

SIMPSON THACHER & BARTLETT LLP

1155 F STREET, N.W.
WASHINGTON, D.C. 20004
(202) 636-5500

FACSIMILE: (202) 636-5502

DIRECT DIAL NUMBER

(202) 636-5569

E-MAIL ADDRESS

pbresnan@stblaw.com

May 19, 2014

Re: United States v. Credit Suisse AG

Sebastian Gomez Abero
Chief, Office of Small Business Policy
U.S. Securities and Exchange Commission
100 F Street, NE, 3rd Floor
Washington, DC 20549-3628

Dear Mr. Gomez Abero:

We write, not on behalf of Credit Suisse AG (“CSAG”), but rather on behalf of any fund or other investment vehicle which, as of the date of this letter, relies on the Regulation D private placement exemption and which is managed, advised, or sub-advised by Credit Suisse Asset Management, LLC (“CSAM”) Credit Suisse Securities (USA) LLC (“CSSU”), Credit Suisse Asset Management Limited, Credit Suisse Hedging-Griffo Servicos Internacionais S.A., or Aventicum Capital Management Holding AG and its subsidiaries including but not limited to the funds or other investment vehicles listed on Schedule A to this letter (the “Current Fund” or “Current Funds”).¹ This letter also seeks relief on behalf of any issuer as to which CSAG is, directly or indirectly, the beneficial owner of 20% or more but less than 50% of the issuer's outstanding voting equity securities, calculated on the basis of voting power, including but not limited to the issuers listed on Schedule B to this letter (or any fund or other investment vehicle managed, advised, or sub-advised by any such issuer) (the “Third Party Issuers”). Finally, this letter seeks relief on behalf of any portfolio company of any fund or investment vehicle managed, advised, or sub-advised by CSAM, CSSU or any other subsidiary of CSAG as to which CSAG thereby is, directly or indirectly, the beneficial owner of 20% or more of the issuer's outstanding voting equity securities, calculated on the basis of voting power (any such portfolio company, a “Portfolio Company” or “Portfolio Companies”). We

¹ For purposes of this letter, a “Current Fund” includes a fund or other investment vehicle and its alternative investment vehicles, parallel fund vehicles, master fund vehicles, feeder fund vehicles, co-investment vehicles and any other vehicles formed or to be formed in the future in connection with the fundraising or investment program for a Current Fund.

hereby respectfully request, pursuant to Rule 506 of Regulation D of the Securities Act of 1933 (“Securities Act”), a waiver of any disqualification arising from the designation of CSAG as a “bad actor” for purposes of Rule 506 of Regulation D with respect to any of the Current Funds, the Third Party Issuers or Portfolio Companies as a result of the conviction arising from the plea agreement pursuant to which CSAG—the defendant in the above-captioned proceeding—pleaded guilty to one count of violating 18 U.S.C. § 371 (the “Plea Agreement”).

Background

The United States Department of Justice engaged in settlement discussions with CSAG in connection with its investigation of violations of 18 U.S.C. § 371. As a result of these discussions, CSAG entered into the Plea Agreement.

On May 19, 2014, the U.S. Department of Justice (the “Department of Justice”) filed a one-count criminal information (the “Information”) in the District Court for the Eastern District of Virginia (the “District Court”) charging CSAG with conspiracy to commit tax fraud related to accounts CSAG established for cross-border clients in violation of 18 U.S.C. § 371.

CSAG has agreed to resolve the action brought by the Department of Justice through the Plea Agreement. Under the Plea Agreement, CSAG pleaded guilty to the charge set out in the Information (the “Plea”). Applicants expect that the District Court will enter a judgment of conviction against CSAG that will require remedies that are materially the same as set forth in the Plea Agreement.

According to the Statement of Facts that served as the basis for the Plea Agreement, CSAG assisted in the preparation and presentation of false income tax returns and other documents to the Internal Revenue Service (“IRS”). CSAG, including through its subsidiary Clariden Leu, operated a cross-border banking business that aided U.S. clients in opening and maintaining undeclared accounts and concealing foreign assets and income from the IRS. Private bankers based in Switzerland solicited U.S. clients to open undeclared financial accounts based on the protection offered by Swiss bank secrecy laws, which allowed U.S. clients to avoid disclosure of their ownership of the accounts and avoid obligations to pay U.S. taxes.

