Amol Prakash Dhargalkar

Amol Prakash Dhargalkar leads CFC's corporates client sector, and became a principal of the Advisor on October 11, 2012. Before joining the corporates team, Mr. Dhargalkar lead CFC's private equity, structured finance and defeasance businesses. Prior to CFC, Mr. Dhargalkar worked within the Global Service Provider business of Lucent Technologies and the consumer products division of Johnson & Johnson.

Mr. Dhargalkar does not currently trade commodities, futures, options on futures, or swaps for his own personal account. If such trading takes place in the future, trading records along with any written policies related to such trading would not be made available for clients' inspection.

Daniel Scott Gentzel

Daniel Scott Gentzel became a principal of the Advisor on August 14, 2013. He leads the Advisor's accounting advisory team. Prior to joining CFC, Mr. Gentzel was with Ernst & Young, LLP, where he managed the audits of several large regional financial institutions. Mr. Gentzel also served as the derivatives valuation specialist for Ernst & Young's Mid-Atlantic region. He is a CPA and is a member of the AICPA.

Mr. Gentzel does not currently trade commodities, futures, options on futures, or swaps for his own personal account. If such trading takes place in the future, trading records along with any written policies related to such trading would not be made available for clients' inspection.

Laura Korban Grant

Laura Korban Grant became a principal of the Advisor on April 3, 2019. Ms. Grant is CFC's Chief Operating Officer. Her previous roles at the company include serving as a Managing Director in the Global Real Estate practice and co-head of CFC's European subsidiary. After joining CFC in 2006, she concentrated on risk management strategies for Real Estate Investment Trusts (REITs), specializing in interest rate and foreign currency hedging. Over the last ten years she has continued to serve a wide range of institutional real estate investors across a variety and debt and derivatives challenges. Prior to joining CFC, Ms. Grant worked at Booz Allen Hamilton in their Capital Asset Management group.

Ms. Grant does not currently trade commodities, futures, options on futures, or swaps for her own personal account. If such trading takes place in the future, trading records along with any written policies related to such trading would not be made available for clients' inspection.

Matthew Paul Henry

Matthew Paul Henry leads CFC's real estate team specializing in risk management related to real estate financing transactions, and became a principal of the Advisor on October 23, 2013. Prior to taking his current role, Mr. Henry lead Chatham Capital Advisors, LLC, an affiliate of the Advisor, assisting real estate clients facing complex financial issues since 2004. He has represented clients in the acquisition of distressed real estate securities, in lender workouts, as a financial advisor in Chapter 11 and as an expert witness. Prior to CFC, Mr. Henry worked at Majestic Capital Management, LLC.

Mr. Henry does not currently trade commodities, futures, options on futures, or swaps for his own personal account. If such trading takes place in the future, trading records along with any written policies related to such trading would not be made available for clients' inspection.

Andrew Michael Little

Andrew Michael Little leads CFC's financial institutions client sector, and became a principal of the Advisor on November 14, 2016. Prior to joining CFC in 2007, Mr. Little was a managing partner in a general contracting firm and spent 13 years in the mortgage banking industry specializing in the securitization and capital markets areas.

Mr. Little does not currently trade commodities, futures, options on futures, or swaps for his own personal account. If such trading takes place in the future, trading records along with any written policies related to such trading would not be made available for clients' inspection.

Joseph Chung Yeung Siu

Joseph Chung Yeung Siu works in the Advisor's Hedge Advisory group advising public companies in various industries, and became a principal of the Advisor on October 2, 2013. Prior to his current role, Mr. Siu helped establish CFC's Central European office where he provided leadership and assisted in CFC's European advisory service. Before establishing the CFC Central European office, Mr. Siu worked in the quantitative analytics team where he created analytical and derivative pricing models to help clients quantify their risk exposures. Mr. Siu's career has spanned multiple but related fields, having worked at the intersection of finance, strategy, and technology at Goldman Sachs, Accenture, and Wharton Data Research Services.

Mr. Siu does not currently trade commodities, futures, options on futures, or swaps for his own personal account. If such trading takes place in the future, trading records along with any written policies related to such trading would not be made available for clients' inspection.

Michael Steven DeMarco

Michael Steven DeMarco became a principal of the Advisor on August 2, 2011. Although not directly involved in the trading operations of the Advisor, Mr. DeMarco has worked with CFC since 2001 in both a trading capacity and in its corporate treasury department. Prior to joining CFC, Mr. DeMarco was employed in the audit, treasury, and business analysis groups of DuPont, Inc., in Wilmington, Delaware.

Mr. DeMarco does not currently trade commodities, futures, options on futures, or swaps for his own personal account. If such trading takes place in the future, trading records along with any written policies related to such trading would not be made available for clients' inspection.

