



**ITEM 1: COVER PAGE**

**FORM ADV 2A**

**BTG Pactual Asset Management US, LLC**

601 Lexington Avenue  
New York NY 10022

[www.btgpactual.com](http://www.btgpactual.com)

March 31, 2012

*This brochure provides information about the qualifications and business practices of BTG **Pactual Asset Management US, LLC** ("BTG" or the "Adviser"). If you have any questions about the contents of this brochure, please contact us at 212-293-4600. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission ("SEC") or by any state securities authority. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or any state securities authorities. BTG may refer to itself as a "registered investment adviser" or "RIA". You should be aware that registration with the SEC or a state securities authority does not imply a certain level of skill or training. Additional information about BTG is also available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).*



## **Item 2: Material Changes**

The last annual update of this Brochure was filed by BTG Pactual Asset Management US, LLC (“BTG,” the “Adviser”) with the SEC on March 28, 2011. Please review carefully the following material changes that have been made since the last annual update:

- BTG converted its corporate structure from a New York, Corporation to a Delaware, Limited Liability Company.
- BTG underwent an internal corporate restructuring whereby BTG’s parent company BTG Pactual Holding Internacional S.A. was replaced by BTG Pactual NY Corporation as the 100% owner of BTG.

Please note that the foregoing represents only material changes made since the March 28, 2011 annual updating amendment to this Brochure.



- **Important Note about this Brochure**

**This Brochure is not:**

- **an offer or agreement to provide advisory services to any person**
- **an offer to sell interests (or a solicitation of an offer to purchase interests) in any Fund**
- **a complete discussion of the features, risks or conflicts associated with any Fund or Advisory Service**
- **to be relied on in determining whether to invest or establish an advisory relationship**

As required by the Investment Advisers Act of 1940, as amended (“Advisers Act”), BTG provides this Brochure to current and prospective clients and may also, in its discretion, provide this Brochure to current or prospective investors in a BTG Fund, together with other relevant offering materials (such as subscription agreements, offering memoranda, operating agreements or advisory contracts), prior to, or in connection with, such persons’ establishment or consideration of an investment advisory relationship with BTG or an investment in a BTG Fund. Additionally, this Brochure is available through the Securities and Exchange Commission’s (“SEC’s”) Investment Adviser Public Disclosure website.

Although this publicly available Brochure describes investment advisory services and products of BTG, persons who receive this Brochure (whether or not from BTG ) should be aware that it is designed solely to provide information about BTG as necessary to respond to certain disclosure obligations under the Advisers Act. As such, the information in this Brochure may differ from information provided in relevant offering materials. In addition, more complete information about each BTG Fund, as well as BTG’s investment advisory services, is included in relevant offering materials, certain of which may be provided to current and eligible prospective clients or investors only by BTG or an Administrator or Placement Agent. To the extent that there is any conflict between discussions herein and similar or related discussions in any offering materials, the relevant offering materials shall govern and control.

### Item 3: Table of Contents

<b>ITEM 1: COVER PAGE .....</b>	<b>1</b>
<b>ITEM 2: MATERIAL CHANGES.....</b>	<b>2</b>
<b>ITEM 3: TABLE OF CONTENTS .....</b>	<b>4</b>
<b>ITEM 4: ADVISORY BUSINESS.....</b>	<b>6</b>
a) <i>Background.....</i>	<i>6</i>
b) <i>Advisory Services.....</i>	<i>6</i>
c) <i>Principal Investment Strategies .....</i>	<i>6</i>
d) <i>Tailored Advice and Client-Imposed Restrictions .....</i>	<i>7</i>
e) <i>Wrap Fee Disclosure .....</i>	<i>7</i>
f) <i>Assets Under Management .....</i>	<i>7</i>
<b>ITEM 5: FEES AND COMPENSATION.....</b>	<b>8</b>
a) <i>Compensation .....</i>	<i>8</i>
b) <i>Billing.....</i>	<i>8</i>
c) <i>Other Expenses .....</i>	<i>8</i>
b) <i>Sales-based Compensation .....</i>	<i>9</i>
<b>ITEM 6: PERFORMANCE BASED FEES AND SIDE-BY-SIDE MANAGEMENT.....</b>	<b>10</b>
<b>ITEM 7: TYPES OF CLIENTS.....</b>	<b>11</b>
<b>ITEM 8: METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS .....</b>	<b>12</b>
a) <i>Methods of Analysis &amp; and Investment Strategies.....</i>	<i>12</i>
d) <i>Material Risks Associated with the Investment Strategies.....</i>	<i>12</i>
<b>ITEM 9: DISCIPLINARY INFORMATION .....</b>	<b>19</b>
a) <i>Criminal or civil action.....</i>	<i>19</i>
b) <i>Administrative proceeding.....</i>	<i>19</i>
c) <i>Self-regulatory organization (SRO) proceeding.....</i>	<i>19</i>
<b>ITEM 10: OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS .....</b>	<b>20</b>
a) <i>Registered Broker-Dealer or Registered Representative .....</i>	<i>20</i>
b) <i>FCM, CPO, CTA or Associated Person .....</i>	<i>20</i>
c) <i>Material Business Relationships with Certain Related Persons .....</i>	<i>20</i>
d) <i>Recommendation and Selection of Other Investment Advisers .....</i>	<i>20</i>
<b>ITEM 11: CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING.....</b>	<b>21</b>
a) <i>Code of Ethics.....</i>	<i>21</i>
b) <i>Participation or Interests in Client Transactions.....</i>	<i>21</i>
c) <i>Investment in Securities Recommended to Clients .....</i>	<i>21</i>
d) <i>Investment in Securities at or about the Same Time Recommended to Clients .....</i>	<i>21</i>

