

Form ADV Part 2A: Firm Brochure

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Halcyon Offshore Asset Management LLC is an investment adviser that is registered with the United States Securities and Exchange Commission. Registration with the United States Securities and Exchange Commission does not imply a certain level of skill or training.

This brochure provides information about the qualifications and business practices of Halcyon Offshore Asset Management LLC. If you have any questions about the contents of this brochure, please contact us at (212) 303-9498. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about Halcyon Offshore Asset Management LLC also is available on the SEC's website at www.adviserinfo.sec.gov.

Material Changes

Item 1: We updated information about assets under management as of March 1, 2012 and the number of partners of the firm. Halcyon Group added long/short equity strategies to its platform, conducted primarily by Halcyon Agilis Management L.P. Halcyon Master Fund L.P. allocates a portion of its assets to long/short equity strategies sub-advised by Halcyon Agilis Management L.P.

Items 7: We added Halcyon Agilis Management L.P., the new affiliated management company.

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1. Advisory Business

Founded in 1981, Halcyon Offshore Asset Management LLC (also referred to as Halcyon or we) is a leading global asset management firm for private investment funds. Halcyon and its affiliates (referred to as the Halcyon Group) manage approximately \$10 billion in assets (of which Halcyon manages an estimated \$3,386,826,566 as of March 1, 2012) for a diverse group of advisory client funds whose investors include leading public and private pension funds, endowments, foundations, financial institutions, insurance companies, funds of hedge funds, and high-net-worth individuals. Halcyon's advisory client funds have investors in the United States, Canada, Latin America, the United Kingdom, Continental Europe, the Middle East, Asia, and Australasia.

Halcyon is headquartered in New York, with an office in London. It has been registered with the United States Securities and Exchange Commission (referred to as the SEC) since 1997, and its London affiliate is authorized by the Financial Services Authority (referred to as the FSA) in the United Kingdom. Halcyon is privately held and controlled primarily by 14 partners, who average 14 years of experience at the firm. The Halcyon Group draws on the skills and experience of approximately 100 employees, more than 40 of whom are investment professionals. John M. Bader serves as Chairman and Chief Investment Officer, and Kevah Konner is Vice Chairman. Mr. Bader, the principal owner of Halcyon, and Mr. Konner serve as Halcyon's Portfolio Managers.

Halcyon's multi-strategy accounts focus on merger, credit, and special situations strategies, primarily in North America, Western Europe, and Australia. The Halcyon Group also manages specialized strategies focused on stressed/distressed and undervalued asset-backed securities; long-only strategies focused on senior secured bank loans; long/short equity strategies; and hybrid strategies focused on long/short corporate debt investing. Halcyon's mission is to provide our investors with excellent risk-adjusted performance, minimizing drawdowns and limiting volatility and market correlation. We are committed to conservative, rigorous, and disciplined processes; to industry best practices; and, at the same time, to adaptability.

Halcyon tailors its advisory services to the individual needs and specified investment mandates of its advisory clients. For advisory client funds that Halcyon sponsors and controls (referred to as the Halcyon Funds), we adhere to the investment strategy set forth in each such client's Offering Memorandum. The investment management agreement with each Halcyon Fund provides us broad discretion in pursuing the fund's investment objective and does not require us to tailor our services to the needs of specific underlying investors of these hedge funds. For our unaffiliated, managed account clients that may be structured as private funds (referred to as the Managed Accounts), we enter into advisory agreements that contain a description of the investment objective and mandate for each account and investment restrictions that are agreed upon with those clients.

We do not participate in wrap fee programs. We manage client assets only on a discretionary basis.

2. Fees and Compensation

Halcyon typically receives compensation from each of its advisory clients calculated as a percentage of the assets Halcyon manages and on performance achieved for each client's account or specific interests in client accounts. Halcyon's fees are negotiable for Managed Accounts. The governing documents of the Halcyon Funds permit us to negotiate different fees with investors in the Halcyon Funds separately and to waive the fees for certain of our affiliates, principals, and employees. Neither Halcyon nor any of its principals or employees receives any transaction-based compensation for the sale of securities or other investment products.

