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**This Brochure provides information about the qualifications and business practices of Värde Management, L.P. (“VMLP”). If you have any questions about the contents of this Brochure, please contact us at 952.893.1554. 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 VMLP also is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).**

## Item 2 – Material Changes

In this Item we are required to disclose material changes to our last annual update to this Brochure, which was the version dated March 25, 2011. Our material changes are:

- In Items 4 and 10, we identify a new partner, Ali M. Haroon;
- In Item 8, we added disclosure to the section Investments in Asset Backed Securities regarding our activist efforts with respect to ABS;
- In Item 8, we added disclosure regarding investing in sovereign debt and government debt;
- In Item 8, we added disclosure regarding capital structure arbitrage and spread trading;
- In Item 8, we added disclosure regarding hedging transactions; and
- In Item 14, we updated the disclosure regarding a new agreement with a placement agent related to certain of our private funds as well as prospective separate account advisory clients.

If you are interested in receiving the most current copy of our Brochure, please contact Investor Services by email at [investor.services@varde.com](mailto:investor.services@varde.com).

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#### Item 4 – Advisory Business

Värde Management, L.P. (“VMLP”) is one of the advisers in the broader Värde organization (“Värde” or the “Firm”), which was established in 1993. Värde sponsors and manages a family of private investment funds (the “Private Funds”). The Private Funds invest primarily in distressed securities and assets, including nonperforming and underperforming corporate, consumer and real estate debt. Värde’s investment activities have focused primarily in the U.S. and Europe with a more recently established initiative in Asia. Värde is headquartered in Minneapolis, Minnesota and has offices in London and Singapore.

The Firm is managed by its founders and Managing Partners, George G. Hicks and Marcia L. Page, together with Managing Partners Jeremy D. Hedberg and Jason R. Spaeth, and Partners Rick J. Noel, Andrew P. Lenk, Ilfryn C. Carstairs and Ali M. Haroon (together, the “Principals”). The Principals, together with retired Partner Gregory S. McMillan, own 100% of the Firm.

The Private Funds are Värde’s only clients (i.e., there are presently no direct advisory clients other than the Private Funds). Värde currently categorizes the Private Funds either as “lock-up funds” or “hedge funds”. Information about each Private Fund can be found in its offering documents, including any private placement memorandum (collectively, the “Offering Documents”).

Värde has established a total of twelve “lock-up” funds. These funds are structured in a “private equity” format, typically having a four year investment period and ten year fund life. Värde recycles capital during the investment period of these funds and subsequently returns capital to investors as the underlying investments are realized after the investment period. Värde’s current lock-up funds include: The Värde Select Fund, L.P., The Värde Fund V, L.P., The Värde Fund V-B, L.P., The Värde Fund VI, L.P., The Värde Fund VII, L.P., The Värde Fund VII-A, L.P., The Värde Fund VII-B, L.P., The PrivatVärde Fund, L.P., The Värde Fund VIII, L.P., The Värde Fund IX, L.P., The Värde Fund IX-A, L.P. and The Värde Fund X (Master), L.P. (and its related feeder funds).

Värde has also established a number of hedge funds. These hedge funds do not have a defined investment period, but generally permit investors to make redemptions on an annual basis. Värde’s active hedge funds include The Värde Fund VI-A, L.P., Värde Investment Partners, L.P. and Värde Investment Partners (Offshore), Ltd.

As of December 31, 2011, Värde’s total assets under management (for both of its registered investment advisers) were \$7.1214 billion, of which \$6.5714 billion were managed by VMLP. The remaining \$550.0 million in assets under management were managed by Värde Management International, L.P. (“VMILP”). Värde has investment discretion with regard to all of these assets. Värde’s Regulatory Assets Under Management (as defined in Form ADV Part 1) are \$8.4450 billion.

## **Item 5 – Fees and Compensation**

The compensation each Private Fund pays Värde is set forth in each Private Fund's Offering Documents. Värde is generally paid an annual management fee by each Private Fund monthly in arrears. Värde does not negotiate any of its Private Fund fees with clients.

Each Private Fund will pay or reimburse Värde for certain organizational, operational and other permissible expenses as described in the Offering Documents for each Private Fund. These permissible expenses generally include broker's commissions, research charges, due diligence expenses, loan servicing fees, travel expenses, taxes, and all other expenses incident to the purchase and sale of investments, charges incurred in connection with the custody of investments, legal and accounting fees and other nonrecurring and extraordinary expenses. From time-to-time, Värde may pay for certain of these expenses out of its own assets. Värde generally seeks reimbursement of these expenses directly from the Private Funds on a cost reimbursement basis only. The Private Funds pay no interest or carrying charges associated with expense payments made on their behalf by Värde.

Certain of the fees payable to Värde are based on the value and performance of the assets held in the Private Funds. Värde has adopted and implemented a Valuation Policy that governs the pricing of the securities and other assets held by the Private Funds. The Valuation Policy generally provides that liquid investments will be valued at readily ascertainable market values. In the case of assets that lack such a readily ascertainable market value, the Valuation Policy requires Värde to determine a value for these investments in accordance with the terms of the policy. Värde faces a conflict of interest in valuing assets that lack a readily ascertainable market value, because their value can impact certain of the fees payable to Värde and its performance returns. With respect to these investments, Värde uses various valuation methodologies based on the nature of the assets. These methodologies are inherently subjective and capable of producing a range of values that may be considered reasonable to different parties and that may be different than valuations done by others applying their own judgment at different or similar dates. There is no assurance that the valuations determined by Värde represent values that can or will be realized in a sale or exchange of investments with an independent third party. Värde documents its valuation decisions and reviews them on a periodic basis. On an annual basis, Värde's valuations are reviewed in connection with each Private Fund's independent external financial statement audit.

Värde reserves the right to waive any fees or compensation payable to it at any time it deems appropriate in its sole discretion.

## **Item 6 – Performance-Based Fees and Side-By-Side Management**

Each Private Fund provides for the payment of performance compensation to its general partner, which is a Värde affiliated entity. The calculation and role of this performance compensation is described in each Private Fund's Offering Documents. Performance-based fee arrangements theoretically create an incentive for Värde to make more speculative investments in the assets purchased for a Private Fund than it might otherwise make in order to increase the likelihood that Värde would be paid incentive fees. As a general matter, this conflict is mitigated by provisions requiring Värde (in its capacity as general partner) to invest at least 1% in each Private Fund as well as restrictions on the distribution of any incentive compensation on the "lock-up" Private Funds until after the return of all principal to investors and payment to them of any preferred return. This conflict is further mitigated by Värde's suitability obligation with respect to Private Fund investments and its disciplined investment process.

Different Private Funds have different incentive compensation arrangements. For example, the incentive compensation for the hedge funds is payable annually, while the incentive compensation for the lock-up funds is payable after the end of the relevant investment period. This may create a potential conflict of interest relating to the allocation of investment opportunities to the extent Värde (in its capacity as general partner) can collect the incentive compensation sooner from one Private Fund than it can from the others. Värde believes that this conflict is mitigated by its investment allocation procedures (as described in Item 12 below) and its disciplined investment process.

## **Item 7 – Types of Clients**

Värde's only clients are the Private Funds (i.e., there are presently no direct advisory clients other than the Private Funds). Investors in the Private Funds may include high net worth individuals and a variety of institutional investors (e.g. trusts, endowments, foundations, corporations and other types of entities, including private funds-of-funds) meeting the terms of the exceptions and exemptions under which the Private Fund operates and wishing to invest in accordance with the Private Funds' investment objectives. Investors must meet the requirements for "qualified purchasers" under the Investment Company Act of 1940, as amended (the "1940 Act") due to the Private Funds' exempt status. Employees who qualify as "knowledgeable employees" under the 1940 Act Rule 3c-5 are also permitted to invest (directly or indirectly) in the Private Funds.

## Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss

Värde’s investing activities are guided by the following investment philosophy:

- Search opportunistically for undervalued investment opportunities or inefficient markets;
- Invest in financial assets at a discount to their “intrinsic value”;
- Identify catalysts for value recognition;
- Pursue medium-term investment horizons; and
- Manage risk through diversified investment programs and trading strategies.

A key tenet of Värde’s strategy is a flexible investment approach – investing and allocating capital and resources across multiple types of distressed assets in a variety of geographies. Investment opportunities are constantly shifting among various segments of the marketplace, and Värde’s broad-based investment charter is designed to permit it to shift the investment focus on behalf of each Private Fund as market opportunities change. Värde seeks to anticipate such shifts and to move capital to the best available risk-adjusted opportunities.

### *Significant Investment Strategies*

Värde’s significant investment strategies involve investments across the credit spectrum, including the areas of public and private distressed opportunities as described below. More detailed information regarding Värde’s investment strategies and activities is set forth in the Offering Documents related to each Private Fund.

- *Distressed Corporate Assets:* These investments generally include debt and other financial assets of financially troubled companies. Värde typically invests in these situations through purchases of securities, bank loans or claims in the high-yield or other corporate credit markets. Värde generally does not seek to control these companies, but will often be actively involved in any bankruptcy, insolvency or restructuring process. However, in furtherance of certain opportunities that are otherwise consistent with Värde’s investment strategy, Värde may pursue and obtain majority or complete ownership of an entity.
- *Special Situations and Capital Structure Arbitrage:* These investments generally include financial assets that are inefficiently priced generally as a result of the substantial volatility in credit markets. For example, Värde seeks to pursue trading inefficiencies through “spread” or capital structure arbitrage trades that rely on certain expected events to remove pricing inefficiencies.



- *Structured Products:* This segment builds on the Firm's expertise in the acquisition of portfolios of small balance loans. The Firm pursues investments in asset-backed securities, including residential mortgage-backed securities, commercial mortgage-backed securities, credit card receivables, auto loans and collateralized debt obligations.
- *Small Balance Loans:* These investments include pools of small balance loan portfolios collateralized by a wide variety of different asset types, including, residential mortgages, credit card receivables and other secured and unsecured consumer debt, with individual loan balances typically below \$1,000,000. These portfolios of consumer loans are generally acquired in collaboration with one of Värde's network of asset managers.
- *Real Estate Related Assets:* These investments include portfolios of commercial real estate loans and other distressed real estate assets. With most investments in real estate related assets, Värde generally works with specialized real estate partners to acquire, manage and position the assets to seek to maximize value.
- *Leased and Collateral Backed Assets:* These investments are generally secured by commercial assets in the transportation, energy, manufacturing, construction and technology sectors.
- *Commercial and Industrial:* These investments can take the form of purchases of loans or portfolios of loans and direct financings to effect a restructuring or recapitalization.

### ***General Methods of Analysis***

Värde invests across the credit markets and individual investment opportunities will require varying levels of review and customized processes depending upon the markets and participants involved. Värde performs extensive quantitative and qualitative fundamental research to determine the suitability of a particular investment on both its own merits as well as its "fit" in terms of industry or macro theme. In typical situations, a detailed financial model for use in assessing valuation is developed. In conjunction with the financial model, investment professionals generally perform an analysis of comparable valuations in the public and private markets, a discounted cash flow analysis, a reorganization analysis and liquidation analysis, and an analysis of potential returns for the investment and many other types of financial analysis in each case as warranted. At the completion of a favorable due diligence process, Värde identifies the price range at which to pursue the investment opportunity.

### ***Material Risks***

The material risks presented by the strategies and financial assets pursued by Värde are set forth below. Additional information is contained in the Offering Documents related to each Private Fund. This Brochure does not purport to contain a complete disclosure of all risks that may be relevant to a prospective investor in a Private Fund.

Investing involves risk of loss that an investor should be prepared to bear. Investments recommended by Värde involve significant risks. There can be no assurance that Värde will meet the investment objectives of any particular Private Fund or otherwise be able to carry out its investment strategy successfully.

### ***General Risks***

Changes and Fluctuations in Financial Markets: The Private Funds may be materially affected by conditions in the financial markets and economic conditions throughout the world. These factors are outside Värde's control and may adversely affect the liquidity and value of the Private Funds' investments, and Värde may fail to, or may not be able to, manage their exposure to these conditions. In these circumstances, the financial performance of the Private Funds may be negatively impacted and investors may incur material losses. In addition, a negative impact on economic fundamentals and consumer and business confidence would likely increase market volatility and reduce liquidity, both of which could have a material adverse effect on the performance of the Private Funds and these or similar events may affect the ability of Värde to execute its investment strategies.

In the past several years, the financial markets in the U.S., Europe and other international markets have experienced historic levels of stress and dislocation. This market turbulence, as well as decreased lending and overall economic weakness, has adversely impacted households as well as corporate debt-laden balance sheets. The response by world governments, central banks and other policy makers to the financial crisis may also adversely affect Värde's ability to effectively execute its investment strategy. The unprecedented intervention by governments and their agencies may effectively negate the ability of private sector investors to pursue investment opportunities in certain markets. Similarly, this intervention may create artificial market prices or result in other unanticipated consequences that could adversely affect the performance of the Private Funds.

Highly Volatile Markets: The prices of financial instruments in which the Private Funds may invest can be highly volatile. The price of equity, debt and other instruments that Värde may pursue are influenced by numerous factors including interest rates, currency rates, default rates, governmental policies and political and economic events (both domestic and global). Moreover, political or economic crises, or other events may occur that can be highly disruptive to the markets in which Värde may invest. In addition, governments from time-to-time intervene (directly and by regulation), which intervention may adversely affect the performance of the Private Funds and Värde's investment activities. Värde and the Private Funds are also subject to the risk of a temporary or permanent failure of the exchanges and other markets on which their investments may trade. Sustained market turmoil and periods of heightened market volatility may make it more difficult to produce positive trading results, and there can be no assurance that Värde's strategies will be successful in such markets.

Changes to the Regulatory Framework: Many of the investments and investment strategies employed by Värde are subject to numerous laws and regulations in many jurisdictions. Material changes to, or interpretations of, such laws and regulations could have a material adverse effect

on the financial performance of the Private Funds and undermine Värde's ability to execute its investment strategy.

**Execution Risks:** In order to seek positive returns in global markets, Värde's trading and investment activities for the Private Funds involve multiple instruments, multiple brokers and counterparties, and multiple strategies. As a result, the execution of the trading and investment strategies employed by Värde may often require rapid execution of investments, complex transactions, difficult to execute trades, use of negotiated terms with counterparties such as in the use of derivatives and the execution of trades involving less common or novel instruments. In each case, Värde seeks best execution and has staff devoted to executing, settling and clearing investments. However, in light of the high volumes, velocity, complexity and global diversity involved, some errors and miscommunications with brokers and counterparties may occur, and could result in losses to the Private Funds. In these circumstances, Värde will evaluate the merits of potential claims for damage against brokers and counterparties who may be at fault and, to the extent practicable, will seek to recover losses from those parties. In its sole discretion, Värde may choose to forego pursuing claims against brokers and counterparties on behalf of the Private Funds for any reason, including, but not limited to, the cost of pursuing claims relative to the likely amount of any recovery and the maintenance of its business relationships with brokers and counterparties. In addition, Värde's own execution and operational staff may be solely or partly responsible for errors in placing, processing, and settling trades that result in losses to the Private Funds.