TRADING PROGRAM

In the bespoke swaps market, swaps advisory firms have historically operated as non-discretionary advisors similar to attorneys or accountants to assist clients in negotiating the economic and other terms of the transaction. Transactions are generally related to specific underlying risk which the client desires to hedge with the use of swaps or other derivative products, and the Advisor does not develop systemic trading programs or assist in speculative trades. The Advisor works closely with each client to tailor a specific strategy to the needs of the client in three classes of hedging: (i) interest rate risk, (ii) foreign currency risk and (iii) commodities risk.

With respect to its swaps and futures advisory services, the Advisor does not offer any Trading Programs as the Advisor requires authorization from the client to negotiate, arrange, or finalize contracts, agreements or trades with potential counterparties. However, some potential counterparties may require clients provide written assurance of the Advisor's negotiating and trading authority similar to or equivalent to a power of attorney.

The Advisor uses fundamental, technical and proprietary analytics and research to assist its clients in any or all of the following services:

Transaction-Related Services

1. Evaluating areas of interest rate, commodities and foreign currency risk and determining appropriate hedge structures. The clients make each trading decision which must be verified by written (i.e. email) instructions or voice recorded authorization.

2. Establishing trading lines with financial institutions acceptable to client. These financial institutions will comprise the pool of prospective counterparties with which the Advisor will work when arranging the execution of transactions on client's behalf.

3. Creating a bid package, abbreviated term sheet, or other oral or written summary for each transaction, which may outline the financial terms, credit, and documentation requirements. Unless an alternative understanding with respect to certain transactions is reached, the Advisor will seek the client's authorization and approval prior to arranging a transaction.

4. Administering and implementing the process of arranging all approved transactions. Such process may include bidding a pre-approved transaction structure or direct negotiations with prospective counterparties. Transactions executed by the Advisor will comply with the stated requests of the clients.

5. Coordinating the documentation process for each transaction to facilitate the completion of transaction documentation. The Advisor can review transaction documentation to confirm its adherence to the terms originally arranged for such transaction. The Advisor can assist clients in coordinating changes in transaction documentation drafted by the counterparties and execution of any ancillary documentation required by clients for so long as the client remains a party to such transaction.

6. Providing clients with access to transaction records on CFC's password-secured website. On CFC's Website, users will be able to use a range of tools and to view the economic details of then-active transactions, including: (i) valuations, (ii) information relating to the terms, (iii) copies of executed transaction documentation, (iv) information concerning notional schedules of transactions, (v) payment history, (vi) rate, and (vii) accounting information.

7. For certain clients: coordinating, monitoring and executing exchange traded futures and options contracts through an electronic platform or through its Futures Commission Merchant ("FCM") relationships.

Accounting Consulting Services

1. Providing clients with recommended accounting methodology on structuring hedges in accordance with accounting principles generally accepted in the United States of America (or U.S. GAAP), International Financial Reporting Standards (or IFRS), or local accounting standards.

2. Providing a draft interest rate, commodities, and foreign currency derivatives hedge policy, and assisting clients in tailoring the policy to their stated risk management objectives.

3. Developing and submitting for approval by clients hedge designation memos for transactions in accordance with U.S. GAAP or IFRS.

4. Providing clients with fair values for transactions in accordance U.S. GAAP or IFRS.

5. Preparing periodic effectiveness tests for transactions that require such treatment under U.S. GAAP or IFRS.

6. Developing and submitting for approval by clients suggested general ledger entries for transactions in accordance with U.S. GAAP or IFRS.

7. Assisting in the preparation of financial statement disclosures of clients' derivative activity with respect to the transactions as required under U.S. GAAP or IFRS.

The Advisor's parent company's history is in providing advice with respect to swaps. Swaps and futures contracts have similar, but different, risks. Accordingly, the Advisor has divided its risk factor disclosure to describe risks with respect to (i) swaps and (ii) futures contracts respectively.

PRINCIPAL RISK FACTORS IN SWAPS

TRANSACTIONS IN OVER-THE-COUNTER DERIVATIVES OR SWAPS HAVE SIGNIFICANT RISKS, INCLUDING, BUT NOT LIMITED TO, SUBSTANTIAL RISK OF LOSS. THIS STATEMENT OF GENERIC RISKS ASSOCIATED WITH SWAP TRANSACTIONS IS INTENDED TO IDENTIFY, IN GENERAL TERMS, CERTAIN OF THE PRINCIPAL RISKS ASSOCIATED WITH INDIVIDUALLY NEGOTIATED SWAP TRANSACTIONS. IT DOES NOT PURPORT TO IDENTIFY THE NATURE OF THE SPECIFIC MARKET OR OTHER RISKS ASSOCIATED WITH A PARTICULAR TRANSACTION.