Halcyon deducts one-twelfth of the asset-based fee described above from the Halcyon Funds' accounts monthly. Because investors in the Halcyon Funds may not make intra-month withdrawals of their capital, investors in these funds do not pay a management fee in excess of what they owe for the entire month. Halcyon generally deducts performance-based compensation described above from the Halcyon Funds' accounts at the end of each year, or a shorter period coinciding with an earlier withdrawal date with respect to the withdrawn amount.

The Managed Accounts also pay periodic asset-based fees (typically, monthly or quarterly) and performance-based compensation (typically, annually). An unaffiliated third party deducts such fees from Managed Account assets.

The Halcyon Funds bear all costs and expenses directly related to portfolio investment or prospective investments, such as brokerage commissions, interest on debit balances or borrowings, custodial fees, and legal and consultant fees. The Halcyon Funds also bear all out-of-pocket expenses incurred in obtaining or maintaining systems, research and other information utilized in the funds' investment programs together with out-of-pocket costs of administration including accounting, audit, administrator and legal expenses, costs of any litigation or investigation involving the funds' activities, costs associated with reporting and providing information to existing and prospective investors, and the costs of liability insurance. The Managed Accounts bear investment expenses similar to those borne by the Halcyon Funds and any other expenses set forth in their governing documents. When Halcyon incurs expenses on behalf of multiple client accounts, we allocate the expenses among the applicable clients in a fair and reasonable manner.

For more information on brokerage transactions and costs, please see Section 9: Brokerage Practices.

3. Performance-Based Fees and Side-by-Side Management

Halcyon receives performance-based compensation from all of its advisory clients.

4. Types of Clients

All of our advisory clients are private investment funds or similar private investment entities that are "qualified purchasers". Our client funds have a diverse group of investors, including leading pension funds, endowments, foundations, financial

institutions, insurance companies, hedge funds of funds, and high-net-worth individuals throughout the world. Halcyon generally requires investors that are US persons to be “accredited investors” and “qualified purchasers” (as defined in applicable federal securities laws and regulations).

5. Method of Analysis, Investment Strategies, and Risk of Loss

- A. Halcyon engages in merger strategies, credit strategies, and special situation strategies, primarily in North America and Western Europe. Our investment process has its foundation in a research paradigm and a dynamic approach to risk management that serve to put different types of positions within different strategies on equal footing for evaluation purposes, resulting in effective situation comparison and selection and portfolio construction. All of our partners have expertise in all of the strategies and are incentivized based on overall fund performance. Thus, financial incentives other than the bottom line are irrelevant to asset allocation.

Halcyon builds portfolios on a “bottom-up” basis, choosing individual positions based on their relative risk/reward profiles and sizing positions as a function of the associated downside risk. At the same time, we take into consideration macroeconomic factors in managing the funds and impose portfolio-based risk constraints designed to mitigate drawdowns and volatility, including, among others, limits on leverage, cross-correlation, equity and bond market exposure, industry, and geographic concentration. The funds are diversified in that they hold positions in many companies in different industries, and also because the types of situations are varied and have limited correlation with one another.

We may hedge against exposure to high-yield and equity markets, currency risk, individual companies, and commodity markets. Market-based hedges, if any, are typically somewhat out of the money.

Individual positions are researched by teams led by one or more senior analysts, then discussed with the Portfolio Managers in an iterative fact-finding process. Research includes extensive proprietary qualitative and quantitative analysis and is supplemented by reports from sell-side firms, independent analysts, and industry consultants; fundamental due diligence with companies and their partners, customers and competitors; and event-oriented discussions with attorneys, lenders, accountants, investment bankers, and other investors. For more information, please see Section 10: Review of Accounts.

- B. Halcyon’s dedication to the rigorous management of risk within and across subsets of its portfolios is designed to identify and appropriately address the sorts of risk inherent in the types of transactions in which we participate. However, despite our risk management process, investing in any securities and other assets (e.g., bank debt) involves a risk of loss that any of our clients and any of the investors in our clients must be prepared to bear.