### ***Investment Risks***

**Distressed Debt Generally:** Investments in distressed debt are subject to the significant risk of a borrower's inability to meet principal and interest payments on the obligations (credit risk) and also may be subject to price volatility due to such factors as interest rate sensitivity, market perception of the creditworthiness of the borrower and general market liquidity (market risk). Distressed debt may react to developments affecting market and credit risk more than non-distressed debt. A wide variety of other considerations exist, including, for example, the possibility of litigation between the participants in a reorganization or liquidation proceeding or a requirement to obtain mandatory or discretionary consents from various governmental authorities or others. The uncertainties inherent in evaluating distressed debt may be increased by legal and practical considerations that limit the access of Värde to reliable and timely information concerning material developments affecting a company, or that cause lengthy delays in the completion of the liquidation or reorganization proceedings. The level of analytical sophistication, both financial and legal, necessary for successful investment in companies experiencing significant business and financial distress is unusually high. There is no assurance that Värde will correctly evaluate the nature and magnitude of the various factors that could affect the prospects for a successful reorganization or similar action. In any reorganization or liquidation proceeding relating to a company in which a Private Fund invests, the Private Fund may lose its entire investment or may be required to accept cash or securities with a value less than its original investment.

**Commercial Loans and Bank Participations:** Värde will pursue investments in nonperforming and subperforming commercial real estate loans, residential mortgages, consumer loans, bank

loans and participations. These loans may be at the time of acquisition, or may become after acquisition, nonperforming for various reasons. With respect to collateralized loans, the underlying property may be too highly leveraged, poorly managed or substantially in need of rehabilitation. Nonperforming and subperforming loans may require a substantial amount of workout negotiations or restructuring, which may entail, among other things, a substantial reduction in the interest rate and a substantial write-down of the principal of the loan. Finally, there is unlikely to be a liquid secondary market for these types of investments. Consequently, Värde may not be able to dispose of these investments at prices that reflect their value or the amount paid for them by Värde.

It is possible that Värde may find it necessary or desirable to foreclose on collateral securing one or more loans purchased by a Private Fund. The foreclosure process can be lengthy and expensive. Borrowers often resist foreclosure actions by asserting numerous claims, counterclaims and defenses against the holder of a loan including, without limitation, lender liability claims and defenses, even when such assertions may have no basis in fact, in an effort to prolong the foreclosure action. In some jurisdictions, foreclosure actions can take up to several years or more to conclude. At any time during the foreclosure proceedings, the borrower may file for bankruptcy, staying the foreclosure action and further delaying the foreclosure process. Foreclosure litigation tends to create a negative public image of the collateral and may result in disruptions that could adversely affect the value of the underlying asset.

Participations in bank loans are subject to other unique risks, including: (i) the possible invalidation of an investment transaction as a fraudulent conveyance under relevant creditors' rights laws; (ii) so-called lender-liability claims by the issuer of the obligations; (iii) adverse consequences resulting from participating in instruments with counterparties that may have lower credit quality; (iv) environmental liabilities that may arise with respect to collateral securing the obligations; and (v) limitations on the ability of Värde to directly enforce its rights with respect to participations. In analyzing each of these types of investments, Värde compares the relative significance of the risks against the expected benefits of the investment. Successful claims by third parties arising from these and other risks will be borne by the relevant Private Funds.

Risks Associated with Investments related to Bankruptcy Proceedings: There are a number of significant risks when investing in companies involved in bankruptcy proceedings, including the following: First, many events in a bankruptcy are the product of contested matters, adversary proceedings and negotiated settlements that are beyond the control of individual creditors. Second, a bankruptcy filing may have adverse and permanent effects on a company. For instance, the company may lose its market position and key employees and otherwise become incapable of restoring itself as a viable entity. Further, if the proceeding is converted to a liquidation, the liquidation value of the company may not equal the liquidation value that was believed to exist at the time of the investment. Third, the duration of a bankruptcy proceeding is difficult to predict. A creditor's return on investments can be adversely impacted by delays while the plan of reorganization is being negotiated, approved by the creditors and confirmed by the bankruptcy court, and until it ultimately becomes effective. Fourth, the administrative costs in connection with a bankruptcy proceeding are frequently high and will be paid out of the

debtor's estate prior to any return to creditors. Fifth, creditors can lose their ranking and priority if they exercise "domination and control" over a debtor and other creditors can demonstrate that they have been harmed by such actions, especially in the case of investments made prior to the commencement of bankruptcy proceedings. Similarly, Värde may purchase creditor claims subsequent to the commencement of a bankruptcy case, which may be disallowed by the bankruptcy court if the court determines that the purchaser has taken unfair advantage of an unsophisticated seller that may result in the rescission of the transaction (presumably at the original purchase price) or forfeiture by the purchaser. Sixth, certain claims, such as claims for taxes, may have administrative priority by law over the claims of certain creditors. Seventh, if Värde seeks representation on creditors' committees, it may owe certain obligations generally to all creditors similarly situated that the committee represents, and it may be subject to various trading or confidentiality restrictions. As each Private Fund will indemnify any person serving on a committee on its behalf for claims arising from breaches of those obligations, indemnification payments could adversely affect the return on such Private Fund's investment in a reorganization.

Investments in Asset-Backed Securities: Värde invests in a variety of types of asset-backed securities ("ABS"), including residential mortgage backed securities, commercial mortgage-backed securities and collateralized debt obligations. Värde may invest in any tranche of an ABS, including unrated tranches. ABS are primarily exposed to the performance and credit risk of the underlying collateral. At times, there may not be a liquid secondary market for many of the ABS Värde may purchase. The lack of a liquid secondary market may have an adverse effect on the market value of the related ABS and Värde's ability to sell them. Further, ABS may be subject to certain transfer restrictions that may further restrict liquidity.

Värde engages in certain activist efforts with respect to one or more ABS held by the Private Funds and will likely continue to do so going forward. These efforts include enforcing contractual rights against certain parties to the ABS, which may result in legal proceedings being brought against these parties. In addition, securitization trustees generally require indemnifications to be provided by activist ABS holders, which could increase potential liability to the Private Funds. There is no assurance as to the amount or timing of any benefits to the Private Funds that could result from these activist efforts.

Investments in Land/New Development: The Private Funds may acquire direct or indirect interests in undeveloped land or underdeveloped real property, which may often be non-income producing. To the extent that the Private Funds invest in these types of assets, they will be subject to the risks normally associated with such assets and development activities. Relevant risks include, without limitation, risks relating to the availability and timely receipt of zoning and other regulatory approvals, the cost and timely completion of construction (including risks beyond the control of Värde, such as weather or labor conditions or material shortages) and the availability of both construction and permanent financing on favorable terms. These risks could result in substantial unanticipated delays or expenses and, under certain circumstances, could prevent completion of development activities once undertaken, any of which could have an adverse effect on the Private Funds. Properties under development or properties acquired for development may receive little or no cash flow from the date of acquisition through the date of

completion of development and may experience operating deficits after the date of completion. In addition, market conditions may change during the course of development that make such development less attractive than at the time it was commenced.

Leased and Collateral Backed Assets: Investments may be made in various transactions secured by commercial assets in the transportation, energy, manufacturing, construction and technology sectors. In those sectors where assets have been financed via structured vehicles with securities issued to a broad group of investors (e.g., aircraft), the investment will generally be in the form of securities purchased in the secondary market at a discount to current and projected asset values. Alternatively, investments in this sector may be in the form of loans, leases, participations or other structured arrangements (including capital investments directly secured by commercial assets).