CSAG relationship managers traveled from Switzerland to the United States to meet with U.S. clients with undeclared financial accounts and to offer investment advice, even though they were not registered with the Commission to provide such services in the U.S. CSAG relationship managers based in Switzerland also communicated with U.S. clients by phone and e-mail. Switzerland-based bank relationship managers advised U.S. clients not to keep records in the U.S. related to their undeclared accounts.

CSAG assisted some U.S. clients in ensuring that their ownership of undeclared financial accounts would not be apparent. CSAG relationship managers in Switzerland assisted U.S. clients with undeclared financial accounts in establishing sham entities that disguised U.S. clients’ interest in accounts but allowed the U.S. clients or their relationship managers to maintain control over the account assets.

Due in part to the assistance of CSAG and its relationship managers, numerous U.S. clients—with knowledge that Swiss bank secrecy laws would prevent CSAG from disclosing their identities to the IRS—filed false tax returns with the IRS that failed to disclose their interests in undeclared accounts and related income.

Although CSAG made attempts to consolidate U.S. clients' accounts in entities that complied with U.S. law, those attempts were ineffective. CSAG initiatives and directives designed to promote compliance with U.S. tax law did not stop Switzerland-based relationship managers from maintaining undeclared accounts for U.S. clients. When CSAG determined in 2009 to exit the cross-border banking business, the process of resolving all accounts with connections to U.S. clients took a matter of years to complete. Had CSAG implemented its exit project earlier and dedicated itself to investigating potential violations of U.S. law sooner, more information about the improper conduct may have been available to CSAG and U.S. investigators.

On February 21, 2014, Credit Suisse Group AG reached a settlement with the Commission that resolved its investigation into the provision of unregistered broker-dealer and investment adviser services to U.S. clients during the period of time between 2002-2008. The conduct that was the subject of the Commission investigation related to the conduct charged in the Information. As part of the Commission administrative proceeding, Credit Suisse Group AG agreed to pay \$196,511,014, which includes \$82,170,990 in disgorgement, \$64,340,024 in interest and a \$50,000,000 penalty. Credit Suisse Group AG also retained an independent consultant in connection with this settlement.

Discussion

We understand that the conviction arising from the Plea Agreement will designate CSAG as a “bad actor” for purposes of Rule 506 of Regulation D pursuant to 17 C.F.R. § 230.506(d). The Commission has the authority to waive the Regulation D exemption disqualification upon a showing of good cause that it is not necessary under the circumstances that the exemption be denied. *See* 17 C.F.R. § 230.506(d). For the reasons discussed below, we request, on behalf of the Current Funds, the Third Party Issuers and the Portfolio Companies that the Commission waive the disqualifying effects that the conviction arising from the Plea Agreement has under Rule 506 of Regulation D with respect to the Current Funds, Third Party Issuers and Portfolio Companies on the following grounds:

First, while the Plea Agreement does concern activities of CSAG that arise from its activities as an unregistered investment adviser and broker dealer, as explained above, the misconduct alleged in the Plea Agreement does not relate to any activities of the Current Funds, the Third Party Issuers and the Portfolio Companies related to securities offerings under Regulation D, or otherwise. No current directors, officers or employees of any of the Current Funds, or of CSAM, CSSU, Credit Suisse Asset Management Limited, Credit Suisse Hedging-Griffo Servicos Internacionais S.A., or Aventicum Capital Management Holding AG or its subsidiaries were responsible for the conduct underlying the Plea Agreement.

Second, the disqualification of the Current Funds, the Third Party Issuers and the Portfolio Companies from the exemption under Rule 506 of Regulation D would adversely

impact investors in the Current Funds that had no involvement in the misconduct alleged in the Plea Agreement, as well as the Third Party Issuers and non-CSAG affiliated shareholders and Portfolio Company investors, who likewise had no involvement in the misconduct alleged in the Plea Agreement.

Third, for a period of five years from the date of the guilty plea entered into by CSAG pursuant to the Plea Agreement, the Current Funds will furnish (or cause to be furnished) to each purchaser in a Rule 506 offering by one of the Current Funds that would otherwise be subject to the disqualification under Rule 506(d)(1) as a result of the conviction arising from the Plea Agreement, a description in writing of the Plea Agreement a reasonable time prior to sale.