Examples of potential areas of risk associated with the types of investment strategies in which we engage are:

Non-investment-grade investments. Our strategies often call for us to invest in debt of companies experiencing financial distress or stress, and our credit investments often are unsecured or subordinated. Our strategies and the success of our accounts depend upon our ability to gather all relevant information about each investment and to assess it accurately, not only at the time of investment but through our holding period until Halcyon disposes of the investment. Our expectations regarding the favorable outcome of any investment can be adversely affected by numerous factors beyond our control, including our receipt of incomplete or inaccurate data, our failure to assess it accurately, and unpredictable changes in circumstances, including unforeseeable macroeconomic circumstances unrelated to our analysis of the specific investment.

Illiquidity. Halcyon may make investments in securities or other assets that are not readily marketable or that cease to be readily marketable after Halcyon makes its investment. This could make it difficult to realize the value Halcyon ascribes to an investment if we are forced to dispose of it in an inactive market.

Valuation. Investors in the client funds that Halcyon manages purchase and redeem interests in the funds based on a determination of the fair value of the assets and liabilities of the fund. In addition, our management and incentive fees are determined by reference to these valuations. And so another area of risk involves the purchasing of investments that are difficult to value due to the absence of quoted prices for identical assets in an active market. Investors exposed to such valuation issues could be adversely affected if the valuations of assets or liabilities are inaccurate.

Competition. The success of investments typically depends on our ability to identify or exploit opportunities more efficiently than other market participants. The ability to do so may be adversely affected as a result of the highly competitive nature of the asset management industry.

Short sales. Our strategies call for short sales not only for hedging purposes but also occasionally to exploit situations in which Halcyon believes an investment has been overvalued by market participants. If our assessment of these situations is incorrect, there is risk that Halcyon could incur a potentially unlimited amount of loss from the short sale.

Leverage. Halcyon generally has the discretion to use borrowing and other forms of leverage in our strategies. While the use of leverage may amplify the profit on successful investments, it may also amplify the losses incurred on unsuccessful investments.

Fund structure: limited liquidity and transparency. An investor's investment in any fund that Halcyon manages is subject to the structure and terms of the fund. These include rights to liquidity and transparency that are more restricted than would be the case for a separate account held by a custodian in the investor's name or for the personal account of the investor in its own name.

Conflicts of interest. As described elsewhere in this brochure, Halcyon is subject to various conflicts of interest as a result of our management of multiple accounts, the

nature of our compensation arrangements, and the use of our fund structure. The existence of these conflicts of interest may influence the independence of Halcyon's judgment. This brochure contains information about how Halcyon manages these conflicts.

The Offering Memoranda for each of the Halcyon Funds and the Managed Account offering documents contain a discussion of various risk considerations that is more extensive in scope and depth than the foregoing summary.

6. Disciplinary Information

There have been no legal or disciplinary events involving Halcyon or any of our Principals or executive officers that are material to a client's or prospective client's evaluation of our advisory business or the integrity of our management.

7. Other Financial Industry Activities and Affiliates

Relationships with the Halcyon Funds

Halcyon manages the following Halcyon Funds: Halcyon Offshore Fund Limited, Halcyon Partners Offshore Ltd and Halcyon Master Fund LP.

Halcyon Asset LLC, which is under common ownership and control with Halcyon, acts as the general partner of each Halcyon Fund structured as a partnership. None of the compensation, liquidity, or other terms of the Halcyon Funds is negotiated at arm's length. However, Halcyon discloses to prospective investors the terms of all of its general fees and performance-based compensation, as well as the other terms of an investment, in detail in the Offering Memorandum relating to each Halcyon Fund.