Before entering into a swap transaction, you should ensure that you fully understand the terms of the transaction, relevant risk factors, the nature and extent of your risk of loss and the nature of the contractual relationship into which you are entering. You should also carefully evaluate whether the transaction is appropriate for you in light of your experience, objectives, financial resources, and other relevant circumstances and whether you have the operational resources in place to monitor the associated risks and contractual obligations over the term of the transaction.

The Advisor provides hedge advisory and execution advice. Although the Advisor may assist in the preparation and negotiation of the legal, tax and regulatory aspects of the arrangement of a swap transaction, it is not qualified to provide legal or tax advice in this or any area. If you believe you need legal or tax assistance in evaluating and understanding the terms or risks of a particular swap transaction, you should consult appropriate advisers before entering into the transaction.

Swap transactions, like other financial transactions, involve a variety of significant risks. The specific risks presented by a particular swap transaction necessarily depend upon the terms of the transaction and your circumstances. In general, however, all swap transactions involve some combination of market risk, credit risk, funding risk, operational risk, foreign currency risk, and legal risk.

Market risk is the risk that the value of a swap transaction will be adversely affected by fluctuations in the level or volatility of or correlation or relationship between one or more market prices, rates or indices or other market factors, or by illiquidity in the market for the relevant transaction or in a related market (which could cause you to be unable to sell or terminate the swap transaction for a period of time, or could cause you to be unable to sell or terminate the swap transaction at a previously quoted price).

Credit risk is the risk that a counterparty will fail to perform its obligations to you when due. Credit risk is also the risk that, upon such failure by a counterparty, you may experience delays in collecting, or be unable to collect, collateral or margin you have previously posted.

Funding risk is the risk that, as a result of mismatches in the economic terms of a swap, including, without limitation, delays in the timing of cash flows due from or to your counterparties in swap transactions or related hedging, trading, collateral or other transactions, you or your counterparty will not have adequate cash available to fund current obligations.

Operational risk is the risk of loss to you arising from inadequacies in or failures of your internal systems and controls for monitoring and quantifying the risks and contractual obligations associated with swap transactions, for recording and valuing swaps and related transactions, or for detecting human error, systems failure or management failure.

Foreign Currency Risk is the risk of the amount of capital exposed to fluctuations in the value of a foreign currency. Trading on foreign exchanges may present greater risks as foreign exchanges are not regulated by the CFTC or any other United States governmental agency. Trading on foreign exchanges may be subject to regulations that are different from those to which United States exchange trading is subject, may provide less protection to investors than trading on United States exchanges and may be less vigorously enforced than regulations in the United States. In addition, positions on foreign exchanges are subject to the risk of exchange controls, expropriation, excessive taxation and government disruptions. Losses could also occur when determining the value of foreign positions in U.S. dollars because of fluctuations in exchange rates.

Legal Risk is the risk that transactions and netting arrangements entered into may not meet legal requirements.

Individually Negotiated Contracts: Because the price and other terms on which you may enter into or terminate a swap transaction are individually negotiated, these may not represent the best price or terms available to you from other sources.

Modification or Termination: In evaluating the risks and contractual obligations associated with a particular swap transaction, you should also consider that a swap transaction may be modified or terminated only by mutual consent of the original parties and subject to agreement on individually negotiated terms. Accordingly, it may not be possible for you to modify, terminate or offset your obligations or your exposure to the risks associated with a transaction prior to its scheduled termination date.

Indicative or Mid-Market Quotations: While market makers and dealers generally quote prices or terms for entering into or terminating swap transactions and provide indicative or mid-market quotations with respect to outstanding swap transactions, they may not be required to do so under applicable laws and regulations and are generally not contractually obligated to do so or to continue to do so once a line of credit has been established for you with that market maker or dealer. In addition, it may not be possible to obtain indicative or mid-market quotations for a swap transaction from a market maker or dealer that is not a counterparty to the transaction. Consequently, it may be difficult for you to establish an independent value for an outstanding swap transaction. You should not regard your counterparty's provision of a valuation or indicative price at your request as an offer to enter into or terminate the relevant transaction at that value or price, unless the value or price is identified by the counterparty as firm or binding. Additionally, any valuation or indicative price estimate that the Advisor may provide is solely a good faith mid-market estimate and you should be aware that provision of a valuation or price estimate by the Advisor does not provide any assurance that you will be able to execute, cash-settle or terminate your desired swap at such price, since actual pricing offered in the swaps marketplace can be affected by many factors not considered in calculating a mid-market valuation or indicative pricing estimate.