Fourth, the Current Funds, Third Party Issuers and the Portfolio Companies in many cases would not be able to take advantage of any exemption provided by Section 4(a)(2) of Securities Act of 1933, should there not be a waiver of disqualification under Rule 506, in light of the broadly based marketing efforts typically undertaken in institutional and high net worth private placements, which are inconsistent with the numerical limitation on the number of offerees under case law interpreting Section 4(a)(2) of Securities Act of 1933.

In light of the grounds for relief discussed above, we believe that disqualification is not necessary, in the public interest, or for the protection of investors, and that good cause has been shown that relief should be granted. Accordingly, we respectfully request the Commission to waive the disqualification provisions in Rule 506 of Regulation D to the extent they are applicable to the Current Funds, the Third Party Issuers and the Portfolio Companies as a result of the conviction arising from the Plea Agreement.

Very truly yours,

A handwritten signature in blue ink that reads "Peter H. Bresnan" followed by a stylized monogram "P.H.B." to the right.

Peter H. Bresnan

SCHEDULE A

Asset Management Funds

Credit Suisse Systematic Trading CTA 2.0 Fund Ltd.
Commingled Asset Short Term Fund (CAST) Ltd.
Credit Suisse Dollar Senior Loan Fund Ltd.
Credit Suisse Dollar Senior Loan Offshore Fund Ltd.
Credit Suisse Fixed Income Opportunities Fund Limited
Terlingua Fund 1, LP
Credit Suisse GAINS Commodity Plus, LP
Credit Suisse Risk Parity Commodity Fund LP
SAPIC 98 Fund Ltd.
SAPIC Global Macro Fund Ltd.
Phoenix Distressed Opportunities Fund (Cayman) Ltd.
Phoenix Distressed Opportunities Fund LP
SAPIC Global Macro Fund, LP
ILS Property & Casualty Master Fund Ltd.
ILS Property & Casualty Feeder Fund Ltd.
Boreas Limited
Levanto Limited
Credit Suisse Merger Arbitrage Liquid Index Fund Ltd.
Credit Suisse Liquid Alternative Beta Index Fund, Ltd.
Credit Suisse Securitized Products Fund Ltd.
Credit Suisse Securitized Products Fund LP
Credit Suisse Securitized Products Intermediate Fund Ltd.
Credit Suisse Securitized Products Master Fund Ltd.
Solon Capital Ltd.
CS Long/Short Equity Strategy Master Fund
CS Strategic Partners PB Feeder VI, L.P.
CS Strategic Partners PB Offshore Feeder VI, L.P.
Aventicum MENA Fund Limited
Aventicum SPC - European Alpha Fund SP
Credit Suisse Access Commodity Fund, Ltd.
Alpha HG Fund Ltd.
CSHG Fix BRL Fund LLC
CSHG Fix USD Fund LLC
CSHG Unique Fund LLC
CSHG Unique Long Bias Master Fund LLC
Strategy HG Long & Short Fund LLC
IP III Co-Investors, L.P.
CFIG Co-Investors, L.P.
Credit Suisse NEXT Investors
CSFB Equity Partners

CSFB International Equity Partners
DLJ Merchant Banking Partners II
Masdar
Sprout

Private Bank Funds

York Total Return
Gavea Global Macro
Finisterre Sovereign Debt Fund
Armajaro Commodities Fund
Aspect
Och Ziff HedgeFocus Fund
Absolute Return Capital HedgeFocus Fund
Hedging Griffio
PWP Tokum Healthcare HedgeFocus Fund
MKP Opportunity HedgeFocus Fund
BlackGold Opportunity HedgeFocus Fund
Doonbeg HedgeFocus Fund
Millennium HedgeFocus Fund
York Multi-Strategy HedgeFocus Fund
York Credit Opportunities HedgeFocus Fund

SCHEDULE B

China Renaissance Capital Investment
DLJ Real Estate Capital Partners
ESP Holdings
Global Infrastructure Partners
Gulf Capital
Helvetica
HighTower Holding LLC
Hudson Clean Energy Partners
ICBC Credit Suisse Asset Management Co.
Institutional Capital Network, Inc.
Mubadala Infrastructure Investment Limited LLC
Ospraie Partners
Peninsula Administracao de Recursos e Investimentos S.A.
Victoria Capital Partners, LP