Investment opportunities in these sectors present unique risks because of the considerable cyclicity of the related industries (e.g., airlines) and the shifting supply of and demand for the underlying operating assets. In addition, there is no liquid, secondary market for these types of investments. Consequently, Värde may not be able to dispose of these investments at prices that reflect their value or the amount paid by Värde for them.

Investments in Equity Securities Generally: Investments may include preferred or common stocks, warrants or similar equity securities. These equity investments may be purchased directly by the Private Funds or received in complete or partial exchange of a debt investment that was restructured through a bankruptcy or otherwise. Any investments in equity securities will be subject to normal market risks, including limited liquidity and price volatility. While diversification among issuers may mitigate these risks, the Private Funds are generally not required to diversify their investments in equity securities; and investors must expect fluctuations in value of equity securities based on market conditions. In addition, holders of equity securities may be wiped out or substantially reduced in value in a bankruptcy proceeding or corporate restructuring.

Short Selling Activities: Värde may also engage in short selling. Short selling involves selling securities that may or may not be owned and borrowing the same securities for delivery to the purchaser, with an obligation to replace the borrowed securities at a later date. Short selling allows the investor to profit from declines in market prices to the extent such decline exceeds the transaction costs and the costs of borrowing the securities. A short sale creates the risk of a theoretically unlimited loss, in that the price of the underlying security could theoretically increase without limit, thus increasing the cost of buying those securities to cover the short position. Purchasing securities to close out the short position can itself cause the price of the securities to rise further, thereby exacerbating the loss.

Short selling allows an investor to profit from declines in the value of securities (and exposes the investor to losses from increases in the value of securities) and may be an important aspect of certain of the investment strategies pursued by Värde. Regulators and policymakers in domestic and foreign jurisdictions have been considering and/or implementing bans or limitations on short selling activities. Limitations on the short selling of securities could interfere with the ability of

Värde to execute certain aspects of its investment strategies, including its ability to hedge certain exposures and execute transactions to implement its risk management guidelines, and any such limitations may adversely affect the performance of a Private Fund.

Private Investments: Private investments may be subject to legal or other restrictions on transfer and there may be no liquid market for these investments. This means that Värde may be unable to sell them when desired or to realize their previously anticipated fair value when sold. The sale of illiquid assets often requires more time and results in higher selling expenses than does the sale of more liquid assets. Calculating the fair market value of private investments can be especially difficult.

While both public and private investments may be affected by Värde's acquisition of confidential or material, nonpublic information, private investments create a heightened risk that Värde may acquire such information and may be restricted from initiating transactions in certain securities or selling certain investments at a time when an investment-related action would otherwise have been taken.

Lower Credit Quality Instruments: There are generally no restrictions on the credit quality of the investments that can be purchased by Värde for the Private Funds. Instruments in which the Private Funds may invest may be deemed by rating agencies to have substantial vulnerability to default in payment of interest and/or principal. Other instruments may be unrated. Instruments rated below investment grade and those that are unrated are typically subject to adverse changes in general economic conditions, to changes in the financial condition of their issuers and to price fluctuation in response to changes in interest rates. During periods of economic downturn or rising interest rates, issuers of instruments rated below investment grade and those that are unrated may experience financial stress that could adversely affect their ability to make payments of principal and interest and increase the possibility of default. Adverse publicity and investor perceptions, whether or not based on fundamental analysis, may also decrease the values and liquidity of lower or unrated instruments especially in a market characterized by a low volume of trading. In addition, the secondary market for lower or unrated instruments may not be as liquid as the secondary market for more highly rated instruments. As a result, Värde could find it more difficult to sell these instruments or may be able to sell them only at prices lower than if they were widely traded.

In general, the ratings of nationally recognized rating organizations represent the opinions of these agencies as to the quality of instruments that they rate. Ratings, however, are relative and subjective; they are not absolute standards of quality and do not evaluate the market value risk of the instruments. It is also possible that a rating agency might not change its rating of a particular issue on a timely basis to reflect subsequent events.

Non-U.S. Investments: Investing outside the U.S. may involve greater risks than investing in the U.S. There is generally less publicly available information about non-U.S. companies, and there may be less government regulation and supervision of non-U.S. companies and investments. There may also be difficulty in enforcing legal rights outside the U.S. Moreover, non-U.S. companies generally are not subject to uniform accounting, auditing and financial reporting

standards, practices and requirements comparable to those that apply to U.S. companies. Security trading practices abroad may offer less protection to investors than in the United States.

Additionally, in some foreign countries, there is the possibility of expropriation or confiscatory taxation, limitations on the removal of securities, property or other assets of a Private Fund, political or social instability or diplomatic developments, each of which could have an adverse effect on a Private Fund's investments in foreign countries. While Värde will seek to take these factors into consideration in making investment decisions, no assurance can be given that Värde will be able to successfully minimize these risks. In addition, Värde may invest in developing countries or in countries with new or developing capital markets. The considerations noted above are generally intensified for these investments. Certain of these countries may have relatively unstable governments, limited economies and nascent industries and not well developed capital markets. Securities and obligations of entities located in these countries tend to have volatile prices and may offer significant potential for loss.

Finally, the value of a Private Fund's investments in non-U.S. securities may be significantly affected by changes in currency exchange rates. Some non-U.S. currency values may be volatile, and there is the possibility of governmental controls on currency exchange or governmental intervention in currency markets, which would adversely affect a Private Fund. Although Värde will attempt to hedge against non-U.S. currency exchange rate risks generally by using spot and forward foreign exchange contracts and non-U.S. currency options, there can be no assurance that Värde will be able to do so successfully.

Sovereign and Governmental Debt: Certain of the Private Funds invest in debt issued by governmental entities, including obligations issued or guaranteed by national, state or provincial governments, political subdivisions or quasigovernmental or supranational entities. Investments in the debt of governments can involve a high degree of risk. The governmental or sovereign issuer that controls the repayment of debt may not be able or willing to repay the principal and/or interest when due in accordance with the terms of such debt. An issuer's willingness or ability to repay the principal and interest due in a timely manner may be affected by, among other factors, its cash flow situation, the extent of its foreign reserves, the availability of sufficient foreign exchange on the date a payment is due, the relative size of the debt service burden to the economy as a whole and the political constraints to which the governmental entity may be subject. Governmental entities also may be dependent on expected disbursements from other governments, multilateral agencies and others abroad to reduce the principal and interest due on their debt. Sovereign states have also increasingly intervened in the markets for their debt for a variety of economic and/or political reasons. Certain governmental and sovereign debt may have non-investment grade ratings or be in distress or even default. Synthetic and derivative investments that provide synthetic exposure to sovereign and governmental debt may expose the Private Funds to additional risks and volatility.

Capital Structure Arbitrage and Spread Trading: The Private Funds may seek to exploit trading inefficiencies through spread or capital structure arbitrage trades. Spread trading generally involves the purchase of a relatively undervalued security and the simultaneous short sale of a relatively overvalued security. For example, a non-investment grade bond is purchased at a



discount to its face value and the underlying common or preferred stock is sold short. In certain cases, the Private Funds may purchase a fixed-income security and sell short another fixed income security within the same issuer's capital structure or may hedge the exposure by shorting sovereign debt or more broadly based financial indices. The Private Funds may purchase derivative securities, including credit default swaps, in lieu of selling short a fixed income security in situations where its pricing or availability is more advantageous than selling the underlying security. Arbitrage and spread trading is subject to high risk because of the uncertainty of the outcome of the arbitrage or spread situation, which may depend on the outcome of litigation, changes in the terms of a transaction or regulatory developments or actions. If Värde's evaluation of an anticipated outcome of a situation should prove incorrect, the Private Funds could experience substantial losses as a result of a decline in the market value of securities in which the Private Funds hold a long position or an increase in the value of securities in which the Private Funds hold a short position.