Speculative and Volatile: Although the Advisor generally provides advice for hedging purposes, a portion of many trades may not correlate perfectly with the underlying risk being hedged, leading to additional risk of loss similar to speculative trades. A decision to enter into a trade that only partially hedges an underlying position may not be distinguishable economically from a speculative trade. Prices quoted in the OTC markets may be highly volatile (i.e. prices either increase or decrease rapidly based upon various market or global occurrences). The Advisor cannot provide assurance that its advice will result in a perfect hedge or a profitable result in the case of trades that only partially hedge underlying positions.

OTC Trading is Highly Leveraged: The low margin deposits normally required in commodity OTC trading permit an extremely high degree of leverage. The higher the leverage employed, the more risk that can be expected. A relatively small price movement in an OTC swap may result in immediate loss.

OTC Trading May Be Illiquid: The OTC markets may pose a risk that a particular quote may not be provided by any bank or FCM which could pose substantial risk if a client was unable to close out a position.

Speculative Nature of OTC Trading: Swaps, unlike many securities, do not pay any dividends. Profits can be made by (i) selling a contract at a higher price than that at which it was bought, (ii) by buying a contract at a lower price than that at which it was sold or (iii) or receiving payments on a swap that are in excess of the amounts paid for the original position.

OTC Spot, Forward And Options Trading Is Not Protected By Exchange Or Clearinghouse Guarantees Or Government Regulation: The Advisor will trade forward contracts. In addition, the Advisor may trade cash or "spot" contracts in connection with EFPs, among other situations, and possibly over-the-counter options as well (together with over-the-counter spot and forward contracts, "OTC contracts"). Unlike futures contracts, the performance of OTC contracts is not guaranteed by any exchange or clearinghouse. Because there is no exchange or clearinghouse guarantee, OTC contracts may result in substantial losses if the counterparty to such transactions is unable to perform.

Counterparties in the OTC spot, forward, and options markets have no obligation to continue to make markets in the OTC contracts. There have been periods during which certain dealers have refused to quote prices for OTC contracts or have quoted prices with an unusually widespread between the price at which they are prepared to buy and that at which they are prepared to sell. Illiquidity and, at times, a lack of price transparency in one or more OTC markets may affect trades to the detriment of the Advisor's clients.

Diversification: The Advisor's services are limited to swaps and futures. The advice and trade recommendations are not diversified amongst asset classes such as stocks, bonds, real estate, etc. In addition, the Advisor's trading advice is not diversified amongst the various commodity interests.

There may be other significant risks that should be considered based on the terms of a specific transaction. Highly customized swaps in particular may increase liquidity risk and introduce other significant risk factors of a complex character. Highly leveraged transactions may experience substantial gains or losses in value as a result of relatively small changes in the value or level of an underlying or related market factor.

This brief statement does not purport to disclose all of the risks and other material considerations associated with a swap transaction. You should refrain from entering into any swap transaction unless you have fully understood the terms and risks of the transaction, including the extent of your potential risk of loss.

PRINCIPAL RISK FACTORS IN FUTURES

Trading futures interests involves a high degree of risk. The markets in which the Advisor trades are highly speculative, leveraged, volatile and, at certain times, illiquid. In such trading, the liability of the client is not limited to the initial investment or the equity in the account, but extends to any and all losses. Although it is the intention of the Advisor to reduce risk, there can be no guarantee that substantial losses will not in fact be incurred.

Business Risk: There can be no assurance that the Advisor will achieve its objectives. Trading decisions made by the Advisor are a blend of discretionary and systematic approaches, often based on statistical models analyzing numerous data streams. In addition, there is discretion applied in managing risk, based on the knowledge and judgment developed by its principals during their years of trading. No assurance can be given that the Advisor's trading methods and strategies and its decisions for its clients will be successful under all or any market conditions.

Systematic trading seeks to eliminate the effects of emotions on a trader but may produce less consistent trading results than a purely discretionary approach. The models look to be involved in potentially profitable trends and are unlikely to be profitable unless major price movements occur. The profitability of trading under technical, trend-following methods depends on, among other things, the occurrence of significant price trends which are sustained movements, up or down, in futures and forward prices. Such trends may not develop; there have been periods in the past without price trends.

The likelihood of the Advisor being profitable could be materially diminished during periods when events external to the markets themselves have an important impact on prices. During such periods, historic price analysis could lead to establishing positions on the wrong side of the price movements caused by such events.

Trading systems, methods and strategies employing trend-following timing signals, based either exclusively on technical analysis or on a combination of fundamental and technical analysis, are not new. There has been an increase in recent years in the use of technical trading approaches. While the effect of such increase cannot be determined, such increase could alter trading patterns or affect the execution of trades to the detriment of the Advisor's clients.