<b>ITEM 12: BROKERAGE PRACTICES .....</b>	<b>22</b>
a) <i>Selection of Broker-Dealers.....</i>	22
b) <i>Soft-Dollars Arrangement.....</i>	22
c) <i>Brokerage for Client Referrals .....</i>	22
d) <i>Directed Brokerage.....</i>	22
e) <i>Aggregation (Bunching) of Trades .....</i>	23
<b>ITEM 13: REVIEW OF ACCOUNTS.....</b>	<b>24</b>
a) <i>Periodic Account Review .....</i>	24
b) <i>Client Reports .....</i>	24
<b>ITEM 14: CLIENT REFERRALS AND OTHER COMPENSATION.....</b>	<b>25</b>
<b>ITEM 15: CUSTODY .....</b>	<b>26</b>
<b>ITEM 16: INVESTMENT DISCRETION .....</b>	<b>27</b>
<b>ITEM 17: VOTING CLIENT SECURITIES.....</b>	<b>28</b>
a) <i>Proxy Voting Authority.....</i>	28
b) <i>Client Proxy Voting Authority .....</i>	28
<b>ITEM 18: FINANCIAL INFORMATION OF THE ADVISER .....</b>	<b>29</b>
a) <i>Financial Disclosures.....</i>	29
b) <i>Material Financial Impairment .....</i>	29
c) <i>Bankruptcy Petitions.....</i>	29



## **ITEM 4: Advisory Business**

### *a) Background*

BTG Pactual Asset Management US, LLC (the “Firm” or “BTG”) is a New York Limited Liability Company formed in 2011 which succeeded BTG Pactual US Asset Management Corp. founded in 2008. BTG is a wholly owned subsidiary of BTG Pactual Global Asset Management Ltd., an investment adviser itself wholly owned by BTG Investments LP, an investments company incorporated under the laws of Bermuda. BTG Investments LP currently has approximately one billion dollars in assets under management. BTG is a sub advisor to the funds managed by BTG Pactual Global Asset Management Ltd.

### *b) Advisory Services*

BTG is a sub advisor to the funds managed by BTG Pactual Global Asset Management Ltd. BTG provides non-discretionary investment advisory services to institutional clients on an individually segregated account basis and within its Wealth Management Group. All investment advisory services are based on each Client's individual needs, stated objectives and guidelines. A robust internal operational and risk management infrastructure, the independent external audit of all funds together with regular and transparent investor communication provide investors with a high level of comfort in the management of their assets.

### *c) Principal Investment Strategies*

BTG provides a wide range of both traditional and alternative investment products to both US and Non-US investors. The funds seek to achieve their investment objective through the use of a diverse range of strategies that are focused on themes related to global macroeconomic conditions and strategies targeting specific emerging markets, countries or issuers. The strategies that are currently part of the investment approach include fundamental equity long/short, currencies, merger arbitrage, event driven and special situations, corporate and sovereign debt, credit long/short, distressed debt trading, fixed income relative value and mortgage and asset backed securities. However, BTG acting as one of the sub advisors, specifically pursues a more focused fixed income investment strategy and invests in a wide range of asset classes including, but not limited to, U.S. Treasuries, MBS, ABS, Swaps and foreign bonds.

The firm currently focuses on an “absolute return” approach to investing rather than an index approach and use active portfolio management to achieve results. The firm employs a dual top down and bottom up approach to identify investment opportunities. Investment decisions are based on both fundamental micro as well as macro analysis that include a review of the regional and global economic situation, asset flows and other macro indicators. In addition to its focus on emerging markets, the strategy uses global macroeconomic themes.



*d) Tailored Advice and Client-Imposed Restrictions*

Each Fund managed by BTG has its own investment objectives, strategies and restrictions. Certain BTG Funds may focus on a narrow investment strategy while others may pursue a broader investment strategy. BTG prepares offering materials with respect to each BTG Fund that contain more detailed information, including a description of the investment objective and strategy or strategies employed and related restrictions

While Separate Accounts may be reasonably tailored based on the individual needs of a Client, as agreed to with BTG, the BTG Funds will not be tailored to meet the individualized investment needs of any particular investor (“Investor”). An investment in a BTG Fund does not create a client-adviser relationship between BTG and an Investor. Further discussion of the strategies, investments and risks associated with a BTG Fund or Separate Account management is included in the relevant materials for each type of Client.