The Halcyon Funds typically invest in the same portfolio through the same master account. In certain instances, for tax or other reasons, the Halcyon Funds may instead invest through special-purpose vehicles which are similar to the master account in their formation. As a result, there is no actual or potential conflict of interest relating to the allocation of investment opportunities among the Halcyon Funds. Allocation conflicts could arise as a result of our management of separate accounts, which do not trade through the master account used by the Halcyon Funds. Theoretically, to the extent our Managed Accounts have different performance compensation provisions than the Halcyon Funds, Halcyon could have an interest in favoring the clients that are most likely to pay performance compensation. The potential to earn performance-based compensation could also provide an incentive to invest client assets in an aggressive or speculative manner. Halcyon seeks to minimize this potential conflict by taking a disciplined approach to portfolio risk management. Performance fees are based in part on unrealized gains and losses, so Halcyon may theoretically have an incentive to inflate the value of client assets through fair valuation determinations. Despite the presence of these conflicts of interest, Halcyon seeks to act fairly when allocating investment opportunities and valuing client assets. Halcyon has adopted written policies and procedures that are designed to ensure fair allocations over time and consistent valuation methodologies. In particular, our policy prevents us from taking into account fee or other compensatory

differences in allocating an investment opportunity. For more information, see Section 9: Trade Aggregation and Allocation.

On rare occasions, Halcyon may determine that a sale of positions from one advisory client to another is in the best interests of both accounts. While these transactions with related parties are expected to expand the universe of opportunities that are available to our clients, not all advisory clients will necessarily derive a benefit from each of these transactions, and the advisory clients may have divergent interests. Moreover, there may be uncertainties regarding the valuation of investments that are subject to these transactions. Where required by applicable law or in other appropriate circumstances as determined by Halcyon, we will seek client consent to engage in transactions in which participating accounts may have divergent interests. However, the following transactions generally will not be subject to any approval: (i) buying interests in or selling positions to another fund or account managed by Halcyon or its affiliated management companies where Halcyon has verified the valuation of the interests and the purchase or sale is in the best interests of each client, and (ii) actual or synthetic ownership or support of the bank debt owned by our client or a client of an affiliated management company. Halcyon may determine to aggregate the bank debt to be purchased by one of our advisory clients with the bank debt to be purchased by other funds or accounts managed by Halcyon and its affiliates. In such event, an advisory client - typically the master account - would purchase the bank debt and would then enter into participation agreements or other similar arrangements with the other funds and accounts, allowing the other funds and accounts to participate in the economic performance of the bank debt without actually owning the bank debt itself. In pricing any such participations, Halcyon faces a theoretical conflict of interest. In these situations, Halcyon acts in a manner that it believes will serve the best interests of the client who issues the participations, and will price the participations at the price paid by the client for the bank debt. Under the terms of participation arrangements, advisory clients may be required to make future payments to another Halcyon advisory client. If any of the other funds or accounts were to default on their respective obligations to the issuing client, that advisory client could be adversely impacted. In addition, if the issuing client were to act as the lender of record with respect to any purchase of bank debt, it may have greater exposure to third-party claims than the other funds and accounts.

Affiliated Investment Advisers

Halcyon is affiliated with the following management companies, which are Halcyon's related persons: Halcyon Asset Management LLC, Halcyon Asset-Backed Advisors LP, Halcyon Loan Investors LP, Halcyon Management Acquisition Company LLC, Halcyon Structured Asset Management LP, and Halcyon Agilis Management L.P. Each of these entities is separately registered as an investment adviser with the SEC, and information concerning each is included in its own Form ADV Part 1 and Part 2. In addition, we are affiliated with Halcyon Asset Management (UK) LLP which has been authorized by the FSA. Our investment professionals participate in managing the portfolios of more than one advisory client and may work simultaneously for Halcyon and one or more of its affiliated management companies. As a result, they do not devote their exclusive attention to any single advisory client.

The investment activities of one or more advisory clients of the Halcyon Group may result in the imposition of restrictions on the flexibility of other client accounts. For example, if the Halcyon Group obtains material non-public information concerning a company on behalf of an advisory client fund in connection with a privately negotiated transaction, other advisory clients may be unable to trade in securities of the same company in the public markets.