Trading In Futures Interests Is Speculative and Volatile: Futures interest prices are highly volatile. Price movements of futures interests are influenced by factors including (but not limited to) changing supply and demand relationships, climate, government, agricultural, trade, fiscal, monetary and exchange control programs and policies, national and international political and economic events, the purchasing and marketing programs of different nations, and changes of interest rates. In addition, governments from time to time intervene, directly and by regulation, in certain markets, particularly those in the financial instruments and currency markets. Such intervention is often intended to influence prices directly. None of these factors can be controlled by the Advisor and no assurance can be given that its advice will result in profitable trades for a client or that a client will not incur substantial losses.

Trading in Futures Interests Can Be Highly Leveraged: The low margin deposits normally required in futures interests trading permit an extremely high degree of leverage. Accordingly, a relatively small price movement in a contract may result in immediate and substantial losses in excess of the amount invested. For example, if at the time of purchase ten percent (10%) of the price of a contract is deposited as margin, a ten percent (10%) decrease in the price of the contract would, if the contract were then closed out, result in a total loss of the margin deposit before any deduction for brokerage commissions. Any increase in the amount of leverage applied by the Advisor in trading an account will increase the risk of loss to the client by the amount of additional leverage applied.

Monitoring of Leverage: The Advisor will have responsibility for controlling the leverage applicable to a client's assets. The initial leverage of trading, and any increase or decrease in leverage will be based upon difficult and subjective evaluations of market conditions, trading performance, and risk exposure. If the Advisor "de-leverages" to an excessive degree, upside potential will be sacrificed and the likelihood of achieving performance objectives may be diminished or eliminated. On the other hand, if the Advisor does not de-leverage sufficiently, when necessary, substantial losses may be incurred and the client's account may be compelled to cease trading.

Futures Markets May Be Illiquid: Many United States futures exchanges impose "daily limits" on the amount by which the price of certain futures interests traded on such exchanges may vary during a single day. Daily limits prevent trades from being executed during a given trading day at a price above or below the daily limit. Once the price of a futures interest has moved to the limit price, it may be difficult, costly or impossible to liquidate a position. Futures prices have occasionally moved the daily limit for several consecutive days with little or no trading. Such limits could prevent the Advisor from promptly liquidating unfavorable positions and, therefore could subject client to substantial losses, including losses in excess of their accounts. In addition, even if futures prices have not moved the daily limit, the Advisor may be unable to execute trades at favorable prices if the liquidity of the market is not adequate. It is also possible that an exchange or the CFTC may suspend trading, order the immediate settlement of a particular contract or order that trading in a particular contract be conducted for liquidation purposes only.

Trading in Options on Commodity Futures: The Advisor also may engage in trading options on commodity futures. There can be no assurance that any trading approach can successfully incorporate significant levels of options trading or the variety of new options which have recently become, and are expected in the near future to become, available for trading. Option prices are also very volatile and are influenced by many of the same factors as futures contracts. A seller of an option is subject to risk of loss resulting from the difference between the premium received and the price of the future contracts which the seller must purchase or deliver upon exercise of the option. The purchaser of an option may lose the entire premium.

Concentration: Since an account's investments may not be diversified at times, an account may be subject to more and rapid decreases in value than would be the case if the account were required to maintain a wide diversification among sectors and industries.

Stop-loss Orders: While stop-loss orders are employed as a mode of risk management, such orders may not necessarily limit losses. Stop-loss orders become market orders upon execution and, in times of fast moving markets, may not be effective because such market conditions may make it impossible to execute such orders at the stop-loss price.

Possible Effects of Speculative Position Limits: The CFTC and the United States commodities exchanges have established limits referred to as "speculative position limits" on the maximum net long or net short speculative positions that any person may hold or control in any particular futures or options contracts traded on United States commodities exchanges. All accounts owned or managed by the Advisor will be combined for speculative position limit purposes. The Advisor could be required to liquidate positions held for its accounts in order to comply with such limits. Any such liquidation, if required, could adversely affect the profitability of the client's account. Insofar as speculative position limits are applicable, all commodity accounts owned, held, managed and controlled by the Advisor, its principals and affiliates (including the principals' proprietary accounts) are aggregated for position limit purposes. The Advisor may manage additional client accounts in the future. The Advisor believes that established position limits will not adversely affect its contemplated trading. However, it is possible that in the future the trading decisions of the Advisor may have to be modified and positions held or controlled by the Advisor, its principals and affiliates may have to be liquidated in order to avoid exceeding applicable position limits.

Liability in Excess of Amount Deposited With FCM: Prospective clients should be aware that the trading in futures does not involve a limited liability structure, e.g., a limited partnership. Prospective clients should carefully review the Risk Disclosure Statement following the cover page of this Disclosure Document.