Clients and Investors must consider whether a particular Fund or advisory relationship is appropriate to their own circumstances based on all relevant factors including, but not limited to, the Client’s or Investor’s own investment objectives, liquidity requirements, tax situation and risk tolerance. Prospective Clients and Investors are strongly encouraged to undertake appropriate due diligence, including but not limited to a review of relevant offering materials for the Funds and the additional details about BTG’s investment strategies, methods of analysis and related risks in Item 8 of this Brochure, before making an investment decision.

*e) Wrap Fee Disclosure*

Not applicable.

*f) Assets Under Management*

As of December 31, 2011 the Adviser had \$114.5 billion in Regulatory Assets Under Management.



## **ITEM 5: FEES AND COMPENSATION**

### *a) Compensation*

#### **Funds**

Fund Management fees are generally 2% of assets under management and are, in general, payable after the end of each quarter. Fees are based on the market value of the securities and cash in the portfolio on the appraisal date of the account. Investment management and performance fees are negotiable. They may differ based on account size, strategy and complexity. Performance fees are generally 20% of any increase of the asset value over and above a target percentage rate.

#### **Separately Managed Account Fees**

*Wealth Management Group Segregated Accounts:* Fees are based on the revenue generated by the clients with the custodian banks. 50% of these revenues will be paid after the end of each quarter to BTG.

*Other Segregated Accounts:* Management fees are generally 2% of asset under management and are, in general, payable after the end of each quarter. Fees are generally based on the market value of the securities and cash in the portfolio on the appraisal date of the account. They may differ based on account size, strategy and complexity. Performance fees are generally 20% based on a percent increase of asset value over and above a target percentage rate. Investment management and performance fees are negotiable.

*Compensation, Redemption & Terminations:* Client redemptions are subject to the vehicle or form of investment in which the assets are held. Segregated account clients may redeem at any time with written notice to BTG. Clients invested in funds traded on a foreign exchange may redeem by written notice to the Fund Administrator. Hedge Fund and other Private Fund clients are subject to redemption requirements as set forth in the Fund Prospectus which typically limit redemptions to once a Quarter with advance notice of 30 to 45 days. Advisory agreements may be terminated by either party at any time upon written notice to the other party.

### *b) Billing*

Fees are automatically deducted from the Funds. Separate Account Clients are billed for fees incurred.

### *c) Other Expenses*





Clients may incur other expenses separate and apart from the Firm's investment management and performance fees. These expenses typically include custody fees, trading and brokerage service fees, other transaction fees, and/or other expenses associated with the Fund or investment vehicle in which assets are invested.

*a) Advance Billing*

With respect to the BTG Funds the management fee is payable quarterly in advance. Investors in the Funds who withdraw will generally not be refunded any portion of the management fee payable for that calendar quarter. With respect to managed accounts, management fees may be paid quarterly or monthly, in advance or in arrears, as agreed on with the Client. For Separate Accounts that are terminated prior to the end of the period, fees paid in advance will be refunded only if agreed to by the parties.

*b) Sales-based Compensation*

Neither the Adviser nor any of its employees or affiliates accepts additional compensation for the sale of securities or other services or other investment services or products.



#### **ITEM 6: Performance Based Fees and Side-by-Side Management**

The Firm charges all clients Performance Fees, i.e. a fee based on a share of capital gains on or capital appreciation of the client's assets under management. Performance-based compensation may create an incentive for the Firm to make investments that are riskier or more speculative than would be the case in the absence of the performance-based compensation. In addition, the performance on which performance-based compensation is calculated will include unrealized appreciation and depreciation of investments that may not ultimately be realized.



## **ITEM 7: TYPES OF CLIENTS**

BTG provides investment advisory services to private investment funds, organized as limited partnerships, limited liability companies, or other legal entities, in which investors are accredited investors or qualified clients. These private funds are not registered under federal securities laws and typically utilize sophisticated investment strategies and proprietary investment models.

In addition, BTG provides discretionary and non-discretionary investment advisory services to institutional clients on an individually segregated account basis and within its Wealth Management Group. The Firm's separately managed accounts may include pension funds, insurance companies, banks, foundations, endowments, trusts, estates, family offices and other institutions. Investors in the collective investment vehicles primarily include US and non-US individuals, estates, charitable organizations, banks and corporations.

The minimum dollar amount of assets ordinarily required for the establishment of an investment advisor account is \$1,000,000. Smaller accounts may be accepted on an accommodation basis or when it is deemed likely that the minimum dollar size will be achieved within a reasonable period of time.