8. Code of Ethics, Participation or Interest in Client Transactions, and Personal Trading

- A. Halcyon has adopted a Code of Ethics in accordance with requirements. The Code of Ethics is designed to ensure that the interests of Halcyon and its affiliated management companies' members, partners, officers and other employees (and, in certain instances, members of their families) do not conflict with the interests (including transactions) of our clients. The Code of Ethics is based on the principle that Halcyon and its employees owe a fiduciary duty to our clients and the individual investors of such clients. Thus, Halcyon employees must, among other things, (i) place the interests of our clients and their investors first, (ii) avoid taking inappropriate advantage of their positions within Halcyon, and (iii) conduct their personal securities transactions in full compliance with the Code of Ethics. Policies adopted by Halcyon with which all partners and employees must comply include, but are not limited to, preapproval of personal securities transactions by the Chief Compliance Officer or her designee, annual certification of compliance with the Code of Ethics and directing brokers to supply Halcyon with duplicate confirmations and periodic statements of personal transactions. Halcyon provides a copy of its Code of Ethics to any client or any investor that requests one.
- B. Employees of Halcyon do not recommend to advisory clients, nor do they buy or sell for such clients, securities or other instruments in which they have a material financial interest. In addition, Halcyon's related persons invest personally in Halcyon Funds. These investments could theoretically pose a conflict of interest with our other advisory clients because officers and employees may be motivated to allocate time, attention, and/or investment opportunities to the funds in which they invest at the expense of other clients. Halcyon has adopted written policies and procedures governing the allocation of investment opportunities, and seeks to treat all advisory clients fairly.
- C. Halcyon has a comprehensive set of procedures in place to ensure that we address any potential conflicts that may arise between employees and clients when investing in the same securities or instruments. The Code of Ethics provides that all partners and employees and certain related persons are required to notify Halcyon of all relevant existing personal accounts. All partners and employees must obtain approval from the Chief Compliance Officer or her designee prior to the opening of a new personal account. Copies of confirmations of all personal transactions and any other information reflecting account or transactional activity involving personal accounts must be provided to Halcyon. No partner or employee of Halcyon may hold more than twenty positions in total in a personal account at any one time and no more than five new investments in a personal account are allowed per month, subject to the maximum of twenty positions stated above. This limitation does not apply to certain exempt transactions, which do not

pose a potential conflict of interest. The Chief Compliance Officer or her designee approves all relevant proposed personal transactions involving personal accounts prior to execution. The Chief Compliance Officer or her designee conducts a quarterly review of the personal accounts. These reviews examine all relevant trades executed during the previous quarter and quarter-end statements to determine whether all of these accounts are maintained in compliance with the personal trading requirements and restrictions described above. To the extent there is any finding relating to personal trading activity that is inconsistent with this policy, Halcyon will investigate and, as with any breach of the firm's policies, a violation is subject to disciplinary action including dismissal.

- D. The Code of Ethics generally provides that, subject to certain narrow exceptions, no partner or employee may effect a transaction in a personal account on the day before, the same day or the day after a day when Halcyon is purchasing and/or selling that same security or instrument on behalf of a Halcyon advisory client. This policy is aimed in part at addressing a potential conflict of interest created by the personal transactions of principals and employees.

9. Brokerage Practices

In selecting broker-dealers and determining the reasonableness of their commissions for our clients' transactions, Halcyon takes into account a number of factors, including the following: ability to secure future opportunities to obtain securities and other assets; quality and reliability of brokerage services; commissions or other fees for executing the orders; price; the broker's or dealer's facilities; financial responsibility; the ability of the broker or dealer to effect transactions, particularly with regard to aspects such as timing, order size and execution of orders; and the research and other investment-related services provided by the broker or dealer to Halcyon to enhance its general portfolio management capabilities (notwithstanding the fact that specific clients may not be direct or exclusive beneficiaries of these services). Halcyon may execute trades for advisory clients with broker-dealers with which Halcyon has other business relationships, including prime brokerage, credit relationships and capital introduction or investments by affiliates of the broker-dealers in advisory client entities. We do not take client referrals into account in selecting broker-dealers.