Proprietary Trading Methodology: Because specific elements of the Advisor's trading methods are proprietary to it, a client will not be able to determine the full details of the methods or whether the methods are being followed. For more information regarding the Advisor's services, please see "Trading

Program."

Dependence on Key Personnel: The Advisor will rely, to a great extent, on certain key individuals for the administration of its advisory services. Even in computer-based trading systems, certain subjective decisions must be made, and such key individuals usually make these decisions. If a certain key individual becomes unavailable to the Advisor, it may be in the client's best interests to dismiss or to replace the Advisor and to liquidate open positions in the client's accounts. Liquidations made under these circumstances could result in losses or in the liquidation of positions prior to the time dictated by the relevant trading program.

Foreign Futures Exchanges: The Advisor may engage in trading on non-United States exchanges and contract markets. Trading on such exchanges involves certain risks not applicable to the trading on United States exchanges and is frequently less regulated. For example, certain of such exchanges may not provide the same assurances of the integrity of the marketplace and its participants as do United States exchanges. Some non-United States exchanges, in contrast to domestic exchanges, are "principals' markets" in which performance is the responsibility only of the individual member with whom the trader has dealt and is not the responsibility of an exchange or clearing association. Furthermore, trading in certain non-United States exchanges may be conducted in such a manner that all participants are not afforded equal opportunity to execute certain trades and may also be subject to a variety of political influences and the possibility of direct government intervention. Trading on foreign exchanges is also subject to the risk of changes in the exchange rate between United States dollars and the currencies in which contracts traded on such exchanges are settled. The Advisor may at any time trade foreign exchange futures in order to fully or partially hedge foreign currency risk. Also, futures contracts traded on non-United States exchanges might not be considered to be "regulated futures contracts" for federal income tax purposes.

Failure of Electronic Trading Systems: Generally, the Advisor undertakes transactions on an electronic trading system. Electronic trading systems are susceptible to temporary disturbance or breakdown, including the failure of hardware and software. The result of any system failure may be that orders are not executed to the Advisor's directions or are not effected at all.

Failure of Client's Futures Commission Merchant: Under CFTC regulations, FCMs are required to maintain a client's assets in a segregated account. If the client's FCM fails to do so, the client may be subject to a risk of loss of his funds on deposit with his FCM in the event of such FCM's bankruptcy. In addition, under certain circumstances, such as the inability of another client of the FCM or FCM itself to satisfy substantial deficiencies in such other client's account, a client may be subject to a risk of loss of his funds on deposit with his FCM, even if such funds are properly segregated. In the case of any such bankruptcy or client loss, a client might recover, even in respect of property specifically traceable to the client, only a pro rata share of all the property available for distribution to all of the FCM's clients.

Trading Decisions are Based on Historical Analysis and May Not Account for Future Market Conditions: The Advisor will make trading decisions based upon mathematical analysis of technical factors relating to past market performance. The buy and sell signals generated by a technical trading strategy are based upon a study of actual price fluctuations, volume and open interest variations, and other market data indicators. The profitability of any trading strategy based on this type of historical analysis is determined by the relationship of future price movements to historical prices and indicator values, and the ability of the strategy to adapt to future market conditions. The Advisor attempts to develop strategies that will be successful under many possible future scenarios. However, there can be no guarantee that the strategies of the Advisor will be effective or applicable to future market conditions. Any factor which lessens or increases the frequency of various types of market movements can impact the future performance of the Advisor's strategy, such as an increase or decrease in the number of other traders employing particular strategies or increased government control of, or participation in, the markets.

Possible Adverse Effects of Increasing the Assets Managed by the Advisor: CTAs are limited in the amount of assets which they can successfully manage by both the difficulty of executing substantially larger trades in order to reflect larger equity under management and the restrictive effects of speculative position limits and possible market illiquidity. The rates of return recognized on the trading of a limited amount of assets may have little relationship to those an advisor can reasonably expect to achieve trading larger amounts of funds. The Advisor has not agreed to limit the amount of additional equity it may manage. There can be no assurance that the Advisor's strategies will not be adversely affected by the additional equity, including that of principals' proprietary accounts, accepted by the Advisor.

The Advisor's Clients Will Pay Substantial Fees and Expenses Regardless of Whether They Experience Any Profit: Clients will incur obligations to pay brokerage commissions, option premiums, and other transaction costs to their FCMs, and to pay fees to the Advisor. See "Advisor's Fees." The foregoing expenses and fees are payable by the Advisor's clients regardless of whether such clients realize any profits.