## **ITEM 8: METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS**

### *a) Methods of Analysis & Investment Strategies*

A dual top-down and bottom-up approach is utilized to identify investment opportunities. Investment decisions are based on both micro and macro analysis of the local, regional and global economic environment, asset flows and other indicators. More information is provided in each Fund's offering document. Investors should read the offering document carefully before investing.

The Firm seeks to generate absolute returns for its clients by investing in a wide range of investment vehicles, including both traditional and alternative investment products. These include U.S. Treasuries, ABS, Swaps, Foreign Bonds and U.S. RMBS (Residential Mortgage Backed Security) which may be issued and guaranteed by a U.S. government sponsored entity (GSE) or be issued by an entity other than a GSE. Clients and investors are encouraged to read the prospectus or other offering documents of each fund or investment vehicle, which contains important information about the investment strategies, methods of analysis and risks of each fund, before investing.

### *d) Material Risks Associated with the Investment Strategies*

Investing in securities in general involves risk of loss that clients should be prepared to bear. Each BTG fund has risks which are specific to its particular investment strategies. For more information about the risks of each fund, please see the offering memorandum for that particular fund. Generally, however, investors in BTG managed funds are exposed to the following risks:

#### *Risks of Investments in Securities Generally*

All securities investments risk the loss of capital. No guarantee or representation is made that the Fund's investment program will be successful. The investment program will involve, without limitation, risks associated with limited diversification, leverage, interest rates, currencies, volatility, tracking risks in hedged positions, security borrowing risks in short sales, credit deterioration or default risks, systems risks and other risks inherent in the Fund's activities. Certain investment techniques of the Fund can, in certain circumstances, magnify the impact of adverse market moves to which the Fund may be subject. In addition, the Fund's investment in securities may be materially affected by conditions in the financial markets and overall economic conditions occurring globally and in particular countries or markets where the Fund may invest its assets.

The Fund's methods of minimizing such risks may not accurately predict future risk exposures. Risk management techniques are based in part on the observation of historical market behavior, which may not predict market divergences that are larger than historical indicators. Also, infor-



mation used to manage risks may not be accurate, complete or current, and such information may be misinterpreted.

### Emerging Markets Risks

The Fund may invest in issuers located or doing substantial business in emerging market countries. Because of less developed markets and economies and, in some countries, less mature governments and governmental institutions, the risks of investing in securities of issuers domiciled or doing substantial business in emerging market countries can be intensified. These risks include: high concentration of market capitalization and trading volume in a small number of issuers representing a limited number of industries, as well as a high concentration of investors and financial intermediaries; political and social uncertainties; over-dependence on exports, especially with respect to primary commodities, making these economies vulnerable to changes in commodity prices; overburdened infrastructure and obsolete or unseasoned financial systems; environmental problems; less developed legal systems; and less reliable custodial services and settlement practices. Investments in these markets or denominated in non-U.S. currencies also pose currency exchange risks (including blockage, devaluation and non-exchangeability) as well as a range of other potential risks which could include, depending on the country involved, expropriation, confiscatory taxation, illiquidity, price volatility and market manipulation. In addition, less information may be available regarding non-U.S. issuers and non-U.S. companies may not be subject to accounting, auditing and financial reporting standards and requirements comparable to or as uniform as those of U.S. companies. Further, non-U.S. securities markets may not be as liquid as U.S. markets. Transaction costs of investing outside the U.S. are generally higher than in the U.S. Higher costs result because of the cost of converting a foreign currency to dollars, the payment of fixed brokerage commissions on some foreign exchanges and the imposition of transfer taxes or transaction charges by non-U.S. exchanges. There is generally less government supervision and regulation of exchanges, brokers and issuers than there is in the U.S. and there is greater difficulty in taking appropriate legal action in non-U.S. courts. Non-U.S. markets also have different clearance and settlement procedures which in some markets have at times failed to keep pace with the volume of transactions, thereby creating substantial delays and settlement failures that could adversely affect the Fund's performance.

### Market Volatility

The profitability of the funds depends on the Investment Manager correctly assessing the future price movements of bonds and other financial instruments and the movements of interest rates. There is no guarantee that the Investment Manager will be successful in accurately predicting those prices and interest rate movements. In particular the funds may be materially and adversely affected even if the Investment Manager correctly evaluates the intrinsic or fundamental value of its portfolio investments if the overall fixed income market experiences dramatic reversals or swings in volatility. Any such market behavior will be especially difficult for a fund if it is significantly leveraged at such time or is in the process of honoring substantial withdrawals.



### Limited Diversification

In the normal course of making investments on behalf of the Fund, the Advisor may, but is not obligated to, diversify their investments. However, the Fund's portfolios could become significantly concentrated, for example, in any one issuer, industry, sector, strategy, country or geographic region, and such concentration of risk may increase any losses suffered by the Fund. In addition, it is possible that the Advisor may select investments that are concentrated in a limited number or type of financial instruments. This limited diversity could expose the Fund to losses disproportionate to market movements in general if there are disproportionately greater adverse price movements in those financial instruments.