Halcyon does not utilize "soft dollar" commissions to purchase third-party research and other services. We do, however, consider a broker-dealer's proprietary research in selecting broker-dealers and determining the commission rates. Accordingly, Halcyon may cause a client to pay a commission for effecting a transaction for the advisory client in excess of the amount another broker or dealer would have charged for effecting that transaction, where it determines in good faith that this commission is reasonable in relation to the value of the brokerage and/or research services the broker or dealer provides to Halcyon. Halcyon does not put a specific dollar value on the research or brokerage services of any broker or dealer or allocate the relative costs or benefits of research, because Halcyon believes that the research received is, in the aggregate, of assistance in fulfilling Halcyon's overall responsibilities to its advisory clients.

Halcyon's Broker Review Committee meets quarterly to ensure that Halcyon's obligation to seek best execution in its trading activities for the benefit of all advisory clients is being met. The Broker Review Committee, the members of which include various executive officers, partners and others, reviews internally generated records and externally prepared reports bearing on the selection of broker-dealers, and such documents include: the approved list of executing brokers and Best Execution worksheets completed by traders; Commission Reports; the Gift and Entertainment Log, and; the results of the survey analyzing Halcyon's choice of, and payments to, broker-dealers. The research services that broker-dealers might provide include written information and analyses concerning specific securities, companies or sectors; market, financial and economic studies and forecasts; statistics and pricing or appraisal services; discussions with research personnel; and invitations to attend conferences or meetings with management or industry consultants. In many cases, research services that are generated by third parties may be provided by or through the brokerage firm to which commissions are paid. Using client transactions to obtain research and other benefits creates incentives that theoretically could result in conflicts of interest between advisers and their clients. When Halcyon uses client markups or markdowns to obtain research products and services, it receives a benefit because it does not have to produce or pay for the research products and services. The availability of these benefits creates the potential that we might be influenced to select one broker-dealer rather than another to perform services for clients, based on our interest in receiving the products and services instead of on our clients' interest in receiving the best execution prices. Obtaining these benefits may cause our clients to pay higher fees than those charged by other broker-dealers. Halcyon does not recommend, request, require or permit that a client direct us to execute transactions through a specified broker-dealer.

Trade Aggregation and Allocation

Where appropriate, transactions for our advisory clients may be aggregated for execution purposes. This aggregation does not ordinarily adversely affect commissions charged and execution prices on such transactions. In addition, Halcyon's advisory client accounts may be included in the aggregated orders with clients of Halcyon's affiliated advisers. Halcyon generally effectuates aggregated orders for all accounts according to a pre-determined allocation methodology whereby clients receive an average price and are assessed a fixed commission charge.

Circumstances involving partial fills may arise whereby Halcyon may determine that, while it would be both desirable and suitable that a particular security or other investment be purchased or sold for more than one advisory client, there is a limited supply or demand for the security or other investment. If all of these orders cannot be fully executed under prevailing market conditions, Halcyon may allocate among its clients the securities and other assets traded in a manner which Halcyon considers equitable, taking into account the size of the order placed for the clients as well as any other factors which Halcyon deems relevant. In allocating investment opportunities among our clients, Halcyon may receive greater fees or overall compensation from some of our clients than the fees or overall compensation paid by other clients. Halcyon seeks to allocate each opportunity to purchase or sell an investment among our advisory clients on an equitable

basis, taking into account factors that Halcyon deems relevant, which include but are not limited to the relative size of a client's account, investment objectives and restrictions, risk tolerance, the possibility to participate in future investment opportunities, available cash for investment, leverage limitation, and the expected capacity of the client. Halcyon is not required to ensure equality of treatment among any of our clients and, therefore, there can be no assurance that a purchase or sale opportunity that would be suitable for one advisory client will not be allocated to another client.

The same principles apply to the allocation of investment and divestment opportunities among clients of Halcyon and its affiliated management companies.