The preceding list of factors does not purport to be a complete explanation of the risks involved in trading futures interests. Potential clients should carefully read this Disclosure Document and study futures trading in general before retaining the services of the Advisor to manage their account.

There may be other significant risks that clients should consider based on the terms of a specific transaction. Highly customized hedging programs in particular may increase liquidity risk and introduce other significant risk factors of a complex character. Highly leveraged transactions may experience substantial gains or losses in value as a result of relatively small changes in the value or level of an underlying or related market factor.

This brief statement does not purport to disclose all of the risks and other material considerations associated with futures transactions. Clients should refrain from entering into any futures transaction unless they have fully understood the terms and risks of the transaction, including the extent of their potential risk of loss.

BROKERAGE ARRANGEMENTS

Clients will need to establish a credit or account relationship with either a banking institution or a futures commission merchant ("FCM") prior to engaging in trading activities with the Advisor. Clients are free to select a bank and/or FCM of their choice.

FCM's charge on futures and options transactions on a per contract basis. FCM fees may include, but are not limited to, commissions, exchange fees, routing fees, clearing/transaction fees, "give-up" fees, standard brokerage fees and NFA fees and the FCM may charge other execution fees on OTC transactions. These charges are reflected on daily confirmations and purchases/sales statements sent to the client by the FCM.

Specific commissions to be charged by the FCM are to be negotiated between the FCM and client or by the Advisor. As such, some of the Advisor's clients may pay more favorable commissions than other clients based on individual needs, time, and service requirements among other circumstances.

Clients are also free to select an introducing broker ("IB") of their choice.

Clients may be required to enter into an agreement pursuant to requirements promulgated by the International Swaps and Derivatives Association ("ISDA").

ADVISOR'S FEES

The Advisor's fees are negotiated and tailored specifically to each client. There are qualitative and quantitative factors that influence the fees for each client, and generally fees take one or more of the following forms:

<u>Transaction Fees</u>. In consideration for the Advisor's assistance in structuring and arranging swap or spot market transactions (each a "Transaction") and the ongoing administration and maintenance thereof, clients generally pay the Advisor a consulting fee for each Transaction that ranges depending on the type of product – interest rate, foreign currency or commodities – and the complexity of the swap or instrument involved. For interest rate Transactions, the Advisor's fee for Transaction may be up to 1.5 basis points per year. For foreign currency Transactions, the Advisor's fee may be up to 1.5 basis points per quarter. Any mutually agreed, prospectively identified group of Transactions may be subject to discounts based upon the product complexity and aggregate notional or principal value of the series of Transactions.

<u>Transaction Fees for Financial Institution Clients</u>. For certain financial institution clients, the Advisor provides loan-level hedging transactions involving mirror image swaps entered in connection with variable-rate loans. Fees for each Transaction pair may be up to eight (8) times the present value of a basis point for the initiation of each Transaction pair depending on the scope of services and subject to minimum fees per Transaction pair. In addition, the Advisor provides financial institutions balance sheet risk management services where fees for each Transaction may be up to three (3) times the present value of a basis point for the initiation of each Transaction depending on the scope of services and subject to minimum fees per Transaction.

<u>Initial Set-Up Fee for Ongoing Valuation, Web, and/or Accounting Services</u>. A client often pays the Advisor a one-time initial set-up fee (the "**Initial Set-Up Fee**"), negotiated based on the valuation or accounting complexity, for each Transaction for which client requests that the Advisor provide ongoing valuation, web, and/or accounting services. If client requests the Advisor's assistance in extending, terminating, or otherwise modifying a Transaction that was not executed by the Advisor at any time thereafter, such services shall be subject to additional fees.

<u>Membership or Retainer Fees</u>. For foreign currency, hedge accounting advice, ongoing regulatory compliance support and/or access to the Advisor's web-hosted technology, clients will pay the Advisor a non-refundable annual fee (the "**Annual Fee**") negotiated based on the scope of services, volume of transactions, and valuation, trading or accounting complexity involved in delivering the services. The Advisor will inform client of any change to the amount of the Annual Fee each year prior to the start of the new billing cycle, unless otherwise agreed between the Advisor and the client. This Annual Fee will be payable in addition to any other fees due hereunder.

<u>Exchange-Traded Futures/Options Fees</u>. The Advisor's fees for advisory services related to futures contracts or options on futures contracts are negotiated and tailored specifically to each client based upon qualitative and quantitative factors. Generally, clients pay the Advisor a consulting fee either in the form of monthly, annual or quarterly upfront retainers or a transaction based fee for each futures contract entered into on behalf of the client. Fees based upon a transaction basis are at the same rate as the equivalent swap Transaction Fee.

<u>Other Services</u>. Other consulting, valuation and project-based services may also be available and will be priced and discounted separately.