Expedited Transactions: Investment analyses and decisions by Värde will often be undertaken on an expedited basis in order to take advantage of investment opportunities. In these circumstances, the information available to Värde at the time of an investment decision may be limited, and Värde may not have access to the detailed information necessary for a full evaluation of the investment opportunity. In addition, Värde may rely upon independent consultants or other third parties in connection with its evaluation of proposed investments. There can be no assurance that these consultants or other third parties will provide accurate information or advice.

Litigation: Värde's investment activities subject it to the risk of becoming involved in litigation with third parties. This risk is somewhat greater in connection with reorganizations, which can be contentious and adversarial. It is by no means unusual for participants to use the threat of, as well as actual, litigation as a negotiating technique. Värde anticipates that during the term of a Private Fund, Värde and the Private Funds may be named as defendants in civil proceedings. In addition, Värde and the Private Funds may pursue litigation against third parties, including other financial institutions. Pursuing these legal proceedings may not prove successful and could negatively impact broader relationships with these institutions. The expense of defending or pursuing these claims and paying any amounts pursuant to settlements or judgments would generally be borne by the Private Fund. Värde and others are entitled to be indemnified by the related Private Fund in connection with such litigation, subject to certain conditions.

Asset Valuation: A significant portion of Värde's investments will not be in readily marketable securities for which prices are available from third parties. Independent quotations for such positions will not necessarily be available, and, where available, will not necessarily provide a reliable indication of current value. For an investment to constitute a liquid asset there need only be market quotations available from one independent market maker. These quotations will not assure that the investment is as liquid as investments in the secondary market for more traditional investments, such as stocks and bonds. As a result, if Värde is forced to sell such an investment prematurely, it may not be able to realize the potential underlying value of such investment, and, in some cases, may have to sell such investment at a loss. Investments that do not constitute liquid assets will generally be reflected at fair value as determined in good faith by Värde in

accordance with its then current valuation policies and procedures. Investors should be aware that situations involving uncertainties as to the valuation of portfolio positions could have an adverse effect on a Private Fund's net assets if Värde's judgments regarding appropriate valuations should prove incorrect. There can be no assurance that the value assigned to an investment at a certain time will equal the value that Värde is ultimately able to realize.

Counterparties: When investing on behalf of the Private Funds, Värde is not restricted from dealing with any particular counterparty or from concentrating any or all of its transactions with one counterparty. Although Värde seeks to approve and monitor its material counterparties, there is no assurance these efforts will mitigate all counterparty risks.

Some of the markets in which Värde may affect transactions on behalf of the Private Funds are "over-the-counter" or "interdealer" markets. The participants in these types of markets are typically not subject to credit evaluation and regulatory oversight as are members of "exchange-based" markets. This lack of a complete evaluation of the financial capabilities of the counterparties and the absence of a regulated market to facilitate settlement may increase the potential for losses. These factors may also increase the risk that a counterparty may not settle a transaction in accordance with its terms and conditions because of a dispute over the terms of the contract (whether or not bona fide) or because of a credit or liquidity problem, thus causing a loss. This "counterparty risk" is accentuated for contracts with longer maturities where events may intervene to prevent settlement, or where transactions have been concentrated with a single or small group of counterparties. With respect to synthetic securities and derivatives, the value of these investments is also dependent on the financial condition of the related counterparties and the obligors or issuers of the underlying obligations.

Asset Managers: In connection with many of its private investments, Värde often employs asset managers that specialize in converting certain types of assets and portfolios into cash. These asset managers may also assist in acquisition and valuation activities. If an asset manager breaches its servicing agreement or otherwise fails to perform its responsibilities adequately, the Private Funds may be adversely affected. In addition, given the specialized nature of these service providers, they may be difficult to replace if needed and transfers of servicing may cause a disruption of cash flow on the related investment.

Third-Party Involvement: Each Private Fund may co-invest with third parties through partnerships, joint ventures or other entities. These investments may involve risks not present in investments where a third party is not involved, including the possibility that a third-party coventurer or partner may at any time have economic or business interests or goals that are inconsistent with those of a Private Fund, or may be in a position to take action contrary to the investment objectives of the Private Fund. The Private Fund may, in certain circumstances, also be liable for actions of its third-party coventurer or partner. In addition, the Private Fund's ability to exercise control or significant influence in connection with these cooperative arrangements may be limited and will depend on the nature of the relevant documentation.

"Widening" Risk: For reasons not necessarily attributable to any of the risks enumerated above (for example, supply/demand imbalances or other market forces), the prices of the instruments in

which the Private Funds invest may decline substantially. In particular, purchasing assets at what may appear to be “undervalued” levels is no guarantee that these assets will not be trading at even more “undervalued” levels at a time of valuation or at the time of sale. It may not be possible to predict, or to hedge against, “spread widening” and/or exogenous market risks.

Liquidity of Certain Investments: The Private Funds may invest in securities and other financial assets that are subject to legal or other restrictions on transfer or for which no liquid market exists. The market prices, if any, for these instruments tend to be volatile and Värde may not be able to sell them when it desires to do so or to realize what it perceives to be their fair value in the event of a sale. The sale of restricted and illiquid instruments often requires more time and may sell at a price lower than similar instruments that are not subject to restrictions on resale. Because the markets for these instruments are still evolving and contain a limited number of participants, their liquidity may be limited.

Broad Investment Charter; Competition: Each of the Private Funds managed by Värde has a broad investment charter, and there are only a few formal constraints on the type of investments in which a Private Fund may invest. There can be no guarantee that Värde will be able to identify a sufficient number of investment opportunities for each Private Fund to enable it to invest fully its capital in opportunities that satisfy such Private Fund’s investment objectives, or that such investment opportunities will lead to successful investments by such Private Fund. The activity of identifying, completing and realizing an attractive investment opportunity is highly competitive and involves a high degree of uncertainty. Värde will compete for the acquisition of investments with many other investors, some of which will have greater resources than Värde. Competitors may include other private investment funds as well as individuals, financial institutions and other institutional investors. Additional funds with similar investment objectives may be formed in the future by other unrelated parties. Increased competition for, or a reduction in the available supply of, qualifying investments could result in higher prices for, and thus lower yields on, investments. In addition, the availability of investment opportunities generally will be subject to market conditions as well as, in some cases, the prevailing regulatory or political climate. Moreover, as proceeds from the sale of a Private Fund’s initial investments are realized, the proceeds may be reinvested in investments of a kind other than those in which the Private Fund initially invested. Although in the past Värde has been successful in repositioning its investment focus to segments of the market that provided acceptable risk/reward relationships, there can be no assurance that Värde will be able to identify in the future new segments of the market providing returns that meet each Private Fund’s objectives or that such markets will exist.

Hedging Transactions: The distressed market in which the Private Funds invest is subject to fluctuations and the market value of any particular investment may be subject to substantial variation. The entire market, or particular financial assets traded on a market, may decline even if earnings or other factors improve because the prices of such assets are subject to numerous economic, political, procedural and other factors that have little or no correlation to the performance of a particular company. The Private Funds may use a variety of financial instruments, such as derivatives, options, interest rate swaps, caps and floors, futures and forward contracts, both for investment purposes and for risk management purposes. When used for hedging purposes, an imperfect or variable degree of correlation between price movements of the

derivative instrument and the underlying investment sought to be hedged may prevent the Private Funds from achieving the intended hedging effect or expose the Private Funds to risk of loss. Although the Private Funds may enter into hedging transactions to seek to reduce risk, such transactions may result in a poorer overall performance for the Private Funds than if they had not engaged in any such hedging transaction. Värde may determine not to hedge a position and may not identify all possible risks to hedge. Moreover, the Private Funds' portfolios will always be exposed to certain risks that cannot be hedged.