10. Review of Accounts

- A. Halcyon has two committees that review the advisory clients' portfolios. The Risk Management Committee consists of certain partners. The Risk Management Committee generally meets weekly to review and recommend policy strategies that are consistent with the advisory clients' investment objectives and policies. The Risk Management Committee considers macro-level economic and market trends, and assesses the advisory client portfolios, managing risk in a manner consistent with each client's Offering Memorandum or Managed Account policies. The committee reviews and adjusts limits to position size, industry exposure, commodity risk, systemic risks, and other concentrations. The committee considers the strategy mix and the biggest risks among the holdings, taking into account macro-economic conditions, the regulatory framework, the political climate, and the potential for decline within companies and/or specific industries. The Investment Committee consists of certain investment professionals. The Investment Committee reviews our advisory clients' portfolios on a daily basis and makes the day-to-day recommendations on behalf of each portfolio. Every client portfolio is reviewed by both committees. The committees review the clients' portfolios and confer with one another on an informal basis frequently throughout each business day. In addition, on a regular basis, each research analyst provides input on the positions for which he or she is responsible to two independent risk analysts. By independently verifying estimates provided by the research team, the risk analysts offer a "market reality check."

Halcyon actively manages counterparty, technology, and operational risk as well as conflicts of interest through our Pricing Review Committee, Broker Review Committee, Client Relations Committee, IT Committee and Conflicts Committee, respectively.

- B. The administrator to the Halcyon Funds provides monthly statements for all investors in these funds, showing gains/losses for the month and year-to-date. Halcyon prepares a monthly report for investors in the Halcyon Funds containing portfolio information and estimated performance results for the month and year to date. At the conclusion of each calendar quarter, Halcyon prepares a report for each Halcyon Fund and investors which discusses the fund's portfolio and performance for the quarter and year to date. On an annual basis, at the end of the last quarter of a client's fiscal year, independent certified public accountants audit the books and records of each Halcyon Fund. The accountants prepare an annual report including, among other things, the balance sheet for each

Halcyon Fund, a statement showing the net gains or net losses of the client, the closing capital account (or net asset value of interests) of every investor in the client (and the manner of the calculation thereof), and the opening capital account (or the net asset value of interests as of the beginning of the year) and ownership percentage of every investor in each entity.

We provide our Managed Account clients with financial information as may be agreed with respect to each account.

11. Client Referrals and Other Compensation

- A. Halcyon does not, nor do any principals or employees of Halcyon, receive any economic benefit from non-clients for providing advisory services to our clients.
- B. Halcyon has entered into arrangements with third party placement agents, each of which is a registered broker-dealer unless marketing is done outside of the US by a non-US person. Halcyon ultimately bears any placement agent fees unless a client or an investor specifically agrees to bear a placement agent fee. When soliciting clients, the placement agent will advise the prospective clients of the arrangement between Halcyon and the agent and of any fees associated with the arrangement as required pursuant to applicable regulations.

12. Custody

Due to Halcyon's access to advisory client fund assets and securities as general partner or manager of the Halcyon Funds and one Managed Account and our authority to deduct fees and other expenses from client accounts, we are deemed to have constructive custody of certain clients' funds and securities within the meaning of Rule 206(4)-2 of the Investment Advisers Act of 1940, as amended. Halcyon utilizes the services of unrelated financial institutions or other qualified custodians (as defined in Rule 206(4)-2) to hold all funds and positions of any of the Halcyon Funds and one Managed Account, with the exception of certain uncertificated privately offered securities. We also ensure that the qualified custodian maintains these funds in accounts that contain only the relevant client's assets and securities, under our name as agent or trustee for the relevant client. We also comply with the requirements of Rule 206(4)-2 with respect to the annual audit of customer accounts (performed in accordance with generally accepted accounting principles by an independent auditor), and the distribution of audited financial statements to investors in the Halcyon Funds and the relevant Managed Account within 120 days of the end of the clients' fiscal year.

Except as described above, our Managed Accounts generally establish their accounts with their own qualified custodians. These clients receive account statements directly from their qualified custodians. We urge our clients to carefully review the statements they receive from their qualified custodians and compare them with the periodic reports we send them.