### Leverage and Financing Risk

The Master Fund may leverage its capital because the Advisor believes that the use of leverage may enable the Master Fund to achieve a higher rate of return. Accordingly, the Master Fund may pledge its securities in order to borrow additional funds for investment purposes. The Master Fund may also leverage its investment return with options, short sales, swaps, forwards and other derivative instruments. The amount of borrowings which the Master Fund may have outstanding at any time may be substantial in relation to their capital. The Feeder Fund does not employ leverage directly. While leverage presents opportunities for increasing total returns, it has the effect of potentially increasing losses as well. Accordingly, any event which adversely affects the value of an investment would be magnified to the extent the investment is leveraged. The cumulative effect of the use of leverage by the Master Fund in a market that moves adversely to its investments could result in a substantial loss to the Master Fund, which would be greater than if the Master Fund were not leveraged. In general, the anticipated use of short-term margin borrowings results in certain additional risks to the Master Fund. For example, should the securities pledged to brokers to secure the Master Fund's margin accounts decline in value, the Master Fund could be subject to a "margin call," pursuant to which the Feeder Fund or the Master Fund must either deposit additional funds or securities with the broker or suffer mandatory liquidation of the pledged securities to compensate for the decline in value. In the event of a sudden drop in the value of the Master Fund's assets, the Master Fund might not be able to liquidate assets quickly enough to satisfy its margin requirements. The Master Fund may enter into repurchase and reverse repurchase agreements. When the Master Fund enters into a repurchase agreement, it "sells" securities issued by the U.S. or a non-U.S. government, or agencies thereof, to a broker-dealer or financial institution, and agrees to repurchase such securities for the price paid by the broker-dealer or financial institution, plus interest at a negotiated rate. In a reverse repurchase transaction, the Master Fund "buys" securities issued by the U.S. or a non-U.S. government, or agencies thereof, from a broker-dealer or financial institution, subject to the obligation of the broker-dealer or financial institution to repurchase such securities at the price paid by the Master Fund, plus interest at a negotiated rate. The use of repurchase and reverse repurchase agreements by the Master Fund involves certain risks including that the seller under a reverse repurchase



agreement defaults on its obligation to repurchase the underlying securities. Disposing of the security in such case may involve costs to the Master Fund.

#### Counterparty Risk

Some of the markets in which the Fund may effect transactions are "over-the-counter" or "inter-dealer" markets. The participants in such markets are typically not subject to credit evaluation and regulatory oversight as are members of "exchange-based" markets. This exposes the Fund to the risk that a counterparty will 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 the Fund to suffer a loss. Such "counterparty risk" is accentuated for contracts with longer maturities where events may intervene to prevent settlement, or where the Fund has concentrated its transactions with a single or small group of counterparties. Following the bankruptcy of Lehman Brothers Holdings Inc. on September 15, 2008, there has been significant unwinding of open credit default swap positions and continued market turmoil, which has placed increased strain on the broker-dealer business model, which may create additional counterparty risks for the Fund. The Fund is not restricted from dealing with any particular counterparty or from concentrating any or all of its transactions with one counterparty. Moreover, the Fund's internal credit functions, which evaluate the creditworthiness of its counterparties, may prove insufficient. The lack of a complete and "foolproof" evaluation of the financial capabilities of the Fund's counterparties and the absence of a regulated market to facilitate settlement may increase the potential for losses by the Fund.

#### Equity Securities

The Fund's investment portfolios may include long and short positions in equity securities of U.S. and non-U.S. listed companies. Equity securities fluctuate in value in response to many factors, including, among others, the activities and financial condition of individual companies, the business market in which individual companies compete, industry market conditions, interest rates and general economic environments. In addition, events such as the domestic and international political environments, terrorism and natural disasters, may be unforeseeable and contribute to market volatility in ways that may adversely affect investments made by the Fund.

#### Distressed Securities

The Fund may invest in "below investment grade" securities and obligations of issuers in weak financial condition, experiencing poor operating results, having substantial capital needs or negative net worth, facing special competitive or product obsolescence problems, including companies involved in bankruptcy or other reorganization and liquidation proceedings. These securities are likely to be particularly risky investments although they also may offer the potential for correspondingly high returns. Among the risks inherent in investments in troubled entities is the fact that it frequently may be difficult to obtain information as to the true condition of such issuers. Such investments may also be adversely affected by laws relating to, among other things, fraudulent transfers and other voidable transfers or payments, lender liability and the bankruptcy court's power to disallow, reduce, subordinate or disenfranchise particular claims. Such companies' se-