In connection with a hedging transaction, the Private Funds may be required to allocate funds or provide a credit line to be used as collateral for the margin capital of the hedge. Such a requirement would tie up a portion of the Private Funds' capital that would otherwise have been available for investment. This would cause the Private Funds to be less invested in their core investment strategy than they would have been absent such hedging transaction, and could possibly result in an adverse effect on the overall returns of the Private Funds.

### **Item 9 – Disciplinary Information**

Registered investment advisers are required to disclose all material facts regarding any material legal or disciplinary events that would be material to an evaluation of Värde or the integrity of Värde's management. Värde does not have any material legal or disciplinary events to disclose.

## **Item 10 – Other Financial Industry Activities and Affiliations**

### ***Other Investment Advisers/Sponsors of Private Investment Funds***

VMLP is the investment manager of each domestic Private Fund. The general partner of VMLP is Värde Management, Inc., a Delaware corporation.

VMLP is affiliated, and has material business relationships, with Värde Partners, L.P. (“VPLP”) and VMILP. VPLP is a Delaware limited partnership and serves as the direct or indirect general partner of each Private Fund. The general partner of VPLP is Värde Partners, Inc., a Delaware corporation (“VPI”). Please see Item 6 above regarding performance-based fees that may be paid by a Private Fund to its general partner. In addition, as disclosed above, the general partner of each Private Fund is generally required to invest at least 1% in each Private Fund.

VMILP is a Delaware limited partnership and a U.S. registered adviser that provides investment supervisory services to each Private Fund organized under the laws of the Cayman Islands. The general partner of VMILP is Värde Management International, Inc., a Delaware corporation.

The investment advisory and fund management business operated by Värde is governed by an Executive Committee, the members of which are George G. Hicks, Marcia L. Page, Jeremy D. Hedberg and Jason R. Spaeth. These executives, together with Rick J. Noel, Andrew P. Lenk, Ilfryn C. Carstairs and Ali M. Haroon, are Värde’s primary investment advisory professionals.

### ***Asset Managers***

Certain of the Private Funds have acquired, and may in the future acquire, interests in one or more asset managers that specialize in converting certain types of assets and portfolios into cash. These asset managers may also assist in acquisition and valuation activities. These investments have been structured to provide the Private Funds with a range of ownership interests in the asset manager (from minority interests to complete ownership). The board of directors (or its equivalent) of any such asset manager is generally comprised of representatives of third parties, while certain Värde employees may also sit on the board. Certain other control rights may also be retained by the related Private Funds to protect the investments made in or through the asset manager by such Private Funds. The asset managers enter into servicing relationships with the Private Funds (or their investments). All such services are performed by the asset manager’s personnel, not by personnel or other affiliates of Värde and Värde does not exercise day-to-day control over or management of the asset manager. Other than these indirect relationships, Värde itself has no ownership interests in asset managers that are material to its business. Going forward, certain of the Private Funds may acquire additional interests in one or more asset managers, including majority or complete ownership.

To the extent those Private Funds with an ownership interest in the asset manager hire such asset manager to provide services, a proportionate share of any benefits that accrue to the asset manager (including any servicing and origination fees) will also accrue to those Private Funds to the extent consistent with the terms of the asset manager’s organizational documents and the relevant financial agreements between such Private Funds and the asset manager. Having an

ownership in an asset manager may, however, create the potential for certain conflicts of interest. First, there is the potential incentive for Värde to pursue unsuitable or unnecessary investments on behalf a Private Fund and then have that Private Fund retain the asset manager in order to generate servicing fees for the asset manager. These additional servicing fees would benefit the Private Funds that have an ownership interest in the asset manager as well as indirectly benefit investors in such Private Funds (including, potentially, Värde's affiliates and employees). As a theoretical matter, to the extent the same Private Funds that have an ownership interest in the asset manager are making the unsuitable or unnecessary asset or portfolio investments, the potential benefit to such Private Funds of the asset manager's increased financial performance will likely always be outweighed by the downside risk resulting from the unnecessary or unsuitable investments. Therefore, the conflict is not realistic with respect to those Private Funds with an ownership interest in the asset manager.

If a situation were to arise in which certain Private Funds did not have an ownership interest in the asset manager but did have asset or portfolio servicing agreements with such asset manager, the conflict relating to unsuitable or unnecessary investments is more realistic. As a practical matter, however, Värde's suitability obligation with respect to all Private Fund investments (regardless of asset manager ownership) and its disciplined investment process mitigate any potential or actual conflict.

A second potential conflict relates to the decision to hire the asset manager. At least with respect to those Private Funds with an ownership interest, they have a financial interest in hiring the asset manager. Theoretically, such Private Funds could retain the asset manager even if it demonstrated poor performance or an inability to provide the services for which it had been retained. However, such poor performance or inability to perform would hurt the performance of the serviced fund assets or portfolios and so as a practical matter, presents no actual conflict. The same conclusion applies with respect to those conflicts that might arise were Värde to use its influence to retain such an asset manager on behalf of Private Funds without any ownership interest in the asset manager. In any event, given the importance of asset managers generally, Värde monitors the performance of all asset managers and conducts periodic on-site audits to ensure compliance with performance targets and contractual obligations. Värde applies the same standards in considering and reviewing third party asset managers as it does when considering and monitoring the asset managers in which the Private Funds have an ownership interest. Documentation of Värde's review and monitoring activities is maintained by Värde.

Finally, conflicts could arise if an asset manager owned by certain Private Funds breaches its servicing agreement, or otherwise fails to perform its responsibilities adequately, resulting in harm or damages to the Private Funds. In this type of situation with a third-party asset manager, the affected Private Funds would be free to pursue appropriate remedies, up to and including litigation. Where the asset manager is owned (in whole or in part) by the same Private Fund or other Private Funds advised by Värde, the affected Private Funds have a potential conflict in determining what action to take against the asset manager. Värde will seek to resolve these conflicts using its best judgment considering all factors it deems relevant including the best interests of each of the affected Private Funds. In addition, Värde may request that the third-party, non-Private Fund owners of the asset manager (if any) agree to indemnify and hold

harmless the Private Fund owners in connection with the asset manager's performance of its services.



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

### ***Code of Ethics***

Värde maintains a Code of Ethics (the “Code”) designed to reinforce the fiduciary principles that govern the conduct of Värde and its personnel. The Code, among other things, requires all employees to act with integrity, competence, dignity and in an ethical and professional manner.

The Code requires pre-clearance of personal securities transactions involving initial public offerings and limited offerings or private placement securities and requires personal securities transactions reporting and review. The Code also requires that employees direct their brokers to forward copies of all personal securities transactions confirmations as well as brokerage statements for every account in which they or their immediate family members have a beneficial interest. These confirmations and statements are submitted to and reviewed by the Chief Compliance Officer or her designee.

Requests for trading authorization will be denied when, among other reasons, the proposed personal transaction would be contrary to the provisions of the Code. In addition to the pre-clearance requirements, the Code contains several provisions that subject such personnel to various trading restrictions and reporting obligations. These include disclosure of accounts in which Värde’s personnel have a beneficial interest, and disclosure of conflicts of interests by investment personnel before making a recommendation to any Private Fund concerning a security in which the investment person has an interest. Reportable transactions are reviewed for compliance with the Code.

Because Värde does not prohibit employees from investing in the same securities in which the Private Funds invest (unless such securities are on Värde’s restricted list as discussed below, in which case no employees are allowed to transact in them), Värde reviews the periodic personal securities transactions and holdings reports in an effort to ensure that employees do not personally benefit from, or try to take advantage of, their knowledge of upcoming buys and sells within the Private Funds. As a general matter, given the nature of the Private Funds’ investments, employees will generally not be able to benefit personally from such knowledge.