13. Investment Discretion

Scope of Authority

Halcyon accepts discretionary authority to manage advisory clients' assets. We have the authority to determine, without obtaining specific client consent, which securities to buy or sell, the amount of securities to buy or sell, the broker through which we effect trades, and the commission rates at which we effect trades. Despite this broad authority, Halcyon is committed to adhering to the investment strategy and program set forth in the Offering Memorandum of each Halcyon Fund. Halcyon's discretion over the Managed Accounts is generally limited by investment guidelines negotiated with each Managed Account. Halcyon has processes and procedures in place to verify that it is complying with any client-imposed restrictions and adhering to each client's investment strategy and objectives. In particular, as discussed in more detail in Section 10, our Risk Management and Investment Committees review client accounts regularly to ensure that we are observing our clients' investment strategies and objectives.

Procedures for Assuming Authority

Before accepting their subscriptions for interests, we provide all investors in the Halcyon Funds with an Offering Memorandum and governing documents that set forth, in detail, our investment strategy and program and the terms of investment for investors, including the scope of our investment authority. By completing the subscription documents to acquire an interest in any Halcyon Fund, each investor consents to the terms and conditions in the operating agreements that give Halcyon complete authority to manage our clients' investments in accordance with the Offering Memorandum and the operating agreements. Prior to providing investment advice to our Managed Accounts, we require each client to appoint us as agent and attorney-in-fact of each portfolio that we manage for them. This gives us complete discretionary authority to buy and sell any securities and other instruments in the amounts and at the prices that we determine.

14. Voting Client Securities

Proxy Voting Policy

Halcyon's policy is to review each proxy or information statement on an individual basis and to base its voting or consent decision on its judgment about what will best serve the interests of its advisory clients.

Halcyon's Operations Manager or his designee notifies relevant Research Analysts of pending corporate actions involving the advisory client portfolios. The Research Analyst assigned to the transaction or security consults with a member of the Investment Committee who is responsible for the ultimate determination regarding the proper vote or consent. The Research Analyst then communicates the decision by the Investment Committee to the Operations Manager, typically prior to the close of business on the day prior to the vote deadline. The Operations Manager utilizes the website www.proxyvote.com to transmit the proxy vote or consent, and receives confirmation of the vote or consent from the website. Upon receipt of said confirmation, the Operations

Manager forwards the confirmation to the Chief Compliance Officer or her designee. The Chief Compliance Officer or her designee retains this information for five years from the date such proxy vote or consent is executed.

If, in reviewing the corporate action, the Investment Committee determines that a material conflict may exist between the management companies' interests and those of the advisory clients, then the Investment Committee shall inform the Conflicts Committee of such material conflict. The Conflicts Committee evaluates the potential or actual conflict and may, in its discretion, elevate the matter to the Management Committees for further review. Accordingly, either the Conflicts Committee or the Management Committees determines the appropriate course of action to resolve the conflict in the interests of the advisory clients.

Additionally, in certain circumstances, Managing Principals may determine that it is in the best interests of the management companies' advisory clients not to vote or consent or that a vote or consent is not required, for example, where the clients' holdings are relatively small, when the proxy vote covers only routine corporate business, or where the advisory clients' positions were liquidated between the record date and the vote deadline.

Recordkeeping

Halcyon maintains the following records relating to proxy voting: copies of our proxy voting policies and procedures and any amendments; proxy statements received for client securities and other assets; records of proxy votes cast on behalf of our clients; records of written requests from clients and investors in the Halcyon Funds for proxy voting information and our written responses to any written or oral requests; and any documents that our employees prepared that were material to deciding how to vote proxies or that memorialize the basis for a proxy vote. Upon request, any of our clients or any of the investors in our clients can obtain (1) a copy of our proxy voting policies and procedures and (2) information concerning proxy votes on its behalf.

15. Financial Information

Halcyon does not require nor do we solicit prepayment of more than \$1,200 in fees from clients, six months or more in advance. Halcyon is not aware of any financial condition that is likely to impair our ability to meet our contractual commitments to our clients. Halcyon has never been the subject of a bankruptcy petition.