curities may be considered speculative, and the ability of such companies to pay their debts on schedule could be affected by adverse interest rate movements, changes in the general economic climate, economic factors affecting a particular industry or specific developments within such companies. In addition, there is no minimum credit standard that is a prerequisite to the Fund's investments in any instrument, and a significant portion of the obligations and securities in which the Fund invests may be less than investment grade. The level of analytical sophistication, both financial and legal, necessary for successful investment in companies experiencing significant business and financial difficulties is unusually high. There is no assurance that the Advisor will correctly evaluate the value of the assets collateralizing the Fund's investments or the prospects for a successful reorganization or similar action. In any reorganization or liquidation proceeding relating to a company in which the Fund invests, the Fund may lose its entire investment, may be required to accept cash or securities with a value less than their original investment and/or may be required to accept payment over an extended period of time. Under such circumstances, the returns generated from the Fund's investments may not compensate the shareholders adequately for the risks assumed. In liquidation (both in and out of bankruptcy) and other forms of corporate reorganization, there exists the risk that the reorganization either will be unsuccessful (due to, for example, failure to obtain requisite approvals), will be delayed (for example, until various liabilities, actual or contingent, have been satisfied) or will result in a distribution of cash or a new security the value of which will be less than the purchase price to the Fund of the security in respect to which such distribution was made. In certain transactions, the Fund may not be "hedged" against market fluctuations, or, in liquidation situations, may not accurately value the assets of the company being liquidated. This can result in losses, even if the proposed transaction is consummated.

#### *Risks Related to Investments in RMBS Positions*

RMBS are generally securities backed by mortgages on real property or interests therein having a residential use. RMBS are subject to particular risks, including a lack of standardized terms, uncertainty of payments of principal and interest, and illiquidity of secondary markets. Additional risks may be presented by the type and use of a particular residential property. Principal and interest payments on residential mortgages are uncertain and are subject to various risks, including: changes in general or local economic conditions and/or specific industry segments; declines in real estate values; availability of financing; declines in rental or occupancy rates; increases in interest rates, real estate tax rates and other operating expenses; changes in governmental rules, regulations and fiscal policies; acts of God; terrorist threats and attacks and social unrest and civil disturbances. The exercise of remedies and successful realization of liquidation proceeds relating to RMBS securities may be highly dependent on the performance of the servicer or special servicer. There may be a limited number of special servicers available, particularly those that do not have conflicts of interest.





### Limited Liquidity

An investment in the Shares provides limited liquidity. Shares are not freely transferable and a Shareholder generally may only redeem its Shares upon giving at least 30 calendar day's prior written notice on the last calendar day of each calendar quarter. Further, the Board of Directors of the Feeder Fund, acting upon the recommendation of the Advisor, may suspend any one or more of (a) determination of Net Asset Value, (b) subscriptions for Shares, (c) redemptions and/or (d) payments (in whole or in part) of any amounts due to redeeming Shareholders when, among other things the disposal of part or all of the Fund's assets and liabilities, or the determination of Net Asset Value, in the opinion of the Board of Directors of the Feeder Fund would not be reasonably practicable or would be seriously prejudicial to the Shareholders who are not redeeming. The Board of Directors of the Feeder Fund, acting upon the recommendation of the Advisor, may postpone a Redemption Date if, among other things, the Advisor or the Board of Directors of the Feeder Fund believes that it is not reasonably practicable to value a material portion of the Fund's assets. In each case, the General Partner may make similar determinations with respect to the Master Fund. The payment of redemption proceeds by the Feeder Fund is subject to the Feeder Fund's receipt of sufficient proceeds from the Master Fund. An investment in the Shares is suitable only for sophisticated investors that do not need liquidity with respect to their investment.

### Illiquid Portfolio Instruments

Although not central to its investment strategy, the Fund may invest part of its assets in investments in illiquid funds or securities, or funds or securities that do not have a readily ascertainable market value or should be held until the resolution of a special event or circumstances. The Fund may not be able to readily dispose of such investments and, in some cases, may be contractually prohibited from disposing of such investments for a specified period of time.

### Debt Securities Generally

The Fund expects to invest in private and government debt securities and instruments. It is likely that many of the debt instruments in which the Fund invests may be unrated, and whether or not rated, the debt instruments may have speculative characteristics. The issuers of such instruments (including sovereign issuers) may face significant ongoing uncertainties and exposure to adverse conditions that may undermine the issuer's ability to make timely payment of interest and principal. Such instruments are regarded as predominantly speculative with respect to the issuer's capacity to pay interest and repay principal in accordance with the terms of the obligations and involve major risk exposure to adverse conditions. In addition, an economic recession could severely disrupt the market for most of these securities and may have an adverse impact on the value of such instruments. It is also likely that any such economic downturn could adversely affect the ability of the issuers of such securities to repay principal and pay interest thereon and increase the incidence of default for such securities.