CONFLICTS OF INTEREST

Providing Advice to Multiple Parties: At times, the Advisor may be called upon to provide various services or expertise to multiple parties involved in the same transaction, or to multiple parties who have direct financial ties to one another. Examples of such instances include, but are not limited to:

(i) a company that seeks to negotiate a swap with a particular bank that receives market information or swaps transaction advice from the Advisor; or

(ii) a company that accepts auction bids for a swap from a number of counterparty banks, one of which also receives advice from the Advisor concerning its own bank hedging policies and transactions.

In transactions for which we provide advice or services to multiple parties, we may collect fees from multiple clients in the course of a single transaction. In addition, in connection to services the Advisor provides to its clients, we may receive information that is relevant to one or more other client's investment decision. However, we may be prohibited from or otherwise determine not to share such information or use it on behalf of such other client.

If we become aware that a situation has arisen in which we have been asked to provide advice or services to multiple parties with respect to a given transaction, we promptly notify the affected clients and follow internal procedures to mitigate the potential conflict. Please be aware that, while the Advisor has processes in place to detect and identify potential conflicts, due to the nature of our business, circumstances do arise in which we are unaware of a conflict when we provide initial advice on a particular proposed swap. An example of such circumstance may be, but would not be limited to, a delay by a client or client's agent in forming its trading entity and providing the entity name to the Advisor. The Advisor would notify the client of any such conflict of interest without delay upon learning of the conflict.

Affiliated Businesses: Affiliates of the Advisor, including those wholly-owned by USQ Holding Company LLC, conduct business that creates potential conflicts of interest. For example, certain of the funds in which USQ Core Real Estate Fund invests are clients of the Advisor. In addition, other investments by USQ Holding Company LLC's subsidiaries may be competitive with investments by clients of the Advisor. The Advisor believes that adequate policies and procedures are in place to identify and appropriate manage any conflicts of interest that arise.

Competing with Customers: The Advisor does not maintain a proprietary futures trading account. Although the Advisor may swap currencies during its normal course of business, the currency swaps do not pose risk to the Advisor's balance sheet and therefore generally would not be competing with customers for a particular futures or swap deal. In addition, the parent of the Advisor, CFC, does maintain a proprietary futures trading account in order to manage and hedge its foreign currency risk in its international subsidiaries, and may in the future hedge interest rate risks using futures or swaps. The Advisor does not believe CFC's hedging activity poses any competitive risk on a particular futures or swap transaction.

Need for Additional Trades: Through the Advisor's normal advice to create an effective hedge transaction for its clients, the Advisor may recommend that existing trades be closed out with new trades being executed. This would be recommended solely for the effectiveness of the overall hedge. However, additional transaction fees could be earned by the Advisor.

The Advisor and its principals, traders and employees may trade for their own accounts**.** The Advisor and its principals and traders may trade the same markets for their personal accounts that they trade for the

Advisor's client's accounts. Due to their confidential nature, the records of the Advisor are not available for inspection.

The Advisor manages other clients**.** The Advisor may provide advisory and transaction services for certain clients, including financial institutions, REITS and other institutions with potentially substantial amounts of assets. Such clients may have fee structures or other features that would be more beneficial to the Advisor than those of other clients and therefore may involve a conflict of interest with regard to the Advisor's duty not to favor one client over any other. The Advisor will not, however, knowingly or deliberately employ its services on behalf of any client which it advises which it knows to be inferior to any services employed for the Advisor's other clients, or knowingly or deliberately favor one client over any other client. Due to their confidential nature, the records of the Advisor's clients are not available for inspection.

Possible conflict resulting from incentive fee compensation**.** The Advisor's receipt of a management or retainer fee(s) may give the Advisor an incentive to advise a client more aggressively than might otherwise be in the client's best interest. However, the Advisor has no intention to provide services to any client in a manner that is inconsistent with the approach disclosed in this document.

Procedures to act as an Independent Registered Municipal Advisor (or "IRMA"). The Advisor is registered as a "Municipal Advisor" pursuant to Section 15B of the 1934 Securities Exchange Act, and is not currently, and within the past two years was not, associated with a Bank within the meaning of Section 15B(e)(7) of the 1934 Securities Exchange Act. Accordingly, the Advisor may represent certain municipal entities that require the Advisor to provide additional disclosures prior to providing services to them.

PAST TRADING PERFORMANCE

THE ADVISOR PRINCIPALLY PROVIDES ADVICE TO HEDGE UNDERLYING RISKS. ANY GAIN ON A POSITION RECOMMENDED BY THE ADVISOR WOULD BE PARTIALLY OR WHOLLY OFFSET BY A CORRESPONDING LOSS ON THE UNDERLYING POSITION.