The Code of Ethics also addresses the fiduciary duties expected of the persons subject to the Code, including gift and entertainment opportunity policies as well as charitable and political contribution policies. A copy of the Code is available to any investor or prospective investor upon request.

### ***Insider Trading***

Värde and its related persons may, from time-to-time, come into possession of material, nonpublic and other confidential information which, if disclosed, might affect an investor’s decision to buy, sell or hold a security. Under applicable law, Värde and its related persons are

prohibited from improperly disclosing or using such information for their own benefit or for the benefit of any other person, regardless of whether the other person is a Private Fund.

By reason of its responsibilities to the Private Funds and other investment activities, and notwithstanding procedural safeguards including restricted securities lists, Värde may acquire material nonpublic or other confidential information that would limit its ability to direct the purchase or sale of certain investments. Moreover, Värde may be restricted from initiating transactions in certain instruments or selling certain investments, due to its possession of material nonpublic or other confidential information, at a time when it would otherwise take such action. At times, Värde, in an effort to avoid investment restrictions with respect to the Private Funds, may elect not to receive information that other market participants or counterparties are eligible to receive or have received.

Any member, officer, director, or employee of Värde who fails to comply with the Code risks serious sanctions, including dismissal and personal liability.

### ***Additional Conflicts of Interest***

One or a subset of Private Funds may invest in assets that are eligible for purchase by the other Private Funds, which raises potential conflicts. Conflicts may also arise if a Private Fund makes an investment in which another Private Fund has already invested, including conflicts related to investing in different or overlapping levels of an entity's capital structure. For example, if a Private Fund is investing in debt securities, it may have an interest in restructuring these securities in a manner that another Private Fund, as an existing equity owner, may not find desirable. In addition, questions may arise as to whether payment obligations and covenants should be enforced, modified or waived, or whether debt should be refinanced. Decisions about what actions should be taken in a troubled situation, including whether or not to enforce claims, whether or not to advocate or initiate a restructuring or liquidation inside or outside of bankruptcy, and the terms of any work-out or restructuring raise conflicts of interest. A Private Fund may also participate in restructuring or recapitalization transactions (including those requiring additional investments of capital) involving companies in which other Private Funds have invested or may invest. These transactions may present conflicts of interest, including determinations of whether existing investors are being cashed out at a price that is higher or lower than market value and whether new investors are paying too high or low a price for the company or purchasing investments with terms that are more or less favorable than prevailing market terms. There can be no assurance that the return on one Private Fund's investments will not be less than the returns obtained by other Private Funds participating in the same overall capital structure.

Certain of the Private Funds may also make investments in entities or assets in which they have already invested (e.g., an additional investment) or that are held by other Private Funds. The purchase, holding or sale of these investments may enhance profitability of such investments to the related Private Funds.

To date, Värde has not made any investments alongside the Private Funds. As noted above, however, Värde (in its capacity as general partner) is required to invest at least 1% in each

Private Fund and qualified employees of Värde are also permitted to invest in certain of the Private Funds. Additional conflicting interests can arise in connection with these investments.

Värde will seek to resolve the additional conflicts of interest discussed above using its best judgment and in a manner that it believes to be fair and reasonable to the Private Funds in accordance with its duties as an investment adviser. Värde also believes that these conflicts of interest are mitigated by its allocation procedures and its disciplined investment process.

Värde serves as an investment adviser to more than one Private Fund. As a result, Värde employees may have conflicts in allocating their time and services among various accounts. Värde believes that over time, the amount of time and attention dedicated to each Private Fund will be approximately the same. In addition, Värde believes that its investment allocation methodology effectively mitigates the competing interests for the time and attention of Värde's resources.

## Item 12 – Brokerage Practices

### *Selection Criteria for Brokers-Dealers*

The primary selection criterion employed by Värde in connection with selecting brokers is their ability to provide best execution. In assessing best execution, and its overall broker relationships, Värde considers a variety of factors including trading cost, performance, trade settlement efficiency, availability of product and electronic communication proficiency. Värde generally gives primary consideration to obtaining the most favorable price and efficient execution. Värde may, however, pay a higher commission than would otherwise be necessary for a particular transaction when, in Värde's opinion, to do so would further the goal of obtaining the best available execution on an aggregate basis for the related investment. Commissions are negotiated with the broker on the basis of the quality and quantity of execution services that the broker provides, in light of generally prevailing commission rates with respect to any securities transactions involving a commission payment.

Värde may also use an Electronic Communications Network ("ECN") or Alternative Trading System ("ATS") to effect over-the-counter trades when, in Värde's judgment, the use of an ECN or ATS may result in equal or more favorable overall executions for the transactions. Värde will pay a commission to an ECN or ATS that, when added to the price, is believed to be better than the overall execution price that might have been attained trading "net" with a market maker.

Värde endeavors to be aware of current charges of eligible broker-dealers and to minimize the expense incurred for effecting portfolio transactions. Although Värde generally seeks competitive commission rates, it will not necessarily pay the lowest commission or commission equivalent. Transactions may involve specialized services or unique sourcing considerations on the part of the broker-dealer involved, resulting in higher commissions or their equivalents than would be the case with transactions requiring more routine services. The reasonableness of commissions is based on the broker's ability to provide professional services, competitive commission rates and other services that will help Värde in providing investment management services to clients. The limited availability of a particular investment may also impact the selection of a broker-dealer and the related commission.

Certain of the Private Funds participate in a loan that has been extended to a special purpose vehicle that is affiliated with a third party broker-dealer through which a limited number of Private Fund transactions are placed. Värde believes the broker-dealer does not directly benefit financially from the loan and the special purpose vehicle does not directly benefit financially from the broker-dealer's trading activity with the Private Funds. To the extent both the broker-dealer and the special purpose vehicle share a common parent entity, they may be deemed to benefit indirectly. However, the existence of the loan to the special purpose vehicle is not a factor in the selection of the broker-dealer to execute Private Fund transactions and Värde at all times seeks best execution of Private Fund transactions. Värde also specifically monitors its transactions with the broker-dealer firm in an effort to mitigate any potential conflicts of interest.

### ***Soft Dollar and Directed Brokerage Policies***

Värde may receive proprietary research from the broker-dealers with which it does business, although Värde does not request such research, does not have any arrangement to “pay up” for such research and does not consider such research when directing brokerage transactions for client accounts to broker-dealers. Värde does not receive third party research or any brokerage services (except proprietary research) paid for with client commissions. Should Värde decide to do so at some future time, Värde will adopt specific procedures for implementing any soft dollar policy it adopts. Värde also does not participate in directed brokerage commission arrangements and will not accept directed brokerage instructions from any investor.

### ***Cross Trades***

After their closing dates, the Private Funds may trade assets between the Private Funds (although to date they have rarely done so). Any such cross trades will generally be valued and priced at fair market value and will be conducted on terms as favorable to each Private Fund involved in the transaction as would be the case in a transaction with an independent third party and in accordance with any fiduciary obligation of Värde under applicable law.

### ***Allocation of Investment Opportunities***

Värde allocates investment opportunities to each Private Fund in a manner that in its judgment it believes to be appropriate and equitable in light of the investment objectives, liquidity, diversification and other similar factors applicable to the Private Funds. As a general practice, Värde endeavors to allocate investment opportunities pro rata among each of the actively investing Private Funds (assuming the investment satisfies the objectives of each) based on the amount of capital each has available for investment, and thereafter based on any investment restrictions that may be applicable to a particular Private Fund (e.g., asset restrictions). In certain cases, however, investment opportunities may be made available other than on a pro rata basis. For example, a Private Fund that has excess cash available for investment may receive an overweighted allocation on an investment. Similarly, a Private Fund that has limited cash for investment may receive an underweighted allocation (thereby preserving cash liquidity for collateral postings on existing investments, foreign exchange hedges or other short-term needs). In addition, allocations may not be made to a Private Fund that permits redemptions if redemptions have been requested or anticipated. Värde monitors allocations made on an other than pro rata basis in an effort to ensure that over time all Private Funds are treated fairly in light of their specific situations.