*ABS and MBS — General*

The investment characteristics of asset-backed securities ("**ABS**") and mortgage-backed securities ("**MBS**") differ from traditional debt securities. Among the major differences are that interest and principal payments are made more frequently, usually monthly, and that the principal may be prepaid at any time because the underlying loans or other assets generally may be prepaid at any time.

**ITEM 9: DISCIPLINARY INFORMATION**

The Firm and its supervised persons have not been involved in any legal or disciplinary events that are material to a client's or potential client's evaluation of our advisory business or the integrity of the Firm's management.

*a) Criminal or civil action*

None

*b) Administrative proceeding*

None

*c) Self-regulatory organization (SRO) proceeding*

None



## **ITEM 10: OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS**

### *a) Registered Broker-Dealer or Registered Representative*

Not Applicable

### *b) FCM, CPO, CTA or Associated Person*

Not applicable.

### *c) Material Business Relationships with Certain Related Persons*

1. BTG is affiliated through common control with the following entities that act as General Partners of funds advised by BTG:

- BTG Pactual GEMM GP Ltd.
- BTG Pactual Distressed Mortgage G.P. Ltd.
- BTG Pactual Carry LP

2. BTG is affiliated with BTG Pactual Global Asset Management Ltd, an investment adviser that acts as the a primary adviser of fund portfolios sub-advised by BTG.

3. BTG is affiliated through common ownership the following entities that act as co-advisers to fund portfolios managed by BTG:

- BTG Pactual Asia Ltd
- BTG Pactual Asset Management S.A. DTVM
- BTG Pactual Europe LLP

### *d) Recommendation and Selection of Other Investment Advisers*

Not applicable.



## **ITEM 11: CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING**

### *a) Code of Ethics*

Securities industry regulations require that advisory firms provide their clients with a general description of the advisory firm's Code of Ethics. BTG has adopted a Code of Ethics in compliance with 204A-1 in reference to the firm's controls over personal trading that sets forth the governing ethical standards and principles of the Adviser. It also describes BTG's policies regarding the protection of confidential information, including the review of the personal securities accounts of certain personnel of BTG for evidence of manipulative trading, trading ahead of clients, insider trading, trading restrictions, training of personnel and record-keeping. Clients or prospective clients may obtain a copy of the Code of Ethics by contacting us by e-mail at 212-293-4600 or [funds@btgpactual.com](mailto:funds@btgpactual.com).

### *b) Participation or Interests in Client Transactions*

BTG, its officers, members and employees may invest in certain funds for which the Firm serves as investment manager or adviser. Besides owning interests in the same funds, however, no person related with the Firm is permitted to buy from, sell to, borrow from or lend to a client.

### *c) Investment in Securities Recommended to Clients*

BBIP's Supervised Persons are specifically prohibited from using their knowledge about pending transactions or investments currently being considered for personal profit, including by purchasing or selling such securities directly or indirectly. Further, as noted above, all Access Persons (as defined in the Code, and which includes Supervised Persons meeting certain further criteria) must submit quarterly transactions reports detailing personal securities transactions. Such reports will be reviewed by the CCO or the CCO's designee to ensure compliance with the Code.

The Firm's Code of Ethics requires each officer and employee of the Firm with access to clients investments or portfolio information (each an "Access Person") to report quarterly theirs and their immediate family member's securities transactions and their securities holdings annually. The Firm's Chief Compliance Officer monitors the trading activity of the Firm's personnel in order to prevent violations of the Code of Ethics.

### *d) Investment in Securities at or about the Same Time Recommended to Clients*

See Part 11(c) above.



## **ITEM 12: BROKERAGE PRACTICES**

### *a) Selection of Broker-Dealers*

The Firm has no obligation to deal with any particular broker-dealer in the execution of transactions for its clients. In selecting broker-dealers with whom to place orders for purchases and sales of securities on behalf of our clients, the Firm's primary objective is to obtain best price and execution – that is, prompt, errorless, execution of orders at the most favorable prices reasonably obtainable. In doing so, the Firm considers a number of factors, including, without limitation:

- the overall direct net economic result to the client (including commissions, which may not be the lowest available but which ordinarily will not be higher than the generally prevailing competitive range),
- the financial strength of the broker-dealer,
- the reputation and stability of the broker,
- the efficiency with which transactions are generally executed,
- the ability to effect the particular transaction,
- the availability of the broker-dealer to stand ready to execute difficult transactions in the future, and
- other matters involved in the receipt of brokerage and research services.

BTG will also consider the quality of firms with which it seeks to execute client orders, the adequacy of lines of communication, timeliness of reports of order execution, the capacity to accommodate unusual trading volume and the preservation of client anonymity, among other factors.

### *b) Soft-Dollars Arrangement*

As a matter of policy, the Firm does not pay higher commissions or directs trading business to a particular broker-dealer in order to receive research or other services (a practice known as “soft dollar arrangement”).