Trades are executed by approved traders. Generally, Värde purchases and sells the same securities for two or more Private Funds and may bunch orders where Värde deems this to be appropriate and consistent with Värde’s fiduciary duties. The decision to aggregate is only made after Värde determines that: it does not intentionally favor any Private Fund over another; it does not systematically advantage or disadvantage any Private Fund; Värde does not receive any additional compensation or remuneration solely as the result of the aggregation; and each participating Private Fund will receive the average investment price and will share pro rata in the transaction costs. When a bunched order is filled in its entirety, each participating Private Fund

will participate at the average investment price for the bunched order on the same business day. Transaction costs generally will be shared pro rata based on each Private Fund's participation in the bunched order. When a bunched order is only partially filled, the investments purchased generally will be allocated on a pro rata basis to each Private Fund participating in the bunched order based upon the initial amount requested for the Private Fund and each Private Fund will participate at the average investment price for the bunched order on the same business day.

Värde will evaluate any investment or allocation errors to ensure that they are corrected by the appropriate party. Värde identifies and corrects any investment and allocation errors affecting any Private Fund as expeditiously as possible. As a general practice, any error that results in a gain accrues to the benefit of the Private Fund in which the error was made; any error that results in a direct loss will be reimbursed to the Private Fund in which the error was made; and if more than one error is made in any given Private Fund within reasonable proximity of each other, any error resulting in a gain may be netted against any error resulting in a loss within the Private Fund in determining the net loss required to be reimbursed by Värde. However, in no event will gains and losses be netted across multiple Private Funds.

### **Item 13 – Review of Accounts**

Värde's investment and business professionals are responsible for ongoing diligence and reviews of investments entered on behalf of the Private Funds. These professionals review investments on a periodic basis, and in some cases as frequently as daily. Key items reviewed include comparing an investment's actual performance versus its anticipated performance.

An independent auditor annually audits each Private Fund's financial statements.

Each investor in a Private Fund generally receives monthly performance return information, capital statements, a quarterly letter, and a copy of the quarterly unaudited and annual audited financial statements for the Private Fund in which it invests.

## **Item 14 – Client Referrals and Other Compensation**

Värde has entered into an agreement with Lazard Freres & Co. LLC and Lazard & Co., Limited (collectively, “Lazard”) pursuant to which Lazard functions as a placement agent for Värde Investment Partners, L.P. and Värde Investment Partners (Offshore), Ltd. (collectively, the “VIP Funds”) and one or more separate accounts (each, a “Separate Account”). For this service, Lazard is paid ongoing fees that are offset against certain fees Lazard earns based on percentages of the capital commitments to the VIP Funds and any Separate Account by various categories of prospective investors. Under the agreement, Lazard will also be reimbursed for certain reasonable out-of-pocket charges. In providing services under the agreement, Lazard is operating as an independent contractor and provides no other service with respect to any of Värde’s other Private Funds. The agreement also contains standard representations as well as the agreement by Värde to indemnify Lazard in certain circumstances. Värde is providing this disclosure so that prospective investors in the VIP Funds or any Separate Account understand that Lazard has a financial interest in such prospective investors becoming investors in such vehicles. Prospective investors are encouraged to discuss this relationship with Lazard or Värde if they have any questions. Prospective investors that receive this disclosure and subsequently invest in the VIP Funds for which Lazard is serving as placement agent are deemed to have understood and consented to this conflict of interest. Prospective investors in any Separate Account will be provided with a copy of this Brochure and a separate written disclosure statement, as required by Rule 206(4)-3 under the Advisers Act.



## **Item 15 – Custody**

Värde does not serve as the qualified custodian of any of the assets owned by the Private Funds and does not maintain physical custody of any securities or cash owned by the Private Funds. However, Värde is deemed by the applicable regulatory rules to have constructive custody of the assets of each Private Fund. Värde satisfies the applicable regulatory requirements related to custody by, among other things, ensuring that each Private Fund is subject to an annual audit by an independent accounting firm that is registered and examined by the Public Company Accounting Oversight Board, and that audited financial statements for each Private Fund are provided to their respective investors within the applicable required time frame.

## **Item 16 – Investment Discretion**

Each Private Fund retains Värde to exercise broad investment discretion in accordance with the investment objectives and investment mandates of each Private Fund without investor consultation or consent, all as set forth in the applicable Offering Documents. This authority is established through the subscription documents completed and signed by each investor. The exercise of Värde's investment discretion includes (without limitation) the determination of:

- When to buy or sell.
- Which investments to buy or sell.
- The total amount of investments to buy or sell.
- The broker, dealer or other institution through which (or with which) investments are bought, sold or managed.
- The commission rates (or other fees) at which investment transactions are affected.
- The prices at which investments are to be bought or sold, which may include spreads, mark-ups, fees and transaction costs payable to one or more third parties.
- The amount of research and/or due diligence that may be conducted and whether the transaction may be pursued on an expedited basis.
- How to manage the investments after acquisition, including (for example) whether to pursue an activist role with respect to any investment or whether to engage an asset manager or other third party service provider.

## Item 17 – Voting Client Securities

Because Värde has the authority to vote the securities held by the Private Funds, it has adopted written proxy voting policies and procedures. These policies and procedures generally provide that Värde will vote investments for the exclusive benefit, and in the best economic interest, of the relevant Private Funds, as determined by Värde in good faith. Värde’s voting responsibilities will be exercised in a manner that is consistent with the general antifraud provisions of the Advisers Act, as well as with Värde’s fiduciary duties under federal and state law to act in the best interests of the Private Funds. Värde considers each issue presented in a proxy on its merits and votes on a case-by-case basis consistent with the Private Funds’ best economic interests. On occasion, Värde may determine not to vote a particular proxy. This may be done, for example where: (1) the cost of voting the proxy outweighs the potential benefit derived from voting; (2) a proxy is received with respect to investments that have been sold before the date of the relevant meeting and are no longer held in a client account; (3) the terms of an applicable securities lending agreement prevent Värde from voting with respect to a loaned security; (4) despite reasonable efforts, Värde receives proxy materials without sufficient time to reach an informed voting decision and vote the proxies; or (5) the terms of the investment or any related agreement or applicable law preclude Värde from voting. It is possible Värde may have a conflict of interest in connection with voting on a particular matter. If a conflict exists that cannot be otherwise addressed, Värde may choose one of several options including: (1) voting in accordance with its standard proxy procedures, if it involves little or no discretion; (2) voting as recommended by a third party service, if employed by Värde; (3) “echo” or “mirror” voting the proxies in the same proportion as the votes of other proxy holders that are not Värde clients; (4) if possible, erecting information barriers around the person or persons making the voting decision sufficient to insulate the decision from the conflict; or (5) abstaining from voting. A copy of Värde’s written proxy voting policies and procedures as well as information on how proxies were voted for the Private Fund in which they have invested is available to any investor upon request.

## **Item 18 – Financial Information**

Each registered investment adviser is required to disclose whether it has any financial condition that could impair its ability to meet its contractual commitments to its clients, and whether it has been the subject of a bankruptcy proceeding. Värde does not have any adverse financial conditions to disclose and has not been the subject of a bankruptcy proceeding.