### *c) Brokerage for Client Referrals*

The Firm does not consider, in selecting or recommending a broker dealer, whether the Firm or a related person receives client referrals from that broker-dealer.

### *d) Directed Brokerage*



The Firm does not accept clients who require us to execute transactions through a specified broker-dealer. Clients may recommend that we use their preferred broker-dealer(s). The Firm will use such broker-dealer(s) subject to our determination that said broker-dealer provides best execution of client transactions.

*e) Aggregation (Bunching) of Trades*

Securities transactions in investment advisory accounts are normally implemented on a consistent basis across accounts. In order to accomplish this, orders are aggregated (bunched) and allocated pro-rata to the nearest round lot. In addition to considerations of equity, bunching avoids placing competing orders, improves order management, and may, because of larger order size, permit some degree of price improvement relative to a series of individually placed orders. The Firm may aggregate client orders for execution where it believes it is in the best interests of clients to do so. The Firm has an allocation policy designed to ensure fair treatment between clients in respect of executed trades.



### **ITEM 13: REVIEW OF ACCOUNTS**

#### *a) Periodic Account Review*

The Adviser has detailed knowledge of the investments in each Fund. The Investment professionals managing the funds formally and informally meet several times a month to review the performance of each portfolio company in each Fund and to ensure that transactions are within the parameters of the Funds' Limited Partnership Agreements.

Wealth management client portfolios are non-discretionary but also receive regular reviews by the head of the Wealth Management and Portfolio Managers.

#### *b) Client Reports*

Both wealth management clients and Fund investors receive or have the option to receive monthly reports. Wealth management clients have access to their portfolio provided by their custodian banks and also have the option of receiving monthly reports from the Firm.

Fund Investors will receive reports as disclosed in the offering memoranda of each Fund. Audited Financial Statements are sent to Fund investors within 120 days of the financial year end.





#### **ITEM 14: CLIENT REFERRALS AND OTHER COMPENSATION**

The Firm may enter into written solicitation arrangements with certain third parties (each a “Solicitor”). Pursuant to each arrangement, the Firm may pay a referral fee to each Solicitor when the Solicitor successfully introduces a client or fund investor to the Firm. The amount of compensation is based on a negotiated percentage of the management fee and performance fee or as a negotiated level of basis points of the value of the funds introduced or maintained.

All arrangements will comply with the conditions and requirements of Rule 206(4)-3 under the Investment Advisers Act of 1940.



## **ITEM 15: CUSTODY**

Due to certain arrangements, BTG may be deemed to have “custody” of the BTG Fund assets within the meaning of Rule 206(4)-2 under the Advisers Act.

BTG does not have custody of wealth management separate accounts within the meaning of Rule 206(4)-2 under the Advisers Act. Clients should review these statements carefully and should immediately contact BTG if account statements are not received from the custodian on at least a quarterly basis. To the extent BTG, pursuant to the relevant advisory contract or otherwise, separately provides reports or account statements, Clients should compare BTG’s statements carefully to the account statements received from the custodian. If there are any discrepancies between the account statements, please contact WOGA immediately.

Clients and fund investors receive account statements directly from a qualified custodian and are encouraged to review those accounts statements received from the custodian. In addition the Firm’s funds are (1) audited at least annually and (2) distributes their audited financial statements prepared in accordance with generally accepted accounting principles to all investors.



## **ITEM 16: INVESTMENT DISCRETION**

The Firm manages fund assets on a discretionary basis with the authority to determine what investments are made, as well as when and how they are made.



## **ITEM 17: VOTING CLIENT SECURITIES**

### *a) Proxy Voting Authority*

The Securities Exchange Commission adopted Rule 206(4)-6 under the Investment Advisers Act of 1940, which requires registered investment advisers that exercise voting authority over client securities to implement proxy voting policies. In accordance with such rules, BTG has adopted proxy voting policies and procedures. The proxy voting procedures are designed to ensure that proxies are voted in the best interest of BTG's Investors and no conflicts of interest exist. Votes on all matters are determined on a case-by-case basis and consideration is given to both the short and long term implication of the proposal to be voted on upon request, BTG will provide a copy of its proxy voting policies and procedures and information on how the proxies were voted upon request

### *b) Client Proxy Voting Authority*

BBIP operates a policy of exercising proxy votes for clients as permitted within client agreements. Voting policy is undertaken at all times in the best interests of clients and for their benefit. A copy of the full proxy voting policy is available upon request.



#### **ITEM 18: FINANCIAL INFORMATION OF THE ADVISER**

No financial events have occurred to BTG that would negatively affect the financial viability of the Firm. There is no financial condition of BTG that is reasonably likely to impair BTG's ability to meet contractual commitments to clients.

*a) Financial Disclosures*

Not Applicable.

*b) Material Financial Impairment*

Not Applicable.

*c) Bankruptcy Petitions*

Not Applicable.